



THE COMPANIES ACTS 1948 TO 1980

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

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

Please do not write in this binding margin



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

*Insert full name of company

For official use

Company number

☐1692018

Name of company

UNPICKED LIMITEDI, HOWARD THOMAS
of 70/74 CITY ROAD, LONDON EC1Y 2DQ.

†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

do solemnly and sincerely declare that I am A PERSON NAMED IN THE STATEMENT
DELIVERED UNDER SECTION 21 OF THE COMPANIES ACT 1976 AS SECRETARY
of UNPICKED LIMITED

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 11 Breems Buildings
in the City of London
EC4

Signature of Declarant

the 29th day of November
EIGHTY-TWO
One thousand nine hundred andbefore me J.M. Boodle
A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

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

For official use

New companies section

Post room

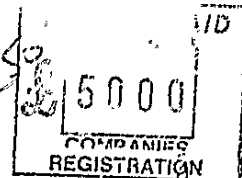
1 P
The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

UNPICKED LIMITED



1692018/3

1. The name of the Company is "UNPICKED 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 all or any of the businesses of general merchants and traders, manufacturers, assemblers, distributors, importers, exporters, merchants, factors and shippers of and wholesale and retail dealers in goods, wares, produce, products, commodities, fancy goods, handicrafts, and merchandise of every description, to act as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons, firms or companies as may be thought expedient, and to negotiate, assign and mortgage or pledge for cash or otherwise, any such agreements and the payments due thereunder and any property the subject thereof, to carry on all or any of the businesses of mail order specialists, credit and discount traders, cash and carry traders, manufacturers' agents, commission and general agents, brokers, factors, warehousemen, and agents in respect of raw and manufactured goods, of all kinds, and general railway, shipping and forwarding agents and transport contractors; to create, establish, build up, and maintain an organisation for the marketing, selling, retailing, servicing, advertisement, distribution or introduction of the products, merchandise, goods, ware, and commodities dealt in or services rendered by any persons, firms or companies, and to participate in, undertake, perform, and carry out all kinds of commercial, trading and financial operations and all or any of the operations ordinarily performed by import, export and general merchants, factors, shippers, agents, traders, distributors, capitalists, and financiers, either on the Company's own account or otherwise; and to open and establish shops, stalls, stores, markets and depots for the sale, collection and distribution of the goods dealt in by the Company.



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- (B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.
- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.

(I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for any person or corporation.

(J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such person as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividends, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any Company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits, or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal 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.

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

(V) To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to 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.

4. The liability of the members is limited. ✓

5. The share capital of the Company is £100, divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise. ✓

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
DESCRIPTION OF
SUBSCRIBERS

Number of Shares
taken by each
Subscriber

E. THOMAS,
70/74, City Road,
London, EC1Y 2DQ.

ONE

Company Registration Agent.

C. MILFORD-COTTAM,
70/74, City Road,
London, EC1Y 2DQ.

ONE

Company Registration Agent.

Dated this 29th day of November, 1982

Witness to the above Signatures:-

W.R. PAYNE
70/74, City Road,
London, EC1Y 2DQ.

Company Registration Agent.

The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

UNPICKED LIMITED

PRELIMINARY

1. (a) Subject as hereinafter provided, the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") as modified by the Companies Acts 1948 to 1981 (as defined by Section 119 (2) of the Companies Act 1981) shall apply to the Company.

(b) Regulations 3, 10, 11, 24, 75, 79, 88, 96 and 97 of Table A shall not apply to the Company.

(c) In these Articles the following shall be added to the definitions set out in Regulation 1 in Table A:-
"the statutes" means the Companies Acts 1948 to 1981 as defined in Section 119 (2) of the Companies Act 1981 and every statutory modification and re-enactment thereof and every other Act for the time being in force concerning Companies and affecting the Company.

2. The company is a private company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public.

SHARES

3. (a) The Directors may subject to Article 4 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 14 (10) of the Companies Act 1980) of the Company to such persons and generally on such terms and conditions as the Directors think proper.

(b) The general authority conferred by paragraph (a) of this Article shall be conditional upon due compliance with Article 4 hereof and shall extend to all relevant securities of the Company from time to time unissued during the period of

such authority. The said authority will expire on the 31st day of October, 1987 unless renewed, varied or revoked by the Company in general meeting.

(c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.

4. (a) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 3 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of any intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

(b) Section 17 (1) of the Companies Act 1980 shall not apply to any allotment of shares in the Company.

