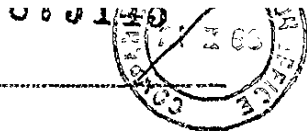


Number of  
Company



# THE COMPANIES ACT, 1948

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.

SENIOR ECONOMISERS  
LIMITED

Represented by

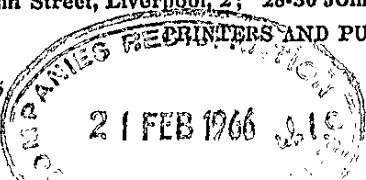
SLAUGHTER AND MAY (FWE)

18 AUSTIN FRIARS,

LONDON, E.C.2

Form No. 41  
(The filing fee is 5s.)

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



I, FREDERICK WALTER EDMONDS

of 18 Austin Friars in the City of London

(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 SENIOR ECONOMISERS ✓

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 17 Regent Square  
Avenue in the City  
of London  
the 17<sup>th</sup> day of February  
one thousand nine hundred and sixty-  
six.

F. W. Edmonds

Before me,

James Hogg

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

Number of  
Company

873143

12

Form No. 25

# STATEMENT OF THE NOMINAL CAPITAL

OF



SENIOR ECONOMISERS

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

*Slaughter and May*

Description

Solicitors to the Company

Dated the

17<sup>th</sup>

day of

February

1966

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

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

Presented by

SLAUGHTER AND MAY (FWE)

18 AUSTIN FRIARS. E.C.2.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 100 Manchester Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North 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.



873143 / 3

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

## Memorandum of Association

OF

## SENIOR ECONOMISERS LIMITED

1. The name of the Company is "SENIOR ECONOMISERS 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 carry on all or any of the trades or businesses of iron foundries, mechanical engineers, manufacturers of heat exchangers, fuel economisers, waste heat recovery plant, feed water heaters, air heaters, steam generators, agricultural implements and other machinery and articles incidental thereto, tool-makers, brass-foundries, metal-workers, boiler-makers, mill-wrights, machinists, iron and steel converters, smiths, woodworkers, builders, painters, metallurgists, electrical engineers, water supply engineers, gas-makers, farmers, printers, carriers and merchants, and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, implements, rolling-stock and hardware of all kinds, and to carry on any other trade or business (manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above, or otherwise calculated, directly or indirectly to enhance the value of any of the Company's property and rights for the time being.

- (2) To carry on any business relating to the winning and working of minerals, the production and working of metals, and the production, manufacture and preparation of any other materials which may be usefully or conveniently combined with the engineering or manufacturing businesses of the Company, or any contracts undertaken by the Company, and either for the purpose only of such contracts or as an independent business.
- (3) To undertake and execute any contract for works involving the supply or use of any machinery, and to carry out any ancillary or other works comprised in such contracts.
- (4) To manufacture and produce and, either as principals or agents, to trade and deal in, any apparatus, appliances and things belonging to or capable of being used in connection with any of the aforesaid businesses.
- (5) To conduct or promote or participate in tests, experiments and research work of any nature connected, directly or indirectly, with any of the businesses aforesaid, or which may be thought likely, directly or indirectly, to benefit the Company, and to conduct or promote or participate in chemical researches and tests, and to carry on the business of analysts, chemists and assayers.
- (6) To carry on all or any of the businesses of ship and barge owners, shipbuilders, lightermen, wharfingers, owners of depositories, warehousemen, storekeepers and warehousekeepers, carriers by land, sea and air, and haulage contractors.
- (7) To purchase, take on lease or tenancy, hire or otherwise acquire for any estate or interest, and to sell, exchange, surrender, lease, mortgage, charge, convert, turn to account, dispose of and deal with any real or personal property and rights of all kinds and in particular mortgages, debentures, produce, concessions, options, contracts, patents, annuities, licences, stocks, shares, bonds, policies, book debts, business concerns and undertakings and claims, privileges and choses in action of all kinds.
- (8) To undertake and to carry on and execute all kinds of financial, commercial, trading and other operations, and to carry on any other business, whether manufacturing or

otherwise, which may seem to be capable of being conveniently carried on in connection with the above or calculated, directly or indirectly, to enhance the value of or render profitable any of the Company's property or rights.

- (9) To obtain or acquire by application, purchase, licence or otherwise, and to exercise and use and grant licences to others to exercise and use patent rights, brevets d'invention, concessions or protection in any part of the world for any invention, mechanism or process, secret or otherwise, and to disclaim, alter or modify such patent rights or protection, and also to acquire, use and register trade marks, trade names, registered or other designs, rights of copyright or other rights or privileges in relation to any business for the time being carried on by the Company.
- (10) To purchase or otherwise acquire, take over, undertake and carry on, wholly or in part for cash or shares or otherwise howsoever, and as a going concern or otherwise, all or any part of the business, property, goodwill, assets and liabilities of any person or company.
- (11) To establish or promote, or concur or participate in establishing or promoting, any company whose objects shall include the acquisition of all or any of the assets or liabilities of this Company or the promotion of which shall be considered likely to advance, directly or indirectly, the objects of this Company or the interests of its Members.
- (12) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with or co-operate or participate in any way with any company or person carrying on or proposing to carry on any business within the objects of this Company; to form, constitute and promote companies, syndicates, associations and undertakings of all kinds, and to secure by underwriting or otherwise the subscription of any part of the capital of any such company, syndicate, association or undertaking, and to pay any commission, brokerage or other remuneration in connection therewith.
- (13) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest,

dividends, securities, moneys or shares or the performance of contracts, obligations or engagements by or of any other company or person including in particular (but without prejudice to the generality of the foregoing) the payment of money or the performance of contracts or other engagements or obligations by any company which is the Company's holding company or another subsidiary of the Company's holding company, and for the purposes aforesaid to mortgage or charge the undertaking and all or any of the property and assets, present and future, and uncalled capital of the Company; and to give indemnities of any kind.

- (14) To advance, lend or deposit money, securities and property to or with such company or person, and on such terms, as may seem expedient.
- (15) To draw, make, accept, endorse, negotiate, execute and issue, and to discount, buy, sell and deal in promissory notes, bills of exchange, warrants and other negotiable or transferable instruments.
- (16) To construct, improve, maintain, develop, work, manage, carry out or control any roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, water-courses, waterworks, wharves, warehouses, electric works, gas works, factories, shops, stores and other works and conveniences which may seem calculated, directly or indirectly, to advance the Company's interests and to contribute to, subsidise or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control thereof.
- (17) To receive from any Member or Members, Director or Directors, employee or employees of the Company, money or securities on deposit at interest or for safe custody or otherwise.
- (18) To invest any moneys of the Company not for the time being required for the general purposes of the Company in such investments (other than shares or stock in the Company) as may be thought proper, and to hold, sell or otherwise deal with such investments.
- (19) To borrow and raise money and secure or discharge any debt or obligation of or binding on the Company in such

manner as may be thought fit, and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future), and the uncalled capital of the Company, or by the creation and issue, on such terms as may be thought expedient, of debentures or debenture stock (perpetual or otherwise), or other securities of any description; and to issue any of the Company's shares, stock, securities or other obligations for such consideration (whether for cash, services rendered or property acquired or otherwise) and on such terms as may be thought fit.

