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COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use

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2532541

Name of company

* BROOMCO (406) LIMITED

* Insert full
name of Company

I, ANDREW JOHN REVITT

of 138 CHORLEY ROAD

FULWOOD

SHEFFIELD S10 3RN

† delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it 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 NORFOLK ROW, SHEFFIELD
IN THE COUNTY OF SOUTH
YORKSHIRE

Declarant to sign below

the 1ST day of AUGUSTOne thousand nine hundred and NINETYbefore me J. Stittle

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

JONATHAN M. STITTLE
SOLICITOR
TAYLOR & EMMET
NORFOLK ROW,
SHEFFIELD

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

IAM/AJR

DIBB LUPTON BROOMHEAD AND
PRIOR

FOUNTAIN PRECINCT

BALM GREEN

SHEFFIELD S1 1RZ

For official Use
New Companies Section

Post room

COMPANIES HOUSE

8 AUG 1990

M

43



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COMPANIES FORM No. 10

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

To the Registrar of Companies

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

For official use

*Insert full name
of company

Name of company

* BROOMCO (406) LIMITED

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

FOUNTAIN PRECINCT	
BALM GREEN	
SHEFFIELD	
Postcode	S11RZ

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

DIBB LUPTON BROOMHEAD AND PRIOR	
FOUNTAIN PRECINCT	
BALM GREEN	
Postcode	S1 1RZ

Number of continuation sheets attached (see note 1)

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

IAM/AJR
DIBB LUPTON BROOMHEAD AND
PRIOR
FOUNTAIN PRECINCT

For official use

General Section

Post room

COMPANIES HOUSE

8 AUG 1990

M

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 (note 2) are as follows:

Name (note 3) ANDREW JOHN REVITT			Business occupation	
			SOLICITOR	
Previous name(s) (note 3)			Nationality	
Address (note 4) 138 CHORLEY ROAD			BRITISH	
FULWOOD			Date of birth (where applicable)	
SHEFFIELD		Postcode	(note 6)	
		S10 3RN		
Other directorships†				
BROOMCO (396) LIMITED BROOMCO (397) LIMITED				
BROOMCO (398) LIMITED BROOMCO (399) LIMITED				
BROOMCO (400) LIMITED BROOMCO (401) LIMITED				
BROOMCO (402) LIMITED BROOMCO (403) LIMITED				
BROOMCO (404) LIMITED				
I consent to act as director of the company named on page 1				
Signature <i>Andrew Revitt</i>			Date 31.7.90	

Please do not write in this margin

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3) NEIL LLOYD THOMPSON			Business occupation	
			SOLICITOR	
Previous name(s) (note 3)			Nationality	
Address (note 4) THOMPSON TOWERS			BRITISH	
6 ENDWOOD ROAD			Date of birth (where applicable)	
SHEFFIELD		Postcode	(note 6)	
		S7 2LZ		
Other directorships†				
I consent to act as director of the company named on page 1				
Signature <i>Neil Lloyd Thompson</i>			Date 31.7.90	

Name (note 3)			Business occupation	
Previous name(s) (note 3)			Nationality	
Address (note 4)				
			Date of birth (where applicable)	
		Postcode	(note 6)	
Other directorships†				
I consent to act as director of the company named on page 1				
Signature			Date	

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:

Please do not write in this margin

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

Name (notes 3 & 7) NEIL LLOYD THOMPSON	
Previous name(s) (note 3)	
Address (notes 4 & 7) THOMPSON TOWERS	
6 ENDOWOOD ROAD	
SHEFFIELD	Postcode S7 2LZ
I consent to act as secretary of the company named on page 1	
Signature <i>Neil Thompson</i>	Date 31.7.90

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

Delete if the form is signed by the subscribers.

<i>Dibb Lupton Broomhead & Prior</i> DIBB LUPTON BROOMHEAD AND PRIOR	
Signature of agent on behalf of subscribers	Date 31.7.90

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
Signed	Date
Signed	Date
Signed	Date
Signed	Date

Company No.

