

Number of
(Certificate)

21668

Form No. 41

THE COMPANIES ACTS 1908 to 1917.



A Co.
Companies'
Registration
Fee Stamp
to be
impressed
here.

REGISTERED

230525

7 OCT 1926

DECLARATION of Compliance with the requirements of the Companies

(Consolidation) Act 1908, on behalf of a Company proposed to be

registered as *Mary Gurney & Co.*

LIMITED.

Pursuant to Section 17 (2) of the Companies (Consolidation) Act 1908.

Presented for filing by

The Solicitors' Law Stationery Society, Limited, 22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4,
40 Bedford Row, W.C.1, 6 Victoria Street, S.W.1, 15 Hanover Street, W.1, and 66 St. Vincent Street, Glasgow,
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

Companies Form 41 - 317620-3-25. W127

J. Frank Jewson

of *the City of Norwich Solicitor*

(a) Here Insert:
"A Solicitor of
the High Court
engaged in the
formation,"
or
"A Director or
Secretary named
in the Articles of
Association."

Do solemnly and sincerely declare that I am (*) *a Solicitor of the
High Court engaged in the formation*

of *Mary Gurney & Co.*

Limited, and that all and every the requirements of the Companies
(Consolidation) Act 1908, in respect of matters precedent to the
registration of the said Company and incidental thereto 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 *the City of Norwich*

the *28th* day of *September*

One thousand nine hundred and twenty ~~six~~

Before me,

Robert Goodrich

A Commissioner for Oaths.

J. Frank Jewson

THE STAMP ACT 1891.

(54 & 55 VICT., CH. 39.)



COMPANY LIMITED BY SHARES.



Statement of the Nominal Capital

OF

Albany Lumber & Co.

LIMITED.

REGISTERED

230526

7 OCT 1926

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, and by Section 39 of the Finance Act 1920.

NOTE.—The Stamp Duty on the Nominal Capital is One Pound for every £100 or fraction of £100.

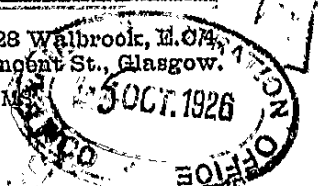
This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered.

Presented for filing by

The Solicitors' Law Stationery Society, Limited, 22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria St., S.W.1, 15 Hanover St., W.1. and 68 St. Vincent St., Glasgow.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Companies Form G.—1154.01.24. 115125.



THE NOMINAL CAPITAL

OF

May Gurney & Co., Limited,

is £18,000., divided into 18000.

Shares of one pound each.

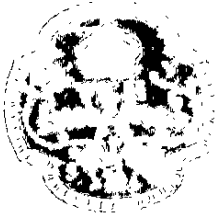
Signature *A. R. Gurney*

Officer *Director*

Dated the *twelfth* day of

September 192*6*

This Statement should be signed by an Officer of the Company.



The Companies Acts 1905 & 1917.

REGISTERED

230527

COMPANY LIMITED BY SHARES.

7 OCT 1926



Memorandum of Association
OF
MAY GURNEY & CO.,
LIMITED.

1. The name of the Company is MAY GURNEY & CO., LIMITED.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are—

(1) To enter into and carry into effect, with such (if any) modifications or alterations as may be agreed upon, the agreement already prepared and expressed to be made between Roland James May of the one part, and this Company of the other part, referred to in Clause 2 of the Articles of Association of the Company.

Carry into effect Agreement.

(2) To carry on, develop, extend and turn to account the business of a Public Works Contractor and Engineer carried or by the said Roland James May at Trowse Newton in the County of Norfolk and elsewhere, and also the trade or business of Haulage Contractors, Builders, Timber Merchants, Cement and Concrete Manufacturers and Wharfingers and Carriers by land and water and any other trade or business whatsoever which can, in the opinion of the Company, be advantageously or conveniently carried on by the Company by way of extension of or in connection with such business, or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights.

Carry on the business proposed to be acquired.

(3) To acquire from time to time all such stock-in-trade goods, chattels, and effects as may be necessary or convenient for any business for the time being carried on by the Company.



- (4) To carry on any other businesses, whether manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with any of the above specified businesses, or objects, or calculated, directly or indirectly, to enhance the value of, or render profitable any of the Company's property or rights.
- (5) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person or company, carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (6) To acquire, construct, carry out, maintain, improve, manage, work, control and superintend any warehouses, stores, works offices and premises, which may seem, directly or indirectly, conducive to any of the Company's objects, and to contribute to, subsidize or otherwise assist or take part in such maintenance, management, working, control and superintendence.
- (7) To amalgamate and enter into partnership or into any arrangement for sharing profits, union of interest, joint adventure, reciprocal concessions or co-operation with any person or company, carrying on or engaged in or about to carry on or engage in any business or transaction, which the Company is authorised to carry on or engage in, or any business or transaction capable of being conducted, so as, directly or indirectly, to benefit this Company, and to take or otherwise acquire and hold shares or stock in, or securities of, and to subsidize or otherwise assist any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with such shares, stock or securities.
- (8) Generally, to purchase, take on lease or in exchange, hire, or otherwise acquire any real or personal property, and any rights or privileges, which the Company may think necessary or convenient with reference to any of these objects, or capable of being profitably dealt with in connection with any of the Company's property or rights for the time being, and, in particular, any land, buildings, easements, and stock-in-trade.
- (9) To sell or dispose of the whole or any part of the undertaking or property of the Company either for cash or shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or for debentures or other securities of any other Company having objects altogether or in part similar to those of this Company or partly in one mode and partly in another and generally on such terms as the Directors may determine.