- (20) To sell, exchange, mortgage, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over and in any other manner deal with or dispose of the undertaking, property, assets rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares, whether fully or partly paid up, debentures, debenture stock or other obligations or securities of any other company.
- (21) To undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously or otherwise, and in particular to act as depositary of any shares or securities of, and as agents and brokers for the investment, loan, payment, transmission or collection of money, and the purchase, sale, improvement or development and management of property for, any company or person and to undertake and perform sub-contracts.
- (22) To distribute among the Members of the Company in specie any property of the Company
- (23) To remunerate the Directors, officials and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company may think proper, and to formulate and carry into effect any scheme for sharing the profits of the Company with employees of the Company or any of them.
- (24) To remunerate any company or person for services rendered, or to be rendered, in placing or assisting to place, or guaranteeing the placing of, any of the shares in the Company's capital or any debentures, debenture



stock or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.

- (25) To take all necessary or proper steps in Parliament or with the authorities, national, local, municipal or otherwise of any place in which the Company may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company, or effecting any modification in the constitution of the Company, or furthering the interests of its Members, and to oppose any such steps taken by any other company or person which may be considered likely, directly or indirectly, to prejudice the interests of the Company or its Members.
- (26) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (27) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition.
- (28) To grant pensions, gratuities or loans to any employees or ex-employees (which expression shall include a Director) of the Company or its predecessors in business, or the relatives, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts calculated to benefit any such persons or otherwise advance the interests of the Company or of its Members.
- (29) To act as secretaries, managers, registrars or transfer agents for any other company.
- (30) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.
- (31) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

And it is hereby declared that the word "company" in this clause, except where used in reference to this Company, shall be deemed to

include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the Members is limited.

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

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<i>Lever Copley</i> <i>18 Austin Friars</i> <i>London E.C.2</i> <i>Solicitor</i>	<i>One</i>
<i>J.B. Willis</i> <i>18, Austin Friars,</i> <i>London</i> <i>E.C.2. Solicitor</i>	<i>One</i>

DATED the 17th day of February, 1966.

WITNESS to the above Signatures: —

*J.E. Harrell*  
*18 Austin Friars,*  
*London, E.C.2.*  
*Secretary*



COMPANY LIMITED BY SHARES

**Articles of Association**

OF

7 MAR 1966

**SENIOR ECONOMISERS LIMITED**

TABLE A

1. Subject as hereinafter provided, the regulations contained in Table A, Parts I and II, in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A") shall apply to the Company.

PRIVATE COMPANY

2. Clauses 24 and 53 of Part I and Clause 1 of Part II of Table A shall not apply.

SHARES

3. The Share Capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

4. Subject as hereinafter provided, all unissued shares shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may determine.

DIRECTORS

5. Until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two. Clause 75 of Part I of Table A shall be construed accordingly.

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

7. A Director need not be a Member of the Company and Clause 77 of Part I of Table A shall not apply.

8. The proviso to Clause 79 of Part I of Table A shall not apply.

9. A Director may vote on any contract or proposed contract in which he is interested and may be reckoned in estimating a quorum when any such contract or proposed contract is under consideration. Clause 84 of Part I of Table A shall be construed accordingly.

10. The holder or holders of a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at General Meetings of the Company by memorandum in writing signed by him or them and left at or sent to the registered office of the Company, or the Company in General Meeting, may at any time or from time to time appoint any person to be a Director of the Company or remove any Director from office.

11. 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, but so that the total number of Directors shall not at any time exceed any maximum number fixed by or in accordance with these Articles. Any Director so appointed shall (subject to Clause 88 of Part I of Table A) hold office until he is removed pursuant to Article 10. Clauses 89 to 97 (inclusive) of Part I of Table A shall not apply.

## NOTICES

12. A notice sent by post shall be deemed served at the time when the same was posted and Clause 131 of Part I of Table A shall be construed accordingly.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

---

Levor Copley  
 18 Austin Friars  
 London E.C.2.  
 Solicitor.

John Willis,  
 18, Austin Friars,  
 London E.C.2.  
 Solicitor. /

---

DATED the 17th day of February, 1966.

WITNESS to the above Signatures:—

J. E. Hassell  
 18 Austin Friars.  
 London, E.C.2.  
 Secretary

C.173

DUPLICATE FOR THE FILE.

No. 873143



## Certificate of Incorporation

I Hereby Certify that

SENIOR ECONOMISERS LIMITED

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

Given under my hand at London this SEVENTH DAY OF MARCH  
ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

*L. J. Whitfield*

Assistant Registrar of Companies.

Certificate  
received by

*Shanghain*

*for*  
*on way*

Date

- 7 MAR 1966

No. 873143



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

**Ordinary Resolution**

OF

**Senior Economisers Limited**



(Passed 8th March, 1966)

At an EXTRAORDINARY GENERAL MEETING of SENIOR ECONOMISERS LIMITED duly convened and held on the 8th day of March, 1966 the following resolution was duly passed:—

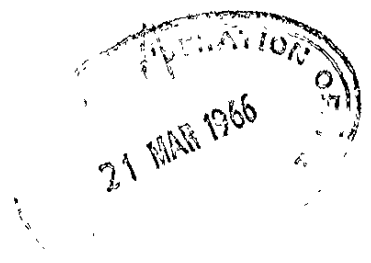
RESOLUTION

THAT for the purpose of acquiring part of the undertaking of Senior Economisers (Holdings) Limited the capital of the Company be increased to £450,100 by the creation of 450,000 additional Ordinary Shares of £1 each.

Secretary.

B. M. & Co., Ltd. S1747L.

SLAUGHTER & MAY,  
18, AUSTIN FRIARS,  
LONDON, E.C.2.





Number of  
Company



# THE COMPANIES ACT, 1948

## Notice of Increase in Nominal Capital

Pursuant to section 63

REGISTERED

21 MAR 1966

Insert the  
Name  
of the  
Company

SENIOR ECONOMISERS

LIMITED

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

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

Presented by

Slaughter and May (FWE/JBW)

18, Austin Friars,

London, E.C.2.