5. Subject to the provisions of the Statutes, any Shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN

6. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share 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 member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

TRANSFER OF SHARES

7. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A shall be modified accordingly.

8. Save as otherwise provided in these Articles, the Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

DIRECTORS

9. Unless and until otherwise determined by the Company in General Meeting and subject to Article 10 hereof the number of the Directors shall not be less than two nor more than five. The first Directors of the Company will be the person or persons named in the Statement delivered to the Registrar of Companies in accordance with Section 21 of the Companies Act 1976.

10. If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly.

11. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A.

BORROWING POWERS

12. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to Section 14 of the Companies Act 1980 and Article 3 hereof, 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.

POWERS AND DUTIES OF DIRECTORS

13. (a) Subject to the next following sub-paragraph a Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present of any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for Paragraphs (2) and (4) of regulation 84 of Table A, which paragraphs shall not apply to the Company.

(b) The Company shall in all respects duly comply with the provisions of Part IV of the Companies Act 1980.

DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated-
- (1) If by notice in writing to the Company he resigns the office of Director.
 - (2) If he ceases to be a Director by virtue of section 182 of the Act.
 - (3) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
 - (4) If he is prohibited from being a Director by an order made under any of the provisions of the Statutes.
 - (5) If he becomes of unsound mind.
 - (6) If he is removed from office by a resolution duly passed under section 184 of the Act.
15. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

REMOVAL OF DIRECTORS

16. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead.

PROCEEDINGS OF DIRECTORS

17. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

SECRETARY

18. The first Secretary of the Company shall be Howard Thomas.

NAMES AND ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

H. THOMAS
70/74, City Road,
London, EC1Y 2DQ.



Company Registration Agent.

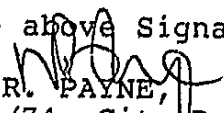
C. MILFORD-COTTAM
70/74, City Road,
London, EC1Y 2DQ.



Company Registration Agent.

Dated this 29th day of November, 1982

Witness to the above Signatures:-


W.R. PAYNE,
70/74, City Road,
London, EC1Y 2DQ.

Company Registration Agent.



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

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

Company number

1682018

Name of Company

UNPICKED

Limited*

* delete if
inappropriate

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

70/74, CITY ROAD,
LONDON EC1Y 2DQ.

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

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

Presenter'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)	HOWARD THOMAS	Business occupation	REGISTRATION AGENT
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	70/74, CITY ROAD, LONDON, EC1Y 2DQ.	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date 29.11.82 /	

Name (note 2)	CATHERINE MILFORD-COTTAM	Business occupation	REGISTRATION AGENT
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	70/74 CITY ROAD, LONDON EC1Y 2DQ.	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date 29.11.82 /	

Name (note 2)		Business occupation	
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

Please do not
write in this
binding margin



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)	
HOWARD THOMAS	
Former name(s) (note 3)	
Address (notes 4 & 7)	
70/74 CITY ROAD,	
LONDON EC1Y 2DQ.	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 29.11.82

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

† delete as
appropriate

Signed by or on behalf of the subscribers of the memorandum*

Signature	[Subscriber] [Agent]† Date	28/11/82
Signature	[Subscriber] [Agent]† Date	28/11/82

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1692018

I hereby certify that

UNPICKED LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at Cardiff the 18TH JANUARY 1983

A handwritten signature in dark ink, appearing to be 'B. J. Jones', written over a faint circular stamp.

Assistant Registrar of Companies

No. 1692018

9
THE COMPANIES ACTS 1948 TO 1981
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
UNPICKED LIMITED

Passed 11th April 1983

At an Extraordinary General Meeting of the above named Company duly convened and held on the 11th day of April 1983 the following Special Resolution was duly passed:-

RESOLUTION

That with the consent of the Registrar of Companies the name of the Company be changed to Calvert Glover & Co. Limited.

Edwin J Proctor
DIRECTOR

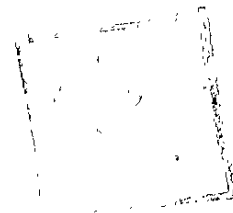


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CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

1692018

10

I hereby certify that

UNPICKED LIMITED

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

CALVERT GLOVER & CO. LIMITED.

