

THE COMPANIES ACTS 1948 to 1967

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

Pursuant to Section 15 (2) of the Companies Act 1948

Insert the
Name of the
Company.

PROTAM INVESTMENTS

LIMITED

Presented by

Presentor's Reference EGR

Allen & Overy,

9, Cheapside,

London, E.C.2.

Form No. 41
(No filing fee payable)

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PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, David John Macleod Wilson
of 9, Cheapside, London, E.C.2

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

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

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 150 Cheapside
in the City of London
the 20th day of September
one thousand nine hundred and
seventy two.

Before me,

David J.M. Wilson

[Signature]

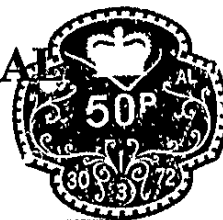
Note.—This margin is reserved for binding and must not be written across.

Number of
Company

1073619

2

50P



STATEMENT OF THE NOMINAL CAPITAL

OF

PROTAM

~~INVESTMENTS~~

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

Allen Overy

Description Solicitors engaged in the formation
of the Company.

Dated the

28th

day of

March

19 *42*.

NOTES.—The Stamp Duty on the Nominal Capital is Fifty Pence 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

Presentor's Reference EGR

Allen & Overy,

9, Cheapside, London, E.C.2.

Form No. 25

THE COMPANIES ACTS 1948 to 1967 ✓

COMPANY LIMITED BY SHARES ✓

MEMORANDUM OF ASSOCIATION

1972 020.00

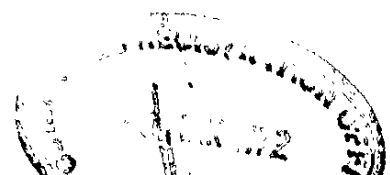
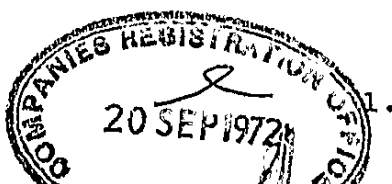
- of -

Lynn
gls. PROTAM INVESTMENTS LIMITED ✓1. The name of the Company is "PROTAM INVESTMENTS LIMITED". ✓ ASD

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 the business of an Investment Trust Company and to invest any moneys belonging to the Company in or otherwise to acquire shares, stocks, debentures, debenture stocks, bonds, mortgages, obligations and securities of any kind issued or guaranteed by any company corporation or undertaking of whatever nature and wherever constituted or carrying on business, and shares, stocks, debentures, debenture stocks, bonds, obligations, and other securities issued or guaranteed by any Government, Sovereign, Ruler, Commissioners, trust, local authority or other public body, whether at home or abroad, by subscription, syndicate participation, tender, purchase, exchange or otherwise, and to subscribe for the same, either conditionally or otherwise, and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof and to vary any investments of the Company from time to time.
- (2) To carry on and undertake any business undertaking transaction or operation, commonly carried on or undertaken by trust or investment companies, financiers, bankers, discount houses, capitalists, company promoters, underwriters of companies, stock, shares or debentures, dealers in lands, businesses, concessions, mines, and stock as owners or agents, manufacturers, merchants, importers and exporters, shipping agents, or shipowners, stock and share dealers, concessionaires, and contractors for public and other works and generally to carry on business as financiers and promoters and to undertake and carry out all such operations and transactions as an individual capitalist may lawfully undertake and carry out.
- (3) To undertake and transact all kinds of trust and



agency business and to constitute any trusts with a view to the issue of preferred and deferred or any other special stocks or securities based on or representing any shares, stocks, or other assets specifically appropriated for the purpose of any such trust and to settle and regulate, and, if thought fit, to undertake and execute any such trusts and to issue, dispose of, or hold any such preferred, deferred or other such stocks or securities and to act as Trustees of any Deeds constituting or securing any debentures, debenture stocks or other securities or obligations, and also to undertake the office of executor, administrator, treasurer, or registrar, or to become Manager of any business, and to keep for any company, Government authority, or body any register relating to any stocks, funds, shares or securities or to undertake any duties in relation to the registration of transfers, the issue of certificates or otherwise.

- (4) To hold all or any shares or obligations acquired by the Company, or to sell or re-issue the same, with or without guarantee, or to distribute them or any other assets of the Company in kind upon a division of profits or distributions of Capital among the members; and in case of any cash, shares or obligations receivable upon any sale or amalgamation, to arrange in case at the time of any such sale or amalgamation, the shares of this Company shall be of different classes, for the distribution of any proceeds of sale in any manner authorised by or under the provisions of the Articles of Association for the time being.
- (5) To negotiate for, purchase, sell, hire, exchange, take or grant on building or other lease or agreement for building or other lease or otherwise acquire or deal with real or personal property of all kinds, and in particular, estates, lands, houses, buildings, warehouses, machinery, plant, stores, licences, concessions, rights of way and right of water, and any rights, easements, privileges or interest which the Directors of the Company may consider advisable, and to work, manage, mortgage, lease or otherwise deal with the whole or any of such property or rights, whether belonging to the Company or otherwise, and to erect and construct houses, buildings and works of every description, and to clear, manage, farm, cultivate, plant, work, or improve any land or buildings which, or any interest in which, may belong to the Company, and to deal with, or otherwise turn to account, any farm or other products of any such land.
- (6) To take out purchase or otherwise acquire for any estate or interest any property, 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 carry on all kinds of research work.

- (7) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above, or which it may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account, any property, real or personal, belonging to the Company, or in which the Company may be interested.
- (8) To sell, let, lease, grant licences, easements and other rights over and in any other manner dispose of or deal with the whole or any part of the undertaking, property, assets, rights, effects and businesses of the Company for such consideration as may be thought fit and in particular for a rent or rents or stocks, shares, debentures, debenture stock or other obligations of any other company.
- (9) To acquire and undertake on any terms, and subject to any conditions, the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (10) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with or to co-operate in any way with or assist or subsidise, any company, firm or person carrying on, or proposing to carry on, any business within the objects of the Company.
- (11) To carry on any business or branch of a business which this Company is authorised to carry on by means, or through the agency of, any subsidiary company or companies; and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time, and either temporarily or permanently, to close any such branch or business.
- (12) To act as Directors or Managers of or to appoint Directors or Managers of any subsidiary company or of any other company in which this Company is or may be interested.
- (13) To take part in the management, supervision and control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any Directors, trustees, accountants or other experts or agents.
- (14) To promote or concur in the promotion of any company, whether British or foreign, the promotion of which shall be considered desirable.

- (15) To give all descriptions of guarantees and indemnities
- (16) To borrow and raise money in any manner and on any terms.
- (17) For any purpose and in any manner and from time to time to mortgage or charge the whole or any part of the undertaking, property and rights (including property and rights to be subsequently acquired) of the Company, and any money uncalled on any shares of the Capital, original or increased, of the Company and whether at the time issued or created or not and to create, issue, make and give debentures, debenture stock, bonds or other obligations, perpetual or otherwise, with or without any mortgage or charge on all or any part of such undertaking, property, rights and uncalled money.
- (18) To make, draw, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal in promissory notes, bills of exchange, cheques, bills of lading, shipping documents, dock and warehouse warrants, and other instruments negotiable or transferable or otherwise.
- (19) To lend money with or without security and to subsidise, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any persons or companies.
- (20) To grant pensions or gratuities to any past or present director, officer or employee of the Company or of any subsidiary company of the Company or of any subsidiary company of any such subsidiary company or of the predecessors in business of the Company or of any such subsidiary or such sub-subsidiary company 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 in the Company and to contribute to any public, general or useful object.
- (21) To pay all preliminary expenses of the Company and any company promoted by the Company or any company in which this Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.
- (22) To insure with any other company or person against losses, damages, risks and liabilities of all kinds, which may affect the Company.