21 MAR 1966

Form No. 10

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

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES,

\*"Ordinary",  
"Extra-  
ordinary", or  
"Special". Senior Economisers Limited, hereby gives you notice, pursuant to  
Section 63 of the Companies Act, 1948, that by an\* Ordinary  
Resolution of the Company dated the 8th day of March 1966  
the Nominal Capital of the Company has been increased by the addition thereto of  
the sum of £ 450,000 beyond the Registered Capital  
of £100

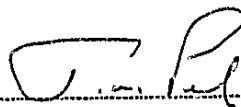
The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
450,000	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 are additional Ordinary Shares  
ranking pari passu with the existing Ordinary Shares  
in the capital of the Company.

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

Signature



State whether Director } Secretary  
or Secretary }

Dated the fifteenth day of March 1966

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

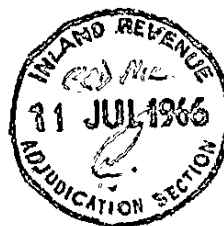
Number of } 873,143 / 10  
Company }

Form No. 26a

# THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

109/12837/66  
55/12/66/66



COMPANY LIMITED BY SHARES

## Statement of Increase of the Nominal Capital

OF

SENIOR ECONOMISERS

LIMITED

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

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

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

Presented by

Slaughter and May (FWE/JBW)

18, Austin Friars,

London, E.C.2.



The Solicitors' Law Stationery Society, Limited.

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

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

# THE NOMINAL CAPITAL

OF

Senior Economisers

Limited

has by a Resolution of the Company dated

8th March, 1966 been increased by

the addition thereto of the sum of £450,000,

divided into :—

450,000 Ordinary Shares of £1 each

Shares of each

beyond the registered Capital of £100

Signature

(State whether Director or Secretary) Secretary

Dated the fifteenth day of March 1966

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

SENIOR ECONOMISERS LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Senior House, 21 Derby Road, Watford, Herts on Thursday, 13th July, 1972 the following Resolution was passed as a SPECIAL RESOLUTION.

RESOLUTION

That the Directors of the Company be and they are hereby authorised and directed to procure the Company to guarantee the repayment of up to £1,171,711 9.6 per cent. Unsecured Loan Stock 1991/96 of Senior Engineering Group Limited and the payment of the interest payable thereon by executing a Trust Deed in the form of the Deed produced to this Meeting and for the purpose of identification signed by the Chairman thereof and expressed to be made between Senior Engineering Group Limited of the first part, certain subsidiaries of that company including the Company of the second to tenth parts respectively and Alliance Assurance Company Limited as Trustees of the eleventh part.

REGISTRATION AND MAY  
(SRW/6F)

---

*COMPANY LIMITED BY SHARES*

---

**Memorandum of Association**  
**OF**  
**SENIOR ECONOMISERS LIMITED**

---

1. The name of the Company is "SENIOR ECONOMISERS 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 carry on all or any of the trades or businesses of iron founders, mechanical engineers, manufacturers of heat exchangers, fuel economisers, waste heat recovery plant, feed water heaters, air heaters, steam generators, agricultural implements and other machinery and articles incidental thereto, tool-makers, brass-founders, metal-workers, boiler-makers, mill-wrights, machinists, iron and steel converters, smiths, woodworkers, builders, painters, metallurgists, electrical engineers, water supply engineers, gas-makers, farmers, printers, carriers and merchants, and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, implements, rolling-stock and hardware of all kinds, and to carry on any other trade or business (manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above, or otherwise calculated, directly or indirectly to enhance the value of any of the Company's property and rights for the time being.

- (2) To carry on any business relating to the winning and working of minerals, the production and working of metals, and the production, manufacture and preparation of any other materials which may be usefully or conveniently combined with the engineering or manufacturing businesses of the Company, or any contracts undertaken by the Company, and either for the purpose only of such contracts or as an independent business.
- (3) To undertake and execute any contract for works involving the supply or use of any machinery, and to carry out any ancillary or other works comprised in such contracts.
- (4) To manufacture and produce and, either as principals or agents, to trade and deal in, any apparatus, appliances and things belonging to or capable of being used in connection with any of the aforesaid businesses.
- (5) To conduct or promote or participate in tests, experiments and research work or any work connected, directly or indirectly, with any of the businesses aforesaid, or which may be the result, directly or indirectly, to benefit the Company, and to conduct or promote or participate in chemical researches and tests, and to carry on the business of analysts, chemists and assayers.
- (6) To carry on all or any of the businesses of ship and barge owners, shipbuilders, lightermen, wharfingers, owners of depositories, warehousemen, storekeepers and warehousekeepers, carriers by land, sea and air, and haulage contractors.
- (7) To purchase, take on lease or tenancy, hire or otherwise acquire for any estate or interest, and to sell, exchange, surrender, lease, mortgage, charge, convert, turn to account, dispose of and deal with any real or personal property and rights of all kinds and in particular mortgages, debentures, produce, concessions, options, contracts, patents, annuities, licences, stocks, shares, bonds, policies, book debts, business concerns and undertakings and claims, privileges and choses in action of all kinds.
- (8) To undertake and to carry on and execute all kinds of financial, commercial, trading and other operations, and to carry on any other business, whether manufacturing or

otherwise, which may seem to be capable of being conveniently carried on in connection with the above or calculated, directly or indirectly, to enhance the value of or render profitable any of the Company's property or rights.

- (9) To obtain or acquire by application, purchase, licence or otherwise, and to exercise and use and grant licences to others to exercise and use patent rights, brevets d'invention, concessions or protection in any part of the world for any invention, mechanism or process, secret or otherwise, and to disclaim, alter or modify such patent rights or protection, and also to acquire, use and register trade marks, trade names, registered or other designs, rights of copyright or other rights or privileges in relation to any business for the time being carried on by the Company.
- (10) To purchase or otherwise acquire, take over, undertake and carry on, wholly or in part for cash or shares or otherwise howsoever, and as a going concern or otherwise, all or any part of the business, property, goodwill, assets and liabilities of any person or company.
- (11) To establish or promote, or concur or participate in establishing or promoting, any company whose objects shall include the acquisition of all or any of the assets or liabilities of this Company or the promotion of which shall be considered likely to advance, directly or indirectly, the objects of this Company or the interests of its Members.
- (12) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with or to operate or participate in any way with any company or person carrying on or proposing to carry on any business within the objects of this Company; to form, constitute and promote companies, syndicates, associations and undertakings of all kinds, and to secure by underwriting or otherwise the subscription of any part of the capital of any such company, syndicate, association or undertaking, and to pay any commission, brokerage or other remuneration in connection therewith.
- (13) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest.



dividends, securities, moneys or shares or the performance of contracts, obligations or engagements by or of any other company or person including in particular (but without prejudice to the generality of the foregoing) the payment of money or the performance of contracts or other engagements or obligations by any company which is the Company's holding company or another subsidiary of the Company's holding company, and for the purposes aforesaid to mortgage or charge the undertaking and all or any of the property and assets, present and future, and uncalled capital of the Company; and to give indemnities of any kind.

