

No: 3179466

THE COMPANIES ACTS 1985 TO 1989

AN UNLIMITED COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

(as amended pursuant to a special resolution passed on

2001)

of

BERRINGTON UK

- 1 The name of the Company is Berrington UK.¹
- 2 The registered office of the Company will be situated in England and Wales.
- 3 The object of the Company is to carry on business as a general commercial company.
- 4 Without restricting in any way the scope of the objects and powers of the Company derived from section 3A of the Companies Act 1985, the Company has the following objects:-
 - 4.1 To carry on all or any of the businesses of general merchants and traders, cash and credit traders, manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors and shippers of and dealers in all products, goods, wares, merchandise and produce of every description; to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; and to carry on all or any of the business of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers, either on the Company's own account or otherwise, printers and publishers, haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds.
 - 4.2 To carry on any other business or activity of any nature whatever which may seem to the Directors to be capable of being conveniently or advantageously carried on in connection or conjunction with any business of the Company, whenever authorised, or to be expedient with a view directly or indirectly to enhancing the value of or to rendering profitable or more profitable any of the Company's assets or utilising its skill, know-how or expertise.
 - 4.3 To purchase or by any other means acquire, for any estate or interest, any property or assets of any kind and any rights or privileges of any kind over or in respect of any

¹ The Company was re-registered as unlimited with effect from [] 2001.

property of any kind or any interest in or over any such property, assets, rights or privileges, and to hold, develop and turn to account and deal with the same in such manner as may be thought fit; and to make experiments and tests and to carry on all kinds of research work.

- 4.4 To acquire or undertake the whole or any part of the business, goodwill, property, assets and liabilities of any person, firm, company or body carrying on or proposing to carry on any business which the Company is authorised to carry on or having any property of any kind suitable for the Company's purposes.
- 4.5 To acquire an interest in, amalgamate with, or enter into partnership or any arrangement for sharing profits or losses or for co-operation or for mutual assistance with, any person, firm, company or body or for subsidising or otherwise assisting any such person, firm, company or body; or to promote, or participate or assist in the promotion of, any company whether or not having objects similar to those of the Company.
- 4.6 To improve, manage, construct, repair, develop, exchange, alter, replace, remove, equip, maintain, administer, let on lease or otherwise mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with, all or any buildings, premises, structures, or facilities of any kind, whether for the Company's purposes or for sale, letting or hire to, or in return for any consideration from, any person, firm, company or body; and to contribute to or assist in or carry out any part of any such operation.
- 4.7 To sell, lease, grant any rights of any kind over, and in any other way deal with or dispose of, any or all of the undertaking, property, assets or other rights of any kind of the Company for such consideration as may be thought fit.
- 4.8 To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be thought fit.
- 4.9 To draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy and sell and deal with, cheques, bills of exchange, promissory notes, bills of lading, warrants and other negotiable or transferable instruments or securities; and to buy and sell foreign exchange.
- 4.10 To subscribe for, take, underwrite, purchase or otherwise acquire, and to hold, sell, dispose of, and deal with, any shares, stocks, debentures, debenture stocks, bonds, obligations or other securities or investments of any kind and any interests in the same or rights in respect of the same.
- 4.11 To lend, advance or deposit money or give credit, on such terms as may seem expedient and with or without security, to or with any person, firm, company or body.
- 4.12 To borrow and raise money in any manner and to secure or discharge any debt or other obligation or liability of or binding upon the Company in such manner as may be thought fit, including by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's undertaking, property or assets (whether present or future) and uncalled capital or by the creation and issue of securities of any kind.
- 4.13 To guarantee or give indemnities or provide security by any method (including by mortgage or charge upon the whole or any part of the undertaking, property and assets (whether present or future) and uncalled capital of the Company) for the

performance of any contracts or obligations, and the payment of any capital or principal (together with any premium) or dividends or interest on any securities, of any person, firm, company or other body (including any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business).

- 4.14 To issue any securities which the Company has power to issue for any other purpose, by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company.
- 4.15 To apply for, promote and obtain any statute, law, order or other licence of or from any 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 or further the Company's interests; and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- 4.16 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.
- 4.17 To control, manage, finance, subsidise, co-ordinate or otherwise assist in any way any person, firm, company or body in which the Company has a direct or indirect financial interest; to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such person, firm, company or body and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of, or generally with respect to, any such person, firm, company or body.
- 4.18 To procure the Company to be registered or otherwise recognised in, or under the laws of, any territory outside England.
- 4.19 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, company or body 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.
- 4.20 To establish, subscribe to and support any charitable, benevolent, national, public or useful object or any institution, association, society, fund or club or any other object or purpose which may be for the benefit, or be considered likely, directly or indirectly, to further the interests, of the Company or that of any company which is the holding company or the Company or a subsidiary of the Company or of any such holding company or that of any of their respective Directors or employees (whether present or former) or members or which may be connected with any town or place where the Company carries on business.
- 4.21 To establish and maintain or contribute to any pension or superannuation funds for the benefit of, and to give or procure the giving of any emoluments, pensions, annuities, gratuities, donations or other allowances or benefits or charitable aid to, and generally to provide advantages, facilities and services (including establishing and supporting any institutions, associations, clubs or funds) 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 any company which is the holding company of the Company or a subsidiary of the Company or of any such holding company or is allied to or associated with the Company or any of the predecessors in business of the Company or of any such other company and the spouses, widows, widowers, children and other relatives and dependants of such persons; to make payments for and towards the insurance of any such persons; and to set up establish, support and maintain profit sharing schemes for the benefit of any of the employees of the Company or of any such holding or subsidiary or associated company.

