



Please do not  
write in this  
binding margin



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

\*Insert full name  
of Company

Please indicate  
whether you are  
a Solicitor of  
the Supreme  
Court (or in  
Scotland 'a  
Solicitor')  
engaged in the  
formation of the  
company, or  
a person named  
as director or  
secretary of the  
company in the  
statement  
delivered under  
section 21 of the  
Companies Act  
1976

THE COMPANIES ACTS 1948 TO 1980

# Declaration of compliance with the requirements on application for registration of a company

Form No. 41a

# 41a

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]

[1547426/1]

Name of Company

WILLIAM PRESS GROUP PUBLIC LIMITED COMPANY

I, STUART JOHN EVANS

of 14 DOMINION STREET, LONDON EC2M 2RJ

do solemnly and sincerely declare that I am A SOLICITOR OF THE SUPREME COURT ENGAGED  
IN THE FORMATION

of WILLIAM PRESS GROUP PUBLIC LIMITED COMPANY

and that all the requirements of the Companies Acts 1948 to 1980  
in respect of the registration of the said company  
and of matters precedent 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 65 London Wall  
London EC2

the sixteenth day of February

One thousand nine hundred and eighty one

before me: Richard Rose

A Commissioner for Oaths or Notary Public or Justice of the  
Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.

Signature of Declarant

*Stuart Evans*

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

SIMMONS & SIMMONS,  
14 DOMINION STREET,  
LONDON EC2M 2RJ.

5/Z.6144/SJE

For official use

New companies section

Post room

237

116

13 11 81

750

21500

COMPAGNIE S  
REGISTRATION

The Companies Acts, 1948 to 1980

COMPANY LIMITED BY SHARES

1547426/3

## Memorandum of Association

of WILLIAM PRESS GROUP PUBLIC LIMITED COMPANY

1. The name of the Company is "WILLIAM PRESS GROUP PUBLIC LIMITED COMPANY".
2. The Company is to be a public company.
3. The registered office of the Company will be situate in England.
4. The objects for which the Company is established are:-
  - (A) To acquire the entire issued share capital of William Press & Son, Limited
  - (B) To act or carry on business as a holding company and for that purpose to acquire and hold either in the name of the Company or in that of any nominee shares, stocks, debentures, debenture stock bonds, loans, obligations or securities of whatsoever nature issued by any company or body corporate wheresoever incorporated or carrying on business and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof;
  - (C) To control and co-ordinate the administration and operation of any companies for the time being directly or indirectly controlled by the Company and to provide services of all kinds including managerial and other executive, supervisory and consultant services for or in relation to any company or body corporate upon such terms as the Directors may think fit;

Midland

130 707

(D) To acquire and assume for any estate or interest and to take options over, construct develop or exploit any property real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person and to act and carry on business as a holding company.

(E) To manufacture, process, import, export, deal in and store any goods and other things and to carry on the business of manufacturers, processors, importers, exporters and storers of and dealers in any goods and other things.

(F) To acquire and exploit lands, mines and mineral rights and to acquire, explore for and exploit any natural resources and to carry on any business involving the ownership or possession of land or other immovable property or buildings or structures thereon and to construct, erect, instal, enlarge, alter and maintain buildings, plant and machinery and to carry on business as builders, contractors and engineers.

(G) To provide services of all descriptions and to carry on business as advisers, consultants, brokers and agents of any kind.

(H) To advertise, market and sell the products of the Company and of any other person and to carry on the business of advertisers or advertising agents or of a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind.

(I) To provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on any business involving any such provision.

(J) To lend money, and grant or provide credit and financial accommodation, to any person and to carry on the business of a banking, finance or insurance company.

(K) To invest money of the Company in any investments and to hold, sell or otherwise deal with such investments, and to carry on the business of a property or investment company.

(L) To acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company.

(M) To enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out, exercise and comply with the same.

(N) To deposit and in any manner generally all or any (present and by the crea

(O) To or suretysh generally secure, with obligation the underta and uncalle or in any c or committ principal a other money liabilities the general the time be Company or Company or

(P) To profit-shar participate obligation

(Q) To discount, e promissory whether nee

(R) To acquire any patents, p to carry o research o

(S) To share of p easements, any other of the und of the Com (without p any securi

(T) To cash or in property p any servic obligation of such se

(N) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities.

(O) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation 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 both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums interest dividends and other moneys payable on or in respect of any securities or liabilities of, any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company.

(P) To amalgamate or enter into partnership or any profit-sharing arrangement with, or to co-operate or participate in any way with, or to take over or assume any obligation of, or to assist or subsidise any person.

(Q) To accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities, whether negotiable or otherwise.