THE COMPANIES ACT 1985

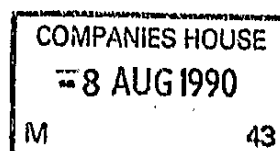
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

BROOMCO (406) LIMITED

1. The name of the Company is Broomco (406) Limited.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (1) To carry on business as a general commercial company: that is to say, -
 - (a) to carry on any trade or business whatsoever and
 - (b) to do all such things as are incidental or conducive to the carrying on of any trade or business.
 - (2) (a) To guarantee support or secure whether by personal obligation or covenant or by mortgaging or charging all or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by any one or more or all of such methods or by any other method the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of, and premiums, interest, dividends, and other moneys payable on or in respect of, any debentures, debenture stock, loan stock, shares or other securities, liabilities or obligations of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company, as defined by Section 736 of the Companies Act 1985, (as re-enacted by the Companies Act 1989 or any subsequent re-enactment or amendment thereof) or a subsidiary undertaking or parent undertaking (as defined by section 258 of the Companies Act 1985 or any re-enactment or amendment thereof) of the Company, or



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another subsidiary of such holding company, or otherwise associated with the Company in business or through shareholdings;

- (b) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time Directors or officers of or in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or any such subsidiary or of any company which is a predecessor in business of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid;
- (c) To purchase and maintain insurance cover for Directors and other officers or auditors of the Company against any liability to the Company or to any other person against any negligence, default, breach of duty or breach of trust;
- (d) To make donations gifts or contributions of any kind to any organisation club society whatsoever; and
- (d) To pay or settle any claims made against the Company whether legally enforceable or not;

and to do any of the foregoing either with or without receiving any payment or other consideration or benefit therefor and either in connection with any other business, activity or transaction or by itself.

- (3)(a) Each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.
- (b) The word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited.

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

We, the several persons whose names, addresses and descriptions are subscribed hereto, 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, ADDRESSED AND DESCRIPTIONS
OF SUBSCRIBERS

NUMBER OF SHARES
TAKEN BY EACH
SUBSCRIBER

ANDREW JOHN REVITT
138 CHORLEY ROAD
SHEFFIELD
S10 3RN

ONE

Andrew Revitt

Solicitor

Neil Thompson

NEIL LLOYD THOMPSON
THOMPSON TOWERS
6 ENDWOOD ROAD
SHEFFIELD
S7 2LZ

ONE

Solicitor

Dated the 31 day of July 1990

Witness to the above signatures:-

CHRISTINE PHILLIPS
THE FOUNTAIN PRECINCT
BALM GREEN
SHEFFIELD
S1 1RZ

C.A. Phillips

Secretary

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BROOMCO (406) LIMITED

PRELIMINARY

1. The Company is a private company and the following regulations and (subject as provided in these Articles) the regulations contained in Table A in the Schedule to the Companies (Tables A-F) Regulations 1985 (in these Articles called "Table A") shall constitute the regulations of the Company.
2. Regulations 8, 24, 73 to 80 (inclusive), 87, 94 to 97 (inclusive) and 101 of Table A shall not apply to the Company.

LIEN

3. The Company shall have a first and paramount lien on every share (whether fully paid or not) registered in the name of any member (whether solely or jointly with others) for all debts or liabilities due from such member or his estate whether solely or jointly with any other person (whether or not a member) and whether or not such debts or liabilities are presently payable or dischargeable. The Company's lien on a share shall extend to all dividends or other moneys and rights payable thereon or accruing thereto or in respect thereof.

SHARES

4. Subject to the provisions of these Articles and the Companies Act 1985 the Directors may allot, grant options over or otherwise dispose of the shares in the original capital and any new shares that may be created to such persons at such times and on such terms as they think proper and the provisions of Section 89 sub-section (1) and Section 90 of the Companies Act 1985 shall not apply to the allotment of any shares in the Company.

5. The Company in general meeting may give the Directors any authority required under Section 80 of the Companies Act 1985 in respect of relevant securities as defined in that section and any such authority may be general or for a particular exercise of the powers requiring such authority and may be unconditional or subject to conditions; provided that any such authority shall state the maximum number of relevant securities to which it applies and the date being not more than five years from the date of the passing of the resolution granting the authority on which the authority will expire.

TRANSFER OF SHARES

6. 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.

