

Companies House Scan Upon Demand

**We apologise that the following
documents are of poor quality.**

**Thank You for your
Understanding.**

Number of
Company

885456



Form No. 41

THE COMPANIES ACT, 1948



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

Ref:- P/14800

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.

BBA GROUP

LIMITED



Presented by

Linklaters & Paines,

Barrington House,

59/67 Gresham Street,

LONDON, E.C.2.

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

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I,

WILLIAM RALPH ALDWINCKLE

of Linklaters & Paines, Barrington House, 59/67 Gresham
Street, London, W.C.2.

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

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

BBA Group

Limited,

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

Declared at Barrington House,
59/67 Gresham Street,
LONDON, W.C.2.

the 10th day of August
one thousand nine hundred and sixty-
six

W R Aldwinckle

Before me,

Es. Smith

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.

Number of }
Company }

885456 12

Form No. 25

STATEMENT OF THE NOMINAL CAPITAL

OF

BBA GROUP

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.

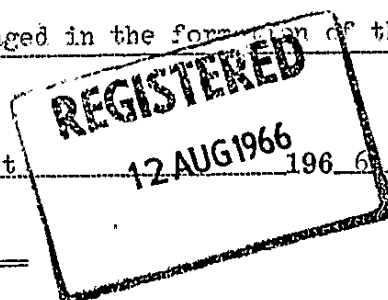


THE NOMINAL CAPITAL of the above named Company is £ 100

Signature Linklaters & Paines.

Description Solicitor engaged in the formation of the Company.

Dated the 4th day of August



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

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

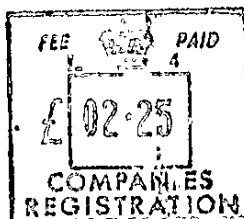
Presented by

Linklaters & Paines.

Barrington House, 59/67 Gresham Street, E.C.2.

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

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.



The Companies Act, 1948

885456 / 3

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

B B A GROUP LIMITED

REGISTERED

12 AUG 1966

1. The name of the Company is "B B A GROUP LIMITED."
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :—
 - (A) (i) To carry on the trade or business of manufacturers of, dealers in, contractors for importers and exporters of belting of all kinds, webbing, tape, oil press and other cloth, asbestos products including friction and anti-friction materials, brake and clutch linings, packings and jointings, materials for heat, electrical and other insulation, fire-resisting materials and products of all kinds, whether of asbestos, rubber, metals, synthetics, plastics, textiles or a combination thereof or otherwise.
 - (ii) To carry on the business of manufacturing chemists, including the purchase, sale, manufacture and adaptation for sale, and any industrial process involving organic or inorganic materials including asbestos rubber, metals, plastics, synthetics, oils, resins and pigments.
 - (iii) To carry on the business of chemical, physical, mechanical and electrical testing of belting, brake and clutch lining, asbestos and other products whether similar or dissimilar to asbestos

- (B) To carry on the business of mechanical and general engineers, manufacturers of machinery, millwrights, machinists and metallurgists, and to buy, sell, manufacture, repair, convert, alter and deal in machinery, implements and hardware of all kinds.
- (C) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.
- (D) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (E) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (F) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (G) To draw, make, accept, endorse, discount, negotiate execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments.

- (H) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (I) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (J) To give all kinds of indemnities and to lend money to and guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital or by both such methods, the performance of the contracts or obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by section 154 of the Companies Act, 1948, or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the Company in business.
- (K) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.
- (L) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (M) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (N) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including

Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.

(o) To do all or any of the things and 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.

(p) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the 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>L. L. Shapman.</i> Barrington House, 59/67 Gresham Street, London, E.C.2, Secretary. | One |
| <i>Hammersey,</i> Barrington House, 59/67 Gresham Street, London, E.C.2, Secretary. | One |
| Total Shares taken .. | Two |

Dated the 4th day of August, 1966.

Witness to the above Signatures—

Reggie Lloyd.

Barrington House,
59/67 Gresham Street,
London, E.C.2,
Secretary.



10/-
The Companies Act, 1948

885456

COMPANY LIMITED BY SHARES



Articles of Association

OF

B B A GROUP LIMITED

PRELIMINARY.

