

COMPANIES FORM No. 12

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



Please do not write in this margin Pursuant to section 12(3) of the Companies Act 1985

?{aasa complete logibly, preferably	To the Registrar of Companies		For official use	For official use
n black type, or bold block lottering	Name of company		ام مد ملد من ملد من ما	
* insert full name of Company	*KELLARY LIMITE	Ø		
•	I, KEITH EUWARD LEW	INGTON		
	OF UICTURIA HOUSE			
	1, VICTORIA STREET,			
	NORTHAMPTON NA	11 BAIR		
delete as	do solemnly and sincerply declare tha	t I am a (Solicitor	engaged in the fo	ormation of the company)†
appropriate	-(person named as director or secretar	y of the company	In the statement	delivered to the registrer-
800	-under section 10(2)]† and that all the r	requirements of the	ne above Act in re	spect of the registration of the
	above company and of matters prece	dent and incident	al to it have been	complied with,
	And I make this solemn declaration co	onscientiously bel	ieving the same to	be true and by virtue of the
	provisions of the Statutory Declaration	ns Act 1835		
	Declared at 25 YORK ROAD		Declars	int to sign below
	NORTHAM PTON		<del>_</del>	
	the NINETEENTH day		. 1/	11-10-01-
	One thousand nine hundred and Ele	HTY. EIGHT	$ \alpha$	Thytunfly
	before meHund Herry		_	$\omega$
	A Commissioner for Oaths or Notary I the Peace or Solicitor having the pow-	Public or Justice of the conferred on .	of a a grandy	~a <b>n</b>
		·	دهنود	
		Parametrical Communication of the Communication of		
	Presentor's name address and reference (if any):	For official Use New Companies Se	etion	Post room
	K.E. LEWINGTON. ESQ.		}	
	SHOOSMITHS & HARRISON,			
	DICTORIA HOUSE,			COMPANIES REGISTRATION
	I, VICTORIA STREET,	}	} 1	2 0 SEP 1988
	NOWTHAMPTON, NNI 3NR	ļ		M OFFICE THE 5



RY KEL

Company Registration Agents, Printers and Publishers



COMPANIES FORM No. 10

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



Please do not Write in this margin	Pursuant to section 10 of the Companies Act 1985		
Please complete legibly, preferably in black type, or bold block letterin	To the Registrar of Companies	For official u	use
abold block letterir े	ng *Name of company		
Insert full name of company	*KELLARY		Limited
	The intended situation of the registered office of the company	on incorporation is as sto	ited below
	VICTORIA HOUSE,		
•	I. VICTORIA STREET,		
	NORTHAMPTON,		
X.		Postcode NN	3NR
	If the memorandum is delivered by an agent for the subscriber memorandum please mark 'X'in the box opposite and insert of the agent's name and address below	s of the	
የ	NIA		
		Postcode	
	Number of continuation s	sheets attached (see note	a 1)

Presentor's name address and reference (if any): ·K.E. LEWINGTON, ESQ, SHOOSMITHS &HARRISON, DICTORIA HOUSE, 1, VICTORIA STREET, NORTHAMPTON, NNI 3NR

RAP KEL

For official Use General Section





The London Law Agency Limited Company Registration Agents, Printers and Publishers TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y OHP Tel: 01-353 9471 (10 lines)

The name(s) and particulars of the pedirectors of the company (note 2) are	erson who is, or the persons w e as follows:	ho are, to be the first director or	Please do not write in
Name (note 3) KEITH EOW!	HPD LEWINGTON	Business occupation	this margin
	3 (3 (3 (3 (3 (3 (3 (3 (3 (3 (3 (3 (3 (3	SOLICITOR	
Previous name(s) (note 3) N/A	<u> </u>	Nationality	1
Address (note 4) UICTORIA	House	BRITISH	
1. VICTORIA STREET,		Date of birth (where applicable)	
NORTHAMPTON	Postcode NNI 3NR	(note 6) N/#	
Other directorships † N/A	-		† enter particulars
			of other directorships
`	······································		held or previously held (see note 5)
	<del></del>		if this space is insufficient use a
		i	continuation sheet
i consent to act as director of the co	ompany named on page 1	<del>-/</del>	-
Signature NAME		Date 16.9.88	<b>S</b>
			d
Name (note 3)		Business occupation	7
Previous name(s) (note 3)		Nationality -	-
Address (note 4)	<u> موسود با نور ناتو با ناتو</u>	- Tradionality	ľ
realists (field 4)		Date of blath hubara applicable)	
	Postcode	Date of birth (where applicable)	ļ
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Other directorships (			
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I consent to act as director of the co	mpany named on page 1	_	1
Signature		Date	J
			•
Name (note 3)		Business occupation	1
Previous name(s) (note 3)		Nationality	į
Address (note 4)			_
		Date of birth (where applicable)	Į.
	Postcode	(note 6)	Į
Other directorships †			]
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	**************************************		1
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I consent to act as director of the co	mpany named on page 1		1
Signature	-	Nate	1

