

1367550

The Companies Acts, 1948 to 2006

COMPANY LIMITED BY SHARES

## Memorandum of Association OF

BATHROOM DISTRIBUTION GROUP UK LIMITED

(As Amended by Special Resolution passed 13<sup>th</sup> September 2007)

1. The name of the Company is BATHROOM DISTRIBUTION GROUP UK 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 carry on business as builders, decorators and plumbers' merchants, and as manufacturers of, and exporters, importers, buyers, sellers, and dealers and workers in, granite, marble, alabaster, steel, iron, aluminium, metal, wood, timber, stone, bricks, gravel, clay, china, porcelain, terra cotta, earthenware, tiles, pipes, mosaics, cement, lime, slates, windows, doors, shutters, wall boards, papers, basins, cisterns, locks, bolts, chimney pieces, stoves, baths, sanitary ware, household fittings, damp course materials, paint, varnish, rope, cord, and builders, decorators, and plumbers, plant material and requisites and fittings of every description.
  - (B) To carry on all or any of the trades or businesses of builders, painters, decorators, french polishers, plumbers, metal and alloy workers, engineers, electricians, sanitary engineers, gas engineers, joiners, furniture makers, upholsterers, coal, coke and fuel merchants, carriers, garage proprietors, wireless goods dealers, ironmongers, and hardware dealers, storage contractors, and shop, office, and house outfitters, and furnishers
  - (C) To carry on any other trade or business, whether subsidiary or not, which can in the opinion of the Company be carried on advantageously in connection with any of the trades or businesses aforesaid, or which in the opinion of the Company will enhance the value of any of the Company's property

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- (D) To develop the resources of any property for the time being belonging to the Company in such manner as the Company may think fit.
- (E) To manage, purchase or otherwise acquire, take on lease or hire lands, houses, buildings, easements, properties, chattels, rights, secret processes, inventions, patents, copyrights, designs and trade marks or all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company, and pay for any assets acquired by the Company by shares, debentures, bonds, cash, or otherwise, either in this or any other company, whether fully paid or otherwise.
- (F) To form, promote, subsidise and assist companies, syndicates or partnerships of all kinds, and to issue on commission or otherwise underwrite, subscribe for, and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures or other capital, or securities, or obligations of any such companies, syndicates or partnerships, and to pay or provide for brokerage commission and underwriting in respect of any such issue. To lend and advance money or give credit to such persons, firms or companies, and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company and to give guarantees or become security for any such persons, firms or companies.
- (G) To enter into partnerships, or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions, or otherwise, with any person or company, carrying on business within the objects of this Company.
- (H) To work, improve, manage, develop, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, and to sell the property, business or undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company.
- (I) To construct, erect, maintain, alter, replace or remove, any buildings, works, offices, erections, plant, machinery, tools, or equipment, as may seem desirable for any of the business or in the interests of the Company, and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with, in connection with any of the Company's objects.

- (j) To borrow and raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, mortgages, or charges, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), and undertaking, including its uncalled capital.
- (k) To make, draw, accept, endorse and negotiate bills of exchange or other negotiable instruments.
- (l) To pay all or any expenses incurred in connection with the formation and promotion and incorporation of the Company, and to pay commissions to and remunerate any person or company for services rendered in placing, or assisting to place, any of the shares in the Company's capital, or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (m) To remunerate any person, firm or company rendering services to this Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (n) To make donations to such persons, and in such cases, and either of cash or other assets, as the Company may think directly or indirectly conducive to any of its objects, or otherwise expedient.
- (o) To distribute among the members in specie any property of the Company or any proceeds of sale, disposal or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (p) To subscribe for, purchase or otherwise acquire, take, hold, or sell any shares or stock, debentures or debenture stock, or other securities, or obligations of any company, and to invest or lend any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.
- (q) To procure the Company to be registered or recognised in any country or place abroad.
- (r) To appoint any person or persons, firm or firms, company or companies, to be the agent or agents of the Company, and to act as agents, managers, secretaries, contractors or in similar capacity.
- (s) To give credit to or guarantee, or become security for the performance of any contract by any person, firm, company, association or society which may be desirable in the interests of the Company.

(s)(2) To guarantee, grant indemnities support or secure, whether by direct obligation or personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by indemnity or undertaking or by issuing any security of the Company by way of mortgage, or by any one or more or all of such methods or by any other method, the performance of any obligations commitments contracts or engagements and the repayment or payment of the principal amounts of, or the premiums interest and dividends on any securities and/or loans, advances debentures, debenture stock, bonds, mortgages, charges, monies, shares and any indebtedness of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary company or holding company of the Company or is a subsidiary of such a holding company or which is otherwise directly or indirectly associated with the company in business or through shareholdings

(r) To insure the life of any person who may, in the opinion of the Company, be of value to the Company, as having or holding for the Company interests, goodwill, or influence or other assets, and to pay the premiums on such insurance.

