

Number of }
Company }

1198171 / 1

Form No. 41
(No registration fee payable)

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

BICC Cables

LIMITED

Presented by

Presentor's Reference MNC

Linklaters & Paines,

Barrington House,

59-67 Gresham Street,

London EC2V 7JA.

I, MARK PATRICK NICHOLLS

of Barrington House, 59-67 Gresham Street, London EC2V 7JA.

(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

BICC Cables Limited

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

Declared at Barrington House,
59- 67 Gresham Street,
London EC2V 7JA.
the 17th day of January
one thousand nine hundred and seventy-
five

Mark Nicholls

Before me,

Guy Scammell

(b) Or
Notary Public or
Justice of the
Peace as the case
may be.

A ~~Commissioner for Oaths~~ (b)
Solicitor of the Supreme Court

1198171 / 3

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

NUMBER 7324 * 11 050.00

Memorandum of Association

OF

BICC CABLES LIMITED

1. The name of the Company is "BICC CABLES LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) To manage, guide or direct any part of the affairs, assets, liabilities and undertakings of British Insulated Callender's Cables Limited (BICC) or of any of BICC's subsidiary companies and for that purpose to acquire and hold either in the name of the Company or in that of any nominee shares, stock, or securities or other assets and to exercise and enforce all rights and powers conferred by or incidental to the ownership of the same and to provide managerial and other executive supervisory services for or in relation to any company in which BICC or the Company is interested upon such terms as may be thought fit.
 - (B) To carry on business in the United Kingdom and elsewhere as manufacturers of and dealers in all



kinds of insulated cables and wires for the transmission of electrical energy, including, but without limiting the generality of the foregoing, paper insulated cables, rubber insulated cables, oil pressure cables, gas pressure cables, telecommunication cables of all types and wires insulated with silk, artificial silk, cotton, enamel, glass, asbestos and other materials.

- (C) To manufacture and deal in throughout the world cable accessories and fittings of all descriptions, cable-making machinery, condensers, conductors, switchgear, accumulators, lamps, dynamos, motors, welding machines, electricity meters, magnetic, radio-operated, chemical, optical and scientific apparatus, instruments and accessories of all kinds, telephones, telegraphs, wireless equipment, apparatus for receiving, transmitting, reproducing or recording sounds, pictures, written or printed matter, designs, or any other like matter, or thing and all kinds of electrical, telephonic and telegraphic apparatus, adhesive tapes and plastics.
- (D) To carry on business as electricians, electrical engineers and contractors, civil engineers, constructional, mechanical and railway engineers in all their branches, and to lay cables, erect overhead power lines and to carry out all kinds of electrification work and to carry on business as copper refiners, producers of non-ferrous metals and alloys thereof, wiredrawers, wire rope makers, rollers and drawers of copper, aluminium and all alloys of those metals.
- (E) To manufacture and deal in apparatus and equipment of every description capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity, and to carry on the business of an electric light and power company in all its branches.

- er,
- s
- rs,
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- (F) To carry on business as ferrous and non-ferrous metal founders and manufacturers, metal-workers, tool-makers, millwrights, smiths, metallurgists, galvanisers, oxidisers, welders, annealers, japanners, metal finishers, vulcanisers, iron and steel manufacturers, contractors, builders, exporters, importers, merchants and dealers in machinery, implements, apparatus and mechanical equipment of all kinds.
- (G) To carry on any other business whether manufacturing or otherwise which it may be found convenient to undertake in connection with or in addition to any of those enumerated above.
- (H) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, including therein roads, ways, railways, tramways, carrying or transport undertakings, by land, water or air, stations, aerodromes, docks, harbours, piers, wharves, canals, reservoirs, water rights, waterworks, watercourses, bridges, flumes, irrigations, embankments, hydraulic works, drainage, iron, steel, ordnance, engineering and improvement works, gasworks, electrical works, telegraphs, telephones, cables, timber rights, sawmills, paper and pulp mills, crushing mills, smelting works, quarries, collieries, coke ovens, foundries, furnaces, factories, warehouses, hotels, viaducts, aqueducts, markets, exchanges, mints, ships, lighters, postal services, newspapers, and other publications, breweries, stores, shops, churches, chapels, public and private buildings, residences, places of amusement, recreation or instruction, or any other works, whether of the foregoing nature or not, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working,

control or superintendence thereof respectively, provided that no telegraph, telephone and postal business shall be carried on in the United Kingdom without the licence of the British Government.

- (I) To manufacture and deal in all kinds of articles and things required for the purposes of any such business as aforesaid or commonly dealt in by persons engaged in any such business.
- (J) To subscribe for, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with the shares, stocks, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons; and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (K) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to act as commercial or technical consultants and advisers to, and to undertake, design, research, development and experimental work on behalf of any person, company or undertaking.
- (L) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
- (M) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in

such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.

- (N) To draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal in bills of exchange, promissory notes and other negotiable or transferable instruments.
- (O) To amalgamate or enter into partnerships or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- ~~(P)~~ To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (Q) To lend money to any company, firm or person on such terms as may be thought fit and with or without security and to guarantee or provide security (whether by personal covenant or by mortgage or charge or otherwise howsoever) for the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any shares or other securities of any company, whether having objects similar to those of the Company or not, and to give all kinds of indemnities.

- (R) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up, and to undertake and transact all kinds of trust and agency business.
- (S) To establish competitions, and to offer and grant prizes, rewards and premiums, and to provide for and furnish or secure to any members or customers of the Company, or to the holders of any coupons or tickets issued by or for the Company any chattels, conveniences, advantages, benefits or special privileges which may seem expedient, and either gratuitously or otherwise and generally to adopt such means of making known the products of the Company and pushing the sale thereof as may seem expedient.
- (T) 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 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.
- (U) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (V) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which

may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.

- (W) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or of any company in which the Company is in any way interested, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.
- (X) To distribute among the Members of the Company in specie any property of the Company.
- (Y) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (Z) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided

in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company. Provided always that nothing herein contained shall empower the Company to carry on the business of life assurance, accident insurance, fire insurance, employers liability assurance, industrial assurance, motor insurance, or any business of insurance or re-insurance within the meaning of the Assurance Companies Act, 1909, or any Act amending, extending or re-enacting the same.

4. The liability of the Members is limited.
5. The share capital of the Company is £100 divided into 100 shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each subscriber
<i>Olavie Byford</i> Barrington House, 59/67, Gresham Street, London EC2V 7JA. Secretary	ONE
<i>Doris Thorne</i> Barrington House, 59/67, Gresham Street, London EC2V 7JA Secretary	ONE
Total Shares taken:	TWO

DATED the 17th day of January 1975.

WITNESS to the above Signatures:-

Marianne N. Carr

Barrington House,
59/67, Gresham Street,
London EC2V 7JA.

Secretary legal Executive

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

BICC CABLES LIMITED ✓PRELIMINARY

1. The regulations in Table "A" in the First Schedule to the Companies Act, 1948 (as amended by the Companies Act 1967) shall not apply to the Company.

Table 'A'
not to apply.

2. In these presents, if not inconsistent with the subject or context the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof.

Interpretation.

<u>Words</u>	<u>Meanings</u>
The Statutes	The Companies Act, 1948, and every other Act for the time being in force concerning companies and affecting the Company.
These Presents	These Articles of Association as originally framed, or as from time to time altered by special resolution.
Office	The Registered Office of the Company for the time being.

