

FILE COPY



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

Company No. 2993198

The Registrar of Companies for England and Wales hereby certifies that  
DAVIES BROTHERS (WALES) LIMITED

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

Given at Companies House, Cardiff, the 22nd November 1994



\*N02993198S\*

*P. Bevan*  
P. BEVAN

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B

**G**

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 black letteringTo the Registrar of Companies  
(Address overleaf)

For official use

For official use

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Name of company

\* insert full  
name of Company

• DAVIES BROTHERS (WALES) LIMITED
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I, CHIARA POZZUTO

of SCF (UK) LIMITED

SCORPIO HOUSE, 102 SYDNEY STREET, CHELSEA, LONDON, SW3 6NJ.

† 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 SHAHID A. ASLAM LL.B (HONS)

Declarant to sign below

SOLICITOR

14 BRANDON STREET, GRAVESEND, KENT, DA11 0PL.

the 12<sup>th</sup> day of November

One thousand nine hundred and 94

before me *Shahid Aa*

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

*Copy to*Presenter's name address and  
reference (if any):

For official Use

New Companies Section

Post room



COMPANIES HOUSE

10

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

This form should be completed in black.

☐ CN

For official use ☐

Company name (in full)

DAVIES BROTHERS (WALES)  
Limited

Registered office of the company on  
incorporation.

☐ RO

SCORPIO HOUSE, 102, SYDNEY STREET

Post town CHELSEA

County/Region LONDON

Postcode SW3 6NJ

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

☐

Name S C F (UK) LIMITED.

☐ RA

SCORPIO HOUSE, 102, SYDNEY STREET

Post town CHELSEA

County/Region LONDON

Postcode SW3 6NJ

Number of continuation sheets attached

☐

To whom should Companies House  
direct any enquiries about the  
information shown in this form?

S C F (UK) LIMITED.

SCORPIO HOUSE, 102, SYDNEY STREET

CHELSEA

LONDON

Postcode

SW3 6NJ

Telephone 0171 352 2274

Extension

# 181194

## Company Secretary (See notes 1-5)

Name \*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Consent signature

## Directors (See notes 1-5)

Please list directors in alphabetical order.

Name \*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth

Business occupation

Other directorships

\* Voluntary details

Consent signature

CS

SCF SECRETARIES LIMITED LIABILITY COMPANY

AD

AMERICAN NATIONAL BANK BUILDING

1912 CAPITAL AVENUE, CHEYENNE

Post town WYOMING

County/Region

Postcode 82001

Country USA

I consent to act as secretary of the company named on page 1

Signed

Date

CD

SCF (UK) LIMITED.

AD

SCORPIO HOUSE, 102, SYDNEY STREET

Post town CHELSEA

County/Region LONDON

Postcode SW3 6NJ

Country

DO

1 0 0 8 9 4

Nationality

MA

BRITISH (UK)

OC

REGISTRATION AGENT

OD

I consent to act as director of the company named on page 1

Signed

Date

# 101134

## Directors (continued)

(See notes 1 - 5)

Name

\*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth

Business occupation

Other directorships

\* Voluntary details

Consent signature

CD

AD

Post town

County/Region

Postcode

Country

DD

Nationality

NA

CC

OD

I consent to act as director of the company named on page 1

Signed

Date

Delete if the form  
is signed by the  
subscribers.

SCF (UK) LIMITED.  
SCORPIO HOUSE, 102, SYDNEY STREET  
CHELSEA, LONDON SW3 6NJ

Signature of agent on behalf of all subscribers

Date

O. Min  
12/11/94

Delete if the form  
is signed by an  
agent on behalf of  
all 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

187194

SS

2993198



(1)

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION  
OF  
DAVIES BROTHERS (WALES)  
LIMITED

- (1) THE COMPANY'S NAME IS: DAVIES BROTHERS  
(WALES) LIMITED.
- (2) THE COMPANY'S REGISTERED OFFICE IS TO BE LOCATED IN  
ENGLAND & WALES.
- (3) THE COMPANY'S OBJECTS ARE:
- (A) TO MARKET, DISTRIBUTE, BUY, SELL, ACT AS WHOLESALE AND/  
OR RETAILER FOR; ALL TYPES OF GOODS AND COMMODITIES.  
TO PROVIDE MARKETING & MANAGEMENT CONSULTANCY,  
MARKETING & MANAGEMENT SERVICES AND/OR ANY OTHER  
GOODS AND/OR SERVICES DEEMED TO BE IN THE INTERESTS  
OF THE COMPANY BY THE BOARD OF DIRECTORS.
- (B) TO COMMENCE ANY OTHER BUSINESS OR TRADE THAT IS DEEMED  
APPROPRIATE BY THE BOARD, WHETHER OR NOT SUCH BUSINESS  
OR TRADE IS ANCILLARY AND/OR COMPLEMENTARY, ONCE THE  
BOARD ADJUDGES IT TO BE IN THE GENERAL INTERESTS OF THE  
SAID UNDERTAKING.
- (C) TO PURCHASE OR OTHERWISE ACQUIRE ANY INTEREST IN REAL OR  
PERSONAL PROPERTY INCLUDING; EASEMENTS, RIGHTS OF WAY,  
CONCESSIONS, LICENCES, MORTGAGES, LEASES, OR TO SELL, HIRE,  
RENT, SURRENDER OR ACCEPT SURRENDER, OR OTHERWISE DEAL  
WITH FREEHOLD, LEASEHOLD OR ANY OTHER LEGAL TITLE, OR TO  
PURCHASE OR OTHERWISE ACQUIRE, PLANT AND/OR MACHINERY,  
PATENTS, INDUSTRIAL AND/OR COMMERCIAL PROCESSES AS IS  
ADJUDGED BY THE BOARD TO BE IN THE INTERESTS OF THE  
COMPANY.