Given under my hand at the Companies Registration

Office, Cardiff the

10TH MAY 1983

O. Chamberlain
MISS O. CHAMBERLAIN

an authorised officer

No. 1692018

u 1116 . THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

UNPICKED LIMITED

Passed 20th April 1983

At an Extraordinary General Meeting of the Members of the above named Company duly convened and held at the Registered Office on the 20th day of April 1983 the following Resolutions were duly passed the first as an Ordinary Resolution and the second as a Special Resolution:-

ORDINARY RESOLUTION

That the authorised share capital of the Company be increased to £10,000 by the creation of 9,900 shares of £1 each ranking pari passu with the existing shares of £1 each of the Company.

SPECIAL RESOLUTION

That clause 3 of the Memorandum of Association of the Company be altered by substituting for sub-clause (A) thereof the following new sub-clause namely:-

- (A) To carry on business as insurance brokers and agents, and underwriting agents in all classes of insurance and as insurance advisors, pensions advisors, consultant assessors, valuers, surveyors and average adjusters and mortgage brokers, and to undertake the provisions of hire purchase and credit sale finance and to act as factors.

Eden J. Proctor

DIRECTOR



THE COMPANIES ACTS 1948 TO 1980

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

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

To the Registrar of Companies

For official use Company number

12

1692018

Name of Company

UNPICKED

Limited*

*delete if
inappropriate†delete as
appropriate

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]

~~extraordinary~~ [special] resolution of the company dated 20th April 1983the nominal capital of the company has been increased by the addition thereto of the sum of
£ 9,900 beyond the registered capital of £ 100A printed copy of the resolution authorising the increase is forwarded herewith
The additional capital is divided as follows:

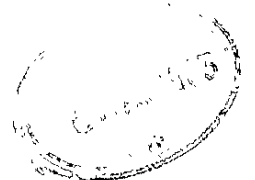
Note

This notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies
within 15 days
after the passing
of the resolution

Number of shares	Class of share	Nominal amount of each share
9,900	Shares	£1

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:To rank pari passu with the existing shares of £1 each
of the Company. Please tick here if
continued overleaf†delete as
appropriateSigned Eileen J. Proctor[Director] [Secretary] ‡ Date 28th April, 1983Presentor's name, address and
reference (if any): CLCMESSRS. WRIGHT & WRIGHT
SOLICITORS,
6/12 DEVONSHIRE STREET,
KEIGHLEY,
WEST YORKSHIRE, BD21 2AYFor official use
General section

Post room



1692018/22

CALVERT GLOVER AND CO. LIMITED

Minutes of the Annual General Meeting of the Company held at Sterling House
133 Barkerend Road, Bradford, on Monday 13 July, 1987 at 2.15 p.m.

PRESENT: A. Calvert (In the Chair)
R.M. Thompson
~~P.B. KERSHAW~~
IN ATTENDANCE: P.C.R. Lewis (Haines Watts)

NOTICE: Notice convening the meeting was taken as read.

MINUTES: The minutes of the previous Annual General Meeting were taken as read.

FINANCIAL STATEMENTS: The audited financial statements of the company for the year ended 31 March 1987 together with the reports of the auditors and directors thereon were presented and it was resolved that the said accounts be and they are hereby adopted by the members.

DIRECTORS: In accordance with the Articles of Association R.M. Thompson retired by rotation and was formally re-elected to the Board.

DIRECTORS' REMUNERATION: The members approved the remuneration of the directors as under:

Directors

A. Calvert
R.M. Thompson
M. Kellett

£16,800
£2,000
£9,425

DIVIDEND: It was resolved that the recommendation of the directors that no dividend be declared in respect of the year ended 31 March 1987, be and is hereby accepted.

BONUS ISSUE OF SHARES: The following ordinary resolutions were passed:

That upon the recommendations of the directors it is desirable to increase the authorised share capital of the company by £90,000 to £100,000.

Thereafter to capitalise the sum of £9,000 being part of the sum standing to the credit of the profit and loss account of the company and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of a dividend and in the same proportions on condition that the same be part paid in cash but

CLASSI DATE
9 SEP 1987
CRO

Page 2

S ISSUE OF SHARES: applied in paying in full 9,000 unissued Ordinary Shares of £1 each in the capital of the company to be allotted and distributed credited as fully paid to and amongst such members in proportion to the number of shares held by them respectively at the time of the passing of this resolution and the directors shall give effect this resolution.

LTORS: It was resolved that Haines Watts be re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting at which accounts are laid before the company at a fee to be agreed by the Directors.