<u>Words</u>	<u>Meanings</u>
Seal	The Common Seal of the Company.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
Year	Calendar year.
In writing	Written or produced by any substitute for writing, or partly one and partly another.

And the expressions "Debenture" and "Debenture holder" shall include "Debenture Stock" and "Debenture Stockholder" and the expression "Secretary" shall include a temporary or assistant Secretary and any person appointed by the Directors to perform any of the duties of the Secretary.

The expression "Special notice" shall mean notice given in accordance with the provisions of the statutes in any case where special notice of a resolution is required.

Save as aforesaid any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

The marginal notes are inserted for convenience only and shall not affect the construction of these presents.

What business
may be under-
taken.

3. Any branch or kind of business, which the Company is either expressly or by implication authorised to undertake, may be undertaken by the Directors at such time or times as they may think fit, and further, may be suffered by the Directors to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Directors may deem it expedient not to commence or proceed with the same.

Company's own
shares not to be
purchased.

4. No part of the funds of the Company shall be employed in the purchase of or in loans upon the security of the Company's shares. The Company shall not, except

as authorised by the Statutes, give any financial assistance for the purpose of or in connection with any purchase of shares in the Company, nor (except as aforesaid) make any loan to any of the Directors or to any Director of any company which is its holding company or enter into any guarantee or provide any security or otherwise in connection with any such loan.

SHARE CAPITAL

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

Capital.

6. All unissued shares shall be at the disposal of the Directors, and they may allot, grant options over, or otherwise dispose of them to such persons, at such times, and on such terms as they think proper, but so that no shares shall be issued at a discount, except in accordance with the Statutes. The Directors shall, as regards any offer or allotment of shares, comply with the provisions of the Statutes, if and so far as such provisions may be applicable thereto.

Shares at the disposal of Directors

7. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares already issued any share in the Company may be issued, with such preferred, deferred, or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by ordinary resolution determine, and subject to the provisions of the Statutes the Company may issue Preference Shares which are, or which at the option of the Company are, to be liable to be redeemed.

Issue of shares.

8. The Company shall duly comply with any provisions of the Statutes as to the minimum subscription on which the Company may proceed to an allotment of its shares.

Minimum Subscription.

9. In addition to all other powers of paying commissions, the Company (or the Directors on behalf of the Company) may exercise the powers of paying commissions conferred by the Statutes. Provided that the rate per cent. or the

Power to pay commissions and brokerage.

amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Statutes, and shall not exceed the rate of Ten per cent. of the price at which the shares in respect of which the commission is paid are issued, or a rate per cent. equivalent thereto. The Company (or the Directors on behalf of the Company) may also on any issue of shares pay such brokerage as may be lawful.

Power to charge interest to capital.

10. If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings, or the provision of any plant which cannot be made profitable for a lengthened period, the Company (or the Directors on behalf of the Company) may, subject to the conditions and restrictions mentioned in the Statutes, pay interest on so much of such share capital as is for the time being paid up, and may charge the same to capital as part of the cost of construction of the works, buildings or plant.

Exclusion of equities.

11. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these presents otherwise provided or as by Statute required or under an order of court) any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder.

MODIFICATION OF RIGHTS

How special rights of shares may be modified.

12. Whenever the capital of the Company is divided into different classes of shares, the special rights attached to any class may, subject to the provisions of the Statutes, either with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of an extraordinary resolution passed at a separate general meeting of such holders (but not otherwise), be modified or abrogated, and may be so modified or abrogated either whilst the Company is a going

concern or during or in contemplation of a winding up. To every such separate general meeting all the provisions of these presents relating to general meetings of the Company or to the proceedings thereat shall, mutatis mutandis, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those Members who are present shall be a quorum), and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively. The special rights conferred upon the holders of any shares or class of shares issued with preferred or other special rights shall unless otherwise expressly provided by the conditions of issue of such shares, be deemed to be modified by the creation or issue of further shares ranking pari passu therewith.

SHARE CERTIFICATES

13. Every person whose name is entered as a Member in the register of Members shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares, or upon payment of such sum, not exceeding 5p. for every certificate after the first as the Directors shall from time to time determine, to several certificates, each for one or more of his shares. Every certificate shall specify the shares or securities to which it relates and the amount paid up thereon, and shall be issued under the seal and bear the signatures of at least one Director and the Secretary or such other person as may be authorised by the Directors and every such signature shall be autographic unless there shall be for the time being in force a Resolution of the Directors adopting some method of mechanical signature which is controlled by the Auditors, Transfer Auditors or Bankers of the Company, in which event such signatures if so authorised by such Resolution may be effected by the method so adopted. Provided that in the case of a share

Issue of
certificates.

held jointly by several persons, the Company shall not be bound to issue more than one certificate therefor, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.

Renewal of
Certificates.

14. If a share certificate be defaced, lost or destroyed, it may be renewed on payment of such fee (if any), not exceeding 5p. and on such terms (if any) as to evidence and indemnity as the Directors think fit.

LIEN

Company's
lien.

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

Sale of shares
subject to lien.

16. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of the sum presently

payable, and giving notice of intention to sell in default, shall have been given to the holder for the time being of the share or the person entitled by reason of his death or bankruptcy to the share.

17. The net proceeds of such sale after payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debt or liability in respect whereof the lien exists, so far as the same is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the time of the sale. For giving effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser. The purchaser shall be registered as the holder of the shares and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

Application of
proceeds of such
sale.

CALLS ON SHARES

18. The Directors may from time to time make calls upon the Members in respect of any moneys (whether on account of the amount of the shares or by way of premium) unpaid on their shares, provided that (except as otherwise fixed by the conditions of application or allotment) no call on any share shall exceed one-fourth of the nominal amount of the share or be payable at less than fourteen days from the last call, and each Member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares.

Calls.

19. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed, and a call may be made payable by instalments.

Time when
made.

20. The joint holders of a share shall be jointly and

Liability of
joint holders.

severally liable to pay all calls in respect thereof.

Interest on
calls.

21. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate, not exceeding 10 per cent. per annum, as the Directors determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part.

Sums due on
allotment to
be treated as
calls.

22. Any sum which by the terms of issue of a share becomes payable upon allotment or at any fixed date, whether on account of the amount of the share or by way of premium, shall for all the purposes of these presents be deemed to be a call duly made and payable on the date on which, by the terms of issue, the same becomes payable, and in case of non-payment all the relevant provisions of these presents as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

Power to
differentiate.

23. The Directors may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid, and in the times of payment.

Payment of
calls in
advance.

24. The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the money unpaid upon the shares held by him beyond the sums actually called up thereon as a payment in advance of calls, and such payment in advance of calls shall extinguish, so far as the same shall extend, the liability upon the shares in respect of which it is advanced, and upon the money so received, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which it has been received, the Company may pay interest at such rate as the Member paying such sum and the Directors agree upon.

TRANSFER OF SHARES

25. All transfers of shares may be effected by transfer in writing in the usual common form under hand only.

Form of
transfer.

26. The instrument of transfer of a share shall be signed by or on behalf of the transferor and (except in the case of fully paid shares) by the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of Members in respect thereof.

Execution.

27. The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of shares (not being fully paid shares) to a person of whom they shall not approve, and they may also decline to register any transfer of shares on which the Company has a lien. If the Directors refuse to register a transfer they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal. No transfer of any share (whether fully paid or not) shall be registered if registration thereof would cause the number of members of the Company to exceed the number permitted under Article 149(B) hereof.