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(2)

- (d) To erect, build, manufacture, construct, adapt, alter, let on hire, re-model, repair, assemble, pull down, dismantle, enlarge, remove or replace any; shops, stores, offices, warehouses, factories, railways, office equipment, factory plant and material, roads, pathways, or anything else which may be advantageous or convenient to the Company and to subsidise or make such contribution, either directly or indirectly, or to maintain any of the above in anyway deemed to be in the best interests of the Company by the board of Directors.
- (e) To act as wholesaler, retailer or purchase, sell, import or export any goods, services or property, and to give such undertakings, guarantees, part-exchanges as are appropriate in the circumstances and that will be in the best interest of the Company as adjudged by the Board of Directors.
- (f) To borrow or raise money or ensure such facilities in connection with the Company's business with such security and at such interest rates as may be considered expedient in all the circumstances, in particular the aforementioned can be secured by; mortgage, charge, bond, by using the uncalled capital of the Company, the issue of shares either at par, market or discount value, with such terms, preferences, privileges as are considered appropriate, the issue of debentures, either permanent, repayable or redeemable and further by, or separately to the above, any trust deed or other legal assurance which is acceptable to any individual, bank, finance house, company, building society or other legitimate lending body.
- (g) To provide credit, act as a guarantor, and/or advance money to customers, firms, companies and others, with or without security, and on such terms as may be deemed appropriate, and to ensure that such advances/guarantees will be honoured if the the agreed terms have been satisfied.
- (h) To receive money or deposit or loan, on such terms as the Company may agree and to generally act as bankers to firms, companies, customers and others.
- (i) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company, it's subsidiaries, or predecessors, or the dependents of such persons, and to establish and maintain or concur in the upkeep of trusts, funds or schemes (whether contributory or non-contributory) for the purpose of providing pensions and funds for the aforesaid and their dependents.
- (j) To draw, make, accept, endorse, discount, execute and issue negotiable or transferable instruments of all kinds including; bills of exchange and promissory notes.

(3)

- (k) To invest and deal with money not immediately required by the Company for its business to be invested in other areas to be determined by the Company deemed appropriate in the circumstances by the Board of Directors.
- (l) To purchase or otherwise acquire all or any part of the business or assets of any person, firm, or Company formed to carry on, or possessed of such real or personal property of rights suitable for the purposes of the Company, and to pay for such in cash (by installments or otherwise), securities, fully or partly paid up shares or by any other method, on such terms and for such time period thought suitable.
- (m) To accept payment for any property or rights disposed of by the Company on such terms and by such method as seems suitable in the circumstances including: the right to accept stock/shares in another Company or Corporation, with or without preferential rights, debentures, mortgage debentures or any other security approved by the Company.
- (n) To amalgamate, co-operate, come to an arrangement or partnership with any firm, company or person that may benefit the business of this Company, and on such terms and for such time period as may be approved and to acquire, sell hold or dispose of any real or personal property, shares, stock or other interests in any such body and to guarantee the contracts or liabilities of and/or assist such inkeeping with the approval terms.
- (o) To sell and in any other manner deal with or dispose of the Company or any of the property, rights and assets, for such consideration and on such terms that may be approved, including the right to manage, improve, turn to account, exchange, rent, share of profits or to grant licences, easements, privileges or other interests and to apply, for register, purchase or by any other means acquire and protect and renew trade marks, patents, licences, concessions and designs.
- (p) To pay all and any expenses incurred in connection with the promotion, function, formation and incorporation of this company.
- (q) To distribute any property in specie among any members of the Company.
- (r) To do all or any of the aforementioned in any part of the world as principals, agents, trustees, contractors or otherwise, either alone or with others either by or through agents, trustees, or otherwise.
- (s) To do all other things that are incidental or conducive to the attainment of the above rights.

(4)

it is hereby expressly declared that each of the foregoing paragraphs shall be construed independently of the other paragraphs hereof, and that none of the objects mentioned in any paragraph shall be deemed to be merely subsidiary to the objects mentioned in any of the other paragraphs.

- (5) The Company's share capital is £ 1000 , divided into 1000 shares of £1.00 each.