Provided that nothing herein contained shall empower the Company to carry on the business of assurance or re-assurance or to grant annuities within the meaning of the Assurance Companies Acts, 1909 to 1946, and any extension modification or re-enactment thereof for the time being in force, or to re-insure any risks under any class of assurance business to which those Acts apply.

- (23) To enter into any arrangements with any Government or authority, imperial, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority or company any charters, contracts, decrees, rights, grants, loans, privileges, or concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with the same.
- (24) 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 firm or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its members.
- (25) To do anything by this Memorandum of Association authorised in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone, or in conjunction with others.
- (26) To distribute among the members of the Company in specie any property of the Company.
- (27) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared (a) 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 corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere, and (b) that, except where the context expressly so requires, none of the several paragraphs of this Clause, or the objects therein specified, or the powers thereby conferred shall be limited by, or be deemed merely subsidiary or auxiliary to any other paragraph of this Clause, or the objects in such other paragraph specified, or the powers thereby conferred.

4. The liability of the members is limited. ✓

5. The Share Capital of the Company is £100 divided into 100 shares of £1 each.

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

| NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS | Number of Shares taken by each Subscriber |
|---|---|
| <p><i>His. may</i> <i>517 Woodmange Drive,</i> <i>George Bay,</i> <i>Essex.</i> <i>Director Manager.</i></p> <p><i>E. Chase</i> <i>67 Meadowet Way,</i> <i>Welling Kent</i> <i>Director Clerk.</i></p> | <p><i>One</i></p> <p><i>One</i></p> |

DATED this 28th day of March, 1972.

WITNESS to the above signatures:-

P. Cunningham,
32 Sydney Road,
Berkeley,
Kent.
Solicitors Clerk

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

Prof. PROTAM
~~PROTAM~~ INVESTMENTS LIMITED

1073619/4

Asd

PRELIMINARY

Prof. PROTAM
1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A") shall apply to the above-named ~~PROTAM~~ Investments Limited (in these Articles called "the Company"). *Asd.*

2. Regulation 1 of Part II of Table A shall be deemed to be deleted and the following substituted therefor:-

"1. Regulations 24, 53, 75 and 87 of Part I of Table A shall not apply to the Company, but the remaining regulations of Part I of Table A, as altered or modified by the Articles of Association of the Company, shall apply to the Company."

SHARE CAPITAL

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

4. Save as provided by contract or these Articles to the contrary, and subject to any direction of the Company by Ordinary Resolution, all unissued shares shall be at the disposal of the Directors, and they may allot, grant options over or otherwise deal with or dispose of the same to such persons at such times, and generally on such terms as they think proper, but so that no shares shall be issued at a discount except in accordance with the provisions of Section 57 of the Act.

GENERAL MEETINGS

5. (a) Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Act as to giving information to Members in regard to their right to appoint proxies and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

(b) Regulation 54 of Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS

6. The Directors shall not, unless otherwise determined by an Ordinary Resolution of the Company, be less than two in number.

7. The first Directors shall be appointed by the subscribers to the Memorandum of Association, or a majority of them, by memorandum in writing under their hands either with or without a meeting and until such Directors are appointed the subscribers to the Memorandum of Association shall be deemed to be Directors.

8. A director (other than a Director for the time being absent from the United Kingdom) shall be entitled to receive notice of and attend all General Meetings of the Company and regulation 134 of Part I of Table A shall be deemed to be modified accordingly.

9. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be counted in the quorum when any such contract or arrangement is under consideration; and regulation 84 of Part I of Table A shall be deemed to be modified accordingly.

10. The Directors may procure the establishment and maintenance of or participate in, or contribute to any non-contributory or contributory pension or superannuation fund scheme or arrangement or life assurance scheme or arrangement for the benefit of, and pay provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to, any past or present director, officer or employee of the Company or of any company which is a subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary company or the wives, widows, families or dependants of any such past or present director, officer or employee.

BORROWING POWERS.

11. In regulation 79 of Part I of Table A the words from "Provided that" to the end of the regulation shall be deemed to be deleted.

NOTICES.

12. Any summons, notice, order or other document required to be sent to or served upon the Company or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid letter, envelope, or wrapper, addressed to the Company or such officer at the Registered Office of the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Les May
57 Woodhouse Drive,
Thorp Bay,
Essex.
Solicitors Manager.
E. G. House
57 Headonest Way
Beckington, Kent
Solicitors Clerk

DATED this *28th* day of *March* 1972.

WITNESS to the above signatures :-

L. Cunningham,
32 Sydney Road,
Bexleyheath,
Kent.
Solicitors Clerk

✓



CERTIFICATE OF INCORPORATION

No. 1073619

I hereby certify that

PROTAM INVESTMENTS LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 26th September 1972

N Taylor
(N. TAYLOR)

Assistant Registrar of Companies

still Pke

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

PROTAM INVESTMENTS LIMITED

Passed on 12th October 1972.

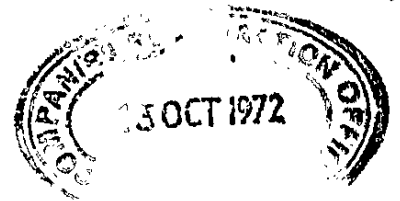
At an EXTRAORDINARY GENERAL MEETING of the above-named Company held at 9 Cheapside, London, E.C. 2, on Thursday the 12th of October, 1972 the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company:-

RESOLUTION

"THAT the Regulations contained in the document produced to the Meeting and for the purposes of identification initialled by the Chairman thereof be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association thereof."

P. G. May
.....
P. G. May
Director

*Filed by
Allen Jones (REF. P.G.M.)
9, Cheapside
London
EC2V 6AD*



COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

- of -

PROTAM INVESTMENTS LIMITED

(As adopted by Special Resolution passed on 12th October 1972)

PRELIMINARY

1. Subject as hereinafter provided, the Regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A") shall apply to the above-named Protam Investments Limited (in these Articles called "the Company").

2. Regulation 1 of Part II of Table A shall be deemed to be deleted and the following substituted therefor:-

"1. Regulations 24, 53, 75, 87 and 89 to 93 inclusive of Part I of Table A shall not apply to the Company, but the remaining regulations of Part I of Table A, as altered or modified by the Articles of Association of the Company, shall apply to the Company."

SHARE CAPITAL

3. The Share Capital of the Company as at the date of the adoption of these Articles is £100 divided into 100 Shares of £1 each. ✓

4. Save as provided by contract or these Articles to the contrary, and subject to any direction of the Company by Ordinary Resolution, all unissued shares shall be at the disposal of the Directors, and they may allot, grant options over or otherwise deal with or dispose of the same to such persons, at such times, and generally on such terms as they think proper, but so that no shares shall be issued at a discount except in accordance with the provisions of Section 57 of the Act.

GENERAL MEETINGS

5. (a) Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Act as to giving information to Members in regard to their right to appoint proxies and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

(b) Regulation 54 of Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

*Filed by
Allen & Overy (Ref. Pam)
9 Cheapside
London EC2*

DIRECTORS.

6. The Directors shall not, unless otherwise determined by an Ordinary Resolution of the Company, be less than two in number.

7. The last sentence in Regulation 98 of Part I of Table A shall be deemed to be deleted and the following shall be deemed to be substituted therefor:-

"A Director for the time being out of the United Kingdom shall not be entitled to notices of meetings of the Directors but the alternate Director (if any) in the United Kingdom acting in his place shall be entitled to notices of such meetings."

8. A Director or an alternate Director acting in his place (other than a Director or such alternate Director for the time being absent from the United Kingdom) shall be entitled to receive notice of and attend all General Meetings of the Company and Regulation 134 of Part I of Table A shall be deemed to be modified accordingly.

9. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be counted in the quorum when any such contract or arrangement is under consideration; and Regulation 84 of Part I of Table A shall be deemed to be modified accordingly.

10. The Directors may procure the establishment and maintenance of or participate in, or contribute to any non-contributory or contributory pension or superannuation fund, scheme or arrangement or life assurance scheme or arrangement for the benefit of, and pay provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to, any past or present director, officer or employee of the Company or of any company which is a subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary company or the wives, widows, families or dependants of any such past or present director, officer or employee.

APPOINTMENT AND REMOVAL OF DIRECTORS.

11. (A) In Regulation 94 of Part I of Table A the words from "and may also determine" to the end of the regulation shall be deemed to be deleted.

(B) In Regulation 95 of Part I of Table A the words from "but shall not be taken into account" to the end of the regulation shall be deemed to be deleted.

(C) In Regulation 97 of Part I of Table A the second sentence thereof shall be deemed to be deleted.

12. A member or members holding not less than seventy-five per cent. in nominal value of the issued shares for the time being in the Company shall have

power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy (provided that the total number of Directors shall not exceed the maximum number (if any) prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a member being a company, signed by two directors or one director and the secretary of such company on its behalf.

PROCEEDINGS OF DIRECTORS.

13. Regulation 106 of Part I of Table A shall be deemed to be modified by adding the following sentence at the end of the Regulation:-

"For the purpose of this Article the signature of an alternate Director (if any) entitled to notice of a meeting of Directors shall suffice in lieu of the signature of the Director appointing him."

ALTERNATE DIRECTORS.

14. Each Director shall have the power to nominate any other Director, or with the approval of a majority of the other Directors, any person to act as alternate Director, in his place, at any meeting of the Directors at which he is unable to be present, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall (except as regards the power to appoint an alternate) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company and each alternate Director, whilst acting in the place of an absent Director, shall exercise and discharge all the duties of the Director he represents, but shall look to such Director solely for his remuneration as alternate Director. Any Director of the Company who is appointed an alternate Director shall be entitled to vote at a meeting of the Directors on behalf of the Director so appointing him as distinct from the vote to which he is entitled in his own capacity as a Director of the Company, and shall also be considered as two Directors for the purpose of making a quorum of Directors when such quorum shall exceed two. Any person appointed as an alternate Director shall vacate his office as such alternate Director if and when the Director by whom he has been appointed vacates his office as Director or removes him by written notice to the Company.

DISQUALIFICATION OF DIRECTORS.

15. Regulation 88 of Part I of Table A shall be deemed to be modified by adding the following sub-clause at the end of the Regulation:-

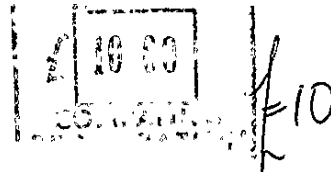
"(g) If he is removed pursuant to Article 12."

16. In Regulation 79 of Part I of Table A the words from "Provided that" to the end of the regulation shall be deemed to be deleted.

NOTICES.

17. Any summons, notice, order or other document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid letter, envelope, or wrapper, addressed to the Company or such officer at the Registered Office of the Company.

Number of } 1073619 / 11
Company }



The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

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

OF

Protam Investments LIMITED

Passed 18th December, 1972.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 77 Fountain Street, Manchester M2 2EA

on the 18th day of December, 1972, the subjoined SPECIAL RESOLUTION was duly passed, viz. :—

RESOLUTION

'That the name of the Company be changed to Turner & Newall Investments Ltd.'

Signature

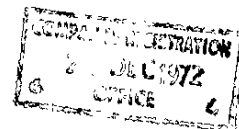
Alan Lewis

Secretary

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.



NOTE.—To be filed within 15 days after the passing of the Resolution(s).
See section 143 (1) and (4) printed overleaf.



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Companies 7

NAT. WEST. 6685



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1073619/17 .

I hereby certify that

PROTAM INVESTMENTS LIMITED

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

TURNER & NEWALL INVESTMENTS LIMITED

Given under my hand at London the 10th January 1973

(N. TAYLOR)

Assistant Registrar of Companies



File
THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY SHARES

del Epr

· M E M O R A N D U M

- and -

NEW

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution
passed on 12th October, 1972)

- of -

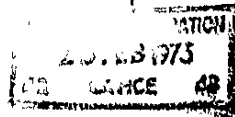
TURNER & NEWALL INVESTMENTS LIMITED



INCORPORATED on the 26th day of September 1972



✓
ALLEN & OVERY,
9, Cheapside,
London, EC2V 6AD.



Number of } 1073619
Company }

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

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

OF

Protam Investments LIMITED

Passed 18th December, 1972.

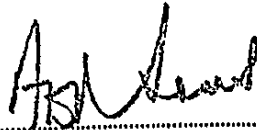
AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 77 Fountain' Street, Manchester M2 2EA

on the 18th day of December, 1972, the subjoined SPECIAL RESOLUTION was duly passed, viz. :—

RESOLUTION

'That the name of the Company be changed to Turner & Newall Investments Ltd.'

Signature



To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

Secretary

NOTE.—To be filed within 15 days after the passing of the Resolution(s).
See section 143 (1) and (4) printed overleaf.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

TURNER & NEWALL INVESTMENTS LIMITED



1. The name of the Company is "Turner & Newall Investments 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 the business of an Investment Trust Company and to invest any moneys belonging to the Company in or otherwise to acquire shares, stocks, debentures, debenture stocks, bonds, mortgages, obligations and securities of any kind issued or guaranteed by any company corporation or undertaking of whatever nature and wherever constituted or carrying on business, and shares, stocks, debentures, debenture stocks, bonds, obligations, and other securities issued or guaranteed by any Government, Sovereign, Ruler, Commissioners, trust, local authority or other public body, whether at home or abroad, by subscription, syndicate participation, tender, purchase, exchange or otherwise, and to subscribe for the same, either conditionally or otherwise, and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof and to vary any investments of the Company from time to time.
- (2) To carry on and undertake any business undertaking transaction or operation, commonly carried on or undertaken by trust or investment companies, financiers, bankers, discount houses, capitalists, company promoters, underwriters of companies, stock, shares or debentures, dealers in lands, businesses, concessions, mines, and stock as owners or agents, manufacturers, merchants, importers and exporters, shipping agents, or shipowners, stock and share dealers, concessionaires, and contractors for public and other works and generally to carry on business as financiers and promoters and to undertake and carry out all such operations and transactions as an individual capitalist may lawfully undertake and carry out.
- (3) To undertake and transact all kinds of trust and

agency business and to constitute any trusts with a view to the issue of preferred and deferred or any other special stocks or securities based on or representing any shares, stocks, or other assets specifically appropriated for the purpose of any such trust and to settle and regulate, and, if thought fit, to undertake and execute any such trusts and to issue, dispose of, or hold any such preferred, deferred or other such stocks or securities and to act as Trustees of any Deeds constituting or securing any debentures, debenture stocks or other securities or obligations, and also to undertake the office of executor, administrator, treasurer, or registrar, or to become Manager of any business, and to keep for any company, Government authority, or body any register relating to any stocks, funds, shares or securities or to undertake any duties in relation to the registration of transfers, the issue of certificates or otherwise.