GENERAL MEETINGS

7. In regulation 41 of Table A the words "and if at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, or if during an adjourned meeting such a quorum ceases to be present, the meeting shall stand dissolved" shall be added after the words "directors may determine".
8. A poll may be demanded at any general meeting by any one member present in person or by proxy and entitled to vote. Paragraph (b) of regulation 46 of Table A shall be modified accordingly and paragraphs (c) and (d) thereof shall not apply.

DIRECTORS

9. A Director including an alternate Director shall not require a share qualification, but nevertheless shall be entitled to attend and speak at any general meeting of, and at any separate meeting of the holders of any class of shares in, the Company.
10. A Director (including an alternate Director) who has duly declared his interest therein may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted, and he shall be counted in the quorum when any such contract or arrangement is under consideration.
11. Any Director who, being so requested by the Directors, performs special or extraordinary services on behalf of the Company, or who travels to or resides in any place other

than where he usually resides for the purpose of discharging his duties, may be paid such extra remuneration (whether by way of lump sum, salary, commission or participation in profits or otherwise) as the Directors may determine.

12. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an additional Director.
13. A member or members holding a majority in nominal amount of the issued Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors, either to fill a casual vacancy or as an addition to the existing Directors and to remove from office any Director howsoever appointed. Every such appointment or removal shall be in writing or signed by or on behalf of the member or members making the same and shall take effect upon delivery at the registered office of the Company.
14. The Company may at any time and from time to time by Ordinary Resolution appoint any person or persons to be a Director or Directors, either to fill a casual vacancy or as an addition to the existing Directors and, without prejudice to the provisions of the Act, may at any time remove a Director from office provided that any such removal shall be without prejudice to any claim such Director may have for breach of any contract of service between him and the Company.
15. No Director shall be required to vacate his office as a Director and no person shall be disqualified from being appointed as a Director by reason of his attaining or having attained the age of seventy.
16. The last sentence of regulation 84 of Table A shall not apply.

DIRECTORS' GRATUITIES AND PENSIONS

17. The Directors may grant retirement pensions or annuities or other gratuities or allowances, including allowances on death, to any person or to the widow of or dependants of any person in respect of services rendered by him to the Company whether as managing director or in any other office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company or any predecessor in business of the Company or of any such subsidiary, notwithstanding that he may be or may have been a Director of the Company and the Company may make payments towards insurance or trusts for such purposes in respect of such person and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person.

INFORMATION

18. It shall be the duty of any member of the Company upon request by the Directors to furnish all information in his possession or power (supported if required by the Directors by a statutory declaration) relating to or which in the opinion of the Directors might relate to the status of the Company as a close company within the meaning of section 414 of the Income and Corporation Taxes Act 1988 or any statutory modification or re-enactment thereof. If a member shall fail to comply with any request by the Directors hereunder to the satisfaction of the Directors within a period of three months from the date of any such request, no dividends declared upon any shares in the Company held by him shall be paid to such member until he shall have so complied, but all such dividends shall in the meantime be retained by the Company without any liability to pay interest thereon.

THE SEAL

19. The seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed or which is intended to take effect as if executed under the seal and unless otherwise so determined any such instrument may be signed by any Director and by the secretary or by any two Directors.

INSURANCE

20. If the Directors so determine the Company shall purchase and maintain policies of insurance providing insurance cover up to such limit or limits as the Directors may decide for the Directors or any of them and any other officer or auditor of the Company against liability to the Company for any loss caused by reason of the negligence, default, breach of duty or breach of trust by any Director or other officer or auditor.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ANDREW JOHN REVITT
138 CHORLEY ROAD
SHEFFIELD
S10 3RN

Andrew Revitt

SOLICITOR

Neil Thompson

NEIL LLOYD THOMPSON
THOMPSON TOWERS
6 ENDWOOD ROAD
SHEFFIELD
S7 2LZ

SOLICITOR

Dated the 31 day of July 1990

Witness to the above signatures:-

CHRISTINE PHILLIPS
THE FOUNTAIN PRECINCT
BALM GREEN
SHEFFIELD
S1 1RZ

Ch. Phillips

SECRETARY

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

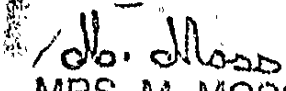
No. 2532541

I hereby certify that

BROOMCO (406) 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 20 AUGUST 1990


MRS. M. MOSS

an authorised officer

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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

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2532541

Name of company

* BROOMCO (406) LIMITED

*Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 14th December 1990 the nominal capital of the company has been
increased by £ 124,900 beyond the registered capital of £ 100.