4.22 To establish and maintain, and to contribute to, any scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of its employees or former employees or those of any company which is the Company's holding company or a subsidiary of the Company or of any such holding company or by or for the benefit of such other persons as may for the time being be permitted by law; and, to the extent permitted by law, to lend money to employees of the Company or of any such other company or of any other company which is allied to or associated with the Company with a view to enabling them to acquire shares in the Company or its holding company.

4.23 To purchase and maintain insurance for or for the benefit of any persons:-

4.23.1 who are or were at any time directors, officers, employees or auditors of:-

- (a) the Company; or
- (b) of any other company (i) which is the Company's holding company or (ii) in which the Company or such holding company or any of the predecessors of the Company or such holding company has any interest (whether direct or indirect) or (iii) which is in any way allied to or associated with the Company ("such other company"); or
- (c) of any subsidiary undertaking (as defined in the Companies Act 1985, as amended by the Companies Act 1989) of the Company or such other company; or

4.23.2 who are or were at any time trustees of any pension fund in which any employees of the Company or such other company or subsidiary undertaking are interested;

including (without limitation) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution of their duties or powers;

and, to the extent permitted by law, otherwise to indemnify or exempt any such person against or from any such liability.

4.24 To distribute among the members of the Company in kind or in specie or otherwise in any way or by any means permitted by law, all or any property or assets of the Company of whatever nature (including any proceeds from any disposal of any such property or assets).

4.25 To do all or any of the things or matters set out above in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through

agents, brokers, sub-contractors, trustees or otherwise and either alone or in conjunction with others.

- 4.26 To do all such other things as may be considered to be incidental or conducive to any of the above objects.

And it is hereby declared that the Company's objects, as set out in the preceding paragraphs of this Clause, shall, except in so far as expressly required by any such paragraph, be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the order in which such objects occur or the name of the Company.

- 5 The share capital of the Company is £100,000 divided into 100,000 ordinary shares of £1.00 each. *

* By Ordinary Resolution of the Company passed on 7 October 1998 the share capital of the Company was increased from £1,000 divided into 1,000 shares of £1 each to £50,000 divided into 50,000 shares of £1 each and was further increased from £50,000 divided into 50,000 shares of £1 each to £75,000,000 shares of £1 each by Ordinary Resolution dated 30 September 2000.

I, the person whose name and address is subscribed hereafter is desirous of being formed into a Company in pursuance of this Memorandum of Association, and I respectively agree to take the number of shares in the capital of the Company set opposite my name.

Name, address and description of Subscriber	Number of shares taken by the Subscriber
Karen Jayne Milliner 3 Hawker Court Queens Road Kingston Surrey KT2 7SE Chartered Secretary	One

Dated the 21 day of March 1996

Witness to the above signature:

Name:
Address: 8 Denton Road
East Twickenham
Middlesex
TW1 2HQ

Project Manager

THE COMPANIES ACTS 1985 TO 1989
AN UNLIMITED COMPANY HAVING A SHARE CAPITAL
NEW
ARTICLES OF ASSOCIATION
(as adopted pursuant to a special resolution passed on 2001)
OF
BERRINGTON UK

PRELIMINARY

- 1 The regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (as amended so as to affect companies first registered on the date of adoption of these Articles) shall, except as provided in these Articles and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or Articles of Association. References in these Articles to regulations are to regulations in Table A, unless otherwise stated. Regulations 3, 32, and 34 of Table A shall not apply to the Company.

SHARE CAPITAL

- 2 The share capital of the Company at the date of adoption of these Articles is £1,000,000 divided into 1,000,000 ordinary shares of £1.00 each.
- 3 Subject to the provisions of the Act and to any rights conferred on the holders of any other shares, any share may be issued with or have attached to it such rights or restrictions as the Company may by ordinary resolution decide or, if no such resolution has been passed or so far as such resolution does not make specific provision, as the Directors may decide. Regulation 2 of Table A shall not apply.
- 4 Subject to any direction to the contrary which may be given by the Company in general meeting, the Directors are unconditionally authorised to exercise all powers of the Company to allot relevant securities. The maximum nominal amount of relevant securities that may be allotted under this authority shall be the nominal amount of the unissued share capital at the date of incorporation of the Company or such other amount as may from time to time be authorised by the Company in general meeting. The authority conferred on the Directors by this article shall remain in force for a period of five years from the date of incorporation of the Company but may be revoked, varied or renewed from time to time by the Company in general meeting in accordance with the Act.
- 5 Subject to section 80 of the Companies Act 1985 and these Articles, the Directors may allot, grant options over or otherwise deal with or dispose of all unissued shares of the Company to such persons, at such times and on such terms as they shall think proper. Section 89 (1) of the Act shall not apply.

LIEN

- 6 The Company shall have a first and paramount lien on every share (whether fully paid or not) standing registered in the name of any person indebted or under liability to the Company for all moneys presently payable by him or his estate to the Company, whether he is the sole registered holder or is one of two or more joint holders, and also for all moneys (whether then payable or not) payable at a fixed time or called in respect of such share. Regulation 8 shall be modified accordingly.

TRANSFER OF SHARES

- 7.1 The instrument of transfer of any share which is partly paid need not be signed by or on behalf of the transferee, unless the directors otherwise determine. Regulation 23 shall be modified accordingly

ALTERATION OF CAPITAL

- 8.1 The Company may by special resolution:-
- 8.1.1 increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
 - 8.1.2 consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
 - 8.1.3 subdivide its shares, or any of them, into shares of a smaller amount than its existing shares;
 - 8.1.4 cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person;
 - 8.1.5 reduce its share capital and any share premium account in any way.
- 8.2 Regulation 35 shall apply with the omission of the words “(including any redeemable shares)” and “redemption or”.