- (4) To hold all or any shares or obligations acquired by the Company, or to sell or re-issue the same, with or without guarantee, or to distribute them or any other assets of the Company in kind upon a division of profits or distributions of Capital among the members; and in case of any cash, shares or obligations receivable upon any sale or amalgamation, to arrange in case at the time of any such sale or amalgamation, the shares of this Company shall be of different classes, for the distribution of any proceeds of sale in any manner authorised by or under the provisions of the Articles of Association for the time being.
- (5) To negotiate for, purchase, sell, hire, exchange, take or grant on building or other lease or agreement for building or other lease or otherwise acquire or deal with real or personal property of all kinds, and in particular, estates, lands, houses, buildings, warehouses, machinery, plant, stores, licences, concessions, rights of way and right of water, and any rights, easements, privileges or interest which the Directors of the Company may consider advisable, and to work, manage, mortgage, lease or otherwise deal with the whole or any of such property or rights, whether belonging to the Company or otherwise, and to erect and construct houses, buildings and works of every description, and to clear, manage, farm, cultivate, plant, work, or improve any land or buildings which, or any interest in which, may belong to the Company, and to deal with, or otherwise turn to account, any farm or other products of any such land.
- (6) To take out purchase or otherwise acquire for any estate or interest any property, 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 carry on all kinds of research work.

- (7) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above, or which it may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account, any property, real or personal, belonging to the Company, or in which the Company may be interested.
- (8) To sell, let, lease, grant licences, easements and other rights over and in any other manner dispose of or deal with the whole or any part of the undertaking, property, assets, rights, effects and businesses of the Company for such consideration as may be thought fit and in particular for a rent or rents or stocks, shares, debentures, debenture stock or other obligations of any other company.
- (9) To acquire and undertake on any terms, and subject to any conditions, the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (10) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with or to co-operate in any way with or assist or subsidise, any company, firm or person carrying on, or proposing to carry on, any business within the objects of the Company.
- (11) To carry on any business or branch of a business which this Company is authorised to carry on by means, or through the agency of, any subsidiary company or companies, and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time, and either temporarily or permanently, to close any such branch or business.
- (12) To act as Directors or Managers of or to appoint Directors or Managers of any subsidiary company or of any other company in which this Company is or may be interested.
- (13) To take part in the management, supervision and control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any Directors, trustees, accountants or other experts or agents.
- (14) To promote or concur in the promotion of any company, whether British or foreign, the promotion of which shall be considered desirable.

- (15) To give all descriptions of guarantees and indemnities
- (16) To borrow and raise money in any manner and on any terms.
- (17) For any purpose and in any manner and from time to time to mortgage or charge the whole or any part of the undertaking, property and rights (including property and rights to be subsequently acquired) of the Company, and any money uncalled on any shares of the Capital, original or increased, of the Company and whether at the time issued or created or not and to create, issue, make and give debentures, debenture stock, bonds or other obligations, perpetual or otherwise, with or without any mortgage or charge on all or any part of such undertaking, property, rights and uncalled money.
- (18) To make, draw, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal in promissory notes, bills of exchange, cheques, bills of lading, shipping documents, dock and warehouse warrants, and other instruments negotiable or transferable or otherwise.
- (19) To lend money with or without security and to subsidise, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any persons or companies.
- (20) To grant pensions or gratuities to any past or present director, officer or employee of the Company or of any subsidiary company of the Company or of any subsidiary company of any such subsidiary company or of the predecessors in business of the Company or of any such subsidiary or such sub-subsidiary company 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 in the Company and to contribute to any public, general or useful object.
- (21) To pay all preliminary expenses of the Company and any company promoted by the Company or any company in which this Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.
- (22) To insure with any other company or person against losses, damages, risks and liabilities of all kinds, which may affect the Company.

Provided that nothing herein contained shall empower the Company to carry on the business of assurance or re-assurance or to grant annuities within the meaning of the Assurance Companies Acts, 1909 to 1946, and any extension modification or re-enactment thereof for the time being in force, or to re-insure any risks under any class of assurance business to which those Acts apply.

- (23) To enter into any arrangements with any Government or authority, imperial, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority or company any charters, contracts, decrees, rights, grants, loans, privileges, or concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with the same.
- (24) 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 firm or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its members.
- (25) To do anything by this Memorandum of Association authorised in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone, or in conjunction with others.
- (26) To distribute among the members of the Company in specie any property of the Company.
- (27) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared (a) 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 corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere, and (b) that, except where the context expressly so requires, none of the several paragraphs of this Clause, or the objects therein specified, or the powers thereby conferred shall be limited by, or be deemed merely subsidiary or auxiliary to any other paragraph of this Clause, or the objects in such other paragraph specified, or the powers thereby conferred.

4. The liability of the members is limited.

5. The Share Capital of the Company is £100 divided into 100 shares of £1 each.

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

| NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS | Number of Shares taken by each Subscriber |
|--|---|
| E.G. Rouse, 67, Wendover Way, Welling, Kent. Solicitors' Clerk. | One |
| P.G. May, 517 Woodgrange Drive, Thorpe Bay, Essex. Solicitors' Manager | One |

DATED this 28th day of March, 1972.

WITNESS to the above signatures:-

P.D. Cunningham,
9, Cheapside,
London, EC2V 6AD
Solicitors' Clerk

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

PROTAM INVESTMENTS LIMITED

Passed on 12th October 1972.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company held at 9 Cheapside, London, E.C.2. on Thursday the 12th October, 1972 the following Resolution was duly passed as a SPECIAL RESOLUTION OF the Company:-

RESOLUTION

"THAT the Regulations contained in the document produced to the Meeting and for the purposes of identification initialled by the Chairman thereof be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association thereof."

P.G. May
Director

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

- of -

PROTAM INVESTMENTS LIMITED

(As adopted by Special Resolution passed on 12th October 1972)

PRELIMINARY

1. Subject as hereinafter provided, the Regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A") shall apply to the above-named Protam Investments Limited (in these Articles called "the Company").

2. Regulation 1 of Part II of Table A shall be deemed to be deleted and the following substituted therefor:-

"1. Regulations 24, 53, 75, 87 and 89 to 93 inclusive of Part I of Table A shall not apply to the Company, but the remaining regulations of Part I of Table A, as altered or modified by the Articles of Association of the Company, shall apply to the Company."

SHARE CAPITAL

3. The Share Capital of the Company as at the date of the adoption of these Articles is £100 divided into 100 Shares of £1 each.

4. Save as provided by contract or these Articles to the contrary, and subject to any direction of the Company by Ordinary Resolution, all unissued shares shall be at the disposal of the Directors, and they may allot, grant options over or otherwise deal with or dispose of the same to such persons, at such times, and generally on such terms as they think proper, but so that no shares shall be issued at a discount except in accordance with the provisions of Section 57 of the Act.

GENERAL MEETINGS

5. (a) Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Act as to giving information to Members in regard to their right to appoint proxies and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

(b) Regulation 54 of Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS.

6. The Directors shall not, unless otherwise determined by an Ordinary Resolution of the Company, be less than two in number.

7. The last sentence in Regulation 98 of Part I of Table A shall be deemed to be deleted and the following shall be deemed to be substituted therefor:-

"A Director for the time being out of the United Kingdom shall not be entitled to notices of meetings of the Directors but the alternate Director (if any) in the United Kingdom acting in his place shall be entitled to notices of such meetings."

8. A Director or an alternate Director acting in his place (other than a Director or such alternate Director for the time being absent from the United Kingdom) shall be entitled to receive notice of and attend all General Meetings of the Company and Regulation 134 of Part I of Table A shall be deemed to be modified accordingly.

9. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be counted in the quorum when any such contract or arrangement is under consideration; and Regulation 84 of Part I of Table A shall be deemed to be modified accordingly.

10. The Directors may procure the establishment and maintenance of or participate in, or contribute to any non-contributory or contributory pension or superannuation fund, scheme or arrangement or life assurance scheme or arrangement for the benefit of, and pay provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to, any past or present director, officer or employee of the Company or of any company which is a subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary company or the wives, widows, families or dependants of any such past or present director, officer or employee.

APPOINTMENT AND REMOVAL OF DIRECTORS.

11. (A) In Regulation 94 of Part I of Table A the words from "and may also determine" to the end of the regulation shall be deemed to be deleted.