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

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

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

the 499,600 new shares of 25p each to rank pari passu
with the existing ordinary shares of 25p in the capital
of the Company.

Please tick here if
continued overleaf
☐
Insert Director,
Secretary,
Administrator,
Administrative
Receiver or Receiver
(Scotland) as
appropriate

Signed

*Andrew J. Pickett*Designations DIRECTOR Date 14.12.90

Presenter's name, address and
reference (if any): ABP/SJW/JAB

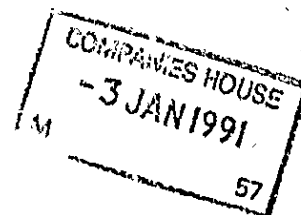
**DIBB LUPTON
BROOMHEAD
and PRIOR
—SOLICITORS—**

Four Oaks Project, Park Green, Sheffield S1 1RZ
Tel: 0114 276 1111 Fax: 0114 276 1111
100-100-100-100 Fax: (0114) 700568

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General section

Post room



The Solicitors' Law Stationery Society plc, 24 Gray's Inn Road, London WC1X 3HR

Companies G123

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COMPANIES FORM No. 122

**Notice of consolidation, division,
sub-division, redemption or
cancellation of shares, or conversion,
re-conversion of stock into shares****122**Please do not
write in
this margin

Pursuant to section 122 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering*Insert full name
of company

To the Registrar of Companies

For official use Company number

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2532541

Name of company

* BROOMCO (406) LIMITED

gives notice that:

On 14th December 1990 the authorised share capital of the
Company of £100 was sub-divided into 400 ordinary shares
of 25p each.

Insert Director,
Secretary,
Administrator,
Administrative
Receiver or Receiver
(Scotland) as
appropriate

Signed

*Andrew Reist*DIRECTOR
Designation Date

14.12.90

Presentor's name, address and
reference (if any): ABP/SJW/JAB**DIBB LUPTON
BROOMHEAD
and PRIOR
— SOLICITORS —**Fountain Practice, Park Green, Sheffield S1 1RZ
Telephone 0114 276 1111 Fax 0114 276 566
MEX 10521 0114 276 1111 Fax (0114) 700568For official use
General Section

Post room

COMPANIES HOUSE

-3 JAN 1991



The Solicitors' Law Stationery Society plc, 24 Gray's Inn Road, London WC1X 8HR

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COMPANIES FORM No. 224

Notice of accounting reference date (to be delivered within 9 months of incorporation)

224

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989

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

To the Registrar of Companies
(Address overleaf)

Company number

2532541

Name of company

* BROOMCO (406) LIMITED

* Insert full name
of company

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 along-
side should be
completed as in the
following examples:

Day Month

3 1 1 2

5 April

Day Month

0 5 0 4

30 June

Day Month

3 0 0 6

31 December

Day Month

3 1 1 2

† Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

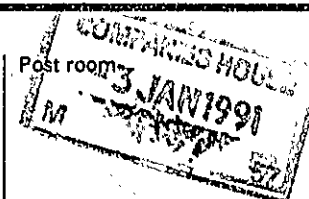
Signed

Designation† DIRECTOR

Date 14.12.90

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

For official use
O.E.B.



The Companies Act 1948 to 1989

Company Limited by Shares

Company Number 2532541

BROOMCO (406) LIMITED

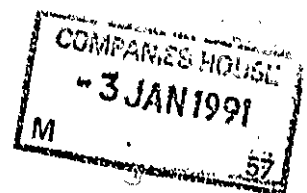
At an Extraordinary General Meeting of the Company held on the 17th day of December 1990 the following resolution was passed as a special resolution:

SPECIAL RESOLUTION

THAT the Company issue a guarantee in favour of the Bank of Scotland of the obligations of Broomco (419) Limited and Broomco (422) Limited in the form of a guarantee now produced to the meeting and initialled for identification purposes by the Chairman of the meeting which guarantee shall hereby be approved.