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A"), shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles, apply to the Company. References herein to regulations of Table A are to regulations in Part I of Table A unless otherwise stated.

PRIVATE COMPANY.

2. The Company is a Private Company, and accordingly the restrictions contained in regulation 2 of Part II of Table A shall apply.

CAPITAL.

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

SHARES.

4. All unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

TRANSFER OF SHARES.

5. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee. Regulation 22 of Table A shall be modified accordingly.

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

PROCEEDINGS AT GENERAL MEETINGS.

7. Two members present in person or by proxy shall be a quorum at any General Meeting. Regulation 53 of Table A shall be modified accordingly.

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

9. A resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings shall be as effective as if the same had been 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 persons, but a resolution so signed shall not be effective to do anything required by the Act to be done in General Meeting or by Special or Extraordinary Resolution. In the case of a corporation the resolution may be signed on its behalf by a Director thereof or by its duly appointed attorney or duly authorised representative.

DIRECTORS.

10. Unless and until otherwise resolved in accordance with regulation 94 of Table A the Directors shall not be less than two nor more than seven in number. The first Directors shall be appointed in writing by the subscribers of the Memorandum of Association and their number shall be within the limit above mentioned. Regulation 75 of Table A shall not apply.

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

12. The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only

to rank in such division for a proportion of remuneration related to the period during which he has held office. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors, or of any committee of the Directors, or General Meetings, or otherwise in or about the business of the Company. Regulation 76 of Table A shall not apply to the Company.

13. The proviso to regulation 79 of Table A, which proviso restricts the borrowing and charging powers exercisable by the Directors, shall not apply to the Company.

14. A Director may be interested, directly or indirectly, in any contract or arrangement with the Company and (except as regards the office of Auditor) he may hold any office or place of profit under the Company, and he or any firm of which he is a partner may act in a professional capacity for the Company, on such terms as to remuneration and otherwise as the Directors may determine. In relation to any such matter a Director notwithstanding his interest may vote and be taken into account for the purposes of a quorum and may retain for his own absolute use and benefit all profits and advantages accruing to him. Regulation 84 of Table A shall be extended accordingly.

15. The Directors may dispense with the keeping of attendance books for meetings of the Directors or committees of the Directors. Regulation 86 of Table A shall be modified accordingly.

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

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

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

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

18. 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. Regulation 106 of Table A shall not apply.

19. Regulations 107 to 109 inclusive of Table A shall extend to include the posts of Deputy and Assistant Managing Director and in these Articles references to a Managing Director shall include a Deputy or Assistant Managing Director.

INDEMNITY.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

L. Shipman
 Barrington House,
 59/67 Gresham Street,
 London, E.C.2,
 Secretary.

B. Hannesley
 Barrington House,
 59/67 Gresham Street,
 London, E.C.2,
 Secretary.

Dated the 4th day of August, 1966.

Witness to the above Signatures—

Leggic Lloyd

Barrington House,
 59/67 Gresham Street,
 London, E.C.2,
 Secretary.

DUPLICATE FOR THE FILE.

No. 885456



Certificate of Incorporation

I Hereby Certify that

B B A GROUP LIMITED

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

Given under my hand at London this **TWELFTH DAY OF AUGUST**
ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

L. S. Whitfield.
Assistant Registrar of Companies.

Certificate
received by }



Date **12 AUG 1966**

5456



THE COMPANIES ACT, 1948

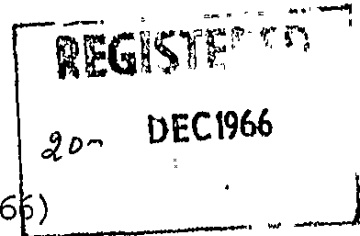
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

BBA GROUP LIMITED

(passed 14th December, 1966)



AT an Extraordinary General Meeting of the Company held at Scandinavia Mills, Cleckheaton, Yorkshire on 14th December, 1966 the following Resolution was proposed and duly passed as a Special Resolution :-

RESOLUTION

That the name of the Company be changed to British Belting & Asbestos Limited.