Directors'
power to decline
to register.

28. The Directors may also decline to recognise any instrument of transfer, unless

(A) The instrument of transfer is deposited at the office or such other place as the Directors may appoint accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and

Deposit of
transfer.

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

Closing register. 29. The register of members may be closed at such times and for such period as the Directors may from time to time determine provided always that it shall not be closed for more than thirty days in any year.

Registration of Probate. 30. No fee will be charged by the Company in respect of the registration of any instrument of transfer or any probate, letters of administration, certificate of marriage or death, power of attorney or other document relating to or affecting the title to any shares or for making any entry in the register affecting the title to any share.

Renunciation of Allotment. 31. Nothing herein contained shall preclude the Directors from recognizing a renunciation of the allotment of any share by the allottee in favour of some other person.

TRANSMISSION OF SHARES

Transmission on death. 32. In case of the death of a shareholder the survivors or survivor where the deceased was a joint holder, and the executor or administrator of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his shares, but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share solely or jointly held by him.

Registration of Executors and Trustees in Bankruptcy. 33. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such evidence as to his title being produced as may from time to time be required by the Directors, and subject as hereinafter provided, either be registered himself as holder of the share or elect to have some person nominated by him registered as the transferee thereof.

Notice of election to be registered. 34. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have his nominee

registered, he shall testify his election by executing to his nominee a transfer of such share. All the limitations, restrictions and provisions of these presents relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer executed by such Member.

Registration of nominee.

35. A person becoming entitled to a share in consequence of the death or bankruptcy of a Member shall be entitled to receive and may give a discharge for all dividends and other moneys payable in respect of the share but he shall not be entitled to receive notices of or to attend or vote at meetings of the Company or, save as aforesaid, to any of the rights or privileges of a Member until he shall have become a Member in respect of the share.

Rights of unregistered executors and trustees.

FORFEITURE OF SHARES

36. If a Member fails to pay the whole or any part of any call or instalment of a call on the day appointed for payment thereof, the Directors may at any time thereafter, during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest and expenses which may have accrued.

Notice requiring payment of Calls.

37. The notice shall name a further day (not being less than 7 days from the date of the notice) on or before which and the place where the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time and at the place appointed the shares on which the call was made will be liable to be forfeited.

Notice to state time and place for payment.

38. If the requirements of any such notice as aforesaid are not complied with any share in respect of which such notice has been given may at any time thereafter before payment of all calls and interest and

Forfeiture on non-compliance with notice.

expenses due in respect thereof has been made be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before forfeiture.

Sale of
forfeited
shares.

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

Rights and
liabilities of
members whose
shares have
been
forfeited.

40. A shareholder whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall notwithstanding the forfeiture remain liable to pay to the Company all moneys which at the date of forfeiture were presently payable by him to the Company in respect of the shares, with interest thereon from the date of forfeiture until payment at such rate not exceeding 10 per cent. per annum as the Directors may determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part.

Title to
forfeited
shares.

41. A statutory declaration in writing that the declarant is a Director of the Company and that a share has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale or disposal thereof together with the certificate of proprietorship of the share under seal delivered to a purchaser or allottee thereof shall (subject to the execution of a transfer if the same be required) constitute a good title to the share, and the person to whom the share is sold or

disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any), nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, or disposal of the share.

STOCK

42. The Company may by Ordinary Resolution convert any paid up shares into stock, and may from time to time by like Resolution reconvert any stock into paid up shares of any denomination.

Power to
convert into
stock.

43. The holders of stock may transfer the same or any part thereof in the same manner, and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit, but no stock shall be transferable except in sums of £1 or multiples of £1 or in such other sums or multiples thereof as the Directors may from time to time determine. No warrants to bearer shall be issued in respect of any stock.

Transfer of
stock.

44. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, participation in assets on a winding up, voting at meetings, and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in dividends and in assets on a winding up) shall be conferred by any such aliquot part of stock as would not, if existing in shares, have conferred such privilege or advantage.

Rights of stock
holders.

45. All such of the provisions of these presents as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder".

Interpretation.

INCREASE OF CAPITAL

Power to
increase
capital.

46. The Company in general meeting may from time to time by Ordinary Resolution increase its capital by such sums to be divided into shares of such amounts as the resolution shall prescribe.

Allotment
of new
shares.

47. The Company may by Ordinary Resolution direct that the new shares, or any of them, shall be offered in the first instance, either at par or at a premium, to all the shareholders or any class or group of shareholders for the time being, in proportion to the number of shares or shares of the class or group held by them respectively, or make any other provisions as to the issue of the new shares. In default of any such direction, or so far as the same shall not extend, the new shares shall be at the disposal of the Directors, who may allot, grant options over, or otherwise dispose of them to such persons and on such terms as they shall think fit.

Rights and
liabilities
attached to
new shares.

48. The new shares shall be subject to the same provisions with reference to payment of calls, lien, transfer, transmission, forfeiture and otherwise, as the shares in the original capital, and, unless otherwise provided in accordance with the powers contained in these presents, the new shares shall be Ordinary Shares.

ALTERATIONS OF CAPITAL

49. The Company in general meeting may:-

Power to
consolidate
shares.

(A) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.

Power to
cancel
shares.

(B) Cancel any shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken, by any person, and diminish the amount of its capital by the amount of the shares so cancelled.

(C) Sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association (subject, nevertheless, to the provisions of the Statutes), and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights, or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares.

Power to
sub-divide
shares.

(D) Reduce its capital or any capital redemption reserve fund or any share premium account in any manner authorised by the Statutes.

Power to
reduce
capital.

The powers conferred by this Article may be exercised by ordinary resolution except in cases where the Statutes require a special resolution in which cases the exercise thereof shall be by special resolution.

GENERAL MEETINGS

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

General
Meetings.

51. The Directors may call an extraordinary general meeting whenever they think fit, and shall, on requisition in accordance with the Statutes, proceed to convene an extraordinary general meeting as required by the Statutes.

Extraordinary
Meetings

52. An Annual General Meeting and any General Meeting at which it is proposed to pass a Special Resolution or (save as provided by the Statutes) a

Notice.

Short
notice.

resolution of which special notice has been given to the Company, shall be called by twenty-one days' notice in writing at the least, and any other General Meeting by fourteen days' notice in writing at the least (exclusive in either case of the day on which it is served or deemed to be served and of the day for which it is given) given in manner hereinafter mentioned to the Auditors and to such members as are under the provisions of these presents entitled to receive such notices from the Company; Provided that a General Meeting notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called if it is so agreed:-

(A) In the case of an Annual General Meeting, by all the members entitled to attend and vote thereat; and

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

Omission or
non-receipt
of notice.

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

Contents of
notice.

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

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

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

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

Routine
business.

- (A) Declaring dividends;
- (B) Reading, considering and adopting the balance sheet, the reports of the Directors and Auditors, and other accounts and documents required to be annexed to the balance sheet;
- (C) Appointing Auditors and fixing the remuneration of the Auditors or determining the manner in which such remuneration is to be fixed.
- (D) Appointing Directors in the place of those retiring by rotation or otherwise.

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

Circulation
of members
resolutions, etc.

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

56. In the event of special notice of any resolution for which under any provision of the Statutes special notice is required having been given to the Company in accordance with the provisions of the Statutes in that behalf, the Company shall give to the members notice of such resolution in the same manner and at the same time as it gives notice of the meeting at which it is to be moved or, if that is not practicable shall give them notice thereof in manner hereinafter provided not less than twenty-one days before the meeting. The notice so given by the Company shall specify the fact that special notice has been given to the Company of the intention to propose the resolution in question.