GENERAL MEETINGS

- 9 The words “at least seven clear days’ notice” shall be substituted for the words “at least fourteen clear days’ notice” in Regulation 38. Notice of every general meeting shall be given to all members other than any who, under the provisions of these articles or the terms of issue of any shares they hold, are not entitled to receive notice from the Company, and also to any other persons to whom the Directors resolve that notice shall be given. Regulation 38 shall be modified accordingly. The right to receive notice of a general meeting shall (in the absence of the right to vote being given by these Articles or elsewhere) include the right to attend any such meeting and to speak, but not to vote, at any such meeting.
- 10 For all purposes of these Articles, a general meeting of the Company or of the holders of any class of its shares shall be valid and effective for all purposes if one person, being a duly authorised representative of two or more corporations each of which is a member entitled to vote upon the business to be transacted, is present. Regulation 40 shall be modified accordingly.

- 11 A written resolution to be given by a corporation which is a member of the Company may be signed, on its behalf, by a director or the secretary of that corporation or by the attorney or authorised representative of that corporation. Regulation 53 shall be extended accordingly. Regulation 53 (as extended by this Article 11) shall also apply (with appropriate modifications) to the written resolutions of any class of members of the Company.
- 12 Every proxy for any member (regardless of the number or the holdings of the members for whom he is a proxy) shall have one vote on a show of hands at a general meeting of the Company. Regulation 54 shall be modified accordingly.
- 13 Regulation 57 shall not apply.
- 14 A form of proxy (together with the original or a certified copy of any letter or power of attorney, if the form of proxy has been signed by an attorney) must:-
 - 14.1 for the general meeting or adjourned meeting at which it is to be used, be delivered or received:-
 - 14.1.1 in the case of a form of proxy in writing, to the place specified in (or in a note to) the notice convening the meeting for the delivery of forms of proxy, at least one hour before the time fixed for the start of that meeting, or to the Secretary of the Company or the chairman of the meeting at the place where the meeting is to be held, on the day of, and before the time fixed for the start of, the meeting; and
 - 14.1.2 in the case of a form of proxy contained in an electronic communication, at the address specified for the purpose of receiving electronic communications in (or in a note to) the notice convening the meeting or in any form of proxy sent out by the Company in relation to the meeting or in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting, at least one hour before the time fixed for the start of that meeting; and
 - 14.2 in the case of a poll which is not to be taken at or on the same day as the general meeting or adjourned meeting at which the relevant resolution has been proposed, be delivered or received:-
 - 14.2.1 in the case of a form of proxy in writing, to the place specified in (or in a note to) the notice convening the meeting for the delivery of forms of proxy, at least one hour before the time fixed for taking the poll, or to the Secretary of the Company or the chairman of the meeting at the place where the poll is to be taken, on the day, and before the time, fixed for taking the poll; or
 - 14.2.2 in the case of a form of proxy contained in an electronic communication, at the address specified for the purpose of receiving electronic communications in (or in a note to) the notice convening the meeting or in any form of proxy sent out by the Company in relation to the meeting or in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting, at least one hour before the time fixed for taking the poll.

If no place is specified in (or in a note to) the notice convening the meeting for the delivery of forms of proxy in writing, then such forms may be delivered instead to the Company's registered office. A form of proxy will be valid for any adjournment of a meeting in addition to the meeting to which it relates, unless it is stated on the relevant form that the form of proxy cannot be used at any such adjournment. If a form of proxy relates to more than one meeting (including any adjournment of any such meeting) and has been delivered or received as required by this Article 7 for or in respect of one of those meetings, it will be valid for all subsequent meetings to which it relates and need not be re-delivered. In this Article 7 and in regulation 63, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications. Regulation 62 shall not apply.

NUMBER OF DIRECTORS

- 15 The minimum number of Directors shall be one. Regulation 64 shall be modified accordingly.

ALTERNATE DIRECTORS

- 16.1 An alternate director shall be entitled to receive notices of meetings of the Directors and, if the Director who appointed him is a member of any committee of Directors, of that committee. Such alternate director shall also be entitled to attend and vote as a Director at, and to be counted as part of the quorum for, any such meeting at which the Director who appointed him is not present, and generally at any such meeting to perform, as a Director, all functions of the Director who appointed him. In relation to the proceedings at any such meeting which an alternate director attends, the provisions of these Articles shall apply as if that alternate director were a Director.
- 16.2 If an alternate director is also himself a Director or attends any meeting as an alternate for more than one Director, his voting rights shall be cumulative but he will only be counted once for any quorum requirements.
- 16.3 If any Director who has appointed an alternate director is for the time being absent from the United Kingdom or temporarily unable to act because of ill health or disability, then that alternate director may sign, in his place, any written resolution of the Directors.
- 16.4 An alternate director will not, except as set out in the preceding paragraphs of this Article 16, have power to act as a Director; nor will such alternate director be deemed to be a Director under these Articles or the agent of the Director who appointed him.
- 16.5 Regulations 66 and 69 shall not apply.
- 16.6 An alternate director shall be entitled to contract, to be interested in and to benefit from any contracts, arrangements or transactions, to be repaid expenses and to be indemnified to the same extent as if he were a Director. Such alternate director shall not be entitled to receive any remuneration from the Company for acting as an alternate director unless the Director who appointed him instructs the Company in writing to pay part of the remuneration payable by the Company to that Director to the alternate director instead.

POWER TO RECEIVE UNCALLED MONEYS

- 17 The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and remaining unpaid on any shares held by him.