Please do not write in this margin

Please complete legibly, proferably in black type, or bold block lettering 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 3 & 7) SUSAN ELIZABETH STO	NEMAN
Previous name(s) (note 3) N/A	
Address (notes 4 & 7) U (CTORIA HOUSE,	
1, UICTORIA STREET,	
NORTHAMPTON	Postcode NNI 3NR
I consent to act as secretary of the company named on page 1  Signature SEStore	Date 16/9/8 8

Name (notes 3 & 7)		
Previous name(s) (note 3)		
Address (notes 4 & 7)	<u>-</u>	
	Postcode	<u>,                                    </u>
I consent to act as secretary of the com-	pany named on page 1	
Signatura	Date	

delete if the form is signed by the subcribers

Signature of agent on behalf of subsribers N/A

Date 16.9.88

delete if the form is signed by an agent on behalf of the subscribers.

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

	,
Signed	Date
_Signed	Date

2 2 SEP 1988

Companies Act 1985

Company Limited By Shares COMPANIES AEGISTRATION

### MEMORANDUM OF ASSOCIATION

of Kellary Limited

- 1. The name of the Company is Kellary Limited.
- 2. The Registered Office of the Company will be situate in England.
- 3. The objects for which the Company is established are:-
- To carry on business as general merchants and as (a) manufacturers, preparers for sale of and dealers in all kinds of raw materials, manufactured and semi-manufactured goods; builders and building contractors, civil engineers, contractors for the construction, maintenance, repair, decoration, alteration and demolition of buildings of all kinds; proprietors and lessors of commercial plant and premises, as mail order salesmen, wholesalers, retailers, and agents brokers importers, exporters, distributors of goods and services of all kinds; haulage contractors, carriers and transporters by land, sea and air of passengers, livestock, goods and materials of every description, freight agents, removers, storers and packers of goods, materials and property of every description, towage contractors, aircraft, tug, barge and ship owners. and charterers, proprietors and letters on hire of trucks, earth moving equipment, heavy vehicles of all kinds, and to be garage and service station proprietors and providers of a vehicle and vessel recovery service.
  - 2. To carry on business as wholesale and retail dealers in and agents or representatives for all manner of goods, products, processes, materials and services of any description either as principals or for or on behalf of any individual, firm, company, authority or other organisation, in any part of the world and to tender for and to place contracts or investments, to act as advertising and market research specialists, exhibition, conference and display contractors and promoters, hire purchase and general financiers, insurance and mortgage brokers and agents, labour contractors and advisors, to carry on employment, accommodation and travel agencies, to deal in office equipment, supplies and systems, to be consultants and advisors in efficiency techniques, business, office, personnel and works management, marketing, sales promotion and product design, business system organisers, business



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- transfer agents, advertising and publicity consultants and agents, journalists, printers, publishers and stationers.
- (b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
- (c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
- (d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities to
- (f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell propose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

- (h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, rirm or person including any holding company, subsidiary or fellow subsidiary company in any manner.
- (i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (1) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable or being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the business and

operations of any company in which the Company holds any such interest.

- (n) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (o) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (p) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

Minister of the South of the State of the St

- (q) To remunerate any person, firm or company rendering services to the Company either by cash payment or by allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (r) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- (s) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors of employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows,

children and other relatives and dependants of such perrons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

- (t) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (u) To procure the Company to be registered or recognised in any part of the world.
- (v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

Contract to the contract of th

- 4. The liability of the members is limited.
- 5. The share capital of the Company is £1,000 divided into 1,000 shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER

Keith Edward Lewington Victoria House Victoria Street Northampton NN1 3NR

Solicitor

One

Susan Elizabeth Stoneman Victoria House Victoria Street Northampton NN1 3NR

Secretary

One

JE Stom

Dated this 16th Systember 1988
Witness to the above Signatures:
Martin Christopher Gentile
Victoria Rowe,
Victoria Steet,
Northanipton NNI 3NX 6
Articled clerk

Martin Chamble

### Companies Act 1985

### Company Limited By Shares

### ARTICLES OF ASSOCIATION

### KELLARY LIMITED

#### PRELIMINARY

- 1. The Regulations contained in Table A of The Companies (Tables A to F) Regulations 1985 (referred to in these articles as "Table A") shall apply to the Company except to the extent that they are excluded or amended by the following clauses, which clauses together with the remaining clauses in Table A shall be the regulations of the Company.
- 2. Clauses 24; 50; 73 75; 80; 96; of Table 'A' shall not apply to the Company

### LIEN

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The lien conferred by Clause 8 of Table A shall attach to fully paid up shares, and to all shares 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. Clause 8 in Table A shall be modified accordingly.

### SHARES

- 4. The shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80(2) of the Companies Act 1985) of the Company to such persons and generally on such terms and in such manner as they think fit.
- 5. (a) The general authority conferred by Regulation 4 hereof shall extend to all relevant securities of the Company from time to time unissued during the currency of such authority. The general authority shall expire on the fifth anniversary of the adoption of these Articles unless varied or revoked by the Company in general meeting.

- (b) The Directors shall be entitled under the general authority conferred by Regulation 4 hereof to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.
- 6. Section 89(1) of the Companies Act 1985 shall not apply to any allotment of Shares in the Company.
- 7. Subject to the provisions of Chapter VII of the Companies Act 1985 the Company may
  - (a) issue any shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof;
  - (b) purchase its own shares (including any redeemable share) and;
  - (c) make any payment in respect of the redemption or purchase under Section 160 or (as the case may be) Section 162 of the Companies Act 1985 of any of its shares otherwise than out of distributable profits or the proceeds of a fresh issue of shares

### TRANSFER OF SHARES

8. The Directors may in their absolute discretion and without assigning any reason therefor refuse to register the transfer of any share, whether or not it is fully paid.

### **DIRECTORS**

- 9. Unless and until otherwise determined by the Company in general meeting the number of Directors shall not be more than seven, but need not exceed one. The first directors will be the person or persons named in the statement delivered to the Registrar of Companies in accordance with section 10(2) of the Companies Act 1985.
- 10. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles or by Table A.
- 11. A Director shall not be required to hold any share qualification but he shall be entitled to receive notice of and attend and speak at any General Meeting of the Company.
- 12. Any person may be appointed or elected Director whatever his age. and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy or any other age.

- 13. The Directors may by power of attorney or otherwise, appoint any company, firm, person or body of persons to be the agent of the company and Clause 71 of Table A shall be modified accordingly.
- 14. The Chairman shall not in the event of an equality of votes at any General Meeting of the Company, or at any meeting of the Directors or of a Committee of Directors have a second or casting vote. Clause 50 in Table A shall not apply to the Company and Clause 88 in Table A is modified accordingly.

### DISQUALIFICATION OF DIRECTORS

- 15. The office of Director shall be vacated if the Director:
  - (a) ceases to be a Director by virtue of any provision of the Companies Act 1985 or he becomes prohibited by law from being a Director; or
  - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) becomes incapable by reason of mental disorder, illness, or injury of managing and administering his property or affairs; or

(d) resigns his office by notice in writing to the Company.

### BORROWING POWERS

16. 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 80 of the Companies Act 1985 to issue Debentures, Debenture Stock and other securities whether a outright or as security for any debt liability or obligation of the Company or of any third party.

### POWERS AND DUTIES OF DIRECTORS

17. A Director may vote as a Director in regard to any contract or arrangement in which he, or any person with whom he is connected, is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration and Clauses 94 and 95 of Table A shall be modified accordingly.

### NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Keith Edward Lewington Victoria House Victoria Street Northampton VNN1 3NR

Solicitor

Susan Elizabeth Stoneman Victoria House Victoria Street Northampton NN1 3NR

Secretary

SEST

Dated this 16/2 Santanbor 1981 Witness to the above Signatures:

Murtin Christopher Gamble, Victoria House, 1. Victoria Rocal,

Northampton, NVI BUR

Articled clerk

Martin C. Sandle

## FILE COPY



# CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2301812

I hereby certify that

KELLARY LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,

Cardiff the 3 OCTOBER 1988

MRS E. LINEN

an authorised officer





### Notice of accounting reference date (to be delivered within 6 months of incorporation)



Please do not write in this margin

Pursuant to section 224 of the Companies Act 1985

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

of company

To the Registrar of Companies (Address overleaf)

Name of company

Company number For official use 2301812

\* insert full name

KELLARY LIMITED

gives notice that the date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

**important** The accounting reference date to be entered alongaldo should be completed as in the following examples:

5 April Month

0 5 0 4

30 June Day Month

3 0 0 6

31 December Month Day

3 1 1 2

Day Month

3112

‡ Insort Director. Secretary, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

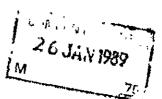
ndakeroleDesignation + Director

10.1.89 Date

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

Shoosmiths & Harrison 53 The Green. BANBURY.

Oxon. Ref: JES/SM For official Use General Section



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### SPECIAL RESOLUTION OF THE MEMBERS

IN GENERAL MEETING OF KELLARY LIMITED

FEE & PAID

PANIES HOUSE

Made this

1000

day of game

1987.

Upon the unanimous vote of the Members of Kellary Limited. it was resolved that the name of the Company be changed to Merchant Tiler Limited.

(Chairman)



We Shoosmiths & Harrison, Solicitors, of 53 The Green, Banbury, Oxfordshire, hereby certify this to be a true copy of the original.

Signed Sels....

Dated...25. .... 89....

COMPANIES HOUSE 26 JAN 1989
M
498748

### FILE COPY



# CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2301812

I hereby certify that

KELLARY LIMITED

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

**MERCHANT TILER LIMITED** 

Given under my hand at the Companies Registration Office, Cardiff the 7 FEBRUARY 1989

ella. ellassa.

an authorised officer

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### Second Annual General Weeting of Merchant Tiler Ltd

Minutes of the Companys Annual General Meeting

held on Thursday 25th April 1991, at Adderbury

Present:

R Bucha nan

T.C.N Kneale

G.R.W Digby (secretary)

The notice was taken as read.

The following resolutions were proposed by the chairman and in all cases passed unanimously.

### ORDINARY BUSINESS

It was resolved to receive and adopt the Directors Report and Accounts for the year ended 31st December 1990.

### 2. SPECIAL RESOLUTION

To exclude the appointment of auditors to a dormant company.

It was <u>RESOLVED</u> by special resolution THAT the Company, having satisfied provisions of section 250 of the Companies Act 1985, relating to dormant companies, be exempt from the Provisions of Part VII of that Act relating to the audit of accounts.

### 3. PLECUTVE RESOLUTION

It is hereby unanimously resolved as an elective resolution in accordance with section 37-9A of the Companies Act 1985 ("The Act"),

### THAT

- a) The provisions of Section 80A of the Act shall apply instead of the provisions of Section 80 (4) and (5) of the act, in relation to the giving of renewal, after the passing of this resolution, of an authority under the said section 80.
- b) The company hereby elects:

  (i) Pursuant to section 252 after Act, to dispense with the laying of accounts before the company in general meeting.

(ii) Pursuant to section 366A of the Act, to dispense with the holding

of annual general meetings; and (iii) Pursuant to section 386 of the Act, to dispense with the obligation to appoint auditors annually.

There being no further business the meeting was closed.

Signed; Chairman..... Director ...... Sec; GRW Digby

Dated: 5th September 1991

GRAN DIGBY THE

# Second Annual General Meeting of Merchant Tiler Ltd

Minutes of the Companys Annual General Meeting

held on Thursday 25th April 1991, at Adderbury

R Bucha nan Present:

T.C.N Kneale

G.R.W Digby (secretary)

The notice was taken as read.

The following resolutions were proposed by the chairman and in all cases passed unanimously.

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## SPECIAL RESOLUTION

To exclude the appointment of auditors to a dormant company.

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(i) Pursuant to section 252 after Act, to dispense with the laying of b) The company hereby elects:

accounts before the company in general meeting.

(ii) Pursuant to section 366A of the Act, to dispense with the holding of annual general meetings; and

(iii) Pursuant to section 386 of the Act, to dispense with the obligation to appoint auditors annually.

There being no further business the meeting was closed.

Signed; Chairman..... Director!

Dated; 5th September 1991

Sec; GRW Digby