(B) In Regulation 95 of Part I of Table A the words from "but shall not be taken into account" to the end of the regulation shall be deemed to be deleted.

(C) In Regulation 97 of Part I of Table A the second sentence thereof shall be deemed to be deleted.

12. A member or members holding not less than seventy-five per cent. in nominal value of the issued shares for the time being in the Company shall have

power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy (provided that the total number of Directors shall not exceed the maximum number (if any) prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a member being a company, signed by two directors or one director and the secretary of such company on its behalf.

PROCEEDINGS OF DIRECTORS.

13. Regulation 106 of Part I of Table A shall be deemed to be modified by adding the following sentence at the end of the Regulation:-

"For the purpose of this Article the signature of an alternate Director (if any) entitled to notice of a meeting of Directors shall suffice in lieu of the signature of the Director appointing him."

ALTERNATE DIRECTORS.

14. Each Director shall have the power to nominate any other Director, or with the approval of a majority of the other Directors, any person to act as alternate Director, in his place, at any meeting of the Directors at which he is unable to be present, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall (except as regards the power to appoint an alternate) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company and each alternate Director, whilst acting in the place of an absent Director, shall exercise and discharge all the duties of the Director he represents, but shall look to such Director solely for his remuneration as alternate Director. Any Director of the Company who is appointed an alternate Director shall be entitled to vote at a meeting of the Directors on behalf of the Director so appointing him as distinct from the vote to which he is entitled in his own capacity as a Director of the Company, and shall also be considered as two Directors for the purpose of making a quorum of Directors when such quorum shall exceed two. Any person appointed as an alternate Director shall vacate his office as such alternate Director if and when the Director by whom he has been appointed vacates his office as Director or removes him by written notice to the Company.

DISQUALIFICATION OF DIRECTORS.

15. Regulation 88 of Part I of Table A shall be deemed to be modified by adding the following sub-clause at the end of the Regulation:-

"(g) If he is removed pursuant to Article 12."

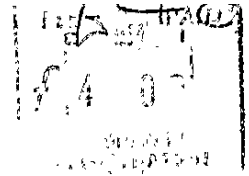
16. In Regulation 79 of Part I of Table A the words from "Provided that" to the end of the regulation shall be deemed to be deleted.

NOTICES.

17. Any summons, notice, order or other document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid letter, envelope, or wrapper, addressed to the Company or such officer at the Registered Office of the Company.

Number of } 1073619
Company }

23



The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

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

OF

TURNER & NEWALL INVESTMENTS LIMITED

Passed 13 May, 1977.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 20 St. Mary's Parsonage, Manchester M3 2NL

on the 13 day of May, 1977, the subjoined SPECIAL RESOLUTION was duly passed, viz.:—

RESOLUTION

"That the name of the Company be changed to Turner & Newall International Limited"

Signature

Asa Newall

Secretary

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).
See section 143 (1) and (4) printed overleaf.

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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No.

1073619

124

I hereby certify that

TURNER & NEWALL INVESTMENTS LIMITED

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

TURNER & NEWALL INTERNATIONAL LIMITED

Given under my hand at Cardiff the **2ND JUNE 1977**

D.A. Pendlebury
D. A. PENDLEBURY

Assistant Registrar of Companies

33

· M E M O R A N D U M

- and -

NEW

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution
passed on 12th October, 1972)

- of -

TURNER & NEWALL INTERNATIONAL LIMITED

INCORPORATED on the 26th day of September 1972

ALLEN & OVERY,
9, Cheapside,
London, EC2V 6AD.





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1073619

I hereby certify that

TURNER & NEWALL INVESTMENTS LIMITED

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

TURNER & NEWALL INTERNATIONAL LIMITED

Given under my hand at Cardiff the 2ND JUNE 1977

D. A. Pendlebury
D. A. PENDLEBURY

Assistant Registrar of Companies

Number of } 1073619
Company }

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

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

OF

TURNER & NEVALL INVESTMENTS LIMITED

Passed 13 May, 1977.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 20 St. Mary's Parsonage, Manchester M3 2NL

on the 13 day of May, 1977, the subjoined SPECIAL RESOLUTION was duly passed, viz.:—

RESOLUTION

"That the name of the Company be changed to Turner & Newall International Limited"

Signature

ASN

Secretary

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).
See section 143 (1) and (4) printed overleaf.

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Companies 7



Number of } 1073619
Company }

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

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

OF

Protam Investments LIMITED

Passed 18th December , 1972 .

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 77 Fountain Street, . Manchester M2 2EA

on the 18th day of December , 1972, the subjoined SPECIAL RESOLUTION was duly passed, viz. :—

RESOLUTION

'That the name of the Company be changed to Turner & Newall Investments Ltd.'

Signature

Asst. Secy

Secretary

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

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Printed and Published by The Stationery Society, Limited, One, Nine, Breckinridge Buildings, Fetter Lane, London EC4P 4BT and at Birmingham, Cardiff, Liverpool, Manchester and Glasgow.

Companies 7





CERTIFICATE OF INCORPORATION

No. 1073619

I hereby certify that

PROTAM INVESTMENTS LIMITED

is day incorporated under the Companies Acts 1948 to 1967 and that the
pany is Limited.

in under my hand at London the

26th September 1972

A handwritten signature in cursive script, appearing to read 'N. Taylor'.

(N. TAYLOR)

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

TURNER & NEWALL INTERNATIONAL LIMITED

1. The name of the Company is Turner & Newall International 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 the business of an Investment Trust Company and to invest any moneys belonging to the Company in or otherwise to acquire shares, stocks, debentures, debenture stocks, bonds, mortgages, obligations and securities of any kind issued or guaranteed by any company corporation or undertaking of whatever nature and wherever constituted or carrying on business, and shares, stocks, debentures, debenture stocks, bonds, obligations, and other securities issued or guaranteed by any Government, Sovereign, Ruler, Commissioners, trust, local authority or other public body, whether at home or abroad, by subscription, syndicate participation, tender, purchase, exchange or otherwise, and to subscribe for the same, either conditionally or otherwise, and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof and to vary any investments of the Company from time to time.
- (2) To carry on and undertake any business undertaking transaction or operation, commonly carried on or undertaken by trust or investment companies, financiers, bankers, discount houses, capitalists, company promoters, underwriters of companies, stock, shares or debentures, dealers in lands, businesses, concessions, mines, and stock as owners or agents, manufacturers, merchants, importers and exporters, shipping agents, or shipowners, stock and share dealers, concessionaires, and contractors for public and other works and generally to carry on business as financiers and promoters and to undertake and carry out all such operations and transactions as an individual capitalist may lawfully undertake and carry out.
- (3) To undertake and transact all kinds of trust and



agency business and to constitute any trusts with a view to the issue of preferred and deferred or any other special stocks or securities based on or representing any shares, stocks, or other assets specifically appropriated for the purpose of any such trust and to settle and regulate, and, if thought fit, to undertake and execute any such trusts and to issue, dispose of, or hold any such preferred, deferred or other such stocks or securities and to act as Trustees of any Deeds constituting or securing any debentures, debenture stocks or other securities or obligations, and also to undertake the office of executor, administrator, treasurer, or registrar, or to become Manager of any business, and to keep for any company, Government authority, or body any register relating to any stocks, funds, shares or securities or to undertake any duties in relation to the registration of transfers, the issue of certificates or otherwise.