Robert Athinso

CHAIRMAN



Company No. 2532541

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

COPY RESOLUTIONS

of

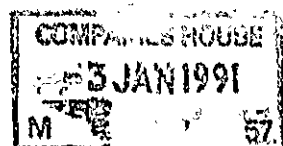
BROOMCO (406) LIMITED

(Pursuant to Section 380 of the Companies Act 1985)

At an extraordinary general meeting of the above Company duly convened and held on *14th December* 1990 the following resolutions were duly passed as a Special Resolution and as Ordinary Resolutions of the Company:

ORDINARY RESOLUTIONS

1. THAT each of the existing 100 ordinary shares of £1 each in the capital of the Company be divided into four ordinary shares of 25p each.
2. THAT the authorised share capital of the Company be increased from £100 to £125,000 by the creation of an additional 499,600 ordinary shares of 25p each in the capital of Company, such shares to rank pari passu in all respects with the ordinary shares of 25p each in the capital of the Company created by resolution 1 above.
3. THAT for the purposes of Section 80 of the Companies Act 1985 (the "Act") the directors be and they are hereby



generally and unconditionally authorised for a period of five years from the date of the passing of this resolution to allot relevant securities (as defined in Section 80(2) of the Act) up to the amount of the authorised share capital as increased by resolution 2 above.

SPECIAL RESOLUTION

4. THAT the Articles of Association of the Company be amended by the deletion of the existing Articles of Association and the adoption of new Articles of Association in the form of the draft attached hereto and signed by a director of the Company for the purpose of identification.

Arthur Barrett

CHAIRMAN

NLT
Company No. 2532541

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION
OF

BROOMCO (406) LIMITED

(As adopted by special resolution passed on 14th December 1990)



THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

OF

BROOMCO (406) LIMITED

(As adopted by special resolution passed on December 1990)

PRELIMINARY

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
2. In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
3. In these Articles references to "the directors" means the board of directors of the Company from time to time.
4. Regulations 2, 8, 17, 24, 50, and 73 to 80 inclusive, of Table A shall not apply to the Company.

SHARE CAPITAL

5. The Company shall not have power to issue share warrants to bearer.
6. The authorised share capital of the Company (at the date of adoption of these Articles) is £125,000, divided into 500,000 ordinary shares of 25p each.
7. The maximum amount of relevant securities (as defined by Section 80(2) of the Act) which the directors may allot, grant options or subscriptions or conversion rights over or otherwise deal with or dispose of shall be the authorised but as yet unissued share capital of the Company at the date of adoption of these Articles. The authority conferred on the directors by this Article shall expire on the day preceding the fifth anniversary of the date of adoption of these Articles.
8. The Company may from time to time by special resolution, whether or not all the shares for the time being authorised shall have been issued or all the shares for the time being issued have been fully paid up, increase its share capital by new shares of such amount as the special resolution prescribes.
9. Save as provided in article 7 the directors shall have no power to issue unissued shares and shall not allot, grant options or subscriptions or conversion rights over or otherwise dispose of the same.
10. The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time and in respect of that share, and the Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all monies owing to the Company from him or his estate either alone or jointly with any other person whether as a member or not and whether such monies are presently payable or not. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this article. The Company's lien on a share shall extend to any amount payable in respect of it.

TRANSFER OF SHARES

11. The instrument of transfer of any share shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof, provided that in the case of a partly-paid share the instrument of

transfer must also be executed by or on behalf of the transferee.

12. No transfer of any shares or any interest in any shares shall be made by any member unless the following provisions are complied with in respect of such transfer:

(A) Any member, or person entitled to shares by way of the bankruptcy of any member, who wishes to transfer shares or any interest in shares (the "Vendor") shall give to the Company notice thereof in writing (the "Transfer Notice") stating the number of shares concerned (the "Sale Shares") and the price (the "Sale Price") at which the Vendor shall propose to transfer shares or any interest in shares. Subject as hereinafter mentioned, a Transfer Notice shall constitute the directors as the Vendor's agents for the sale of all (but not less than all unless the Vendor shall otherwise specify) the Sale Shares at the Sale Price.