- (14) To advance, lend or deposit money, securities and property to or with such company or person, and on such terms, as may seem expedient.
- (15) To draw, make, accept, endorse, negotiate, execute and issue, and to discount, buy, sell and deal in promissory notes, bills of exchange, warrants and other negotiable or transferable instruments.
- (16) To construct, improve, maintain, develop, work, manage, carry out or control any roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, water-courses, waterworks, wharves, warehouses, electric works, gas works, factories, shops, stores and other works and conveniences which may seem calculated, directly or indirectly, to advance the Company's interests and to contribute to, subsidise or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control thereof.
- (17) To receive from any Member or Members, Director or Directors, employee or employees of the Company, money or securities on deposit at interest or for safe custody or otherwise.
- (18) To invest any moneys of the Company not for the time being required for the general purposes of the Company in such investments (other than shares or stock in the Company) as may be thought proper, and to hold, sell or otherwise deal with such investments.
- (19) To borrow and raise money and secure or discharge any debt or obligation of or binding on the Company in such

manner as may be thought fit, and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future), and the uncalled capital of the Company, or by the creation and issue, on such terms as may be thought expedient, of debentures or debenture stock (perpetual or otherwise), or other securities of any description; and to issue any of the Company's shares, stock, securities or other obligations for such consideration (whether for cash, services rendered or property acquired or otherwise) and on such terms as may be thought fit.

- (20) To sell, exchange, mortgage, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over and in any other manner deal with or dispose of the undertaking, property, assets rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares, whether fully or partly paid up, debentures, debenture stock or other obligations or securities of any other company.
- (21) To undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously or otherwise, and in particular to act as depositary of any shares or securities of, and as agents and brokers for the investment, loan, payment, transmission or collection of money, and the purchase, sale, improvement or development and management of property for, any company or person and to undertake and perform sub-contracts.
- (22) To distribute among the Members of the Company in specie any property of the Company
- (23) To remunerate the Directors, officials and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company may think proper, and to formulate and carry into effect any scheme for sharing the profits of the Company with employees of the Company or any of them.
- (24) To remunerate any company or person for services rendered, or to be rendered, in placing or assisting to place, or guaranteeing the placing of, any of the shares in the Company's capital or any debentures, debenture

stock or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.

- (25) To take all necessary or proper steps in Parliament or with the authorities, national, local, municipal or otherwise of any place in which the Company may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company, or effecting any modification in the constitution of the Company, or furthering the interests of its Members, and to oppose any such steps taken by any other company or person which may be considered likely, directly or indirectly, to prejudice the interests of the Company or its Members.
- (26) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (27) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition.
- (28) To grant pensions, gratuities or loans to any employees or ex-employees (which expression shall include a Director) of the Company or its predecessors in business, or the relatives, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts calculated to benefit any such persons or otherwise advance the interests of the Company or of its Members.
- (29) To act as secretaries, managers, registrars or transfer agents for any other company.
- (30) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.
- (31) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

And it is hereby declared that the word "company" in this clause, except where used in reference to this Company, shall be deemed to

include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the Members is limited.

5. The share capital of the Company is now £450,100 divided into 450,100 Shares of £1 each. ✓

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<p>TREVOR COPLEY, 18, Austin Friars, London, E.C.2. <i>Solicitor.</i></p>	One.
<p>J. B. A. WILLIS, 18, Austin Friars, London, E.C.2. <i>Solicitor.</i></p>	One.

DATED the 17th day of February, 1966.

WITNESS to the above Signatures:—

J. E. HAISELL,  
18, Austin Friars,  
London, E.C.2.  
*Secretary.*

THE COMPANIES ACT, 1948

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COMPANY LIMITED BY SHARES

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Articles of Association  
OF  
SENIOR ECONOMISERS LIMITED

TABLE A

1. Subject as hereinafter provided, the regulations contained in Table A, Parts I and II, in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A") shall apply to the Company.

PRIVATE COMPANY

2. Clauses 24 and 53 of Part I and Clause 1 of Part II of Table A shall not apply.

SHARES

3. The Share Capital of the Company is £100 divided into 100 Ordinary Shares of £1 each. Capital increased to £450,100 in Ordinary Shares of £1 each. Resolution 8th March, 1966.

4. Subject as hereinafter provided, all unissued shares shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may determine.

DIRECTORS

5. Until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two. Clause 75 of Part I of Table A shall be construed accordingly.

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

7. A Director need not be a Member of the Company and Clause 77 of Part I of Table A shall not apply.

8. The proviso to Clause 79 of Part I of Table A shall not apply.

9. A Director may vote on any contract or proposed contract in which he is interested and may be reckoned in estimating a quorum when any such contract or proposed contract is under consideration. Clause 84 of Part I of Table A shall be construed accordingly.

10. The holder or holders of a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at General Meetings of the Company by memorandum in writing signed by him or them and left at or sent to the registered office of the Company, or the Company in General Meeting, may at any time or from time to time appoint any person to be a Director of the Company or remove any Director from office.

11. 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, but so that the total number of Directors shall not at any time exceed any maximum number fixed by or in accordance with these Articles. Any Director so appointed shall (subject to Clause 88 of Part I of Table A) hold office until he is removed pursuant to Article 10. Clauses 89 to 97 (inclusive) of Part I of Table A shall not apply.

## NOTICES

12. A notice sent by post shall be deemed served at the time when the same was posted and Clause 131 of Part I of Table A shall be construed accordingly.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

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TREVOR COPLEY,

18, Austin Friars,

London, E.C.2.

*Solicitor.*

J. B. A. WILLIS,

18, Austin Friars,

London, E.C.2.

*Solicitor.*

---

DATED the 17th day of February, 1966.

WITNESS to the above Signatures :—

J. E. HAISELL,

18, Austin Friars,

London, E.C.2.

*Secretary.*



No. 873143

THE COMPANIES ACTS

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

SENIOR ECONOMISERS LIMITED

Passed 24th May, 1973

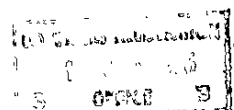
At the ANNUAL GENERAL MEETING of the Company held at Senior House, 21, Derby Road, Watford, Hertfordshire on Thursday, 24th May, 1973 the following Resolution was duly proposed and passed as a SPECIAL RESOLUTION:-

RESOLUTION

THAT the regulations contained in the printed document laid before the meeting and signed for the purposes of identification by the Chairman thereof be and the same are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association.