- (4) To hold all or any shares or obligations acquired by the Company, or to sell or re-issue the same, with or without guarantee, or to distribute them or any other assets of the Company in kind upon a division of profits or distributions of Capital among the members; and in case of any cash, shares or obligations receivable upon any sale or amalgamation, to arrange in case at the time of any such sale or amalgamation, the shares of this Company shall be of different classes, for the distribution of any proceeds of sale in any manner authorised by or under the provisions of the Articles of Association for the time being.
- (5) To negotiate for, purchase, sell, hire, exchange, take or grant on building or other lease or agreement for building or other lease or otherwise acquire or deal with real or personal property of all kinds, and in particular, estates, lands, houses, buildings, warehouses, machinery, plant, stores, licences, concessions, rights of way and right of water, and any rights, easements, privileges or interest which the Directors of the Company may consider advisable, and to work, manage, mortgage, lease or otherwise deal with the whole or any of such property or rights, whether belonging to the Company or otherwise, and to erect and construct houses, buildings and works of every description, and to clear, manage, farm, cultivate, plant, work, or improve any land or buildings which, or any interest in which, may belong to the Company, and to deal with, or otherwise turn to account, any farm or other products of any such land.
- (6) To take out purchase or otherwise acquire for any estate or interest any property, 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 carry on all kinds of research work.

- (7) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above, or which it may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account, any property, real or personal, belonging to the Company, or in which the Company may be interested.
- (8) To sell, let, lease, grant licences, easements and other rights over and in any other manner dispose of or deal with the whole or any part of the undertaking, property, assets, rights, effects and businesses of the Company for such consideration as may be thought fit and in particular for a rent or rents or stocks, shares, debentures, debenture stock or other obligations of any other company.
- (9) To acquire and undertake on any terms, and subject to any conditions, the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (10) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with or to co-operate in any way with or assist or subsidise, any company, firm or person carrying on, or proposing to carry on, any business within the objects of the Company.
- (11) To carry on any business or branch of a business which this Company is authorised to carry on by means, or through the agency of, any subsidiary company or companies, and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time, and either temporarily or permanently, to close any such branch or business.
- (12) To act as Directors or Managers of or to appoint Directors or Managers of any subsidiary company or of any other company in which this Company is or may be interested.
- (13) To take part in the management, supervision and control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any Directors, trustees, accountants or other experts or agents.
- (14) To promote or concur in the promotion of any company, whether British or foreign, the promotion of which shall be considered desirable.

- (15) To give all descriptions of guarantees and indemnities
- (16) To borrow and raise money in any manner and on any terms.
- (17) For any purpose and in any manner and from time to time to mortgage or charge the whole or any part of the undertaking, property and rights (including property and rights to be subsequently acquired) of the Company, and any money uncalled on any shares of the Capital, original or increased, of the Company and whether at the time issued or created or not and to create, issue, make and give debentures, debenture stock, bonds or other obligations, perpetual or otherwise, with or without any mortgage or charge on all or any part of such undertaking, property, rights and uncalled money.
- (18) To make, draw, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal in promissory notes, bills of exchange, cheques, bills of lading, shipping documents, dock and warehouse warrants, and other instruments negotiable or transferable or otherwise.
- (19) To lend money with or without security and to subsidise, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any persons or companies.
- (20) To grant pensions or gratuities to any past or present director, officer or employee of the Company or of any subsidiary company of the Company or of any subsidiary company of any such subsidiary company or of the predecessors in business of the Company or of any such subsidiary or such sub-subsidiary company 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 in the Company and to contribute to any public, general or useful object.
- (21) To pay all preliminary expenses of the Company and any company promoted by the Company or any company in which this Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.
- (22) To insure with any other company or person against losses, damages, risks and liabilities of all kinds, which may affect the Company.

Provided that nothing herein contained shall empower the Company to carry on the business of assurance or re-assurance or to grant annuities within the meaning of the Assurance Companies Acts, 1909 to 1946, and any extension modification or re-enactment thereof for the time being in force, or to re-insure any risks under any class of assurance business to which those Acts apply.

- (23) To enter into any arrangements with any Government or authority, imperial, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority or company any charters, contracts, decrees, rights, grants, loans, privileges, or concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with the same.
- (24) 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 firm or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its members.
- (25) To do anything by this Memorandum of Association authorised in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone, or in conjunction with others.
- (26) To distribute among the members of the Company in specie any property of the Company.
- (27) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared (a) 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 corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere, and (b) that, except where the context expressly so requires, none of the several paragraphs of this Clause, or the objects therein specified, or the powers thereby conferred shall be limited by, or be deemed merely subsidiary or auxiliary to any other paragraph of this Clause, or the objects in such other paragraph specified, or the powers thereby conferred.

4. The liability of the members is limited.

5. The Share Capital of the Company is £100 divided into 100 shares of £1 each.

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

| NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS | Number of Shares taken by each Subscriber |
|--|---|
| E.G. Rouse, 67, Wendover Way, Welling, Kent. Solicitors' Clerk. | One |
| P.G. May, 517 Woodgrange Drive, Thorpe Bay, Essex. Solicitors' Manager | One |

DATED this 28th day of March, 1972.

WITNESS to the above signatures:-

P.D. Cunningham,
9, Cheapside,
London, EC2V 6AD
Solicitors' Clerk

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

PROTAM INVESTMENTS LIMITED

Passed on 12th October 1972.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company held at 9 Cheapside, London, E.C.2. on Thursday the 12th October, 1972 the following Resolution was duly passed as a SPECIAL RESOLUTION OF the Company:-

RESOLUTION

"THAT the Regulations contained in the document produced to the Meeting and for the purposes of identification initialled by the Chairman thereof be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association thereof."

P.G. May
Director

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

- of -

TURNER & NEWALL INTERNATIONAL LIMITED

(As adopted by Special Resolution passed on 12th October 1972)

PRELIMINARY

1. Subject as hereinafter provided, the Regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A") shall apply to the above-named Turner & Newall International Limited (in these Articles called "the Company").

2. Regulation 1 of Part II of Table A shall be deemed to be deleted and the following substituted therefor:-

"1. Regulations 24, 53, 75, 87 and 89 to 93 inclusive of Part I of Table A shall not apply to the Company, but the remaining regulations of Part I of Table A, as altered or modified by the Articles of Association of the Company, shall apply to the Company."

SHARE CAPITAL

3. The Share Capital of the Company as at the date of the adoption of these Articles is £100 divided into 100 Shares of £1 each.

4. Save as provided by contract or these Articles to the contrary, and subject to any direction of the Company by Ordinary Resolution, all unissued shares shall be at the disposal of the Directors, and they may allot, grant options over or otherwise deal with or dispose of the same to such persons, at such times, and generally on such terms as they think proper, but so that no shares shall be issued at a discount except in accordance with the provisions of Section 57 of the Act.

GENERAL MEETINGS

5. (a) Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Act as to giving information to Members in regard to their right to appoint proxies and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

(b) Regulation 54 of Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS.

6. The Directors shall not, unless otherwise determined by an Ordinary Resolution of the Company, be less than two in number.

7. The last sentence in Regulation 98 of Part I of Table A shall be deemed to be deleted and the following shall be deemed to be substituted therefor:-

"A Director for the time being out of the United Kingdom shall not be entitled to notices of meetings of the Directors but the alternate Director (if any) in the United Kingdom acting in his place shall be entitled to notices of such meetings."

8. A Director or an alternate Director acting in his place (other than a Director or such alternate Director for the time being absent from the United Kingdom) shall be entitled to receive notice of and attend all General Meetings of the Company and Regulation 134 of Part I of Table A shall be deemed to be modified accordingly.

9. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be counted in the quorum when any such contract or arrangement is under consideration; and Regulation 84 of Part I of Table A shall be deemed to be modified accordingly.

10. The Directors may procure the establishment and maintenance of or participate in, or contribute to any non-contributory or contributory pension or superannuation fund, scheme or arrangement or life assurance scheme or arrangement for the benefit of, and pay provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to, any past or present director, officer or employee of the Company or of any company which is a subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary company or the wives, widows, families or dependants of any such past or present director, officer or employee.

APPOINTMENT AND REMOVAL OF DIRECTORS.