[illegible]

We, the several persons whose names and addresses are subscribed wish to be formed into a Company in pursuance of this Memorandum & Articles of Association, and we agree to take the number of shares in the capital of the Company set opposite our respective names:

## NAMES & ADDRESSES OF SUBSCRIBERS

SCF (UK) LIMITED,  
SCORPIO HOUSE  
102, SYDNEY STREET  
CHELSEA  
LONDON, SW3 6NJ  
PP

ONE ORDINARY SHARE

SCF SECRETARIES LIMITED LIABILITY COMPANY  
AMERICAN NATIONAL BANK BUILDING  
1912 CAPITAL AVENUE, CHEYENNE  
WYOMING USA 82001

ONE ORDINARY SHARE

**TOTAL SHARES TAKEN**

**TWO ORDINARY SHARES**

Witness: Nickie Tolmie,  
102, Sydney Street,  
Chelsea, London, SW3 6NJ

DATED:

12/11/94

1811194

(5)

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

## ARTICLES OF ASSOCIATION



- (1) Save as otherwise indicated, the regulations contained or incorporated in Table A in the The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company.
- (2) Regulations 8,64,76,77 and 113 of Table A shall not apply to the Company.
- (3) The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for 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 those shares or debentures being offered for sale to the public.
- (4) At the date of the adoption of these Articles the capital of the Company is £1000 divided into 1000 ordinary shares of £1.00 each.
- (5) CAPITAL  
Subject to Article 6 hereof, the Directors of the Company shall within a period of not more than 5 years from the date of the incorporation, have the authority to exercise the Company's power to allot, grant options over or otherwise deal with or dispose of any relevant securities (as defined by S.80(2) of the Companies Act, 1985) of the Company to such persons and as such terms and conditions that the Directors deem appropriate.
- (6) (a) Sections 89(1), 90(1) to (6) of the Companies Act, 1985, shall not apply in relation to the issue of any equity securities by the Company but are substituted by Article 6 (sub- paragraph) (b) hereof.

181194

(6)

- (6) (b) Save as otherwise directed by the Company in A general meeting all shares allotted pursuant to Article 5 hereof must first be offered to the members of the Company in as near a proportion as possible to the existing shares held by them, and that such offer shall be made by notice in writing stating the number of shares to which each member is entitled and limiting a time period of not less than 21 days for the offer to be accepted. If such offer is not accepted it will be deemed to have been declined and the Directors may, subject to these Articles, allot or otherwise dispose of the said shares in a manner which they deem most beneficial to the interests of the Company. If, however, the Directors are of the opinion that the shares cannot be conveniently offered to the members as hereinbefore provided they may otherwise dispose, allot, or grant options over the same to such persons and on such terms as they think appropriate.
- (7) LIEN The lien conferred by Regulation 8 Table A of the Companies Act, 1985, on shares and dividends shall also apply to fully paid up shares and dividends registered in the name of any person in respect of all money owed by such person to the Company on whatever basis, whether he is the sole registered holder or one or two or more thereof, or however held.
- (8) TRANSFER OF SHARES Without assigning any reason the Directors may, with absolute discretion, decline to register any transfer of any share or shares whether or not, it or they, are fully paid up. The first sentence of Regulation 24 of Table A of the Companies Act, 1985, is accordingly not applicable.
- (9) PROCEEDINGS AT GENERAL MEETINGS There shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the company (S.372(3) of the Companies Act, 1985, with Regulation 38 of Table A modified and the second sentence of Regulation 59 of Table A be deleted).
- (10) DIRECTORS There must be at least one Director but no maximum number of Directors unless and until decided by the Company in a general meeting. If there is a sole Director such director will have all the powers and authorities granted by these Articles and Table A of the Companies Act, 1985, as if there were two or more Directors with Regulations 89 and 90 modified accordingly. The first Directors of the Company shall be the person or persons named in the statement to the Registrar of Companies prior to the formation of the Company pursuant to S.10 of the Companies Act, 1985, and such Directors need not hold shares in the Company but shall, nevertheless, be entitled to receive notice and attend all the meetings of the Company.
- (11) The Company shall not be subject to S.293 of the Companies Act, 1985, and, therefore, any person can be appointed or elected as a Director, whatever his age and no Director shall be required to vacate his Director by reason of his attaining or having attained the age of 70 years.

(7)

(12) No Director shall be subject to retirement by rotation and a Director can only be elected at a general meeting unless;

(a) he is recommended by the Directors; or

(b) not less than 15 or more than 35 clear days before the date of the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected.

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NAMES & ADDRESSES  
OF SUBSCRIBERS

---

SCF (UK) LIMITED.  
SCORPIO HOUSE  
102, SYDNEY STREET  
CHELSEA  
LONDON, SW3 6NJ  
PP

*CP 83470*

SCF SECRETARIES LIMITED LIABILITY COMPANY  
AMERICAN NATIONAL BANK BUILDING  
1912 CAPITAL AVENUE, CHEYENNE  
WYOMING USA 82001  
PP

*CP 83470*

DATED: *12/1/94*

Witness:  
*Nicki T. J. M. C.*  
102, Sydney Street,  
Chelsea,  
London SW3 6NJ.