(B) Following the receipt of the Transfer Notice from the Vendor, the directors shall forthwith by notice in writing offer to the other members the Sale Shares at the Sale Price pro rata to their existing holdings. Such offer shall be open for a period of 28 days from the date of the notice (the "Acceptance Period") and shall request each of the other members to notify the directors whether they wish to apply for any of the Sale Shares not acquired by any of the other members. If the other members shall within the Acceptance Period apply for all or (if the Vendor shall state that he shall be willing to sell less than all of the Sale Shares) any of the Sale Shares the directors shall allocate the Sale Shares or (if the Vendor shall state that he shall be willing to sell less than all of the Sale Shares) such of the Sale Shares as are applied for amongst the other members, in the case of competition in proportion to their then existing holdings of shares in the capital of the Company (as nearly as may be without involving fractions or increasing the number allocated to any applicant beyond that applied for by such applicant) provided that any Sale Shares not acquired by any member shall be allocated to any member or members who shall notify the directors that he wishes to apply for Sale Shares not acquired by the other members, in the case of competition in proportion to their then existing holdings.

(C) If within the Acceptance Period the other members (the "Transferees") accept the offer of all or (if

the Vendor shall state that he shall be willing to sell less than all of the Sale Shares) any of the Sale Shares at the Sale Price the directors shall forthwith give notice in writing (the "Acceptance Notice") of such acceptance to the Vendor and shall specify in such notice the place and time (being not earlier than 7 and not later than 28 days after the date of the Acceptance Notice) at which the sale of the Sale Shares or such of the Sale Shares as are applied for shall be completed.

(D) The Vendor shall be bound to transfer the Sale Shares or such of the Sale Shares as are applied for to the Transferees at the time and place specified in the Acceptance Notice and payment of the Sale Price for the Sale Shares or such of the Sale Shares as are applied for shall be made to the directors as agents for the Vendor. If the Vendor shall fail to transfer the Sale Shares or such of the Sale Shares as are applied for the chairman of the Company or some other person appointed by the directors shall be deemed to have been appointed attorney of the Vendor with full power to execute, complete and deliver, in the name and on behalf of the Vendor, a transfer of the Sale Shares or such of the Sale Shares as are applied for to the Transferees against payment of the Sale Price to the Company. On payment of the Sale Price to the Company the Transferees shall be deemed respectively to have obtained a good discharge for such payment and on execution and delivery of the transfers the Transferees shall be entitled to insist upon their respective names being entered in the register of members as the holders by transfer of the Sale Shares or such of the Sale Shares as are applied for. The Company shall forthwith pay the price into a separate bank account in the Company's name and shall hold such price in trust for the Vendor subject to applying the same on its behalf in settling any fees or expenses falling to be borne by the Vendor. After the names of the Transferees have been entered in the register of members in purported exercise of the aforesaid powers the validity of the proceedings shall not be questioned by any person.

(E) If the offer for the Sale Shares at the Sale Price is not accepted at all or is accepted in part only by the Transferees within the Acceptance Period then the Vendor for a period of 3 months thereafter shall be at liberty to transfer:

(i) if the Vendor shall not state that he is willing to sell less than all of the Sale Shares, all or the Sale Shares; or

- (ii) if the Vendor shall state that he is willing to sell less than all of the Sale Shares, such of the Sale Shares as are not applied for by the Transferees

to any persons at a price not being less than the Sale Price provided that the directors may require to be satisfied that such Sale Shares are being transferred in pursuance of a bona fide sale for the consideration stated in the transfers without any deduction, rebate or allowance of any kind to the purchasers and if not so satisfied may refuse to register the relevant instruments of transfer.

- (F) Notwithstanding the foregoing provisions of this Article the directors may decline to register any transfer of any share on which the Company has a lien.

- (G) The restrictions on transfer contained in this article shall not apply to:

- (i) any transfer approved in writing by members holding not less than 75 per cent of the issued share capital of the Company; or

- (ii) any transfer by a corporate member to an associated company (that is to say any holding company or wholly owned subsidiary of such corporate member and any other wholly owned subsidiary of any such holding company); provided always that if the transferee company subsequently ceases to be a wholly owned subsidiary of such holding company the transferee company shall be deemed to have given a Transfer notice immediately prior to that event in respect of all shares so transferred; or

- (iii) any transfer by a corporate member to a company formed to acquire the whole or a substantial part of the undertaking and assets of such corporate member as part of a scheme of amalgamation or reconstruction; or