DELEGATION OF DIRECTORS' POWERS

- 18.1 The Directors may, in addition to the powers contained in Regulation 72, delegate any of their powers or discretions (including any power or discretion the exercise of which involves or may involve the payment of remuneration to, or the conferring of any other benefit upon, all or any of the Directors) to committees comprising one or more Directors and, if desired, one or more other named persons who have been co-opted onto such committee in accordance with the provisions of this Article 18.
- 18.2 If any power or discretion has been delegated to a committee under Article 17.1, any reference in these Articles to the exercise by the Directors of that power or discretion shall be interpreted accordingly, as if it was a reference to the exercise of the same by that committee.
- 18.3 Any committee appointed under Article 18.1 shall, when exercising any powers or discretions delegated to it, abide by any regulations imposed by the Directors which may then subsist. Any such regulations may provide for or permit the co-option to the committee of persons other than Directors and for such persons to have voting rights as members of that committee; but Directors must form a majority of the members of such committee and no resolution of the committee will be valid unless it has been approved by a majority of the votes cast on that resolution and that majority included at least one Director.
- 18.4 Regulation 72 shall be modified accordingly.

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 19.1 A Director shall not retire by rotation. References to retirement by rotation in Regulations 73 to 80 shall accordingly be ignored.
- 19.2 A Director appointed to fill a vacancy or as an addition to the Board of Directors shall not retire at the next Annual General Meeting after his appointment. Regulations 78 and 79 shall be modified accordingly.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 20 A Director shall cease to be a Director:-
- 20.1 in any of the circumstances specified in Regulation 81; or
- 20.2 if he offers, in writing, to resign and the Directors resolve to accept his offer; or
- 20.3 if he becomes incapable by reason of illness or injury of managing and administering his property and affairs; paragraph (c) of Regulation 81 shall be modified accordingly; or
- 20.4 if a notice signed by the holders of more than 50 per cent of the issued share capital of the Company requiring him to vacate his office is delivered to the Company's registered office.

REMUNERATION OF DIRECTORS

- 21 A Director who serves on any committee or who carries out any other services which, in the opinion of the Directors, are outside the scope of the ordinary duties of a Director may be paid such extra remuneration of any kind or may receive such other benefits as the Directors may determine. Regulation 82 shall be extended accordingly.

PROCEEDINGS OF DIRECTORS

- 22.1 Any Director may waive notice of any meeting and any such waiver may be retroactive. Regulation 88 shall be extended accordingly.
- 22.2 On any contract, arrangement or matter in which a Director is in any way interested, directly or indirectly, such Director may vote and may be counted in the quorum present at any meeting at which such contract, arrangement or matter is being considered. Any such Director may (unless agreed otherwise) retain for his own absolute use and benefit all profits and advantages which he may derive or receive (directly or indirectly) from or as a result of any such contract, arrangement or matter. Regulations 94 to 98 shall not apply.
- 22.3 Any director (including an alternate director) may participate in a meeting of the directors or a committee of the Directors of which he is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Act, any such director (or alternate director) shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

INDEMNITY AND INSURANCE

- 23.1 Subject to the provisions of and so far as may be permitted by law, every Director, auditor, Secretary or other officer of the Company shall be indemnified by the Company out of its own funds against and/or exempted by the Company from all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office. Regulation 118 shall not apply.
- 23.2 Without restricting or reducing in any way the scope of the provisions of Regulation 87 or Article 23.1.1, the Directors shall have the power to purchase and maintain insurance for, or for the benefit of, any persons who are or were at any time Directors, officers, employees or auditors of any Associated Company or who are or were at any time trustees of any pension fund or employees' share scheme in which employees of any Associated Company are interested, (including, without limitation, insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to any Associated Company, or any such pension fund or employees' share scheme).
- 23.3 In this Article 23, "Associated Company" means the Company, any holding company of the Company or any other body, whether or not incorporated, in which the

Company or any such holding company or any of the predecessors of the Company or of any such holding company has or had any interest (whether direct or indirect) or which is in any way allied to or associated with the Company, or any subsidiary undertaking of the Company or of any such other body.

PARENT COMPANY RIGHTS

- 24.1 Whenever Illinois Tool Works, Inc. (the "**Parent Company**"), or any subsidiary undertaking of the Parent Company, shall be the holder of at least 90 per cent of the issued ordinary shares of the Company, the following provisions shall apply and, to the extent that these provisions are inconsistent with any other provision of these Articles, the following provisions shall prevail:-
- 24.1.1 the Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director (whether or not initially appointed by the Parent Company). If such person has been appointed to an executive office which will automatically cease when he is removed by the Parent Company such removal shall be treated as an act of the Company and shall take effect without restricting or limiting in any way any claim for damages for breach of any contract of service between him and the Company which that person may have;
- 24.1.2 no unissued shares shall be issued or agreed to be issued or put under option without the prior consent of the Parent Company;
- 24.1.3 any or all powers of the Directors may be restricted in such respects and to such extent as the Parent Company may by notice to the Company at any time and on any occasion prescribe.
- 24.2 Any appointment, removal, consent or notice made or given under Article 18.1 shall be in writing, signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other authorised person, and shall be sent or delivered to the Company at its registered office. No person dealing with the Company shall be required to see or enquire as to whether the powers of the Directors have been in any way restricted under these Articles or as to whether any requisite consent of the Parent Company has been obtained. No obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffective unless the third party had, at the time, express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction exceeded of the powers of the Directors.

LIABILITY

25. The liability of the members is unlimited. The members, by reason of the membership of the Company, are liable for all debts of the Company. The liability of the members for the Company's debts is not limited in any respect by the amount of the Company's share capital.