J. E. Marshall.  
Secretary.



THE COMPANIES ACTS

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COMPANY LIMITED BY SHARES

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Memorandum of Association

OF

SENIOR ECONOMISERS LIMITED

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1. The name of the Company is "SENIOR ECONOMISERS 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 carry on all or any of the trades or businesses of iron founders, mechanical engineers, manufacturers of heat exchangers, fuel economisers, waste heat recovery plant, feed water heaters, air heaters, steam generators, agricultural implements and other machinery and articles incidental thereto, tool-makers, brass-founders, metal-workers, boiler-makers, mill-wrights, machinists, iron and steel converters, smiths, woodworkers, builders, painters, metallurgists, electrical engineers, water supply engineers, gas-makers, farmers, printers, carriers and merchants, and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, implements, rolling-stock and hardware of all kinds, and to carry on any other trade or business (manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above, or otherwise calculated, directly or indirectly to enhance the value of any of the Company's property and rights for the time being.

- (2) To carry on any business relating to the winning and working of minerals, the production and working of metals, and the production, manufacture and preparation of any other materials which may be usefully or conveniently combined with the engineering or manufacturing businesses of the Company, or any contracts undertaken by the Company, and either for the purpose only of such contracts or as an independent business.
- (3) To undertake and execute any contract for works involving the supply or use of any machinery, and to carry out any ancillary or other works comprised in such contracts.
- (4) To manufacture and produce and, either as principals or agents, to trade and deal in, any apparatus, appliances and things belonging to or capable of being used in connection with any of the aforesaid businesses.
- (5) To conduct or promote or participate in tests, experiments and research work of any nature connected, directly or indirectly, with any of the businesses aforesaid, or which may be thought likely, directly or indirectly, to benefit the Company, and to conduct or promote or participate in chemical researches and tests, and to carry on the business of analysts, chemists and assayers.
- (6) To carry on all or any of the businesses of ship and barge owners, shipbuilders, lightermen, wharfingers, owners of depositories, warehousemen, storekeepers and warehousekeepers, carriers by land, sea and air, and haulage contractors.
- (7) To purchase, take on lease or tenancy, hire or otherwise acquire for any estate or interest, and to sell, exchange, surrender, lease, mortgage, charge, convert, turn to account, dispose of and deal with any real or personal property and rights of all kinds and in particular mortgages, debentures, produce, concessions, options, contracts, patents, annuities, licences, stocks, shares, bonds, policies, book debts, business concerns and undertakings and claims, privileges and choses in action of all kinds.
- (8) To undertake and to carry on and execute all kinds of financial, commercial, trading and other operations, and to carry on any other business, whether manufacturing or

otherwise, which may seem to be capable of being conveniently carried on in connection with the above or calculated, directly or indirectly, to enhance the value of or render profitable any of the Company's property or rights.

- (9) To obtain or acquire by application, purchase, licence or otherwise, and to exercise and use and grant licences to others to exercise and use patent rights, brevets d'invention, concessions or protection in any part of the world for any invention, mechanism or process, secret or otherwise, and to disclaim, alter or modify such patent rights or protection, and also to acquire, use and register trade marks, trade names, registered or other designs, rights of copyright or other rights or privileges in relation to any business for the time being carried on by the Company.
- (10) To purchase or otherwise acquire, take over, undertake and carry on, wholly or in part for cash or shares or otherwise howsoever, and as a going concern or otherwise, all or any part of the business, property, goodwill, assets and liabilities of any person or company.
- (11) To establish or promote, or concur or participate in establishing or promoting, any company whose objects shall include the acquisition of all or any of the assets or liabilities of this Company or the promotion of which shall be considered likely to advance, directly or indirectly, the objects of this Company or the interests of its Members.
- (12) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with or co-operate or participate in any way with any company or person carrying on or proposing to carry on any business within the objects of this Company; to form, constitute and promote companies, syndicates, associations and undertakings of all kinds, and to secure by underwriting or otherwise the subscription of any part of the capital of any such company, syndicate, association or undertaking, and to pay any commission, brokerage or other remuneration in connection therewith.
- (13) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest.

dividends, securities, moneys or shares or the performance of contracts, obligations or engagements by or of any other company or person including in particular (but without prejudice to the generality of the foregoing) the payment of money or the performance of contracts or other engagements or obligations by any company which is the Company's holding company or another subsidiary of the Company's holding company, and for the purposes aforesaid to mortgage or charge the undertaking and all or any of the property and assets, present and future, and uncalled capital of the Company; and to give indemnities of any kind.

- (14) To advance, lend or deposit money, securities and property to or with such company or person, and on such terms, as may seem expedient.
- (15) To draw, make, accept, endorse, negotiate, execute and issue, and to discount, buy, sell and deal in promissory notes, bills of exchange, warrants and other negotiable or transferable instruments.
- (16) To construct, improve, maintain, develop, work, manage, carry out or control any roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, water-courses, waterworks, wharves, warehouses, electric works, gas works, factories, shops, stores and other works and conveniences which may seem calculated, directly or indirectly, to advance the Company's interests and to contribute to, subsidise or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control thereof.
- (17) To receive from any Member or Members, Director or Directors, employee or employees of the Company, money or securities on deposit at interest or for safe custody or otherwise.
- (18) To invest any moneys of the Company not for the time being required for the general purposes of the Company in such investments (other than shares or stock in the Company) as may be thought proper, and to hold, sell or otherwise deal with such investments.
- (19) To borrow and raise money and secure or discharge any debt or obligation of or binding on the Company in such

manner as may be thought fit, and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future), and the uncalled capital of the Company, or by the creation and issue, on such terms as may be thought expedient, of debentures or debenture stock (perpetual or otherwise), or other securities of any description; and to issue any of the Company's shares, stock, securities or other obligations for such consideration (whether for cash, services rendered or property acquired or otherwise) and on such terms as may be thought fit.

- (20) To sell, exchange, mortgage, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over and in any other manner deal with or dispose of the undertaking, property, assets rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares, whether fully or partly paid up, debentures, debenture stock or other obligations or securities of any other company.
- (21) To undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously or otherwise, and in particular to act as depositary of any shares or securities of, and as agents and brokers for the investment, loan, payment, transmission or collection of money, and the purchase, sale, improvement or development and management of property for, any company or person and to undertake and perform sub-contracts.
- (22) To distribute among the Members of the Company in specie any property of the Company
- (23) To remunerate the Directors, officials and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company may think proper, and to formulate and carry into effect any scheme for sharing the profits of the Company with employees of the Company or any of them.
- (24) To remunerate any company or person for services rendered, or to be rendered, in placing or assisting to place, or guaranteeing the placing of, any of the shares in the Company's capital or any debentures, debenture

stock or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.