11. (A) In Regulation 94 of Part I of Table A the words from "and may also determine" to the end of the regulation shall be deemed to be deleted.

(B) In Regulation 95 of Part I of Table A the words from "but shall not be taken into account" to the end of the regulation shall be deemed to be deleted.

(C) In Regulation 97 of Part I of Table A the second sentence thereof shall be deemed to be deleted.

12. A member or members holding not less than seventy-five per cent. in nominal value of the issued shares for the time being in the Company shall have

power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy (provided that the total number of Directors shall not exceed the maximum number (if any) prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a member being a company, signed by two directors or one director and the secretary of such company on its behalf.

PROCEEDINGS OF DIRECTORS.

13. Regulation 106 of Part I of Table A shall be deemed to be modified by adding the following sentence at the end of the Regulation:-

"For the purpose of this Article the signature of an alternate Director (if any) entitled to notice of a meeting of Directors shall suffice in lieu of the signature of the Director appointing him."

ALTERNATE DIRECTORS.

14. Each Director shall have the power to nominate any other Director, or with the approval of a majority of the other Directors, any person to act as alternate Director, in his place, at any meeting of the Directors at which he is unable to be present, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall (except as regards the power to appoint an alternate) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company and each alternate Director, whilst acting in the place of an absent Director, shall exercise and discharge all the duties of the Director he represents, but shall look to such Director solely for his remuneration as alternate Director. Any Director of the Company who is appointed an alternate Director shall be entitled to vote at a meeting of the Directors on behalf of the Director so appointing him as distinct from the vote to which he is entitled in his own capacity as a Director of the Company, and shall also be considered as two Directors for the purpose of making a quorum of Directors when such quorum shall exceed two. Any person appointed as an alternate Director shall vacate his office as such alternate Director if and when the Director by whom he has been appointed vacates his office as Director or removes him by written notice to the Company.

DISQUALIFICATION OF DIRECTORS.

15. Regulation 88 of Part I of Table A shall be deemed to be modified by adding the following sub-clause at the end of the Regulation:-

"(g) If he is removed pursuant to Article 12."

16. In Regulation 79 of Part I of Table A the words from "provided that" to the end of the regulation shall be deemed to be deleted.

NOTICES.

17. Any summons, notice, order or other document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid letter, envelope, or wrapper, addressed to the Company or such officer at the Registered Office of the Company.

[COPY]

special resolution(s)

ACCEPT UNSTAMPED &

NC/CN 37561

SIGNED

DATE

23/11/87

2/1/88
J 378(2)

Company Number

1073619

name of company

TURNER & NEWALL INTERNATIONAL

Limited

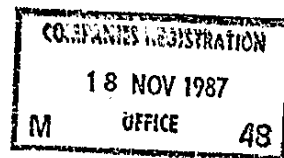
At an Extraordinary General Meeting of the members of the above-named company, duly convened and

held at Bowdon House, Ashburton Road West, Trafford Park, Manchester M17 1RA

on the sixteenth day of November 1987

the following SPECIAL RESOLUTION(S) was/were duly passed:-

THAT the name of the Company be changed to T&N International Limited.



SIGNED

Secretary

NOTES:

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 6EE
TELEPHONE 01 253 3030
TELEX 201010



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1073619

I hereby certify that

TURNER & NEWALL INTERNATIONAL LIMITED

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

T & N INTERNATIONAL LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 2 JANUARY 1988

F. A. Joseph.

F. A. JOSEPH

an authorised officer

The Companies Act 1985
Company Limited by Shares

Special Resolution

Pursuant to section 378(2) of the Companies Act 1985

Company Number

1073619

T&N International Limited

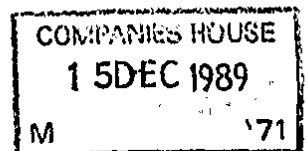
At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at:

Bowdon House, Ashburton Road West, TRAFFORD PARK MANCHESTER, M17 1RA

on 11 December 1989

the following SPECIAL RESOLUTION was duly passed, viz:-

The regulations contained in the printed document submitted to this Meeting and for the purpose of identification subscribed by the Chairman thereof be adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association thereof.



Signed G. D. [Signature]
Position Secretary

NOTE To be filed within 15 days of the passing of the special resolution

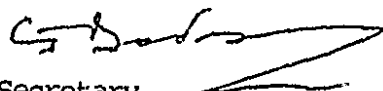
Company Number 1073619

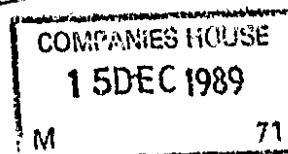
COMPANY LIMITED BY SHARES

New Articles of Association
of
T&N INTERNATIONAL LIMITED

(adopted by Special Resolution passed on 11th December 1989)

These are the Articles of Association
referred to in the Special Resolution
passed on 11th December 1989.


Secretary



THE COMPANIES ACT, 1985

COMPANY LIMITED BY SHARES

SUBSTITUTED

ARTICLES OF ASSOCIATION

OF

T&N INTERNATIONAL LIMITED

Adopted by special resolution passed on 11 December 1989.

PRELIMINARY

1. Subject as hereinafter provided the regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company, save insofar as they are varied or excluded by or inconsistent with these Regulations.

SHARE CAPITAL

2. The share capital of the Company at the date of adoption of these Articles is £100 divided into 100 shares of £1 each.
3. Save as provided by contract or these Articles to the contrary, and subject to any direction of the Company by ordinary resolution, all unissued shares of the Company shall be at the disposal of the Directors, and they may allot, grant options over or otherwise deal with or dispose of the same to such persons, at such times, and generally on such terms as they think proper.
4. A Director need not hold any share qualifications but shall be entitled to receive notice of and to attend all general meetings of the Company.

POWERS AND DUTIES OF DIRECTORS

5. Notwithstanding anything in these Articles contained the Directors shall have no power to deal with any of the following matters or to transact any business relating thereto unless and until T&N PLC ("T&N") so long as it is the beneficial owner of not less than 75 per cent in nominal value of the issued Ordinary Shares of the Company shall have given its approval to the exercise by the Directors of the power of the Company in regard thereto such approval to be evidenced either by a copy of a resolution of or an extract from the minutes of a meeting of the Board of Directors of T&N certified by one of such Directors or by the Secretary of T&N or by a letter signed either by any two of such Directors or by any one Director and the Secretary:-

- (a) Any material change in the nature of the business carried on by the Company whether by the addition of a new type of business or the abandonment of any type of business carried on by the Company at the date of such change.

- (b) Any sale or disposal or dealing with the undertaking property rights or assets of the Company or of any part thereof but so that this provision shall not apply to the ordinary trading transactions of the Company concerned with the purchase, manufacture or sale of the goods (or the raw materials or other components of which they are composed) which the Company produces manufactures or sells nor shall it apply to any sale disposal or dealing as aforesaid where the amount involved does not exceed in respect of any one transaction the sum of £250,000.
- (c) Any purchase or acquisition on capital account for a sum exceeding in the case of any one transaction £250,000 in principal amount other than any purchase or acquisition of raw materials or other goods required in connection with the manufacture or supply of the goods sold from time to time by the Company and which are not being purchased or acquired under a contract requiring approval under paragraph (d)
- (d) Any fusion, amalgamation, union of interests or working arrangements with any other party.
- (e) Any lending or borrowing of money, issue of securities or creation of any mortgage or charge of the Company.
- (f) The issue of unissued shares or making of calls on issues.
- (g) Allocations to reserves, payments or recommendations of dividend or other distributions of capital or profits, or amounts to be written off against profits or assets in respect of wear and tear and depreciation of plant and buildings.
- (h) The grant of a pension or a gratuity or a retirement benefit to any officer or employee of the Company or the establishment of a pension fund or life assurance scheme or any payment of the nature referred to in Section 312 of the Act.
- (i) Any refusal to register a proposed transfer of a share.