Names, addresses and descriptions of Subscribers	Number of shares taken by each subscriber
Karen Jayne Milliner 3 Hawker Court Queens Road Kingston Surrey KT2 7SE Chartered Secretary	One

Dated the 21 day of March 1996

Witness to the above signature:

Name:
 Address: 8 Denton Road
 East Twickenham
 Middlesex
 TW1 2HQ

 Project Manager

No: 3179466

**THE COMPANIES ACTS 1985 to 1989
AN UNLIMITED COMPANY HAVING A SHARE CAPITAL**

**MEMORANDUM
(As amended pursuant to a special resolution passed on 21 December 2001)**

AND

NEW

**ARTICLES OF ASSOCIATION
(As adopted pursuant to a special resolution passed on 21 December 2001)**

of

BERRINGTON UK

(Incorporated on 28 March 1996)

**Garretts
Abbots House
Abbey Street
Reading
Berkshire
RG1 3BD
Ref: CAD/BH
Tel: 0118 949 0000
Fax: 0118 949 0049**

No: 3179466

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AN UNLIMITED COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

(as amended pursuant to a special resolution passed on 21 December 2001)

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BERRINGTON UK

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- 4 Without restricting in any way the scope of the objects and powers of the Company derived from section 3A of the Companies Act 1985, the Company has the following objects:-
 - 4.1 To carry on all or any of the businesses of general merchants and traders, cash and credit traders, manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors and shippers of and dealers in all products, goods, wares, merchandise and produce of every description; to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; and to carry on all or any of the business of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers, either on the Company's own account or otherwise, printers and publishers, haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds.
 - 4.2 To carry on any other business or activity of any nature whatever which may seem to the Directors to be capable of being conveniently or advantageously carried on in connection or conjunction with any business of the Company, whenever authorised, or to be expedient with a view directly or indirectly to enhancing the value of or to rendering profitable or more profitable any of the Company's assets or utilising its skill, know-how or expertise.
 - 4.3 To purchase or by any other means acquire, for any estate or interest, any property or assets of any kind and any rights or privileges of any kind over or in respect of any

¹ The Company was re-registered as unlimited with effect from 28 December 2001.

property of any kind or any interest in or over any such property, assets, rights or privileges, and to hold, develop and turn to account and deal with the same in such manner as may be thought fit; and to make experiments and tests and to carry on all kinds of research work.

- 4.4 To acquire or undertake the whole or any part of the business, goodwill, property, assets and liabilities of any person, firm, company or body carrying on or proposing to carry on any business which the Company is authorised to carry on or having any property of any kind suitable for the Company's purposes.
- 4.5 To acquire an interest in, amalgamate with, or enter into partnership or any arrangement for sharing profits or losses or for co-operation or for mutual assistance with, any person, firm, company or body or for subsidising or otherwise assisting any such person, firm, company or body; or to promote, or participate or assist in the promotion of, any company whether or not having objects similar to those of the Company.
- 4.6 To improve, manage, construct, repair, develop, exchange, alter, replace, remove, equip, maintain, administer, let on lease or otherwise mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with, all or any buildings, premises, structures, or facilities of any kind, whether for the Company's purposes or for sale, letting or hire to, or in return for any consideration from, any person, firm, company or body; and to contribute to or assist in or carry out any part of any such operation.
- 4.7 To sell, lease, grant any rights of any kind over, and in any other way deal with or dispose of, any or all of the undertaking, property, assets or other rights of any kind of the Company for such consideration as may be thought fit.
- 4.8 To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be thought fit.
- 4.9 To draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy and sell and deal with, cheques, bills of exchange, promissory notes, bills of lading, warrants and other negotiable or transferable instruments or securities; and to buy and sell foreign exchange.
- 4.10 To subscribe for, take, underwrite, purchase or otherwise acquire, and to hold, sell, dispose of, and deal with, any shares, stocks, debentures, debenture stocks, bonds, obligations or other securities or investments of any kind and any interests in the same or rights in respect of the same.
- 4.11 To lend, advance or deposit money or give credit, on such terms as may seem expedient and with or without security, to or with any person, firm, company or body.
- 4.12 To borrow and raise money in any manner and to secure or discharge any debt or other obligation or liability of or binding upon the Company in such manner as may be thought fit, including by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's undertaking, property or assets (whether present or future) and uncalled capital or by the creation and issue of securities of any kind.
- 4.13 To guarantee or give indemnities or provide security by any method (including by mortgage or charge upon the whole or any part of the undertaking, property and assets (whether present or future) and uncalled capital of the Company) for the

performance of any contracts or obligations, and the payment of any capital or principal (together with any premium) or dividends or interest on any securities, of any person, firm, company or other body (including any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business).

- 4.14 To issue any securities which the Company has power to issue for any other purpose, by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company.
- 4.15 To apply for, promote and obtain any statute, law, order or other licence of or from any 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 or further the Company's interests; and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- 4.16 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.
- 4.17 To control, manage, finance, subsidise, co-ordinate or otherwise assist in any way any person, firm, company or body in which the Company has a direct or indirect financial interest; to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such person, firm, company or body and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of, or generally with respect to, any such person, firm, company or body.
- 4.18 To procure the Company to be registered or otherwise recognised in, or under the laws of, any territory outside England.
- 4.19 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, company or body 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.
- 4.20 To establish, subscribe to and support any charitable, benevolent, national, public or useful object or any institution, association, society, fund or club or any other object or purpose which may be for the benefit, or be considered likely, directly or indirectly, to further the interests, of the Company or that of any company which is the holding company or the Company or a subsidiary of the Company or of any such holding company or that of any of their respective Directors or employees (whether present or former) or members or which may be connected with any town or place where the Company carries on business.
- 4.21 To establish and maintain or contribute to any pension or superannuation funds for the benefit of, and to give or procure the giving of any emoluments, pensions, annuities, gratuities, donations or other allowances or benefits or charitable aid to, and generally to provide advantages, facilities and services (including establishing and supporting any institutions, associations, clubs or funds) 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 any company which is the holding company of the Company or a subsidiary of the Company or of any such holding company or is allied to or associated with the Company or any of the predecessors in business of the Company or of any such other company and the spouses, widows, widowers, children and other relatives and dependants of such persons; to make payments for and towards the insurance of any such persons; and to set up establish, support and maintain profit sharing schemes for the benefit of any of the employees of the Company or of any such holding or subsidiary or associated company.