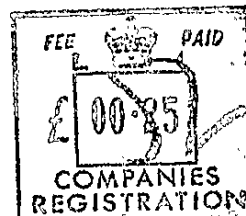
M. J. BATY

Secretary



LINKLATER & PHINES,
PROSPECT ROAD,
59-67 CHESTER STREET,
LONDON E.C.2.

No. 885456



Reference: C.R.

98/8144/66

BOARD OF TRADE

COMPANIES ACT, 1948

BBA GROUP LIMITED

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to

BRITISH BELTING & ASBESTOS LIMITED

REGISTERED

2 JAN 1967

Signed on behalf of the Board of Trade

this SECOND DAY OF JANUARY

ONE THOUSAND NINE HUNDRED AND SIXTY SEVEN.

L.S. Whitfield

Authorised in that behalf by the
President of the Board of Trade

C.60

DUPLICATE FOR THE FILE

No. 885456



Certificate of Incorporation on Change of Name

Whereas

BEA GROUP LIMITED

was incorporated as a limited company under the
COMPANIES ACT, 1948,

on the TWELFTH DAY OF AUGUST, 1966

And Whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

BRITISH BELTING & ASBESTOS LIMITED

Given under my hand at London, this SECOND DAY OF JANUARY
ONE THOUSAND NINE HUNDRED AND SIXTY SEVEN.

Certificate received by

L.S. Whitfield

Assistant Registrar of Companies.

Date

(ECA 1972)

No. 885456

24

The Companies Act, 1913

still P.L.D.

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

BRITISH BELTING & ASBESTOS LIMITED

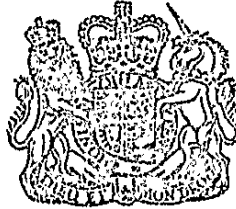
BRITISH BELTING & ASBESTOS LIMITED

Thames
Secretary

Incorporated the 12th day of August, 1966

LINKLATERS & PAINES,
BARRINGTON HOUSE,
59-67 GRESHAM STREET,
LONDON, E.C.2.

No. 885456



Certificate of Incorporation on Change of Name

Whereas

BBA GROUP LIMITED

was incorporated as a limited company under the

COMPANIES ACT, 1948,

on the TWELFTH DAY OF AUGUST, 1966

And Whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

BRITISH BELTING & ASBESTOS LIMITED

Given under my hand at London, this SECOND DAY OF JANUARY

ONE THOUSAND NINE HUNDRED AND SIXTY SEVEN.

L.S. Whitfield
Assistant Registrar of Companies.

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

~~BBA GROUP LIMITED~~

BRITISH BELTING & ASBESTOS LIMITED

-
1. The name of the Company is ~~XXXXXXXXXXXXXXXXXXXX~~ *Secretary*
"BRITISH BELTING & ASBESTOS LIMITED"
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :—
- (A) (i) To carry on the trade or business of manufacturers of, dealers in, contractors for importers and exporters of belting of all kinds, webbing, tape, oil press and other cloth, asbestos products including friction and anti-friction materials, brake and clutch linings, packings and jointings, materials for heat, electrical and other insulation, fire-resisting materials and products of all kinds, whether of asbestos, rubber, metals, synthetics, plastics, textiles or a combination thereof or otherwise.
- (ii) To carry on the business of manufacturing chemists, including the purchase, sale, manufacture and adaptation for sale, and any industrial process involving organic or inorganic materials including asbestos rubber, metals, plastics, synthetics, oils, resins and pigments.
- (iii) To carry on the business of chemical, physical, mechanical and electrical testing of belting, brake and clutch lining, asbestos and other products whether similar or dissimilar to asbestos.

201

NOTE: The name of the Company was changed from BBA Group Limited to British Belting & Asbestos on 2nd January, 1967.

Secretary

- (B) To carry on the business of mechanical and general engineers, manufacturers of machinery, millwrights, machinists and metallurgists, and to buy, sell, manufacture, repair, convert, alter and deal in machinery, implements and hardware of all kinds.
- (C) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.
- (D) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (E) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (F) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (G) To draw, make, accept, endorse, discount, negotiate execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments.