The monetary limits referred to in this Regulation may be changed by T&N from time to time by notice in writing to the Company signed either by any two Directors or by any one Director and the Secretary of T&N.

- 6. (1) So long as it shall own beneficially at least 75 per cent in nominal value of the issued Ordinary shares of the Company T&N may from time to time and at any time by notice in writing to the Company (signed either by any two Directors or by any one Director and the Secretary of T&N) effect any one of the following matters, that is to say:-
 - (a) Appoint any person as a Director of the Company either as an additional Director or to fill any vacancy, and remove from office any Director howsoever appointed.

- (b) Appoint one of the Directors of the Company for the time being to be Chairman of the Company and one or more of the Directors of the Company for the time being to be Deputy Chairman, Chief Executive, Managing Director or Managing Directors of the Company or to hold such other office in the management of the business of the Company as it may decide and for such period as it shall think fit and (subject to the provisions of any agreement between him or them and the Company) remove him or them from office and appoint another or others in his or their place or places.
 - (c) Fix the remuneration and other terms and conditions of appointment of any Chairman, Deputy Chairman, Chief Executive, Managing Director or Director holding any other office in the management of the business of the Company and (subject to the provisions of any agreement between him or them and the Company) vary the same from time to time and so that any remuneration fixed under this paragraph may be made payable to such Director in addition to or in substitution for such ordinary remuneration (if any) as a Director as he may from time to time be entitled to receive and may without prejudice to the provisions of Regulation 7 be made payable by a lump sum or by way of bonus or commission on the profits or turnover of the Company or of any other company in which the Company is interested or other participation in any such profits or by any or all or partly by one and partly by another or others of those modes.
 - (d) Entrust and confer such of the powers exercisable under these Articles by the Directors (not being powers for the exercise of which any approval is required under Regulation 7) as it thinks fit to and upon any Chairman, Deputy Chairman, Chief Executive, Managing Director or Director holding any other office in the management of the business of the Company and determine the time, objects, purposes, terms, conditions and restrictions for, upon and subject to which such powers are conferred collaterally with or to the exclusion of or in substitution for all or any of the powers of the Directors in that behalf and from time to time revoke, alter or vary all or any of such powers.
- (2) A Chairman, Deputy Chairman, Chief Executive or Managing Director or a Director holding any other office in the management of the business of the Company shall (subject to the provisions of any agreement between him or them and the Company) be subject to the same provisions as to resignation and removal as the other Directors of the Company and shall ipso facto and immediately cease to be Chairman, Deputy Chairman, Chief Executive or Managing Director or to hold such office in the management of the business of the Company if he ceases to hold the office of Director from any cause.

7. Subject to Regulation 5:-

- (a) The Directors may procure the establishment and maintenance of or participate in or contribute to any non-contributory or contributory pension or superannuation funds or life assurance scheme for the benefit of and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to any persons including Directors and other officers who are or shall have been at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company, or of the predecessors in business of the Company or of any such subsidiary company, or is allied to or associated with the Company and the wives, widows, families or dependants of any such persons.
- (b) The Directors may procure the establishment and subsidy of or subscription and support to any institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or otherwise to advance the interests and well-being of the Company or its members or of any such other company as aforesaid and payments for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibitions or for any public, general or useful object.
- (c) The Directors may procure any of the matters aforesaid to be done by the Company either alone or in conjunction with any such other company as aforesaid.

8. A Director may vote as a Director in regard to any contract or arrangement with the Company in which he is interested as a Director or shareholder of the Company or any subsidiary or holding company of the Company or any subsidiary of the Company's holding company or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be counted in a quorum when any contract or arrangement in which he is interested is under consideration whether or not he would otherwise be disqualified from voting thereon; and Regulation 94 of Table A should be deemed to be modified accordingly.

APPOINTMENT AND RETIREMENT

9. Regulations 73 to 80 of Table A shall not apply.

PROCEEDING OF DIRECTORS

10. So long as T&N shall own beneficially at least 75 per cent in nominal value of the issued Ordinary shares of the Company Regulation 91 of Table A shall not apply.

MANAGING DIRECTOR

11. So long as T&N shall own beneficially at least 75 per cent in nominal value of the issued Ordinary shares of the Company Regulation 84 of Table A shall not apply.

SECRETARY

12. The Directors may also appoint an assistant secretary or assistant secretaries or a temporary substitute for the Secretary any of whom shall for all purposes of these Articles be deemed to be the Secretary. Any assistant Secretary or temporary substitute so appointed may be removed by the Directors.

INDEMNITIES

13. Regulation 118 of Table A shall not apply.

Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by Section 310 of the Act.

NOTICES

14. In regulation 115 of Table A, the words "24 hours" shall be substituted for the words "48 hours".

THE COMPANIES ACTS 1985 AND 1989

Company Number: 1073619

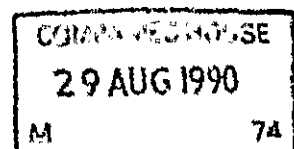
T&N INTERNATIONAL LIMITED

At an Extraordinary General Meeting of the Company held on 20 August 1990 the following Elective Resolutions were considered and on being approved WAS RESOLVED:

1. That, pursuant to Section 366A of the Companies Act 1985, the Company be and hereby is not required to hold an annual general meeting.
2. That, pursuant to Section 386 of the Companies Act 1985, the Company be and hereby is not obliged to appoint auditors annually.
3. That, pursuant to Section 252 of the Companies Act 1985, the Company be and is hereby exempt from the obligation to lay its statutory accounts and directors' report before the members of the Company in general meeting.

M. J. Smith

ASSISTANT SECRETARY



**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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

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

1073619

Name of company

| |
|---------------------------|
| T&N INTERNATIONAL LIMITED |
|---------------------------|

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 28th May 1991 the nominal capital of the company has been
increased by £ 50 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 (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

Pari passu with existing shares.

Please tick here if
continued overleaf☐† delete as
appropriate

Signed

T. G. G. G.[Director] Assistant
[Secretary] † Date 31/05/91

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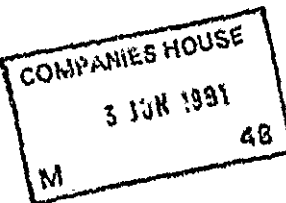
JordansJORDAN & SONS LIMITED
JORDAN HOUSE
15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100Presenter's name address and
reference (if any):

T&N plc
Bowdon House
Ashburton Road West
Trafford Park
Manchester M17 1RA

CJD

For official Use
General Section

Post room



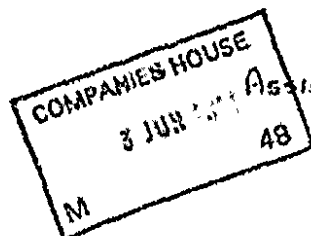
No. 1073619

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

RESOLUTIONS OF T&N INTERNATIONAL LIMITED

At an Extraordinary General Meeting of T&N International Limited held at Trafford Park, Manchester on Tuesday 28 May 1991 the following resolutions were passed, the first and third of which were proposed as Ordinary Resolutions and the second of which was proposed as an Elective Resolution:-

1. that the authorised share capital of the Company be increased to £150 by the creation of 50 additional shares of £1 each.
2. that the provisions of section 80A of the Companies Act 1985 shall apply instead of section 80(4) and (5) in relation to the giving or renewal of authority for the Directors of the Company to allot relevant securities (as defined for the purposes of section 80 of the Act).
3. that with effect from the time of passing of this resolution the Directors be unconditionally authorised pursuant to section 80 Companies Act 1985 to allot relevant securities (as defined in that Act) up to a maximum amount of the authorised share capital of the Company for the time being at any time thereafter.



M. J. [Signature]
.....
Assistant Secretary