4.22 To establish and maintain, and to contribute to, any scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of its employees or former employees or those of any company which is the Company's holding company or a subsidiary of the Company or of any such holding company or by or for the benefit of such other persons as may for the time being be permitted by law; and, to the extent permitted by law, to lend money to employees of the Company or of any such other company or of any other company which is allied to or associated with the Company with a view to enabling them to acquire shares in the Company or its holding company.

4.23 To purchase and maintain insurance for or for the benefit of any persons:-

4.23.1 who are or were at any time directors, officers, employees or auditors of:-

- (a) the Company; or
- (b) of any other company (i) which is the Company's holding company or (ii) in which the Company or such holding company or any of the predecessors of the Company or such holding company has any interest (whether direct or indirect) or (iii) which is in any way allied to or associated with the Company ("such other company"); or
- (c) of any subsidiary undertaking (as defined in the Companies Act 1985, as amended by the Companies Act 1989) of the Company or such other company; or

4.23.2 who are or were at any time trustees of any pension fund in which any employees of the Company or such other company or subsidiary undertaking are interested;

including (without limitation) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution of their duties or powers;

and, to the extent permitted by law, otherwise to indemnify or exempt any such person against or from any such liability.

4.24 To distribute among the members of the Company in kind or in specie or otherwise in any way or by any means permitted by law, all or any property or assets of the Company of whatever nature (including any proceeds from any disposal of any such property or assets).

4.25 To do all or any of the things or matters set out above in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through

agents, brokers, sub-contractors, trustees or otherwise and either alone or in conjunction with others.

- 4.26 To do all such other things as may be considered to be incidental or conducive to any of the above objects.

And it is hereby declared that the Company's objects, as set out in the preceding paragraphs of this Clause, shall, except in so far as expressly required by any such paragraph, be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the order in which such objects occur or the name of the Company.

- 5 The share capital of the Company is £100,000 divided into 100,000 ordinary shares of £1.00 each. *

* By Ordinary Resolution of the Company passed on 7 October 1998 the share capital of the Company was increased from £1,000 divided into 1,000 shares of £1 each to £50,000 divided into 50,000 shares of £1 each and was further increased from £50,000 divided into 50,000 shares of £1 each to £75,000,000 shares of £1 each by Ordinary Resolution dated 30 September 2000.

I, the person whose name and address is subscribed hereafter is desirous of being formed into a Company in pursuance of this Memorandum of Association, and I respectively agree to take the number of shares in the capital of the Company set opposite my name.

Name, address and description of Subscriber	Number of shares taken by the Subscriber
Karen Jayne Milliner 3 Hawker Court Queens Road Kingston Surrey KT2 7SE Chartered Secretary	One

Dated the 21 day of March 1996

Witness to the above signature:

Name:
Address: 8 Denton Road
East Twickenham
Middlesex
TW1 2HQ

Project Manager

THE COMPANIES ACTS 1985 TO 1989
AN UNLIMITED COMPANY HAVING A SHARE CAPITAL
NEW
ARTICLES OF ASSOCIATION
(as adopted pursuant to a special resolution passed on 21 December 2001)
OF
BERRINGTON UK

PRELIMINARY

- 1 The regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (as amended so as to affect companies first registered on the date of adoption of these Articles) shall, except as provided in these Articles and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or Articles of Association. References in these Articles to regulations are to regulations in Table A, unless otherwise stated. Regulations 3, 32, and 34 of Table A shall not apply to the Company.

SHARE CAPITAL

- 2 The share capital of the Company at the date of adoption of these Articles is £1,000,000 divided into 1,000,000 ordinary shares of £1.00 each.
- 3 Subject to the provisions of the Act and to any rights conferred on the holders of any other shares, any share may be issued with or have attached to it such rights or restrictions as the Company may by ordinary resolution decide or, if no such resolution has been passed or so far as such resolution does not make specific provision, as the Directors may decide. Regulation 2 of Table A shall not apply.
- 4 Subject to any direction to the contrary which may be given by the Company in general meeting, the Directors are unconditionally authorised to exercise all powers of the Company to allot relevant securities. The maximum nominal amount of relevant securities that may be allotted under this authority shall be the nominal amount of the unissued share capital at the date of incorporation of the Company or such other amount as may from time to time be authorised by the Company in general meeting. The authority conferred on the Directors by this article shall remain in force for a period of five years from the date of incorporation of the Company but may be revoked, varied or renewed from time to time by the Company in general meeting in accordance with the Act.
- 5 Subject to section 80 of the Companies Act 1985 and these Articles, the Directors may allot, grant options over or otherwise deal with or dispose of all unissued shares of the Company to such persons, at such times and on such terms as they shall think proper. Section 89 (1) of the Act shall not apply.

LIEN

- 6 The Company shall have a first and paramount lien on every share (whether fully paid or not) standing registered in the name of any person indebted or under liability to the Company for all moneys presently payable by him or his estate to the Company, whether he is the sole registered holder or is one of two or more joint holders, and also for all moneys (whether then payable or not) payable at a fixed time or called in respect of such share. Regulation 8 shall be modified accordingly.

TRANSFER OF SHARES

- 7.1 The instrument of transfer of any share which is partly paid need not be signed by or on behalf of the transferee, unless the directors otherwise determine. Regulation 23 shall be modified accordingly

ALTERATION OF CAPITAL

- 8.1 The Company may by special resolution:-
- 8.1.1 increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
 - 8.1.2 consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
 - 8.1.3 subdivide its shares, or any of them, into shares of a smaller amount than its existing shares;
 - 8.1.4 cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person;
 - 8.1.5 reduce its share capital and any share premium account in any way.
- 8.2 Regulation 35 shall apply with the omission of the words “(including any redeemable shares)” and “redemption or”.