- (25) To take all necessary or proper steps in Parliament or with the authorities, national, local, municipal or otherwise of any place in which the Company may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company, or effecting any modification in the constitution of the Company, or furthering the interests of its Members, and to oppose any such steps taken by any other company or person which may be considered likely, directly or indirectly, to prejudice the interests of the Company or its Members.
- (26) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (27) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition.
- (28) To grant pensions, gratuities or loans to any employees or ex-employees (which expression shall include a Director) of the Company or its predecessors in business, or the relatives, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts calculated to benefit any such persons or otherwise advance the interests of the Company or of its Members.
- (29) To act as secretaries, managers, registrars or transfer agents for any other company.
- (30) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.
- (31) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

And it is hereby declared that the word "company" in this clause, except where used in reference to this Company, shall be deemed to

include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the Members is limited. ✓

5. The share capital of the Company is £450,100 divided into 450,100 shares of £1 each.



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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<p>TREVOR COPLEY, 18, Austin Friars, London, E.C.2. <i>Solicitor.</i></p>	One.
<p>J. B. A. WILLIS, 18, Austin Friars, London, E.C.2. <i>Solicitor.</i></p>	One.

DATED the 17th day of February, 1966.

WITNESS to the above Signatures:—

J. E. HAISELL,  
18, Austin Friars,  
London, E.C.2.  
*Secretary.*

THE COMPANIES ACTS

COMPANY LIMITED BY SHARES

Articles of Association

OF

SENIOR ECONOMISERS LIMITED

*(Adopted by Special Resolution passed on 24th May 1973)*

TABLE A

1. Subject as hereinafter provided, the regulations contained in Table A, Parts I and II, in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A") shall apply to the Company.

PRIVATE COMPANY

2. Clauses 24 and 53 of Part I and Clause 1 of Part II of Table A shall not apply.

UNISSUED SHARES

3. Subject as hereinafter provided, all unissued shares shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may determine.

ISSUE OF SHARES

4. Unless otherwise determined from time to time by the Company in General Meeting, any shares for the time being unissued and new shares of any class hereafter created shall before they are issued be offered to the then existing holders of shares in proportion, as nearly as may be, to the number of shares held by them respectively. Such offer shall be made by notice specifying the number of shares offered and

limiting a time within which the offer, if not accepted, will be deemed to be declined and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may likewise dispose of any unissued shares which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid, or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered under this Article.

## LIEN

5. Clause 11 of Part I of Table A shall be read and construed as if the words "(not being a fully paid share)" and "(other than fully paid shares)" were deleted therefrom.

## TRANSFER OF SHARES

6. The Directors may, in their discretion and without assigning any reason therefor, refuse to register a transfer of any share to any person who is not already a Member. The Directors may also refuse to register the transfer of any share on which the Company has a lien. Clause 3 of Part II of Table A shall not apply.

7. The instrument of transfer of a share shall be signed by or on behalf of the transferor and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof; provided that in the case of a partly paid share the instrument of transfer must also be signed by or on behalf of the transferee. Clause 22 of Part I of Table A shall not apply.

## GENERAL MEETINGS

8. In Clause 54 of Part I of Table A the words "in person or by proxy" shall be inserted after the words "the Members present".

9. A poll may be demanded by the Chairman or by any Member present in person or by proxy and entitled to vote and Clause 58 of Part I of Table A shall be construed accordingly.

10. Any such resolution in writing as is referred to in Clause 5 in Part II of Table A may consist of several documents in like form each signed by one or more of the Members (or their duly authorised representatives) in that Clause referred to.

## DIRECTORS

11. Until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two. Clause 75 of Part I of Table A shall be construed accordingly. A Director shall not be liable to retire nor be ineligible for re-election or appointment as a Director by reason of his attaining or having attained the age of 70 or any other age, and paragraph (a) of Clause 88 of Part I of Table A shall be deleted.

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

13. A Director need not be a Member of the Company and Clause 77 of Part I of Table A shall not apply.

14. Without in any way limiting or restricting the general powers of the Directors to grant pensions, allowances or other similar payments to officers or ex-officers, employees or ex-employees of the Company, or the relatives, dependants or connections of any such persons, it is hereby expressly declared that any salaried Director (as hereinafter defined) may participate in any pension or assurance scheme for the benefit of the Company's employees, whether the Company contributes thereto or not, and that the Directors may accordingly include in any such scheme, or may make such grant or pay such pension, annuity or other retiring or similar allowance to, any salaried Director or his relatives, dependants or connections upon such terms as the Directors may think fit. It shall be no objection to any such inclusion, grant or payment that the salaried Director remains an ordinary Director of the Company entitled to participate in the ordinary remuneration payable to the Directors. Any salaried Director may vote as a Director upon any resolutions affecting or relating to any such scheme, pension, grant or allowance or relating to his participation therein notwithstanding that he is or may be interested therein. For the purposes of this Article the expression "salaried Director" means a Managing Director and any other Director holding any salaried employment or office under the Company in respect of which he is paid remuneration beyond his ordinary remuneration as a Director but it is hereby expressly declared that such expression does not include a Director in respect of his ordinary services as a Director. Clause 87 of Part I of Table A shall not apply.

15. Each Director shall have the power to appoint either (i) another Director or (ii) any other person approved for that purpose by the Directors, to act as alternate Director in his place during his absence

and at his discretion to remove such alternate Director. A person so appointed shall (except as regards power to appoint an alternate and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties as a Director of his appointor in such appointor's absence. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director. All appointments and removals of alternate Directors shall be effected by instrument in writing delivered at the registered office of the Company and signed by the appointor.

16. The proviso to Clause 79 of Part I of Table A shall not apply.

17. A Director may vote on any contract or proposed contract in which he is interested and may be reckoned in estimating a quorum when any such contract or proposed contract is under consideration. Clause 84 of Part I of Table A shall be construed accordingly.

18. 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, but so that the total number of Directors shall not at any time exceed any maximum number fixed by or in accordance with these Articles. Any Director so appointed shall (subject to Clause 88 of Part I of Table A) hold office until he is removed pursuant to Article 19. Clauses 89 to 97 (inclusive) of Part I of Table A shall not apply.

19. The holder or holders of a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at General Meetings of the Company by memorandum in writing signed by him or them and left at or sent to the registered office of the Company, or the Company in General Meeting, may at any time or from time to time appoint any person to be a Director of the Company or remove any Director from office.

20. Any such resolution in writing as is referred to in Clause 106 in Part I of Table A may consist of several documents in the like form each signed by one or more of the Directors for the time being.

#### NOTICES

21. A notice sent by post shall be deemed served at the time when the same was posted and Clause 131 of Part I of Table A shall be construed accordingly.