- (H) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (I) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (J) To give all kinds of indemnities and to lend money to and guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital or by both such methods, the performance of the contracts or obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by section 154 of the Companies Act, 1948, or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the Company in business.
- (K) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.
- (L) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (M) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (N) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including

Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.

- (o) To do all or any of the things and 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.
- (p) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the 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 |
|--|---|
| L. L. SHIPMAN, Barrington House, 59/67 Gresham Street, London, E.C.2, Secretary. | One |
| B. HAMMERSLEY, Barrington House, 59/67 Gresham Street, London, E.C.2, Secretary. | One |
| Total Shares taken .. | Two |

Dated the 4th day of August, 1966.


Witness to the above Signatures—

PEGGIE LLOYD,
 Barrington House,
 59/67 Gresham Street,
 London, E.C.2,
 Secretary.

OF

~~XX~~

BRITISH BELTING & ASBESTOS LIMITED

 Edmund
Secretary

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A"), shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles, apply to the Company. References herein to regulations of Table A are to regulations in Part I of Table A unless otherwise stated.

2. The Company is a Private Company, and accordingly the restrictions contained in regulation 2 of Part II of Table A shall apply.

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

4. All unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

5. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee. Regulation 22 of Table A shall be modified accordingly.

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

PROCEEDINGS AT GENERAL MEETINGS.

7. Two members present in person or by proxy shall be a quorum at any General Meeting. Regulation 53 of Table A shall be modified accordingly.

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

9. A resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings shall be as effective as if the same had been 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 persons, but a resolution so signed shall not be effective to do anything required by the Act to be done in General Meeting or by Special or Extraordinary Resolution. In the case of a corporation the resolution may be signed on its behalf by a Director thereof or by its duly appointed attorney or duly authorised representative.

DIRECTORS.

10. Unless and until otherwise resolved in accordance with regulation 94 of Table A the Directors shall not be less than two nor more than seven in number. The first Directors shall be appointed in writing by the subscribers of the Memorandum of Association and their number shall be within the limit above mentioned. Regulation 75 of Table A shall not apply.

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

12. The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only

to rank in such division for a proportion of remuneration related to the period during which he has held office. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors, or of any committee of the Directors, or General Meetings, or otherwise in or about the business of the Company. Regulation 76 of Table A shall not apply to the Company.

13. The proviso to regulation 79 of Table A, which proviso restricts the borrowing and charging powers exercisable by the Directors, shall not apply to the Company.

14. A Director may be interested, directly or indirectly, in any contract or arrangement with the Company and (except as regards the office of Auditor) he may hold any office or place of profit under the Company, and he or any firm of which he is a partner may act in a professional capacity for the Company, on such terms as to remuneration and otherwise as the Directors may determine. In relation to any such matter a Director notwithstanding his interest may vote and be taken into account for the purposes of a quorum and may retain for his own absolute use and benefit all profits and advantages accruing to him. Regulation 84 of Table A shall be extended accordingly.

15. The Directors may dispense with the keeping of attendance books for meetings of the Directors or committees of the Directors. Regulation 86 of Table A shall be modified accordingly.

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

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

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

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

18. 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. Regulation 106 of Table A shall not apply.

19. Regulations 107 to 109 inclusive of Table A shall extend to include the posts of Deputy and Assistant Managing Director and in these Articles references to a Managing Director shall include a Deputy or Assistant Managing Director.

INDEMNITY.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

L. L. SHIPMAN,
 Barrington House,
 59/67 Gresham Street,
 London, E.C.2,
 Secretary.

B. HAMMERSLEY,
 Barrington House,
 59/67 Gresham Street,
 London, E.C.2,
 Secretary.

Dated the 4th day of August, 1966.

Witness to the above Signatures—

PEGGIE LLOYD,
 Barrington House,
 59/67 Gresham Street,
 London, E.C.2,
 Secretary.