PROCEEDINGS AT GENERAL MEETINGS

Quorum. 57. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Two Members present in person or by proxy shall be a quorum for all purposes.

Adjournment
if quorum
not
present. 58. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the Members present shall be a quorum.

Chairman 59. The Chairman of the Board of Directors or, if he be not present, a Deputy-Chairman shall preside as Chairman at every general meeting of the Company. If at any meeting neither the Chairman nor a Deputy-Chairman be present within five minutes after the time appointed for holding the meeting, or be unwilling to act as Chairman, the Members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some Member present to be Chairman.

Election of
Chairman.

60. The Chairman may, with the consent of any meeting at which a quorum is present adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for 14 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

Adjournments.

Notice of adjournments.

Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

61. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by either:-

Method of voting.

- (A) the chairman; or
- (B) not less than two persons present in person or by proxy and entitled to vote; or
- (C) a member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (D) a member or members present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

A demand for a poll may be withdrawn. Unless a poll be demanded (and the demand be not withdrawn) a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book, shall be conclusive evidence of the fact without proof of the number

or proportion of the votes recorded for or against such resolution.

Votes counted in error. 62. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the resolution unless it be pointed out at the same meeting, or at any adjournment thereof, and not in that case unless it shall in the opinion of the Chairman of the meeting be of sufficient magnitude to vitiate the resolution.

How poll to be taken. 63. If a poll is duly demanded (and the demand be not withdrawn) it shall be taken in such manner as the Chairman may direct (including the use of ballot or voting papers or tickets), and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may in the event of a poll, appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll. The demand for a poll may with the consent of the Chairman of the meeting be withdrawn.

Chairman's casting vote. 64. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

Time for taking a poll. 65. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place as the Chairman directs not being more than 30 days from the date of the meeting.

Continuance of business after demand for poll. 66. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

VOTES OF MEMBERS

67. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these presents, on a show of hands every Member, who (being an individual) is present in person or (being a corporation) is present by a representative, or proxy, not being himself a Member, shall have one vote. On a poll every Member who is present in person or by proxy shall have one vote for every £1 in nominal amount of the shares of which he is the holder.

Voting rights
of members.

68. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of Members.

Voting rights
of joint
holders.

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

Voting rights
of lunatic
members.

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

No right to
vote where a
call is unpaid.

71. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time

Objections.

shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

Votes on a poll.

72. On a poll votes may be given either personally or by proxy and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way. The person appointed to act as a proxy need not be a member of the Company.

Execution of proxies.

73. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation either under the common seal or under the hand of an officer or attorney so authorised.

Representative of Corporations holding shares.

74. Any corporation holding shares conferring the right to vote may by resolution of its Directors or other governing body authorise any of its officials or any other person to act as its representative at any meeting of the Company, or at any meeting of holders of any class of shares of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it had been an individual Member of the Company.

Deposit of proxies.

75. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the office not less than 24 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

Form of proxies.

76. An instrument of proxy may be in the usual common form, or in any other form which the Directors shall approve, and the proxy shall be deemed to include the right to demand or join in demanding a poll. An instrument appointing a proxy, whether in the usual common form or not shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates and

need not be witnessed.

77. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or revocation of the proxy, or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Intervening death or insanity of principal not to revoke proxy.

DIRECTORS

78. Unless and until otherwise determined by the Company in General Meeting the Directors shall be not less than three nor more than twelve in number. The names of the first directors shall be determined in writing by the subscribers to the Memorandum of Association.

Number of Directors

79. The remuneration of the Directors shall be at the rate of £1,500 per annum each. The Directors may repay to any Director all such reasonable expenses as he may incur in attending meetings of the Board, or of Committees of the Board, or general meetings, or which he may otherwise incur in or about the business of the Company.

Remuneration of Directors.

Travelling expenses.

80. Any Director who serves on any Committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Board are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine.

Extra remuneration.

81. Until otherwise resolved in General Meeting a Director shall not be required to hold any shares of the Company by way of qualification.

Qualifications of Directors.

Pensions to
Directors.

82. The Directors may pay to any Director or to his widow or other dependants on his ceasing or at any time after he shall have ceased (whether by reason of death or otherwise) to hold any executive or any other office or place of profit under the Company or any subsidiary company or to any Director who has rendered services which, in the opinion of the Board, are outside the scope of the ordinary duties of a Director, or to his widow or other dependants such pension or other benefits as the Directors may consider appropriate.

Vacation of
office of
Director.

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

- (A) If (not being an Executive Director holding office under Article 92 for a fixed term) he resign his office by writing under his hand left at the office.
- (B) If he have a receiving order made against him or compound with his creditors.
- (C) If in England or elsewhere an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a guardian or for the appointment of a receiver or other person to exercise powers with respect to his property or affairs.
- (D) If he be absent from meetings of the Directors for six months without leave and the Directors resolve that his office be vacated.
- (E) If he do not obtain his qualification (if any) within two months after his appointment, or at any time thereafter cease to hold his qualification, and so that a Director vacating office under this provision shall be incapable of being reappointed a Director until he shall have obtained his qualification.

(F) If he be requested in writing by all his co-Directors to resign.

(G) If he be removed by Ordinary Resolution of the Company in General Meeting pursuant to Article 102 of these presents.

84. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) and may act and receive remuneration in a professional capacity for the Company in conjunction with his office of Director and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit, or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office, or of the fiduciary relationship thereby established, provided that the nature of the interest of the Director in such contract or proposed contract or arrangement be declared at the meeting of the Directors at which the question is first taken into consideration if his interest then exists, or in any other case at the next meeting of the Directors held after he became interested. Provided also, that a Director shall not vote in respect of any contract or arrangement in which he is so interested, and if he shall do so his vote shall not be counted, but this prohibition shall not apply to any arrangement for giving any Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company, nor shall it apply to any contract or arrangement entered into with another company where the sole interest of a Director is that he is a director or creditor of or is a shareholder in the company with which such contract or

Power of
Directors to
hold offices
of profit and
to contract
with Company.

Interested
Directors
not to vote
on contracts.

arrangement is to be made nor shall it apply to any contract to subscribe for or to underwrite or guarantee the subscription of any shares or debentures of the Company, and it may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract, arrangement or transaction by the Company in General Meeting. A general notice that a Director is to be regarded as interested in any contracts or arrangements which may be made with any specified person, firm or corporation after the date of such notice shall be a sufficient disclosure under this Article.

POWERS OF DIRECTORS

General
power of
Directors
to manage
Company's
business.

85. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in getting up and registering the Company, and may exercise all such powers of the Company as are not by the Statutes or by these presents required to be exercised by the Company in general meeting, subject nevertheless to any regulations of these presents, to the provisions of the Statutes, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by extraordinary resolution of the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article.

Organisation
of
subsidiary
Companies.

86. The Directors may arrange that any branch of the business carried on by the Company or any other business in which the Company may be interested shall be carried on by or through one or more subsidiary companies, and they may on behalf of the Company make such arrangements as they think advisable for taking the profits or bearing the losses of any branch or business so carried on or for financing, assisting or

subsidising any such subsidiary company or guaranteeing its contracts, obligations or liabilities, and they may appoint, remove and reappoint any persons (whether members of their own body or not) to act as Directors, Managing Directors or Managers of any such company or any other company in which the Company may be interested, and may determine the remuneration (whether by way of salary, commission on profits or otherwise) of any person so appointed, and any Directors of this Company may retain any remuneration so payable to them.