No 873143/30

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

- of -

Senior Economisers Limited

Passed 26th October, 1973



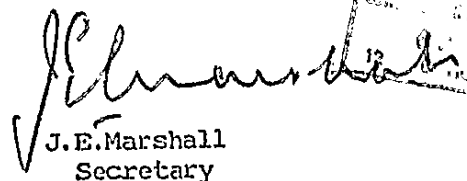
At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Otterspool Way, Watford on 26th October 1973, the following Resolution was duly passed as a Special Resolution :-

SPECIAL RESOLUTION

That notwithstanding anything contained in the Articles of Association of the Company the Directors shall have power to cause the Company to guarantee any Debenture Stock Loan Stock or other obligation of its Parent Company Senior Engineering Group Limited and to charge its undertaking, property, assets and uncalled capital or any part thereof both present and future as security for such guarantee without restriction or limitation and any Director of the Company may vote and be counted in a quorum on any Resolution regarding any such guarantee or charge notwithstanding that he is also a Director of Senior Engineering Group Limited or otherwise concerned or interested in such matter and this Resolution shall operate by way of amendment to the Articles of Association of the Company to any extent necessary for it to have effect.



Certified true copy.

  
J.E. Marshall  
Secretary



SENIOR ECONOMISERS  
LIMITED

Segl

OFFICE: 100, WATFORD BY PASS, WATFORD, Herts. WD25 9JX

TELEPHONE: WATFORD 26001, 10 LINES. WATFORD 26011, 10 LINES.  
TELEGRAMS: SENITHRA WATFORD. TEL: 935634

SENIOR ECONOMISERS  
LIMITED  
WATFORD  
Herts.

YOUR REF

REFERENCE

GW1/FMM

DATE

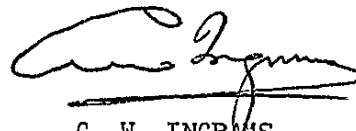
12th November 1979

The Registrar of Companies,  
Companies Registration Office,  
Crown Way,  
Maindy,  
Cardiff CF4 3UZ

Dear Sir,

I enclose formal notification of the resignation of Tansley Witt & Co. as the Company's auditors, together with a note indicating the appointment of Arthur Andersen & Co. to fill the casual vacancy so created.

Yours faithfully,



G. W. INGRAMS  
Company Secretary

ENCS:



Minutes of Meeting of Board of Directors of Senior Economisers Limited  
held at Otterspool Way, Watford, on Friday, 2nd November, 1979

Present: Mr. M. J. Chapman - Chairman  
Mr. R. T. Castle  
Mr. N. P. Johnson  
Mr. R. C. Ray  
Mr. G. W. Ingrams - Secretary

652

Previous Minutes

The Minutes of the previous meeting held on 26th March 1979 were approved.

653

Appointment of Auditors

Having received formal notice of the resignation of Tansley Witt & Co. as auditors, consequent upon their joining with the partners of Arthur Andersen & Co., to form a new firm practising under the name of Arthur Andersen & Co., it was resolved to appoint the new firm to fill the casual vacancy so created to serve as auditors until the conclusion of the next General Meeting of the Company or any adjournment thereof. The Secretary is hereby authorised to file the necessary notification with the Registrar of Companies.

*Submitted a true copy.*

*G. W. Ingrams*  
Secretary





# Tansley Witt & Co

In Association with Bernard Phillips & Co

Chartered Accountants

28 Ely Place, London EC1N 6RF, tel 01-417 1666 telex 167245 telegrams 167245 Milwathin London

TC Harding AI Wyse J Carter Ash MK Herbert B Phillips EOC Sawyers JH Chatters EA Barnett  
SD Haylar BT Stone PH Jones IR Harvey CCG CCF Hagan RM Foster P Morgan H Pizzardi R Hester  
MG Macon IP Phillips EA Norman IM Reed CTR May MP Bamber EWV Holding RCFlood JFE Lee JH Pye AM Roberts AP Lacey

SDH/LM

5 October 1979

The Board of Directors,  
Senior Economisers Limited,  
Otterspool Way,  
Watford,  
Herts.  
WD2 8HX

Dear Sirs,

As you are aware, as from 1st September 1979 the London partners in Tansley Witt & Co. joined with the partners in Arthur Andersen & Co. to form a new firm which is practising under the name of Arthur Andersen & Co. Accordingly, this letter is notice of the formal resignation of Tansley Witt & Co. with effect from 1st September 1979.

As required by Section 16 of the Companies Act 1976 we confirm that there are no circumstances connected with this resignation which we consider should be brought to the notice of the members or creditors of the Company.

Yours faithfully,  
TANSLEY WITT & CO.



Principal offices London Belfast Birmingham Bristol Dublin Edinburgh Glasgow Gloucester Leeds Liverpool Manchester Newcastle-upon-Tyne Wolverhampton Worcester

Represented throughout the world by Alexander Grant Tansley Witt

# Arthur Andersen & Co.

Chartered Accountants

28 Ely Place - London EC1N 6RE

Telephone: 01-242 1666 Telex: 267546

SDH/LM

5 October 1979

The Board of Directors,  
Senior Economisers Limited,  
Otterspool Way,  
Watford,  
Herts.  
WD2 8HX

Dear Sirs,

This letter is our formal statement of willingness to accept appointment as auditors to fill the casual vacancy caused by the resignation of Tansley Witt & Co.

Yours faithfully,  
ARTHUR ANDERSEN & CO.



London: H. Davison D. M. Currie P. Aaronberg J. G. Ash W. S. Barnard F. G. Barratt D. C. Borer A. A. Burke J. B. Burrows D. P. G. Cade N. A. Chalmers R. J. Chapman R. M. Cook R. F. Currie D. F. A. Davidson P. Desmond R. M. Dymond R. S. Ellick V. J. Ellis T. J. Forrest M. K. Forster L. Fuller C. J. Gee R. V. Gorin C. F. Halpin T. G. Harding I. R. Harvey S. D. Haylist G. E. Hemmings P. R. Hinton E. W. V. Holding R. L. Jennings H. Jones J. G. Lawrence K. R. Lavery J. F. K. Lee R. G. Linger D. J. Murby J. C. Norton M. J. Oaten M. J. Palmer D. A. Perry R. G. Picking C. J. Pinnell W. I. C. Plaxstone N. L. Pye G. J. Reddish J. M. I. Reed J. A. Risby J. E. Paley H. M. Scott R. J. Simmons B. D. Smith L. F. Stemp R. T. J. Stone M. H. Vandersteen V. C. Watts I. W. Welsh J. H. Woolf A. I. Wyhorn Birmingham A. K. Timberlake P. R. Dodd M. G. Maton C. L. Nunn P. J. Seward Bristol I. P. Priestley Glasgow J. A. W. Moir E. M. Hagman R. S. Pereira Gloucester M. G. Maton P. R. Bond C. L. Nunn P. J. Seward A. K. Timberlake A. I. Wyborn Leeds I. P. A. Sutt D. S. Darbyshire D. A. Haaxby Liverpool W. A. Lowe J. D. Hanton A. J. Katz D. J. Lowe J. W. Lowe J. G. Milbourn C. R. Terras Manchester J. D. Hanson D. J. Green A. J. Katz E. M. Kilby W. A. Lowe J. G. Milbourn C. R. Terras R. A. Tilley Worcester P. J. Seward P. R. Bond M. G. Maton C. L. Nunn A. K. Timberlake Dubai U. A. E. J. C. Roberts Manama Bahrain J. C. Roberts