No. of Company 885456



To: The Registrar of Companies
Department of Trade
Companies Registration Office
Companies House
Crown Way
Maindy
CARDIFF CF4 3UZ

Ref: No: 020903/1

"The Companies Act, 1948"

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

pursuant to s.141(2) of the Companies Act, 1948

OF

BRITISH BELTING AND ASBESTOS LIMITED

Passed *26th November* 1980

At an EXTRAORDINARY GENERAL MEETING of the Members
of the above Company, duly convened, and held at The
Royds, Whitechapel Road, Cleckheaton in the County of
West Yorkshire on the *Twenty sixth* day of *November* 1980
the following SPECIAL RESOLUTION was duly passed:-

"That the name of the Company be changed to
BBA OVERSEAS HOLDINGS LIMITED"

Signed *[Signature]*

Secretary



Midland
022148 £40.

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 885456

39

I hereby certify that

BRITISH BELTING AND ASBESTOS LIMITED

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

BBA OVERSEAS HOLDINGS LIMITED

Given under my hand at Cardiff the

14TH JANUARY 1981

A handwritten signature in dark ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies

BBA OVERSEAS HOLDINGS LIMITED

Companies Acts 1948 - 1989

Private Company Limited by Shares

Registered No. 885456

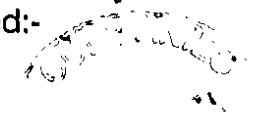
By Written Resolutions of ~~2007~~ 1992 the following Resolutions
of the Company were duly passed as designated:-

As Special Resolutions

- 1) That the Memorandum of Association of the Company be altered by the incorporation of a new sub paragraph, to be lettered (i), of paragraph (A) to clause 3 thereof as follows:-

"To acquire and hold all or any part of the issued share capital of any company and generally to carry on business as a holding company and for that purpose to acquire and hold, either in the name of the Company or in that of any nominee, shares, stocks, debentures, debenture stock, bonds, notes, options, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world and to exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares, stock, obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred or capable of exercise whether by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof or otherwise and to provide managerial and other executive, supervisory and consultant services for or in relation to any company in which the Company is interested upon such terms as may be thought fit."

and by the re-lettering of the existing sub-paragraphs of the said paragraph (A) accordingly.

- 2) That the Articles of Association of the Company be altered by the incorporation of the following articles to be numbered as indicated:-
- 

- "20. Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.
21. An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate director. But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.
22. An alternate director shall cease to be an alternate director if his appointor ceases to be a director; but if a director retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his reappointment.
23. Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors.
24. Save as otherwise provided in these Articles an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.
25. Members of the Board of Directors or any committee of Directors shall have the power to participate in a meeting of the Board of Directors or any committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation shall constitute presence in person at the meeting."

and by the renumbering of the remaining articles accordingly.

.....
SECRETARY

The Companies Act, 1948

COMPANY LIMITED BY SHARES

M E M O R A N D U M

A N D

A R T I C L E S O F A S S O C I A T I O N

O F

BBA OVERSEAS HOLDINGS LIMITED

Incorporated the 12th day of August, 1966

LINKLATORS & PAINES,
BARRINGTON HOUSE,
59-67 GRESHAM STREET,
LONDON, E.C.2.



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 885456

I hereby certify that

BRITISH BELTING AND ASBESTOS LIMITED

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

BBA OVERSEAS HOLDINGS LIMITED

Given under my hand at Cardiff the

14TH JANUARY 1981

E. A. WILSON

Assistant Registrar of Companies

No. of Company 885456

"The Companies Act, 1948"

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

pursuant to s.141(2) of the Companies Act, 1948

OF

BRITISH BELTING AND ASBESTOS LIMITED

Passed 26th November 1980

At an EXTRAORDINARY GENERAL MEETING of the Members
of the above Company, duly convened, and held at The
Royds, Whitechapel Road, Cleckheaton in the County of
West Yorkshire on the Twenty-sixth day of November 1980
the following SPECIAL RESOLUTION was duly passed:-

"That the name of the Company be changed to
BBA OVERSEAS HOLDINGS LIMITED".

Signed..........