87. The Directors may from time to time and at any time by power of attorney under the seal appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

Power to
appoint
attorneys.

88. The Company may exercise the powers conferred by the Statutes with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

Power to have
a seal for use
abroad.

89. The Company, or the Directors on behalf of the Company, may cause to be kept in any territory in which the Company transacts business, a branch register or registers of members resident in such territory and the Directors may (subject to the provisions of the Statutes) make and vary such regulations as they may think fit respecting the keeping of any such register.

Power to
keep a
Branch
register.

90. (A) Subject as hereinafter provided the Directors

may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

(B) The Directors may, with the sanction of a general meeting, but not otherwise, from time to time raise and borrow any sums of money not exceeding in the whole the aggregate amount of the issued share capital and reserves of the Company but the restriction contained herein shall not extend to nor prevent the borrowing of money by the Company from another company which is its holding or subsidiary company or a fellow subsidiary company of its holding company.

(C) No person dealing with the Company shall by reason of the foregoing provision be concerned to see or inquire whether the said limit is observed and no debt incurred or security given in excess of such limit shall be invalid or ineffectual unless the lender or the recipient of the security had at the time when the debt was incurred or security given express notice that the said limit had been or would thereby be exceeded.

Signature
of cheques
and bills.

91. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

EXECUTIVE DIRECTORS

Appointment
of
Executive
Directors.

92. The Directors may from time to time appoint one or more of their body to an executive office including the office of Managing Director or Manager or any other salaried office for such period and on such terms as they think fit. A Director so appointed to the office of Managing Director shall not while holding that office be subject to retirement by rotation or taken into account

in determining the rotation of retirement of Directors, but his appointment shall be subject to determination ipso facto if he cease from any cause to be a Director or (subject to the terms of any contract between him and the Company) if the Directors resolve that his term of office be determined.

93. A Director holding any such executive office as aforesaid shall receive such remuneration (whether by way of salary, commission, or participation in profits, or partly in one way and partly in another) as the Directors may determine.

Remuneration
of Executive
Directors.

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

Powers of
Executive
Directors

ROTATION OF DIRECTORS

95. At the Annual General Meeting in the year following the incorporation of the Company and at the Annual General Meeting in every subsequent year one-third of the Directors (other than Managing Directors) for the time being, or, if their number is not a multiple of three, the number nearest to but not greater than one-third, shall retire from office. A Director retiring at a meeting shall retain office until the close or adjournment of the meeting.

Rotation of
Directors.

96. The Directors to retire in every year shall be those who have been longest in office since their last election or appointment, but as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot. Subject to the provisions of Section 185 of the Companies Act, 1948, relating to the retirement of Directors under an

Selection of
Directors to
retire.

age limit a retiring Director shall be eligible for re-election.

Filling vacated office.

97. The Company at the meeting at which a Director retires in manner aforesaid shall fill up the vacated office by electing a person thereto, and in default the retiring Director shall be deemed to have been re-elected, subject to the provisions of Section 185 of the Companies Act, 1948, unless (A) at such meeting it is expressly resolved not to fill up such vacated office or unless a Resolution for the re-election of such Director shall have been put to the meeting and lost or (B) such Director has given notice in writing to the Company that he is unwilling to be re-elected, or (C) the default is due to the moving of a resolution in contravention of the next following Article.

Appointment of Directors to be voted on individually.

98. Except as otherwise provided by the Statutes, a motion for the appointment of two or more persons as Directors by a single resolution shall not be made at any General Meeting unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it; and any resolution moved in contravention of this provision shall be void.

Notice of intention to appoint Director.

99. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for the office of a Director at any general meeting unless not less than three nor more than fourteen clear days before the day appointed for the meeting there shall have been given to the Secretary notice in writing by some Member duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such person for election, and also notice in writing signed by the person to be proposed of his willingness to be elected.

Increase and reduction of number of Directors.

100. The Company in general meeting may from time

to time increase or reduce the number of Directors, and may also determine in what rotation such increased or reduced number is to go out of office.

101. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these presents. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.

Power to fill casual vacancies and to appoint additional Directors.

102. The Company may by ordinary resolution of which special notice has been given remove any Director before the expiration of his period of office, notwithstanding any provision of these presents or of any agreement between the Company and such Director, but without prejudice to any claim he may have for damages for breach of such agreement.

Removal of Directors.

103. The Company may by Ordinary Resolution, of which special notice has been given, appoint another person in place of a Director removed from office under Article 102 and any person so appointed hereunder shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment the vacancy so arising may be filled by the Directors as a casual vacancy.

Appointment to fill vacancy caused by removal from office.

PROCEEDINGS OF DIRECTORS

104. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to

Board Meetings.

Votes.

Notice.

give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.

Quorum. 105. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed at any other number shall be two.

Proceedings in case of vacancies. 106. The continuing Directors may act notwithstanding any vacancies in the Board, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these presents, the continuing Directors or Director may act for the purpose of filling up vacancies in the Board or of summoning general meetings of the Company, but not for any other purpose. If there be no Directors or Director able or willing to act, then any two shareholders may summon a general meeting of shareholders for the purpose of appointing Directors.

Chairman and Deputy-Chairman. 107. The Directors may elect a Chairman and not exceeding two Deputy-Chairmen of their meetings and determine the period for which they are to hold office, but if no such Chairman or Deputy-Chairman be elected, or if at any meeting neither the Chairman nor a Deputy-Chairman be present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

Resolutions in writing. 108. A resolution in writing, signed by all the Directors for the time being in the United Kingdom, not being less than two, shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form each signed by one or more of the Directors.

Powers of meeting at which a Quorum is present. 109. A meeting of the Directors for the time being, at which a quorum is present, shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.

110. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors.

Power to
appoint
Committees.

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

Proceedings at
committee
meetings.

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

Validity of acts
of Directors in
spite of some
formal defect.

THE SECRETARY

113. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.

Appointment.

114. No person shall be appointed or hold office as Secretary who is:-

Restrictions on
appointment.

(A) the sole Director of the Company; or

(B) a corporation, the sole director of which is the sole

Director of the Company; or

(C) the sole Director of a corporation which is the sole Director of the Company.

Things to be done by or to a Director and the Secretary. 115. Any provision of the Statutes or of these presents requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in the place of, the Secretary.

THE SEAL

Formalities for affixing seal. 116. The Directors shall provide for the safe custody of the seal which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf and, save in the case of certificates, to which the provisions of Article 15 shall apply, every instrument to which the seal shall be affixed shall be signed by one Director and shall be countersigned by the Secretary.

AUTHENTICATION OF DOCUMENTS

Power to authenticate documents. 117. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company (including the Memorandum and Articles of Association) and any resolutions passed by the Company or the Board, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are elsewhere than at the Company's head office, the local manager of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.

DIVIDENDS

118. The profits of the Company available for dividend and resolved to be distributed shall be applied in the payment of dividends to the members in accordance with their respective rights and priorities. The Company in general meeting may declare dividends accordingly.

Payment of
dividends.

119. No dividend shall be payable except out of the profits of the Company (including therein premiums obtained on the issue of shares) or in excess of the amount recommended by the Directors.

Dividends
payable only
out of profits.