- (iv) any transfer by a member to the trustee or trustees for the time being of a trust (a "Family Trust") established by a member under which no immediate beneficial interest is for the time being vested in any person other than a member

or the spouse, widow or widower, children or remoter issue of a member or the spouse, widow or widower of such children or remoter issue; or

(v) (where shares have been transferred to or subscribed for by trustees of a Family Trust) any transfer of shares on the change of trustees of the Family Trust concerned; or

(vi) any transfer of shares by the trustees of a Family Trust to (if applicable) the member who transferred such shares to the trustees or to any beneficiary or beneficiaries of the Family Trust concerned; or

(vii) any transmission of shares to the personal representatives of a deceased member and any subsequent transfer of such shares by the personal representatives of such deceased member to the person or persons entitled to such shares upon the death of such member;

provided that it must be proved to the reasonable satisfaction of the directors that the transfer bona fide falls within one of these exceptions.

(H) For the purposes of this Article and other relevant provisions of these Articles the following shall be deemed (without limitation) to be service of a Transfer Notice:

(i) any direction (by way of renunciation nomination or otherwise) by a member entitled to an allotment or transfer of shares to the effect that such shares or any of them be allotted or issued or transferred to some person other than himself; or

(ii) any sale or other disposition of any beneficial interest in a share (whether or not for consideration or otherwise) by whomsoever made and whether or not effected by an instrument in writing.

(I) If any member of the Company enters into a transaction of the kind referred to in paragraph (H) of this Article or otherwise attempts to transfer any shares otherwise than in accordance with this Article, or in the case of a corporate member enters into liquidation (except a members'

voluntary liquidation for the purpose of reconstruction or amalgamation) or suffers an administrative receiver or receiver to be appointed over all or any of its assets or suffers an administration order to be made against it, such member shall be deemed to have given a Transfer Notice in respect of all shares held by such member or by any nominee for him respectively immediately prior to that event. In the event of a member being deemed to have given a Transfer Notice the Sale Price of the shares comprised in the Transfer Notice shall be such amount as the directors and the member concerned shall agree or in default of agreement, such amount as an independent chartered accountant (the "Accountant") to be agreed by the directors and the member concerned or in default of agreement appointed by the President for the time being of the Institute of Chartered Accountants of England and Wales on the application of the directors or the member concerned, shall certify in his opinion the fair value thereof as at the date of the deemed Transfer Notice as between a willing seller and a willing buyer contracting on arm's length terms, having regard to the fair value of the business of the Company and its subsidiaries as a going concern but without taking into account (if it be the case) that the shares comprised in the deemed Transfer Notice constitute a minority interest. The Accountants certificate shall be binding upon the Company and all members.

- (J) For the purpose of ensuring that a transfer of shares is duly authorised hereunder, or that no circumstances have arisen whereby a Transfer Notice is deemed to have been given hereunder, the directors may require any member or the legal representatives of a deceased member or the liquidator of any corporate member or any person named as transferee in any transfer lodged for registration, to furnish to the Company such reasonable information or evidence as the directors may think fit regarding any matter they deem relevant to such purpose. Failing such information or evidence being furnished to the satisfaction of the directors within a reasonable time after such request, the directors shall be entitled to refuse to register the transfer in question or (in case no transfer is in question) to require by notice in writing that a Transfer Notice be given in respect of the shares concerned, and they may likewise so require if any such information or evidence discloses that a Transfer Notice ought to be given in respect of any shares. If the directors do so require and the notice is not duly given within one month from the date of its being so required,

such notice shall be deemed to have been given at the expiration of such period and the provisions of this article shall take effect accordingly.

- (K) Subject to paragraph (J) of this article the directors shall register any transfer made pursuant to or permitted by the foregoing provisions of this article, but shall refuse to register any other transfer.