Secretary

C O M P A N Y L I M I T E D B Y S H A R E S

MEMORANDUM OF ASSOCIATION

OF

BBA OVERSEAS HOLDINGS LIMITED

1. The name of the Company is "BBA Overseas Holdings Limited".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) (i) To carry on the trade or business of manufacturers of, dealers in, contractors for importers and exporters of belting of all kinds, webbing, tape, oil press and other cloth, asbestos products including friction and anti-friction materials, brake and clutch linings, packings and jointings, materials for heat, electrical and other insulation, fire-resisting materials and products of all kinds, whether of asbestos, rubber, metals, synthetics, plastics, textiles or a combination thereof or otherwise.
 - (ii) To carry on the business of manufacturing chemists, including the purchase, sale, manufacture and adaptation for sale, and any industrial process involving organic or inorganic materials including asbestos rubber, metals, plastics, synthetics, oils, resins and pigments.
 - (iii) To carry on the business of chemical, physical, mechanical and electrical testing of belting, brake and clutch lining, asbestos and other products whether similar or dissimilar to asbestos.

NOTE: The name of the Company was changed from BBA Group Limited to British Belting & Asbestos on 2nd January, 1967, and to BBA Overseas Holdings Limited on 14th January, 1981.

- (B) To carry on the business of mechanical and general engineers, manufacturers of machinery, millwrights, machinists and metallurgists, and to buy, sell, manufacture, repair, convert, alter and deal in machinery, implements and hardware of all kinds.
 - (C) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working control or superintendence thereof respectively.
 - (D) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
 - (E) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
 - (F) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the Undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
 - (G) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments.
-

- (H) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (I) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (J) To give all kinds of indemnities and to lend money to and guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital or by both such methods, the performance of the contracts or obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by section 154 of the Companies Act 1948, or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the Company in business.
- (K) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.
- (L) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (M) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (N) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including

Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.

- (O) To do all or any of the things and 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.
- (P) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the 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 |
|--|---|
| L.L. SHIPMAN, Barrington House, 59/67 Gresham Street, London, E.C.2. Secretary. | One |
| B. HAMMERSLEY, Barrington House, 59/67 Gresham Street, London, E.C.2. Secretary. | One |
| Total Shares Taken . . | Two |

Dated the 4th day of August, 1966.

Witness to the above Signatures -

PEGGIE LLOYD,
 Barrington House,
 59/67 Gresham Street,
 London, E.C.2.
 Secretary.

The Companies Act, 1948

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BBA OVERSEAS HOLDINGS LIMITED

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A"), shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles, apply to the Company. References herein to regulations of Table A are to regulations in Part I of Table A unless otherwise stated.

PRIVATE COMPANY

2. The Company is a Private Company, and accordingly the restrictions contained in regulation 2 of Part II of Table A shall apply.

CAPITAL

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

SHARES

4. All unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

TRANSFER OF SHARES

5. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee. Regulation 22 of Table A shall be modified accordingly.

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

PROCEEDINGS AT GENERAL MEETINGS

7. Two members present in person or by proxy shall be a quorum at any General Meeting. Regulation 53 of Table A shall be accordingly.

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

9. A resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings shall be as effective as if the same had been passed at a General Meeting of the Company duly convened and may consist of several documents in the like form, each signed by one or more persons, but a resolution so signed shall not be effective to do anything required by the Act to be done in writing or by Special or Extraordinary Resolution. In the case of a corporation the resolution may be signed on its behalf by a Director thereof or by its duly appointed attorney or duly authorised representative.

DIRECTORS

10. Unless and until otherwise resolved in accordance with regulation 94 of Table A the Directors shall not be less than two nor more than seven in number. The first Directors shall be appointed in writing by the subscribers of the Memorandum of Association and their number shall be within the limit so mentioned. Regulation 75 of Table A shall not apply.

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

12. The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company and shall (unless such resolution otherwise provides) be divided among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for only part of the period in respect of which such remuneration is payable shall be entitled only to such part of the remuneration as is proportionate to the period during which he has held office. The Directors may repay to any Director

all such reasonable expenses as he may incur in attending and returning from meetings of the Directors, or of any committee of the Directors, or General Meetings, or otherwise in or about the business of the Company. Regulation 76 of Table A shall not apply to the Company.

