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THE COMPANIES ACT, 1948

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COMPANIES HOUSE

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

Winkworth Machinery Limited

1. The name of the Company is WINKWORTH MACHINERY 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 either separately or in conjunction with one another all or any of the businesses of general engineering and machinery merchants, mechanical engineers, structural engineers, agricultural engineers, automobile engineers, electrical engineers, chemical engineers, water and gas engineers, manufacturers of agricultural implements and other machinery and mechanical appliances, toolmakers, iron founders, brass founders, metal workers, boiler-makers, millwrights, machinists, iron and steel converters, smiths, woodworkers, motor garage proprietors, motor body builders, builders, painters, metallurgists, printers, chemists, carriers, haulage contractors and merchants, and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, implements, rolling stock, engineering equipment and supplies of all kinds, motor and other vehicles of all kinds, and components thereof and hardware and general merchandise.
 - (B) To carry on any business relating to the winning and working of minerals, the production and working of metals and the production, manufacture and preparation of any other materials which may be usefully or conveniently combined with any branch of the engineering or manufacturing business of the Company or any contracts undertaken by the Company, to undertake and execute any contracts for works involving the supply, hiring or use of machinery and to carry out any ancillary or other works comprised in such contracts and to deal generally in machinery and machine supplies of all kinds.
 - (C) 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.

- (d) To purchase take on lease or by other means acquire any freehold leasehold or other property for any estate or interest whatever and any rights privileges or easements over or in respect of any property and any buildings, workrooms, shops, warehouses, factories, mills, works, machinery, engines, motors, rolling stock, plant, live and dead stock or things and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with or may enhance the value of any other property of the Company.
- (e) To purchase or by other means acquire and protect prolong extend and renew whether in the United Kingdom or elsewhere any copy-rights, patents, patent rights, trade marks, designs, rights of production, rights of publication or other rights, brevets d'invention, and licenses which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licenses or privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents inventions or rights which the Company may acquire or propose to acquire.
- (f) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, shops, factories, offices, works, machinery, engines and to clear sites for the same or to join with any person firm or company in doing any of the things aforesaid, and to work, manage and control the same or join with others in so doing.
- (g) To acquire and 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 this 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 any arrangement for sharing profits or for co-operation or for limiting competition or for mutual assistance with 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 or securities that may be agreed upon and to hold and retain or sell mortgage and deal with any shares, debentures or securities so received.
- (h) To promote any other Company or Companies for the purpose of its or their acquiring all or any of the property and rights and undertaking any of the liabilities of this Company or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of the property or business of this Company and to pay all the expenses of or incidental to such promotion.
- (i) To manufacture sell treat and deal in all kinds of commodities substances materials articles and things necessary or useful for carrying on any of the businesses of the Company or in or for any of the operations of the Company.
- (j) To sell or otherwise dispose of the whole or any part of the undertaking 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.
- (k) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.

- (L) To lend money to persons or companies on such terms as may seem expedient, and in particular to customers and others having dealings with the Company and to guarantee the performance of contracts by any such persons.
- (M) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and to secure the repayment of any money borrowed or raised by mortgage charge or lien upon the undertaking and 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 or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (N) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
- (O) To improve, manage, cultivate, develop, exchange, let on lease, or otherwise mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
- (P) To subscribe for, take, purchase or otherwise acquire and hold any shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted, so as directly or indirectly to benefit this Company.
- (Q) To act as agents or brokers and as trustees for any person firm or company, and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents brokers sub-contractors or others.
- (R) To remunerate any person firm or company rendering service to the Company whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (S) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation registration and advertising of or raising money for the Company and the issue of its capital including brokerage and commission for obtaining application for or taking, placing or underwriting shares debentures or debenture stock.
- (T) To enter into any arrangement with any government or authority supreme municipal local or otherwise and to obtain from any such government or authority any rights concessions or privileges that may seem conducive to the attainment of the Company's objects or any of them.
- (U) To establish and support or aid in the establishment and support of clubs, associations, funds, trusts and conveniences calculated to benefit existing or former employees Officers or Directors of the Company or the dependents or connections of such persons, and to grant pensions and allowances and to make payments towards insurance, and generally to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.

(4)

- (v) To distribute among the Members of the Company in kind any of the property of the Company, and in particular any shares debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (w) To carry out all or any of the foregoing objects as Principals or agents or in partnership, co-operation or conjunction with any other person firm association or company and in any part of the world, and to procure the Company to be registered or recognised in any part of the British Dominions or in any foreign country or place.
- (x) To do all such other things as may be incidental or conducive to the attainment of the above objects or any of them.
- (y) Subject to and in accordance with due compliance with the provisions of sections 155-158 (inclusive) of the Companies Act 1985 (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in section 152(1)(a) of the Companies Act 1985) for such purpose as is specified in section 151(1) and/or section 151(2) of the Companies Act 1985.
- (z) Either with or without the Company receiving any consideration direct or indirect from giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets present and future and uncalled capital of the Company or by both such methods, the performance of any contract or obligation whatsoever of any person firm or company, and in particular (but without limiting the generality of the foregoing) of any subsidiary as defined by section 1159 of CA 2006 or of the company which is for the time being the Company's holding company as defined by such section, or another subsidiary, as defined by such section, of the Company's holding company or otherwise associated with the Company in business.

It is hereby expressly declared that each of the preceding sub-clauses shall be construed independently of and shall be in no way limited by reference to any other sub-clause and that the objects set out in each sub-clause are independent objects of the Company.

- 4. The liability of the members is limited.
- 5. The Share Capital of the Company is £10,000 divided into 10,000 Shares of £1 each.

(5)

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 (in words)
Harry Burton Ringrose 2, Clements Inn, Strand, W.C. 2 Solicitor	One
Ronald William Cox 2 Clements Inn, Strand, W.C. 2. Managing Clerk	one

DATED this 20th day of May, 1949

WITNESS to the above signatures:—
D. Kenneth Taylor,
2, Clements Inn,
Strand, W.C. 2.