(R) To apply for and take out, purchase or otherwise acquire any trade and service marks and names, designs, patents, patent rights, inventions and secret processes and to carry on the business of an inventor, designer or research organisation.

(S) To sell, exchange, mortgage, charge, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over, and in any other manner deal with, or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities.

(T) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.

(U) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of, any securities of the Company or in or about the formation of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of company, fund, trust or business promoters or managers and of underwriters or dealers in securities, and to act as director of and as secretary, manager, registrar or transfer agent for any other company and to act as trustees of any kind and to undertake and execute any trust.

(V) To pay all the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the registration or incorporation of the Company in or under the laws of any place outside England.

(W) To grant pensions, annuities, or other allowances, including allowances on death, to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or who the Company considers have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any associations, institutions, clubs, schools, building and housing schemes, funds and trusts, and to make payments towards insurances or other arrangements likely to benefit any such persons or otherwise advance the interests of the Company or of its Members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of the Company or of its Members or for any national, charitable, benevolent, educational, social, public, general or useful object.

(X) To cease carrying on or wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.

(Y) To distribute any of the property of the Company among its creditors and Members in specie or kind.

(Z) To do all or any of the things or matters aforesaid in any part of the world and either as principals,

agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

(AA) To carry on any other business or activity and do anything of any nature which in the opinion of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking property or assets or otherwise to advance the interests of the Company or of its Members.

(BB) To do all such other things as in the opinion of the Company are or may be incidental or conducive to the attainment of the above objects or any of them.

AND it is hereby declared that "company" in this clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid or no par value share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

5. The liability of the Members is limited.

6. The share capital of the Company is £20,000,000 divided into 200,000,000 shares of 10p each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

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

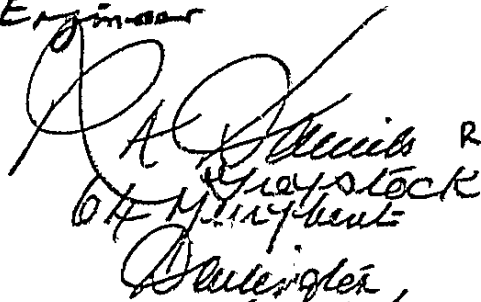


W.A. HAWKEN

One.

66 St George's Square  
London S.W.1. V3QT

Mech. Engineer



R.A. DANIELS

One

Graystock  
64 Mansfield

Dealing

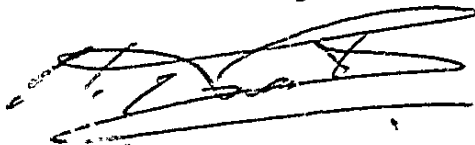
Co. London. DL2 2LE

Engineer.

Total Shares taken: TWO

DATED 16th February 1981.

WITNESS to the above Signatures:-



LG PATTLE

OVERSEAS

94, PRINCE GEORGE AVENUE,

1981

1981, 1984 457.

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The Companies Acts, 1948 to 1980

1547426/4

COMPANY LIMITED BY SHARES

## Articles of Association

of  
of WILLIAM PRESS GROUP PUBLIC LIMITED COMPANY

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The Company shall be a public company and the regulations contained or incorporated in Part I of Table A in the First Schedule to the Companies Act 1948 as amended shall apply to the Company and shall constitute the Articles of Association of the Company.




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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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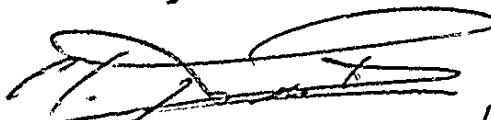
 166 St George Square  
W.A. HAWKEN London S.W.1 V3QT  
Mech Engineer

 R.A. DANIELS  
Cherstock  
64 Melford  
Sturington  
Essex. Suttam DL2 2LE  
Engineer.

---

DATED this 16th day of February 1981.

WITNESS to the above Signatures:-

  
'GARRHILLS'  
94, PRINCE GEORGE AVENUE,  
SOUTHWICK,  
LONDON, N14 4ST.