(u) To promote, contribute to, or assist financially or otherwise any fund for the benefit, wholly or partly, of Directors or former Directors and employees or ex-employees of the Company, or their relatives, children, or dependants, or any charitable purpose, and to promote, enter into, and carry into effect any scheme for the sharing of profits with employees.

(v) To do all or any of the above things in any part of the world, and either as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others.

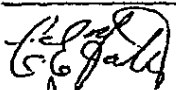

(w) To do all such acts or things as are incidental or conducive to the attainment of the above objects, or any of them.

It is hereby declared that the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed, and it is also hereby declared that the objects specified in each sub-clause of this clause, shall, except when otherwise expressed in such sub-clause be in no wise limited or restricted by reference to or inference from the terms of any other sub-clause, or the name of the Company, and none of the sub-clauses shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause.

4. The liability of the members is limited.

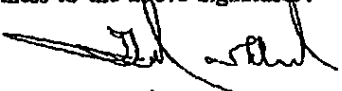
5. The Share Capital of the Company is £10,000 divided into 10,000 Ordinary Shares of £1 each with power to increase the capital and to consolidate and sub-divide the same. The Shares in the original or any increased capital may be divided into several classes, or there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, redemption, voting or otherwise

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber (in words)
 85 MELBOURNE ROAD BOSTON PLUMBER & MERCHANT	nine THOUSAND
 85 MELBOURNE ROAD BOSTON	one THOUSAND
SECRETARY	

Dated this day 22 of MARCH 1978

Witness to the above Signatures —

  
62 ST GEORGES ROAD  
BOSTON.

Company Number 01367550

The Companies Acts, 1948 to 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

BATHROOM DISTRIBUTION GROUP UK LIMITED

(As Amended by Special Resolution passed 13<sup>th</sup> September 2007)

1 PRELIMINARY

- (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No 1052) and as further amended by The Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No 3373) (such Table hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied by these Articles of Association
- (b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force

2 SHARE CAPITAL

The authorised share capital at the date of adoption of these Articles is divided into £10,000 being 10,000 Ordinary Shares of £1 each

3 ALLOTMENT OF SHARES

- (a) Shares which are comprised in the authorised but unissued share capital of the Company shall be under the control of the Directors who may (subject to Section 80 of the Act and to Article 3(d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit
- (b) All shares which are not comprised in the authorised share capital of the Company for the time being and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted will be deemed to be declined. After the expiration of that period, those shares so deemed to

be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them, such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted, as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefore than the terms on which they were offered to the Members. The foregoing provisions of this Article 3(b) shall have effect subject to Section 80 of the Act.

- (c) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) inclusive of the Act shall not apply to the Company
- (d) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital for the time being of the Company at any time or times during the period of five years from the date of adoption of these Articles and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

#### **4 SHARES AND TRANSFERS**

- (a) The lien conferred by Regulation 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all monies presently payable by him or his estate to the Company. Regulation 8 in Table A shall be modified accordingly.
- (b) The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of Regulation 24 in Table A shall not apply to the Company.

#### **5 CALLS ON SHARES**

The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

#### **6 GENERAL MEETINGS AND RESOLUTIONS**

- (a) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies, and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.

- (b) No business shall be transacted at any General Meeting unless a quorum is present. Subject to Article 6(c) below two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.
- (c) If and for so long as the Company has only one Member that Member present in person or by proxy or if that Member is a corporation by a duly authorised representative shall be a quorum.
- (d) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefore such adjourned General Meeting shall be dissolved.
- (e) Regulations 40 and 41 in Table A shall not apply to the Company.

#### **7 SOLE MEMBER PROVISIONS**

- (a) If and for so long as the Company has only one Member and that Member takes any decision which is required to be taken in General Meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in General Meeting save that this Article 7(a) shall not apply to resolutions passed pursuant to Sections 303 and 391 of the Act.
- (b) Any decision taken by a sole Member pursuant to Article 7(a) above shall be recorded in writing and delivered by that Member to the Company for entry in the Company's Minute Book. However, failure to do so shall not affect the validity of the decision.