120. Where any assets, business or property is bought by the Company as from a past date upon the terms that the Company shall as from that date take the profits and bear the losses thereof, such profits or losses as the case may be shall, at the discretion of the Directors, be credited or debited wholly or in part to revenue account. and in that case the amount so credited or debited shall, for the purposes of ascertaining the fund available for dividend, be treated as a profit or loss arising from the business of the Company and available for dividend accordingly. If any shares or securities are purchased cum dividend or interest such dividend or interest when paid may at the discretion of the Directors be treated as revenue and it shall not be obligatory to capitalize the same or any part thereof.

Profit earned
before
acquisition of
a business.

121. If the Company shall issue shares at a premium, whether for cash or otherwise, the Directors shall transfer a sum equal to the aggregate amount or value of the premiums to an account to be called the "Share Premium Account" and any amount for the time being standing to the credit of such account shall not be applied in the payment of dividends but shall (except as otherwise authorised by the Statutes) be treated as if it was paid up share capital of the Company.

Share premium
account.

122. All dividends shall be declared and paid according

Apportionment
of dividends.

to the amounts paid on the shares in respect whereof the dividend is paid, but (for the purposes of this Article only) no amount paid on a share in advance of calls shall be treated as paid on the share. All dividends shall be apportioned and paid pro rata according to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly.

Payment of
interim
dividends.

123. The Directors may if they think fit from time to time pay to the Members such interim dividends as appear to the Directors to be justified by the profits of the Company, and provided that the Directors act bona fide they shall not incur any responsibility to the holders of shares conferring a preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred rights. The Directors may also pay half-yearly or at other suitable intervals to be settled by them any dividend which may be payable at a fixed rate if they are of opinion that the profits justify the payment.

Payment of
fixed
dividends.

Deduction of
debts due to
Company.

124. The Directors may deduct from any dividend or bonus payable to any member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise.

Dividends not
to bear
interest.

125. No unpaid dividend or bonus shall bear interest as against the Company.

Retention of
dividends.

126. The Directors may retain any dividends and bonuses payable on shares on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

Retention of
dividends.

127. The Directors may retain any dividends and bonuses payable upon shares in respect of which any person is under the provisions as to the transmission of shares

hereinbefore contained entitled to become a member, or which any person under those provisions is entitled to transfer, until such person shall become a member in respect of such shares or shall duly transfer the same.

128. Any dividend may be paid by cheque or warrant sent through the post to the registered address of the member or persons entitled thereto, and in case of joint holders to any one of such joint holders or to such person and such address as the holder or joint holders may direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint holders may direct and payment of the cheque or warrant, if purporting to be endorsed shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.

Dividends payable by cheque.

129. If several persons are registered as joint holders of any share, any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share.

Dividends due to joint holders.

RESERVES

130. The Directors may from time to time set aside out of the profits of the Company and carry to reserve or reserve such sums as they think proper which shall at the discretion of the Directors be applicable for meeting contingencies or for the gradual liquidation of any debt or liability of the Company or for repairing or maintaining the works plant and machinery of the Company or for special dividends or bonuses or for equalising dividends or for any other purpose to which the profits of the Company may properly be applied and pending such application may at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Directors think fit. The Directors

Power to carry profit to reserve.

Application of reserve.

Division of
reserve into
special funds.

Power to
carry
forward
profits.

may divide the reserve into such special funds as they think fit, and may consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided as they think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think it not prudent to divide.

CAPITALISATION OF PROFITS AND RESERVES

Power to
capitalise
profits

131. The Company in General Meeting may, upon the recommendation of the Directors, resolve that it is desirable to capitalise any undivided profits of the Company not required for paying the fixed dividends on any Preference Shares (including profits carried and standing to the credit of any reserve or reserves or other special account), and accordingly that the Directors be authorised and directed to appropriate the profits resolved to be capitalised to the Members who would have been entitled to receive the same had such sums been distributed in cash in accordance with their rights, and to apply such profits on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such Members respectively, or in paying up in full unissued shares, debentures or securities of the Company of a nominal amount equal to such profits, such shares, debentures or securities to be allotted and distributed, credited as fully paid up, to and amongst such Members in the proportions aforesaid, or partly in one way and partly in the other. Provided that the Share Premium Account and the Capital Redemption Reserve Fund may only be applied hereunder in the paying up of unissued shares to be issued to members as fully paid.

132. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and application of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares, debentures or securities, if any,

and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares, debentures or securities becoming distributable in fractions, and also to authorise any person to enter on behalf of all the Members interested into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such Members.

MINUTES AND BOOKS

133. The Directors shall cause Minutes to be made in books to be provided for the purpose:-

Minutes.

- (A) Of all appointments of officers made by the Directors.
- (B) Of the names of the Directors present at each meeting of Directors and of any committee of Directors.
- (C) Of all resolutions and proceedings at all meetings of the Company and of any class of members of the Company and of the Directors and of Committees of Directors.

134. The Directors shall duly comply with the provisions of the Statutes and in particular the provisions in regard to registration of charges created by or affecting property of the Company, in regard to keeping a register of Directors and Secretaries, a Register of Members, a Register of

Keeping of registers etc.

Mortgages and Charges, and a register of Directors' Share and Debenture Holdings and in regard to the production and furnishing of copies of such registers and of any register of holders of debentures of the Company.

Form of registers, &c.

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

ACCOUNTS

Directors to keep proper accounts.

136. The Directors shall cause to be kept such books of account as are necessary to comply with the provisions of the Statutes.

Inspection of books.

137. The books of account shall be kept at the office, or at such other place as the Directors think fit, and shall always be open to the inspection of the Directors. No Member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by Statute or authorised by the Directors or by the Company in General Meeting.

Lists of Company's investments not to be published.

138. Save as may be necessary for complying with the provisions of the Statutes regarding the contents of the Directors' Report, the Directors shall not be bound, unless expressly instructed so to do by an Extraordinary Resolution of the Company in General Meeting to publish any list or particulars of the securities or investments held by the Company or to give any information with reference to the same to any shareholder.

Presentation of Accounts.

139. The Directors shall from time to time in accordance with the provisions of the Statutes cause to be prepared and to be laid before a General Meeting of the Company such profit and loss accounts, balance sheets, group accounts

(if any) and reports as may be necessary.

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

Copies of
Accounts.

AUDIT

141. The appointment, fixing of the remuneration and removal of Auditors shall be carried out in accordance with those provisions of the Statutes which are applicable thereto.

Appointment
of Auditors.

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

Auditor's
right to
receive notices
of and attend
and speak at
General
Meetings.

NOTICES

143. Any notice or document may be served by the Company on any Member either personally or by sending

Service of
Notices.

it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register of Members, and notice so given shall be sufficient notice to all the joint holders.

Provisions for service on members resident abroad. 144. Any Member described in the Register of Members by an address not within the United Kingdom who shall from time to time give to the Company an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but save as aforesaid no Member other than a registered Member described in the Register of Members by an address within the United Kingdom shall be entitled to receive any notice from the Company.

Proof of postage to be sufficient proof of service. 145. Any notice or other document, if served by post, shall be deemed to have been served at the time when the letter containing the same is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed, stamped and posted.

Service of notice after death or bankruptcy of a member. 146. A person entitled to a share in consequence of the death or bankruptcy of a member upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share, and upon supplying also an address within the United Kingdom for the service of notices, shall be entitled to have served upon him at such address any notice or document to which the member but for his death or bankruptcy would be entitled, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. Save as aforesaid any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these presents shall, notwithstanding that

such member be then dead or bankrupt, and whether or not the Company have notice of his death or bankruptcy be deemed to have been duly served in respect of any share registered in the name of such member as sole or joint holder.