L.G. PATTLE



## THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and  
secretary and intended situation  
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold black lettering

Name of Company

Company number

1547426/5

\* delete if  
inappropriate

WILLIAM PRESS GROUP PUBLIC LIMITED COMPANY

Limited\*

The intended situation of the registered office of the company  
on incorporation is as stated below

28 ESSEX STREET, LONDON WC2R 3AU

If the memorandum is delivered by an agent for the subscribers of  
the memorandum please mark 'X' in the box opposite and insert the  
agent's name and address below

X

SIMMONS &amp; SIMMONS

14 DOMINION STREET

LONDON EC2M 2RJ

If the spaces provided on page 2 are insufficient and use has been made  
of continuation sheets (see note 1), please enter in the box opposite  
the number of continuation sheets which form part of this statement

2

Presentor's name, address and  
reference (if any):For official use  
General section

Post room



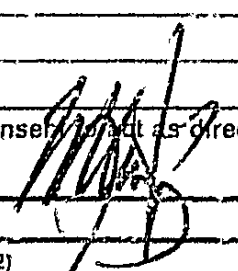
The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

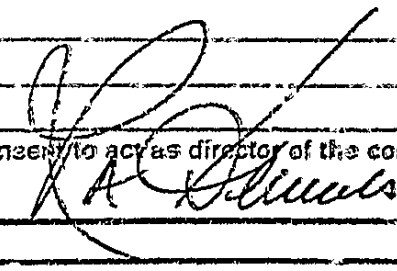
Please do not write in this binding margin

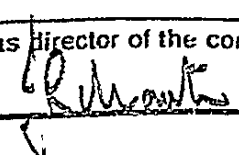


# **Important**

The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	Business occupation
WILLIAM ANTHONY HAWKEN	MECHANICAL ENGINEER
Former name(s) (note 3)	Nationality
Address (note 4)	BRITISH
66 ST GEORGE'S SQUARE	Date of birth (where applicable) (note 6)
LONDON SW1V 3QT	14th AUGUST, 1924
Particulars of other directorships (note 5)	
SEE ATTACHED LIST	
I hereby consent to act as director of the company named on page 1	
Signature 	Date 13.2.81

Name (note 2)	Business occupation
RAYMOND ALFRED DANIELS	ENGINEER
Former name(s) (note 3)	Nationality
Address (note 4) "GREYSTOCK"	BRITISH
64 MERRYBENE,	Date of birth (where applicable) (note 6)
DARLINGTON, Co. DURHAM DL2 2LE	15th JULY, 1923
Particulars of other directorships (note 5)	
SEE ATTACHED LIST	
I hereby consent to act as director of the company named on page 1	
Signature 	Date 13.2.81

Name (note 2)	Business occupation
JACK RONALD MARTIN	CHARTERED ACCOUNTANT
Former name(s) (note 3)	Nationality
Address (note 4) COOPERSALE COTTAGE,	BRITISH
COOPERSALE	Date of birth (where applicable) (note 6)
NR EPPING, ESSEX	23rd JULY, 1921
Particulars of other directorships (note 5)	
SEE ATTACHED LIST	
I hereby consent to act as director of the company named on page 1	
Signature 	Date 13th February 1981

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**Important**

The particulars  
to be given are  
those referred to  
in section  
21(2)(b) of the  
Companies Act  
1976 and section  
200(3) of the  
Companies Act  
1948. Please  
read the notes  
on page 4 before  
completing this  
part of the form.

The name(s) and particulars of the person who is, or the persons who are,  
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	
LESLIE GEORGE PATTLE	
Former name(s) (note 3)	
Address (notes 4 & 7) "OVERHILLS"	
94 PRINCE GEORGE AVENUE	
SOUTHGATE, LONDON N14 4ST	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 13 Feb 1981

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

as required by  
section 21(3) of  
the Companies  
Act 1976

Signed by or on behalf of the subscribers of the memorandum

delete as  
appropriate

Signature		[Subscriber] [Agent]† Date	16.2.81
Signature		[Subscriber] [Agent]† Date	16.2.81

LIST OF DIRECTORSHIPS

NAME William Anthony HAWKEN DATE OF BIRTH 14th August, 1924

HOME ADDRESS 66 St. George's Square  
London SW1V 3QT

BUSINESS OCCUPATION

Mechanical Engineer

COMPANY	DATE APPOINTED	DATE RESIGNED
<u>UK</u>		
Dawson Fawcett Limited	3.12.65	
General Descaling Company Limited	5.12.74	
William Press & Son, Limited	31. 3.65	
William Press (Construction) Limited	18. 4.72	
William Press (International) Limited	26. 2.75	
William Press Production Systems Limited	3. 7.72	
Thomas Tannahill & Son Limited	21.12.59	8. 5.80

LIST OF DIRECTORSHIPS

NAME Raymond Alfred DANIELS

DATE OF BIRTH 15. 7.23

HOME ADDRESS

Greystock  
Merrybent,  
Darlington  
Co. Durham

BUSINESS OCCUPATION

Engineer

COMPANY	DATE APPOINTED	DATE RESIGNED
<u>UK</u>		
Dawson Fawcett Ltd	3.12.65	
Press Engineering & Management Services Ltd	31.8 .72	
William Press & Son, Limited	31. 3.65	
William Press (International) Limited	31. 3.65	
William Press Production Systems Limited	3. 7.72	
P & W Offshore Services Limited	1. 3.76	
James Scott Engineering Group Limited	4. 2.77	
William Press Offshore Limited	1. 4.77	
William Press Travel Limited	9. 1.78	
Worley International Engineering Group Ltd	1. 6.78	
James Scott (Electrical) Transmission Limited	26. 4.79	