#### **8 APPOINTMENT AND REMOVAL OF DIRECTORS BY 50% SHAREHOLDER**

- (a) Any member or members holding more than 50% of the issued Ordinary Shares of the Company may at any time by written notice to the Company do all or any of the following:
  - (i) appoint one or more additional Directors, and
  - (ii) remove one or more Directors howsoever appointed from office.
- (b) The office of a Director shall be vacated if he is removed from office under Article 8(a). Regulation 81 in Table A shall be modified accordingly.

#### **9 APPOINTMENT OF DIRECTORS**

- (a) Regulation 64 in Table A shall not apply to the Company.
- (b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whenever the minimum number of the Directors shall be one and there is only one Director of the Company, such sole Director shall have authority to exercise all the powers and discretions by Table A and



by these Articles expressed to be vested in the Directors generally, and Regulation 89 in Table A shall be modified accordingly

- (c) The Directors shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) in Table A shall not apply to the Company
- (d) Subject to Article 8, no person shall be appointed a Director at any General Meeting unless either -
  - (i) he is recommended by the Directors, or
  - (ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice signed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.
- (e) Subject to Articles 9(b) and 9(d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director
- (f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with Article 9(b) above as the maximum number of Directors and for the time being in force

#### 10 BORROWING POWERS

The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party

#### 11 ALTERNATE DIRECTORS

- (a) Any Director (other than an alternate director) may appoint any other director or any other person approved by resolution of the Directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him
- (b) Any alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Regulation 66 in Table A shall be modified accordingly
- (c) When an alternate director is also a Director or acts as an alternate director for more than one Director, he shall have one vote for every Director, represented by him (in addition to his own vote if he is himself a Director) and, when acting, shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two

**12 DISQUALIFICATION OF DIRECTORS**

The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Regulation 81 in Table A shall be modified accordingly

**13 GRATUITIES AND PENSIONS**

- (a) The Directors may exercise the powers of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities and other benefits and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers
- (b) Regulation 87 in Table A shall not apply to the Company

**14 PROCEEDINGS OF DIRECTORS**

- (a) Subject to Section 317 of the Act, a Director or alternate director shall be entitled to vote at a meeting of Directors or of a Committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company and if he shall vote on any such resolution his vote shall be counted, and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting
- (b) Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company
- (c) In the event that any Director or alternate director or member of a Committee of the Directors is not able to attend a meeting of the Directors or a Committee of the Directors in person such Director or alternate director or member of a Committee of the Directors may participate in such meeting of the Directors or such Committee by means of conference, telephone or such similar communications equipment whereby all participating in the meeting can hear each other and participation in such a meeting in this manner shall be deemed to constitute presence in person at such meeting

**15 THE SEAL**

- (a) If the Company has a seal it shall only be used with the authority of the Directors or of a Committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 of Table A shall not apply to the Company
- (b) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors

**16 NOTICES**

- (a) Without prejudice to Regulations 112 to 116 inclusive in Table A, the Company may give notice to a Member by electronic means provided that -

- (i) the Member has given his consent in writing to receiving notice communicated by electronic means and in such consent has set out an address which the notice shall be sent by electronic means, and
- (ii) the electronic means used by the Company enables the Member concerned to read the text of the notice
- (b) A notice given to a Member personally or in a form permitted by Article 16(a) above shall be deemed to be given on the earlier of the day on which it is delivered personally and the day on which it was despatched by electronic means, as the case may be
- (c) Regulation 115 in Table A shall not apply to a notice delivered personally or in a form permitted by Article 16(a) above
- (d) In this Article "electronic" means actuated by electric, magnetic, electro-magnetic, electro-chemical or electro-mechanical energy and "by electronic means" means by any manner only capable of being so actuated
- (e) Every Director of the Company and every alternate director shall be entitled to receive notices of general meetings (at his usual address or such other address as he may notify to the Company) in addition to the persons so entitled under the Act. The third sentence of Regulation 112 in Table A shall be deleted

#### 17 INDEMNITY

- (a) Every Director or other officer (for the avoidance of doubt not including an auditor) of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 144 or section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by Section 310 of the Act
- (b) The Directors shall have power to purchase and maintain for any Director, officer (for the avoidance of doubt not including an auditor) of the Company insurance against any such liability as is referred to in Section 310(1) of the Act from and after the bringing into force of Section 137 of the Companies Act 1989
- (c) Regulation 118 in Table A shall not apply to the Company

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
C E Yates 85 Melbourne Road Bolton	Nine Thousand
D Yates 85 Melbourne Road Bolton	One Thousand

Dated 22 March 1978

Witness to the above Signatures -

D Cortland  
62 St Georges Road  
Bolton