13. The proviso to regulation 79 of Table A, which proviso restricts the borrowing and charging powers exercisable by the Directors, shall not apply to the Company.

14. A Director may be interested, directly or indirectly, in any contract or arrangement with the Company and (except as regards the office of Auditor) he may hold any office or place of profit under the Company, and he or any firm of which he is a partner may act in a professional capacity for the Company, on such terms as to remuneration and otherwise as the Directors may determine. In relation to any such matter a Director notwithstanding his interest may vote and be taken into account for the purposes of a quorum and may retain for his own absolute use and benefit all profits and advantages accruing to him. Regulation 84 of Table A shall be extended accordingly.

15. The Directors may dispense with the keeping of attendance books for meetings of the Directors or committees of the Directors. Regulation 86 of Table A shall be modified accordingly.

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

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

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

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

18. 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. Regulation 106 of Table A shall not apply.

19. Regulations 107 to 109 inclusive of Table A shall extend to include the posts of Deputy and Assistant Managing Director and in these Articles references to a Managing Director shall include a Deputy or Assistant Managing Director.

INDEMNITY

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

| NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS |
|---|
| <p>L.L. SHIPMAN, Barrington House, 59/67 Gresham Street, London, E.C.2.</p> <p>Secretary</p> |
| <p>B. HAMMERSLEY, Barrington House, 59/67 Gresham Street, London, E.C.2.</p> <p>Secretary</p> |

Dated the 4th day of August, 1966.

Witness to the above Signatures -

PEGGIE LLOYD,
Barrington House,
59/67 Gresham Street,
London, E.C.2.

Secretary

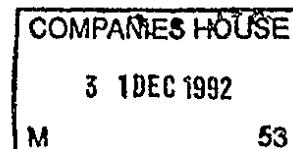
BBA OVERSEAS HOLDINGS LIMITED
COMPANIES ACTS 1985 - 1989
PRIVATE COMPANY LIMITED BY SHARES
REGISTRATION NUMBER 885456

Ordinary Resolution of
BBA Overseas Holdings Limited duly passed
on 15 December 1992:

That the authorised share capital of the Company be increased to £115,000,000 by the creation of 114,999,900 additional ordinary shares of £1 each.

.....
Secretary

BBA/MINS2



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

| | | | | |
|--|--|--|--|--|
| | | | | |
|--|--|--|--|--|

885456

Name of company

*Insert full name
of company

* BBA OVERSEAS HOLDINGS LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 15 December 1992 the nominal capital of the company has been
increased by £ 114,999,900 beyond the registered capital of £ 100.

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

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

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:

TO RANK PARI PASSU IN ALL RESPECTS WITH
THE EXISTING ORDINARY SHARES OF £1 EACH

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

Signed



Designation

Secretary

Date 15 December 1992Presentor's name, address and
reference (if any):

Legal Department
BBA Group PLC
P O Box 20
Whitechapel Road
CLECKHEATON
West Yorkshire
BD19 6HP
(Ref: PH)

For official use

General section

Post room



The Solicitors' Law Stationery Society Ltd., Oyez House, 27 Crimscoot Street, London SE1 5TS.

Companies G123

1987 Edition
6.90 F17244
5017157

885456

BBA OVERSEAS HOLDINGS LIMITED
COMPANIES ACTS 1985 - 1989
PRIVATE COMPANY LIMITED BY SHARES
REGISTRATION NUMBER 885456

By written resolution dated *15 December* 1992 the following resolutions of the Company were duly passed as designated:-

As Ordinary Resolutions

1. That the authorised share capital of the Company be increased to £115,000,000 by the creation of 114,999,900 additional ordinary shares of £1 each;
2. That subject to the passing of resolution 1 above, for the purposes of Section 80 of the Companies Act 1985 (and so that expressions used in this resolution shall bear the same meanings as in the said Section 80):-
 - (i) the directors be and are hereby generally and unconditionally authorised to allot relevant securities up to a maximum nominal amount of £114,999,998 to such persons at such times and on such terms as they think proper during the period expiring on 31 December 1993; and
 - (ii) the Company be and is hereby authorised to make prior to the expiry of such period any offer or agreement which would or might require relevant securities to be allotted after the expiry of the said period and the directors may allot relevant securities in pursuance of any such offer or agreement, notwithstanding the expiry of the authority given by this resolution

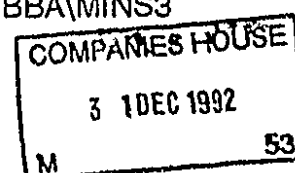
so that all previous authorities of the directors pursuant to the said Section 80 be and are hereby revoked except to the extent that they have previously been exercised.