# LIST OF DIRECTORSHIPS

NAME Jack Ronald MARTIN

DATE OF BIRTH 23. July 1921

## HOME ADDRESS

Coopersale Cottage,  
Coopersale  
Nr. Epping, Essex

## BUSINESS OCCUPATION

CHARTERED ACCOUNTANT

COMPANY	DATE APPOINTED	DATE RESIGNED
<u>U.K.</u>		
Bexhill Properties Limited	13. 3.74	
Clement Clarke (Holdings) Limited	-	
Denco Holdings Limited	18. 12.68	31.10.72
Re-appointed	25. 6.74	
Denco Staff Pensions Trust Limited	30. 9.77	
William Press Investments Limited	1. 1.73.	
Havering Plant Hire Limited	21. 9.76	21.7.80
Havering Property Developments Limited	2.10.73	
William Press & Son, Limited	2. 5.68	
William Press Group Pensions Trust Limited	14. 4.76	
William Press Group Senior Management Pensions Trust Limited	11. 5.78	
Spearman Construction Limited	31.12.76	21.7.80
Surrey Landscapes (1967) Limited	31.12.76	21.7.80
Wolvers Property Investments Limited	-	
Denco Prestcold Holdings Limited	5. 2.80	

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binding margin



# THE COMPANIES ACTS 1948 TO 1976

## Statement of first directors and secretary and intended situation of registered office

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

\*delete if  
inappropriate

Continuation sheet No. 1  
to Form No. 1

Company number

Name of Company

WILLIAM PRESS GROUP PUBLIC LIMITED COMPANY
limited*

### Particulars of other directors (continued)

Name (note 2)	ALAN JAKOB GRAVELIUS	Business occupation
		CHARTERED ACCOUNTANT
Former name(s) (note 3)		Nationality
Address (note 4)	"SHELLEYS"	BRITISH
	PEASENHALL, NR SAXMUNDHAM,	Date of birth (where applicable)
	SUFFOLK IP17 2HB	(note 6) 25th APRIL, 1938
I hereby consent to act as director of the company named on page 1		
Signature		Date 13 Feb 1981

### Particulars of other directorships

GENERAL DESCALING COMPANY LIMITED  
P & W OFFSHORE SERVICES LIMITED  
METAL AND PIPELINE ENDURANCE LIMITED  
PRESS & COSTAIN (J.V.) LIMITED 'A'  
WILLIAM PRESS & SON, LIMITED  
WILLIAM PRESS (CONSTRUCTION) LIMITED  
WILLIAM PRESS (INTERNATIONAL) LIMITED  
WILLIAM PRESS PRODUCTION SYSTEMS LIMITED  
WORLEY INTERNATIONAL ENGINEERING GROUP LIMITED  
WILLIAM PRESS OFFSHORE LIMITED  
JAMES SCOTT ENGINEERING GROUP PENSIONS TRUST LIMITED

†delete if  
inappropriate

continued overleaf†



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# THE COMPANIES ACTS 1948 TO 1976

## Statement of first directors and secretary and intended situation of registered office

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

\*delete if  
inappropriate

Continuation sheet No. 2  
to Form No. 1  
Company number

Name of Company

WILLIAM PRESS GROUP PUBLIC LIMITED COMPANY

Limited†

### Particulars of other directors (continued)

Name (note 2)	Business occupation
JAMES LEWIS KIRBY	ENGINEER
Former name(s) (note 3)	Nationality
Address (note 4) 61 HURGILL ROAD RICHMOND NORTH YORKSHIRE	BRITISH
Date of birth (where applicable (note 6)) 7th MARCH, 1927	
I hereby consent to act as director of the company named on page 1	
Signature <i>AS7</i>	Date 16 3 81

### Particulars of other directorships

WILLIAM PRESS & SON, LIMITED  
WILLIAM PRESS (INTERNATIONAL) LIMITED

†delete if  
inappropriate

continued overleaf

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PUBLIC LIMITED COMPANY

No. 1547426

I hereby certify that

WILLIAM PRESS GROUP PUBLIC LIMITED COMPANY

is this day incorporated under the Companies Acts 1948 to 1980  
as a public company and that the Company is limited.

Given under my hand at Cardiff the 25TH FEBRUARY 1981

A handwritten signature in cursive script, likely belonging to the Registrar of Companies.

Registrar of Companies