WINDING UP

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

Rules for
division of
assets in
liquidation.

INDEMNITY

148. Save and except so far as the provisions of this Article shall be avoided by any provisions of the Statutes, the Directors, Executive Directors, Auditors, Secretary and other officers for the time being of the Company and the Trustees (if any) for the time being acting in relation to any of the affairs of the Company, and their respective executors or administrators, shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or

Indemnity of
Directors and
Officers.

administrators, shall or may incur or sustain by reason of any act done, concurred in, or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, except such (if any) as they shall incur or sustain through their own wilful neglect or default respectively, and none of them shall be answerable for the acts, receipts, neglects or defaults of any other of them, or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any moneys or effects of the Company shall be lodged or deposited for safe custody, or for the insufficiency or deficiency of any security upon which any moneys of the Company shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, except the same shall happen by or through their own wilful neglect or default respectively.

PRIVATE COMPANY

149. The Company is a Private Company and accordingly:

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

So long as the Company shall remain a Private Company the Directors' powers to decline to register any transfer of shares (not being fully paid shares) shall extend to any transfer of fully paid shares and the liens by these presents conferred upon shares (not being fully paid shares) shall extend to fully paid shares.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Valerie Byford

Barrington House,
59/67 Gresham Street,
London EC2V 7JA.

Secretary

Doris Thompson

Barrington House,
59/67 Gresham Street,
London EC2V 7JA.

Secretary

Dated the 17th day of January, 1975.

Witness to the above Signatures :-

Marianne N. Carr

Barrington House,
59/67 Gresham Street,
London EC2V 7JA.

Legal Executive



CERTIFICATE OF INCORPORATION

No. 1198171

I hereby certify that

BICC CABLES 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 29TH JANUARY 1975

Y. H. H. H.
Y. H. H. H.

Assistant Registrar of Companies



BICC Cables Limited

P.O. Box No. 5 · 21 Bloomsbury Street · London WC1B 3QN

Telephone: 01-637 1300 · Telegrams: Bicalbest London Telex
Cables: Bicalbest London WC1B 3QN · Telex: 23463 & 28624

E P G Thornton
Chairman & Managing Director

Your Ref.

Our Ref: DH/GM

The Registrar,
Companies' Registration Office,
Companies' House,
55/71 City Road,
London, EC1Y 1BB

8th July, 1975.

Dear Sir,


In February of this year Messrs. Linklaters & Paines filed on our behalf particulars of directors and secretaries. Several minor changes have since taken place and, in addition, the business occupations shown for the various directors were a mixture of specific company job titles and general professional qualifications. I have prepared, therefore, a revised form 9, picking up the various changes and presenting the business occupations on a uniform basis.

I attach a copy of this revised form and I should be grateful if you would agree to register this in substitution for that presented by Linklaters & Paines, rather than my submitting a form 9A detailing all the changes.

Apart from the "tidying up" of the business occupations, the other changes are as follows:-

- (i) Since the date of the last return, Mr. Shankland has become a director of Anglesey Aluminium Limited and British Kynoch Metals Limited.
- (ii) Revised addresses have been shown for Messrs. Banks and Henderson.

Yours faithfully,


D. HENDERSON
Secretary



CHALMERS, IMPEY & CO.
CHARTERED ACCOUNTANTS

D. A. MERRITT	J. C. MACGREGOR
H. A. RIDELL	J. M. FULTON
L. W. WELSH	P. J. FISH
M. C. TOSHI	J. E. HESLYT
K. A. SHERWOOD	B. P. WEDD-BOURNE
A. A. FORWOOD	D. R. WHARRE
R. A. CROSBY	W. M. NAIRN
P. J. FROST	W. C. AITON
A. HAIN	J. H. FERRIS
L. A. KING	B. THOMSON
D. J. CLATWORTHY	

1198171
12

6 LONG LANE,
LONDON,
EC1A 9DP.

TELEPHONE: 01-606 6441
TELEGRAMS: SUMMATION, LONDON, E.C.1.
TELEX: 888051 IMPEY G

OUR REF. 01-000-2

5th July 1977

YOUR REF.

BICC Cables Limited

Dear Sirs,

In order that Messrs. Arthur Andersen & Co and Messrs. Chalmers, Impey & Co. may be appointed as joint auditors of the Company, we give you notice that we hereby resign as sole auditors with effect from today's date.

In accordance with Section 16(2), Companies Act 1976, we confirm that there are no circumstances connected with our resignation which we consider should be brought to the attention of the Members or the Creditors of the Company.

Yours faithfully,

Chalmers, Impey & Co.

9

20 JUL 1977
47
08.05



1198171

BICC Cables Limited

P.O. Box 1 • Prescott • Merseyside L34 5SZ • England

Telephone: 051-426 6571 • Telegrams: Bicalbest Prescott Telex • Telex: 62341

Your Ref:

Our Ref: DH/AG/3187

8th June, 1978.

The Registrar of Companies,
Companies House,
Crown Way,
Maindy,
CARDIFF,
CF4 3UZ

Dear Sir,

As required under Section 16 (3) of the Companies Act 1976, I hereby enclose copies of letters of resignation from the joint auditors of the company.

Yours faithfully,

D. HENDERSON, PP
Secretary.

Enc.

9

CHALMERS, IMPEY & CO.
CHARTERED ACCOUNTANTS

M. C. TOSH	J. M. MYTS
M. A. GUSSELL	P. J. FISH
M. A. GHERWOOD	L. A. KING
A. A. FORWOOD	D. J. CLATWORTHY
D. A. CROSBY	W. M. NAIRN
P. J. FROST	W. Z. AITON
A. NAIRN	J. M. FERRIS
J. L. BISSETT	D. THOMSON
D. P. WOOD-BOURNE	S. G. E. DEMPSTER
D. R. WHARRE	

6 LONG LANE,
LONDON,
EC1A 9DP.

TELEPHONE: 01-606 6441
TELEGRAMS: SUMMATION, LONDON, E.C.1.
TELEX: 888051 IMPEY G

OUR REF. 01-000-2

31st May, 1978

YOUR REF.

The Chief Accountant,
BICC Limited,
21 Bloomsbury Street,
London,
WC1B 3QN.

Dear Sir,

As requested, we formally give you notice that we will resign as joint auditors of the Companies on the attached schedule with effect from the dates of their respective Annual General Meetings at which the accounts for the year ended 31st December, 1977 are to be adopted. Please would you arrange for us to be notified in advance of the respective dates of the various Annual General Meetings.

In accordance with Section 16 (2), Companies Act, 1976, we confirm that there are no circumstances connected with our resignation from any of the Companies referred to on the attached list which we consider should be brought to the attention of the members or the creditors of the Company concerned.

Yours faithfully,

Chalmers, Impey & Co.

Chalmers, Impey & Co.