GENERAL MEETINGS

- 9 The words “at least seven clear days’ notice” shall be substituted for the words “at least fourteen clear days’ notice” in Regulation 38. Notice of every general meeting shall be given to all members other than any who, under the provisions of these articles or the terms of issue of any shares they hold, are not entitled to receive notice from the Company, and also to any other persons to whom the Directors resolve that notice shall be given. Regulation 38 shall be modified accordingly. The right to receive notice of a general meeting shall (in the absence of the right to vote being given by these Articles or elsewhere) include the right to attend any such meeting and to speak, but not to vote, at any such meeting.
- 10 For all purposes of these Articles, a general meeting of the Company or of the holders of any class of its shares shall be valid and effective for all purposes if one person, being a duly authorised representative of two or more corporations each of which is a member entitled to vote upon the business to be transacted, is present. Regulation 40 shall be modified accordingly.

- 11 A written resolution to be given by a corporation which is a member of the Company may be signed, on its behalf, by a director or the secretary of that corporation or by the attorney or authorised representative of that corporation. Regulation 53 shall be extended accordingly. Regulation 53 (as extended by this Article 11) shall also apply (with appropriate modifications) to the written resolutions of any class of members of the Company.
- 12 Every proxy for any member (regardless of the number or the holdings of the members for whom he is a proxy) shall have one vote on a show of hands at a general meeting of the Company. Regulation 54 shall be modified accordingly.
- 13 Regulation 57 shall not apply.
- 14 A form of proxy (together with the original or a certified copy of any letter or power of attorney, if the form of proxy has been signed by an attorney) must:-
 - 14.1 for the general meeting or adjourned meeting at which it is to be used, be delivered or received:-
 - 14.1.1 in the case of a form of proxy in writing, to the place specified in (or in a note to) the notice convening the meeting for the delivery of forms of proxy, at least one hour before the time fixed for the start of that meeting, or to the Secretary of the Company or the chairman of the meeting at the place where the meeting is to be held, on the day of, and before the time fixed for the start of, the meeting; and
 - 14.1.2 in the case of a form of proxy contained in an electronic communication, at the address specified for the purpose of receiving electronic communications in (or in a note to) the notice convening the meeting or in any form of proxy sent out by the Company in relation to the meeting or in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting, at least one hour before the time fixed for the start of that meeting; and
 - 14.2 in the case of a poll which is not to be taken at or on the same day as the general meeting or adjourned meeting at which the relevant resolution has been proposed, be delivered or received:-
 - 14.2.1 in the case of a form of proxy in writing, to the place specified in (or in a note to) the notice convening the meeting for the delivery of forms of proxy, at least one hour before the time fixed for taking the poll, or to the Secretary of the Company or the chairman of the meeting at the place where the poll is to be taken, on the day, and before the time, fixed for taking the poll; or
 - 14.2.2 in the case of a form of proxy contained in an electronic communication, at the address specified for the purpose of receiving electronic communications in (or in a note to) the notice convening the meeting or in any form of proxy sent out by the Company in relation to the meeting or in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting, at least one hour before the time fixed for taking the poll.

If no place is specified in (or in a note to) the notice convening the meeting for the delivery of forms of proxy in writing, then such forms may be delivered instead to the Company's registered office. A form of proxy will be valid for any adjournment of a meeting in addition to the meeting to which it relates, unless it is stated on the relevant form that the form of proxy cannot be used at any such adjournment. If a form of proxy relates to more than one meeting (including any adjournment of any such meeting) and has been delivered or received as required by this Article 7 for or in respect of one of those meetings, it will be valid for all subsequent meetings to which it relates and need not be re-delivered. In this Article 7 and in regulation 63, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications. Regulation 62 shall not apply.

NUMBER OF DIRECTORS

- 15 The minimum number of Directors shall be one. Regulation 64 shall be modified accordingly.

ALTERNATE DIRECTORS

- 16.1 An alternate director shall be entitled to receive notices of meetings of the Directors and, if the Director who appointed him is a member of any committee of Directors, of that committee. Such alternate director shall also be entitled to attend and vote as a Director at, and to be counted as part of the quorum for, any such meeting at which the Director who appointed him is not present, and generally at any such meeting to perform, as a Director, all functions of the Director who appointed him. In relation to the proceedings at any such meeting which an alternate director attends, the provisions of these Articles shall apply as if that alternate director were a Director.
- 16.2 If an alternate director is also himself a Director or attends any meeting as an alternate for more than one Director, his voting rights shall be cumulative but he will only be counted once for any quorum requirements.
- 16.3 If any Director who has appointed an alternate director is for the time being absent from the United Kingdom or temporarily unable to act because of ill health or disability, then that alternate director may sign, in his place, any written resolution of the Directors.
- 16.4 An alternate director will not, except as set out in the preceding paragraphs of this Article 16, have power to act as a Director; nor will such alternate director be deemed to be a Director under these Articles or the agent of the Director who appointed him.
- 16.5 Regulations 66 and 69 shall not apply.
- 16.6 An alternate director shall be entitled to contract, to be interested in and to benefit from any contracts, arrangements or transactions, to be repaid expenses and to be indemnified to the same extent as if he were a Director. Such alternate director shall not be entitled to receive any remuneration from the Company for acting as an alternate director unless the Director who appointed him instructs the Company in writing to pay part of the remuneration payable by the Company to that Director to the alternate director instead.

POWER TO RECEIVE UNCALLED MONEYS

- 17 The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and remaining unpaid on any shares held by him.