UL OF SHARES: It was resolved as an Ordinary Resolution that the directors are generally and unconditionally authorised to allot shares in the company up to the limit of the nominal share capital of the company at the time of the allotment, subject to the proviso that any shares to be allotted shall first be offered to the members in proportion as nearly as may be to the number of shares held by them. If a member declines the offer, or does not accept within 28 days, the directors may dispose of the shares in such manner as they think most beneficial to the company. This authority shall require renewal at the next Annual General Meeting but may be previously revoked or varied by the company in general meeting.

~~There being no further business the Meeting was closed.~~

.....
Chairman

G**COMPANIES FORM No. 123****Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[123]

1692018

Name of company

* CALVERT GLOVER & CO LTD.

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 13th JULY 1987 the nominal capital of the company has been
increased by £ 90,000 beyond the registered capital of £ 10,000.

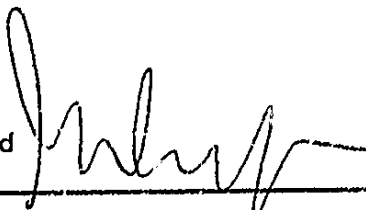
A copy of the resolution authorising the increase is attached.⁵

⁵ The copy must be
printed or in some
other form approved
by the registrar

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

Please tick here if
continued overleaf☐† delete as
appropriate

Signed



[Director][Secretary]† Date

14th JULY 1987

Presenter's name address and
reference (if any):For official Use
General Section

Statement by person ceasing
to hold office as auditor

J394

Pursuant to section 394 of the Companies Act 1985
as inserted by section 123 of the Companies Act 1989

Company Number

169 2018

Name of Company CALVERT GLOVER & COMPANY LIMITED

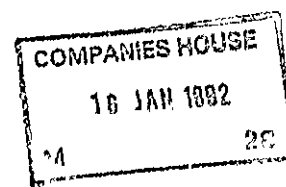
Registered Office 2-6 ST JAMES MARKET
BRADFORD BD4 7PW

* delete as
appropriate

~~I/We~~ HAINES WATTS
of STERLING HOUSE, 133 BARBEREND ROAD
BRADFORD BD3 9AU

hereby give notice in accordance with section 394 of the Companies Act 1985 that

- (a) ~~I/We~~ confirm that in connection with ~~my/our~~ ceasing to hold office there are no circumstances which ~~we~~ consider should be brought to the notice of members or creditors of the company.
- (b) ~~I/We~~ consider the following circumstances connected with ~~my/our~~ ceasing to hold office should be brought to the notice of the members or creditors of the company:-



Signed

Haines Watts

NOTE

1. A copy of this notice has to be sent to the Registrar of Companies within 14 days of its receipt at the Registered Office of the company.
2. A copy of any circumstances stated at (b) above, to every person who under the Companies Act 1985 is entitled to be sent copies of the accounts.

Notice of resignation of an auditor

J392

Pursuant to section 392 of the Companies Act 1985
as inserted by section 122 of the Companies Act 1989

Company Number

1692018

Name of Company CALVERT SLOVER & COMPANY LIMITED

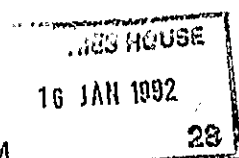
Registered Office 2-6 ST. JAMES MARKET
BRADFORD BD4 7PW

* delete as
appropriate

I/we* HAINES WATTS
of STERLING HOUSE, 133 BARKERBEND ROAD
BRADFORD BD3 9AU

hereby give notice that in accordance with section 392 of the Companies Act 1985 I/we resign as
auditor(s) of the above company as from 7 January 1992

igned Haines Watts



NOTE

1. This notice is not effective unless accompanied by form J394.
2. A copy of this notice has to be sent to the Registrar of Companies within 14 days of its deposit at the Registered Office of the company.

MICHAEL W DENTON

Chartered Accountant

18 COOKE STREET

KEIGHLEY

WEST YORKSHIRE BD21 3NP

Telephone: (0535) 609863 Fax: (0535) 611081

1692018

The Directors

Calvert Glover and Co. Limited,

Henny Moor House

Manor Row

BRADFORD

BD1 4PB

Your ref

Our ref MWD/250

Date June 30 1992

Dear Sirs

I hereby give notice of my resignation as auditor of your company with effect from today's date.

There are no circumstances connected with my resignation which I consider should be brought to the notice of the members or creditors of the company.

Yours faithfully

M. W. Denton

Michael W Denton