Associated with Arthur Andersen & Co Inc: Argentina Australia Bahrain Belgium Bermuda Brazil Canada Colombia Denmark Ecuador France Germany Greece Hong Kong Iran Ireland Italy Ivory Coast Japan Mexico The Netherlands Nicaragua Nigeria Norway Panama Peru Portugal Spain to Spain Senegal Singapore South Africa Saudi Arabia Sweden Switzerland Taiwan Thailand United Kingdom United States of America

Number of Company: 873143

Special Resolution


of

SENIOR ECONOMISERS LIMITED

At the Annual General Meeting of the above named Company duly convened and held on 29th May 1987 the following resolution was duly passed as a Special Resolution:-

Special Resolution

That as the Company satisfies the conditions laid down in Section 252 of the Companies Act 1985 in that it is not a holding company, that it is entitled to the benefits of the exemptions for individual accounts applicable in the case of a small company, and that it has been dormant since the end of the financial year, the provisions of Section 384 of the Companies Act 1985 shall not apply to the Company and accordingly no auditors shall be appointed for the period to the conclusion of the next General Meeting.



SECRETARY.



Number of Company: 873143

Special Resolution  
of  
SENIOR ECONOMISERS LIMITED

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At the Annual General Meeting of the above named Company duly convened and held on 31st May 1988 the following resolution was duly passed as a Special Resolution:-

Special Resolution

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That as the Company satisfies the conditions laid down in Section 252 of the Companies Act 1985 in that it is not a holding company, that it is entitled to the benefits of the exemptions for individual accounts applicable in the case of a small company, and that it has been dormant since the end of the financial year, the provisions of Section 384 of the Companies Act 1985 shall not apply to the Company and accordingly no auditors shall be appointed for the period to the conclusion of the next General Meeting.



SECRETARY



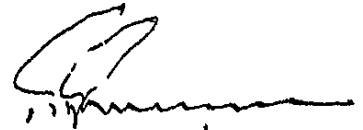
Number of Company: 873143

Special Resolution  
of  
SENIOR ECONOMISERS LIMITED

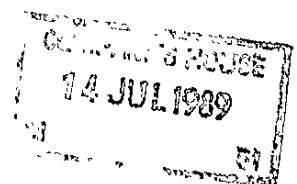
At the Annual General Meeting of the above named Company duly convened and held on 26th May 1989 the following resolution was duly passed as a Special Resolution:-

Special Resolution

That as the Company satisfies the conditions laid down in Section 252 of the Companies Act 1985 in that it is not a holding company, that it is entitled to the benefits of the exemptions for individual accounts applicable in the case of a small company, and that it has been dormant since the end of the financial year, the provisions of Section 384 of the Companies Act 1985 shall not apply to the Company and accordingly no auditors shall be appointed for the period to the conclusion of the next General Meeting.



SECRETARY



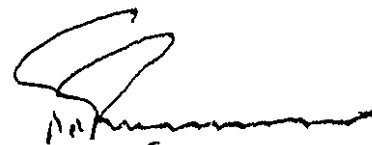
Number of Company: 873143

Special Resolution  
of  
SENIOR ECONOMISERS LIMITED

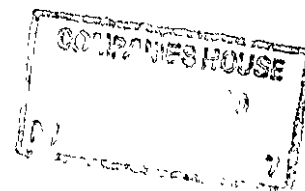
At the Annual General Meeting of the above Company duly convened and held on 25th May 1990 the following resolution was duly passed as a Special Resolution:-

Special Resolution

That as the Company satisfies the conditions laid down in Section 252 of the Companies Act 1985 in that it is not a holding company, that it is entitled to the benefits of the exemptions for individual accounts applicable in the case of a small company, and that it has been dormant since the end of the financial year, the provisions of Section 384 of the Companies Act 1985 shall not apply to the Company and accordingly no auditors shall be appointed for the period to the conclusion of the next General Meeting.



SECRETARY



Number of Company: 873143

Special Resolution  
of  
SENIOR ECONOMISERS LIMITED

At the Annual General Meeting of the above named Company duly convened and held on 24th May 1991 the following resolution was duly passed as a Special Resolution:-

Special Resolution

That as the Company satisfies the conditions laid down in Section 252 of the Companies Act 1985 in that it is not a holding company, that it is entitled to the benefits of the exemptions for individual accounts applicable in the case of a small company, and that it has been dormant since the end of the financial year, the provisions of Section 384 of the Companies Act 1985 shall not apply to the Company and accordingly no auditors shall be appointed for the period to the conclusion of the next General Meeting.



SECRETARY.

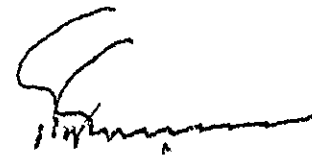
Number of Company: 873143

Special Resolution  
of  
SENIOR ECONOMISERS LIMITED

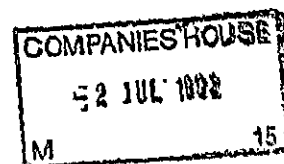
At the Annual General Meeting of the above named Company duly convened and held on 22nd May, 1992 the following resolution was duly passed as a Special Resolution:-

Special Resolution

That as the Company satisfies the conditions laid down in Section 252 of the Companies Act 1985 in that it is not a holding company, that it is entitled to the benefits of the exemptions for individual accounts applicable in the case of a small company, and that it has been dormant since the end of the financial year, the provisions of Section 384 of the Companies Act 1985 shall not apply to the Company and accordingly no auditors shall be appointed for the period to the conclusion of the next General Meeting.



SECRETARY.





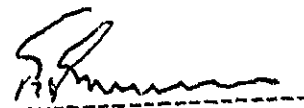
Company No. 873143

THE COMPANIES ACTS 1948 TO 1985  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION  
OF  
SENIOR ECONOMISERS LIMITED  
(PASSED ON 21st MAY 1993)

At the Extraordinary Meeting of the above named Company duly convened and held on the 21st day of May 1993 the following Resolution was duly passed as a Special Resolution:-

RESOLUTION

That as the Company satisfies the conditions laid down in Section 250 of the Companies Act 1985 in that it is entitled to the benefits of the exemptions for individual accounts applicable in the case of a small company, and that it has been dormant since the end of the financial year, the provisions of Section 384 of the Companies Act 1985 shall not apply to the Company and accordingly no auditors shall be appointed until such time as the Company is no longer dormant.

  
Secretary