DELEGATION OF DIRECTORS' POWERS

- 18.1 The Directors may, in addition to the powers contained in Regulation 72, delegate any of their powers or discretions (including any power or discretion the exercise of which involves or may involve the payment of remuneration to, or the conferring of any other benefit upon, all or any of the Directors) to committees comprising one or more Directors and, if desired, one or more other named persons who have been co-opted onto such committee in accordance with the provisions of this Article 18.
- 18.2 If any power or discretion has been delegated to a committee under Article 17.1, any reference in these Articles to the exercise by the Directors of that power or discretion shall be interpreted accordingly, as if it was a reference to the exercise of the same by that committee.
- 18.3 Any committee appointed under Article 18.1 shall, when exercising any powers or discretions delegated to it, abide by any regulations imposed by the Directors which may then subsist. Any such regulations may provide for or permit the co-option to the committee of persons other than Directors and for such persons to have voting rights as members of that committee; but Directors must form a majority of the members of such committee and no resolution of the committee will be valid unless it has been approved by a majority of the votes cast on that resolution and that majority included at least one Director.
- 18.4 Regulation 72 shall be modified accordingly.

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 19.1 A Director shall not retire by rotation. References to retirement by rotation in Regulations 73 to 80 shall accordingly be ignored.
- 19.2 A Director appointed to fill a vacancy or as an addition to the Board of Directors shall not retire at the next Annual General Meeting after his appointment. Regulations 78 and 79 shall be modified accordingly.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 20 A Director shall cease to be a Director:-
- 20.1 in any of the circumstances specified in Regulation 81; or
- 20.2 if he offers, in writing, to resign and the Directors resolve to accept his offer; or
- 20.3 if he becomes incapable by reason of illness or injury of managing and administering his property and affairs; paragraph (c) of Regulation 81 shall be modified accordingly; or
- 20.4 if a notice signed by the holders of more than 50 per cent of the issued share capital of the Company requiring him to vacate his office is delivered to the Company's registered office.

REMUNERATION OF DIRECTORS

- 21 A Director who serves on any committee or who carries out any other services which, in the opinion of the Directors, are outside the scope of the ordinary duties of a Director may be paid such extra remuneration of any kind or may receive such other benefits as the Directors may determine. Regulation 82 shall be extended accordingly.

PROCEEDINGS OF DIRECTORS

- 22.1 Any Director may waive notice of any meeting and any such waiver may be retroactive. Regulation 88 shall be extended accordingly.
- 22.2 On any contract, arrangement or matter in which a Director is in any way interested, directly or indirectly, such Director may vote and may be counted in the quorum present at any meeting at which such contract, arrangement or matter is being considered. Any such Director may (unless agreed otherwise) retain for his own absolute use and benefit all profits and advantages which he may derive or receive (directly or indirectly) from or as a result of any such contract, arrangement or matter. Regulations 94 to 98 shall not apply.
- 22.3 Any director (including an alternate director) may participate in a meeting of the directors or a committee of the Directors of which he is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Act, any such director (or alternate director) shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

INDEMNITY AND INSURANCE

- 23.1 Subject to the provisions of and so far as may be permitted by law, every Director, auditor, Secretary or other officer of the Company shall be indemnified by the Company out of its own funds against and/or exempted by the Company from all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office. Regulation 118 shall not apply.
- 23.2 Without restricting or reducing in any way the scope of the provisions of Regulation 87 or Article 23.1.1, the Directors shall have the power to purchase and maintain insurance for, or for the benefit of, any persons who are or were at any time Directors, officers, employees or auditors of any Associated Company or who are or were at any time trustees of any pension fund or employees' share scheme in which employees of any Associated Company are interested, (including, without limitation, insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to any Associated Company, or any such pension fund or employees' share scheme).
- 23.3 In this Article 23, "Associated Company" means the Company, any holding company of the Company or any other body, whether or not incorporated, in which the

Company or any such holding company or any of the predecessors of the Company or of any such holding company has or had any interest (whether direct or indirect) or which is in any way allied to or associated with the Company, or any subsidiary undertaking of the Company or of any such other body.

PARENT COMPANY RIGHTS

- 24.1 Whenever Illinois Tool Works, Inc. (the "**Parent Company**"), or any subsidiary undertaking of the Parent Company, shall be the holder of at least 90 per cent of the issued ordinary shares of the Company, the following provisions shall apply and, to the extent that these provisions are inconsistent with any other provision of these Articles, the following provisions shall prevail:-
- 24.1.1 the Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director (whether or not initially appointed by the Parent Company). If such person has been appointed to an executive office which will automatically cease when he is removed by the Parent Company such removal shall be treated as an act of the Company and shall take effect without restricting or limiting in any way any claim for damages for breach of any contract of service between him and the Company which that person may have;
- 24.1.2 no unissued shares shall be issued or agreed to be issued or put under option without the prior consent of the Parent Company;
- 24.1.3 any or all powers of the Directors may be restricted in such respects and to such extent as the Parent Company may by notice to the Company at any time and on any occasion prescribe.
- 24.2 Any appointment, removal, consent or notice made or given under Article 18.1 shall be in writing, signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other authorised person, and shall be sent or delivered to the Company at its registered office. No person dealing with the Company shall be required to see or enquire as to whether the powers of the Directors have been in any way restricted under these Articles or as to whether any requisite consent of the Parent Company has been obtained. No obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffective unless the third party had, at the time, express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction exceeded of the powers of the Directors.

LIABILITY

25. The liability of the members is unlimited. The members, by reason of the membership of the Company, are liable for all debts of the Company. The liability of the members for the Company's debts is not limited in any respect by the amount of the Company's share capital.

Names, addresses and descriptions of Subscribers	Number of shares taken by each subscriber
Karen Jayne Milliner 3 Hawker Court Queens Road Kingston Surrey KT2 7SE Chartered Secretary	One

Dated the 21 day of March 1996

Witness to the above signature:

Name:
 Address: 8 Denton Road
 East Twickenham
 Middlesex
 TW1 2HQ

 Project Manager