SALE

- 13 (A) If any person (the "Offeror") not being a member or director of the Company or a person connected (within the meaning of section 839 of the Income and Corporation Taxes Act 1988) with any member or director of the Company shall make a bona fide offer to acquire the entire issued share capital of the Company and the holder or holders of not less than three quarters of the issued share capital of the Company at such time shall decide to accept such offer in respect of the shares held by them, the holder or holders of such shares may by notice in writing to the other members require the other members to sell the shares in the Company held or to be acquired by them to the Offeror provided that the Offeror shall offer the same price per share to all members.
- (B) If any member shall make default in transferring any shares pursuant to the provisions of this Article the Company may receive the price for the shares and the board of directors may appoint some person to execute instruments of transfer of such shares in favour of the Offeror and shall thereupon cause the name of the Offeror to be entered in the register of members of the Company as the holder of such shares and the Company shall hold the price in trust for the transferor. The receipt of the Company shall be a good discharge to the Offeror and after his name shall have been entered in the register of members of the Company in exercise of the aforesaid power the validity of the transactions shall not be questioned by any person.

GENERAL MEETINGS

14. In regulation 41 of Table A the words "and if at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, or if during an adjourned meeting such a quorum ceases to be present, the meeting shall stand dissolved" shall be added after the words "directors may determine".

15. A poll may be demanded at any general meeting by any one member present in person or by proxy and entitled to vote. Paragraph (b) of regulation 46 of Table A shall be modified accordingly and paragraphs (c) and (d) thereof shall not apply.

DIRECTORS

16. A Director including an alternate Director shall not require a share qualification, but nevertheless shall be entitled to attend and speak at any general meeting of the Company.
17. A Director (including an alternate Director) who has duly declared his interest therein may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted, and he shall be counted in the quorum when any such contract or arrangement is under consideration.
18. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an additional Director.
19. The Company may at any time and from time to time by Ordinary Resolution appoint any person or persons to be a Director or Directors, either to fill a casual vacancy or as an addition to the existing Directors and, without prejudice to the provisions of the Act, may at any time remove a Director from office provided that any such removal shall be without prejudice to any claim such Director may have for breach of any contract of service between him and the Company.
20. No Director shall be required to vacate his office as a Director and no person shall be disqualified from being appointed as a Director by reason of his attaining or having attained the age of seventy.

DIRECTORS' GRATUITIES AND PENSIONS

21. The Directors may grant retirement pensions or annuities or other gratuities or allowances, including allowances on death, to any person or to the widow of or dependants of any person in respect of services rendered by him to the Company whether as managing director or in any other office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company or any predecessor in business of the Company or of any such subsidiary, notwithstanding that he may be

or may have been a Director of the Company and the Company may make payments towards insurance or trusts for such purposes in respect of such person and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person.

ALTERNATE DIRECTORS

22. Any director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director so appointed by him. When an alternate director is also a director or acts as an alternate director for more than one director, such alternate director shall have one vote for every director so represented by him (in addition to his own vote if he is himself a director) and when so acting shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two.

DISQUALIFICATION OF DIRECTORS

23. Regulation 81 of Table A shall be amended by substituting for paragraphs (c) and (e) thereof the following provisions:

(c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director; or

(e) he is otherwise duly removed from office.

No director shall vacate his office or be ineligible for re-election, nor shall any person be ineligible for appointment as a director, by reason only of his attaining or having attained any particular age.

PROCEEDINGS OF DIRECTORS

24. The directors may subject to these Articles meet together for the despatch of business, and adjourn and otherwise regulate their meetings as they think fit.
25. Questions arising at any meeting of the directors or any committee shall be decided by a majority of votes of the directors present and the chairman shall have no second or casting vote and article 88 of Table A shall be modified accordingly.
26. Any Director or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference telephone or similar

communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

NOTICES

27. Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly.

INSURANCE

28. If the Directors so determine the Company shall purchase and maintain policies of insurance providing insurance cover up to such limit or limits as the Directors may decide for the Directors or any of them and any other officer or auditor of the Company against liability to the Company for any loss caused by reason of the negligence, default, breach of duty or breach of trust by any Director or other officer or auditor.

NAMES ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

1. ANDREW JOHN REVITT
 138 CHORLEY ROAD
 SHEFFIELD
 S10 3RN

SOLICITOR

2. NEIL LLOYD THOMPSON
 THOMPSON TOWERS
 6 ENDWOOD ROAD
 SHEFFIELD
 S7 2LZ

SOLICITOR

Dated this 31st day of July 1990

Witness to the above signatures:

CHRISTINE PHILLIPS
FOUNTAIN PRECINCT
BALM GREEN
SHEFFIELD
S1 1RZ

SECRETARY