As A Special Resolution

3. That, subject to the passing of resolutions 1 and 2 above, the directors be and are hereby empowered pursuant to Section 95 of the Companies Act 1985, to allot equity securities (within the meaning of Section 94(2) of that Act) pursuant to the authority referred to in resolution 2 as if Section 89(1) of the said Act did not apply to any such allotment, provided that this power shall expire on 31 December 1993, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power hereby conferred had not expired.


.....
Secretary

BBA\MINS3



BBA OVERSEAS HOLDINGS LIMITED
COMPANIES ACTS 1985 - 1989
PRIVATE COMPANY LIMITED BY SHARES
REGISTRATION NUMBER 885456

By written resolution dated 19 February 1993, the following resolutions were duly passed as designated:-

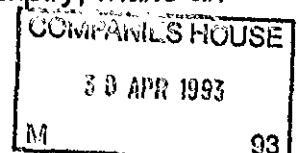
As Ordinary Resolutions

1. That the authorised share capital of the Company be increased to £121,000,000 by the creation of 6,000,000 additional ordinary shares of £1 each;
2. That subject to the passing of resolution 1 above, for the purposes of Section 80 of the Companies Act 1985 (and so that expressions used in this resolution shall bear the same meanings as in the said Section 80):-
 - (i) the directors be and are hereby generally and unconditionally authorised to allot relevant securities up to a maximum nominal amount of £7,315,786 to such persons at such times and on such terms as they think proper during the period expiring on 31 December 1993; and
 - (ii) the Company be and is hereby authorised to make prior to the expiry of such period any offer or agreement which would or might require relevant securities to be allotted after the expiry of the said period and the directors may allot relevant securities in pursuance of any such offer or agreement, notwithstanding the expiry of the authority given by this resolution

so that all previous authorities of the directors pursuant to the said Section 80 be and are hereby revoked except to the extent that they have previously been exercised.

As A Special Resolution

3. That, subject to the passing of resolutions 1 and 2 above, the directors be and are hereby empowered pursuant to Section 95 of the Companies Act 1985, to allot equity securities (within the meaning of Section 94(2) of that Act) pursuant to the authority referred to in resolution 2 as if Section 89(1) of the said Act did not apply to any such allotment, provided that this power shall expire on 31 December 1993, save that the Company may, before such expiry, make an



offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power hereby conferred had not expired.

x *RFS* x *[Signature]*
.....

SECRETARY

PH/JM.47

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

| | | | |
|--|--|--|--|
| | | | |
|--|--|--|--|

885456

Name of company

* BBA OVERSEAS HOLDINGS LIMITED

*Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 19 February 1993 the nominal capital of the company has been
increased by £ 6,000,000 beyond the registered capital of £ 115,000,000.

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

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

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:

TO RANK PARI PASSU IN ALL RESPECTS WITH
THE EXISTING ORDINARY SHARES OF £1 EACH

Please tick here if
continued overleaf

☐

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

Signed x

PA S

Secretary
x Designations

Date 5 March 1993

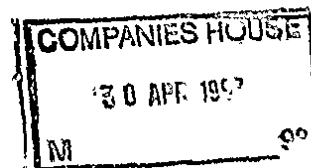
Presentor's name, address and
reference (if any):

Legal Department
BBA Group PLC
P O Box 20
Whitechapel Road
CLECKHEATON
West Yorkshire
BD19 6HP
(Ref: PH)

For official use

General section

Post room



The Solicitors' Law Stationery Society Ltd., Oyez House, 27 Crimscoth Street, London SE1 5TS.

Companies G123

1987 Edition
6.90 F1724

5017157

★ ★ ★