Enclosures



SCHEDULE OF SUBSIDIARY COMPANIES OF BICC LIMITED
WHERE CHALMERS, IMPEY & CO. ARE
RESIGNING AS JOINT AUDITORS

~~Balfour Beatty Limited~~

Air Conditioning Corporation (Jeffreys) Limited
Balfour Beatty Construction Limited
Balfour Beatty Construction (Scotland) Limited
Balfour Beatty Engineering Limited
Balfour Beatty Power Construction Limited
Balfour Kilpatrick Limited
Balfour Kilpatrick Installations Limited
Balfour Kilpatrick International Limited
Balfour Kilpatrick Northern Ireland Limited
Bartles (Carn Brea) Limited
BICC Construction Limited
Biccotest Limited (formerly J. Jeffreys & Co. (McLennon)
Limited)
Duncan Watson Limited
Engineering and Power Development Consultants Limited
Geoffrey Whalen Limited
James Kilpatrick Overseas Limited
Jeffair Ducts Limited
J. Jeffreys & Company Limited
Lonsdale Electric Limited
Metropolitan Construction Company Limited
Painter Brothers Limited
Pipework Services (Marine & Industrial) Limited
Power Securities Corporation Limited
Power Transmission (Gulf) Limited
Problematics Limited
Raynesway Concrete Pumping Services Limited
Raynesway Plant Limited
Rotapex Limited
Shaw Petrie (Ireland) Limited
Shaw Petrie Limited
Stent Foundations Limited (formerly Balfour Beatty
(Overseas) Limited)
Stent Piling Limited
Whitley Moran & Company Limited

BICC Cables Limited
A.H. Hunt (Capacitors) Limited
Beesbrook Products Limited
BICC Bryce Capacitors Limited
BICC Connollys Limited
BICC General Cables Limited
BICC Metals Limited
BICC Power Cables Limited
BICC Prescott Industries Limited (formerly Stedfast
Rubber Company (England) Limited)
BICC Pyrotenax Limited
BICC Research & Engineering Limited
BICC Telecommunication Cables Limited
British Copper Refiners Limited
Brookside Metal Company Limited
Bryce Capacitors Limited
Connollys (Blackley) Limited
Currie & Warner Limited
Optical Cable Systems Limited (formerly Jeffreys (Heating
& Sanitation) Limited)
Pyrotenax Limited
Reliance-Clifton Cables Limited
Reliance Cords & Cables Limited
Scottish Cables Limited
Strathlea Investments Limited

BICC Industrial Products Limited
BICC Components Limited
Contour Assembly Limited
~~Fine Wires Limited~~
Industrial Reels Limited
P.L.C. Engineering Company Limited
Printers Plates Limited
S.D. Graphics Limited
Telcon Limited
Telcon Plastics Limited
Visibiliti Limited

~~BICC International Limited~~

31st May
1978



Arthur Andersen & Co.

1 Surrey Street - London WC2R 2PS

Telephone: 01-836 1200 Telex: 8812711

Ian Hay Davison F.C.A.
Brian M. Currie F.C.A.
David F. A. Davidson F.C.A.
John G. Lawrence F.C.A.
Robert S. Pereira F.C.A.
Martin H. Vanderveen F.C.A.
Pat Desmond F.C.A.
John L. Rule F.C.A.
Roy J. Chapman F.C.A.
John A. Roby F.C.A.
P. Raymond Hinton F.C.A.
Richard S. Ellis F.C.A.
Giles E. Hemmings A.C.A.
Roy L. Jennings F.C.A.

John C. Norton F.C.A.
Ronald V. Gustin F.C.A.
Graham J. Reddish F.C.A.
Kevin B. Lavers F.C.A.
Brian D. Smith F.C.A.
Philip Aaronberg F.C.A.
William J. Barnard A.C.A.
Vincent C. Wallis F.C.A.
David P. G. Cady F.C.A.
W. Ian D. Plunstone A.C.A.
Michael J. Oaten F.C.A.
Roger M. Cooke A.C.A.
Aurion A. Burke F.C.A.
Ian W. Welsh F.C.A.

1st June, 1978

BICC Limited,
21, Bloomsbury Street,
London, WC1B 3QN.

Dear Sirs,

We write to give you notice that we hereby resign as joint auditors of the Companies listed on Exhibit I with effect from the dates of their respective Annual General Meetings at which the accounts for the year ended 31st December, 1977 are adopted.

In accordance with Section 16 (2), Companies Act, 1976, we confirm that there are no circumstances connected with our resignation from any of the Companies referred to above which we consider should be brought to the attention of the members or the creditors of the Company.

Yours faithfully,

Arthur Andersen & Co.

INDISTINCT ORIGINAL



Offices in: Manchester Glasgow Birmingham Leeds

Associated with Arthur Andersen & Co in: Argentina Australia Belgium Brazil Canada Colombia Denmark Ecuador France Germany Greece Hong Kong Iran Ireland Italy Ivory Coast Japan Kuwait Lebanon Mexico The Netherlands Nicaragua Norway Panama Peru Portugal Puerto Rico Saudi Arabia Singapore South Africa Spain Sweden Switzerland Turkey U.S.A. U.S.S.R. Venezuela

SCHEDULE OF SUBSIDIARY COMPANIES OF BICC LIMITED
WHERE ARTHUR ANDERSEN & CO. ARE
RESIGNING AS JOINT AUDITORS

Balfour Beatty Limited

Air Conditioning Corporation (Jeffreys) Limited
Balfour Beatty Construction Limited
Balfour Beatty Construction (Scotland) Limited
Balfour Beatty Engineering Limited
Balfour Beatty Power Construction Limited
Balfour Kilpatrick Limited
Balfour Kilpatrick Installations Limited
Balfour Kilpatrick International Limited
Balfour Kilpatrick Northern Ireland Limited
Bartles (Carn Brea) Limited
BICC Construction Limited
Biccotest Limited (formerly J. Jeffreys & Co. (McLennon)
Limited)
Duncan Watson Limited
Engineering and Power Development Consultants Limited
Geoffrey Whalen Limited
James Kilpatrick Overseas Limited
Jeffair Ducts Limited
J. Jeffreys & Company Limited
Lonsdale Electric Limited
Metropolitan Construction Company Limited
Painter Brothers Limited
Pipework Services (Marine & Industrial) Limited
Power Securities Corporation Limited
Power Transmission (Gulf) Limited
Problematics Limited
Raynesway Concrete Pumping Services Limited
Raynesway Plant Limited
Rotapex Limited
Shaw Petrie (Ireland) Limited
Shaw Petrie Limited
Stent Foundations Limited (formerly Balfour Beatty
(Overseas) Limited)
Stent Piling Limited
Whitley Moran & Company Limited

INDISTINCT ORIGINAL

BICC Cables Limited

A.H. Hunt (Capacitors) Limited
Beesbrook Products Limited
BICC Bryce Capacitors Limited
BICC Connollys Limited
BICC General Cables Limited
BICC Metals Limited
BICC Power Cables Limited
BICC Prescott Industries Limited (formerly Stedfast
Rubber Company (England) Limited)
BICC Pyrotenax Limited
BICC Research & Engineering Limited
BICC Telecommunication Cables Limited
British Copper Refiners Limited
Brookside Metal Company Limited
Bryce Capacitors Limited
Connollys (Blackley) Limited
Currie & Warner Limited
Optical Cable Systems Limited (formerly Jeffreys (Heating
& Sanitation) Limited)
Pyrotenax Limited
Reliance-Clifton Cables Limited
Reliance Cords & Cables Limited
Scottish Cables Limited
Strathlea Investments Limited

BICC Industrial Products Limited

BICC Components Limited
Contour Assembly Limited
Fine Wires Limited
Industrial Reels Limited
P.L.C. Engineering Company Limited
Printers Plates Limited
S.D. Graphics Limited
Telcon Limited
Telcon Plastics Limited
Visibiliti Limited

BICC International Limited

INDISTINCT ORIGINAL