- (10) To purchase, build, charter, equip as may be thought fit, lead (either on commission or otherwise), sell, repair, let out to hire and trade with steam or other ships, boats and vessels of all kinds.
- (11) To enter into any arrangements with any authority, municipal, local or otherwise, that may seem conducive to any of the Company's objects and to obtain from any such authority any rights, privileges or concessions which the Directors may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges or concessions.
- (12) To promote any company or companies for the purpose of its or their acquiring all or any of the property, rights and liabilities of the Company, or for any other purpose which may seem, directly or indirectly, calculated to benefit this Company.
- (13) To remunerate any person or Company for services rendered or to be rendered in or about the conduct of the business of the Company, and to pay brokerage, commissions and other remuneration to persons who procure or guarantee subscriptions for any of the share and debenture capital of the Company and generally to make arrangements for placing and procuring the subscriptions of such capital.
- (14) To support and subscribe to any charitable or public object, and any institution, society, or club, which may be for the benefit of the Company, or its Employees; to give pensions, bonuses, gratuities or charitable aid to any person or persons, who may have served the Company, or its predecessor in business, or to the wives or children of such persons; to make payments towards insurance, and to form and contribute to provident or benefit funds for the benefit of any persons employed by the Company, or its predecessor in business.
- (15) To invest and deal with the moneys of the Company, not immediately required, upon such securities, loans or investments and in such manner as the Company may from time to time determine.
- (16) To lend money to such persons and on such terms as may seem expedient, and, in particular, to customers of and persons having dealings with the Company, and to give any guarantee or indemnity, as may seem expedient.
- (17) To borrow and raise money for the purposes of the Company's business and particularly to create and issue at par or at a premium or discount mortgages, debentures and debenture stock charged upon all or any part of the undertaking and all or any of the real and personal property, estate, assets and effects of the Company present and

future (including uncalled capital) and payable either to bearer or registered holder and either permanent or redeemable with or without a bonus or premium and at such rate of interest and with such provisions for the creation of a sinking fund and such powers of sale and of making and enforcing calls and of appointment of directors, receivers, managers or otherwise, and generally upon such terms and conditions as the Directors may determine, and to further secure any securities issued by the Company by a trust deed or otherwise.

- (18) To draw, accept, indorse, discount, execute and issue bills of exchange, promissory notes, debentures, bills of lading, warrants and other negotiable or transferable instruments or securities.
- (19) To apply for and obtain any Provisional Order or Act of Parliament in Great Britain for enabling the Company the better to carry out any of its objects or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient, and to support or oppose or contribute to the expenses of supporting or opposing any Bill in Parliament whether public or private which may be considered beneficial or prejudicial to the interests of the Company.
- (20) To distribute any part of the property of the Company in specie among the Members.
- (21) To do all or any of the above things, either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise. Provided always that nothing herein contained shall authorise the Company to carry on an Assurance ^{or to grant annuities} business, within the meaning of the Assurance Companies Act, 1909, ^{as the Industrial Insurance Act, 1923, or to insure any risk under any class of insurance business to which the said Acts apply.}
- (22) To sell, improve, manage, develop, exchange, enfranchise, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property or rights of the Company.
- (23) To do all such other things as are incidental or conducive to the attainment of the above objects, and so that the word "company" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and so that the objects specified in each paragraph of the clause shall, except when otherwise expressed in such paragraph, be in nowise limited or restricted by reference to, or inference from the terms of any other paragraph.

4. The liability of the members is limited.

5. The ^{share} capital of the Company is £18,000 divided into 18,000 shares of £1 each of which 9000 are preference shares and 9000 are ordinary shares, and such preference shares shall confer the right to a fixed cumulative preferential dividend at the rate of six per cent. per annum on the capital paid up thereon, and shall rank, both as regards dividend and capital, in priority to the ordinary shares, but shall not confer the right to any further participation in profits or assets, and, upon any increase of capital, the Company is to be at liberty to issue any new shares with any preferential, deferred, qualified, or special rights, privileges or conditions attached thereto.

We, the several persons, whose Names, Addresses, and Descriptions 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 and Class of Shares taken by each Subscriber.
Roland James May, Browne Newton, Norfolk Contractor	Ordinary One Share
Christopher Richard Gurney, Nottingham Hall, Norwich Merchant	one ordinary

Dated the 29th day of September, 1926.

Witness to the signatures of the above-named Roland James May and Christopher Richard Gurney.

B. Cohen - Handy
Solicitor
Norwich



The Companies Acts 1908 to 1917.

COMPANY LIMITED BY SHARES.



Articles of Association

OF

MAY GURNEY & CO.,
LIMITED.

REGISTERED.

230528

7 OCT 1926

1. The regulations contained in Table A in the first schedule to the Companies (Consolidation) Act, 1908 (hereinafter called Table A) shall be the Articles of Association of the Company, except in so far as they are added to, or modified by the following provisions. Clauses 2, 31 to 40 inclusive, 42, 43, 46, 60, 68, 73, 77, 78, 88, 108, 111 and 114, of Table A shall not apply to this Company, and Clauses 3, 5, 9, 12, 20, 49, 51, 56, 65 and 70 shall be modified, as hereinafter appears.

Adoption of Table A, except as specially provided.

Modification of Table A.

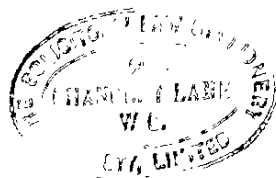
2. The Company shall forthwith enter into an Agreement between Roland James May of Trowse, Norfolk, Contractor, of the one part, and the Company of the other part, in the terms of a draft, which, for the purposes of identification, has been signed by Frank Jewson, a Solicitor of the Supreme Court, and the Directors shall carry the said Agreement into effect, with such modifications, if any, as may be agreed upon, whether before or after the execution thereof, and shall execute and obtain the execution of all deeds and documents, necessary for vesting in the Company the premises thereby agreed to be sold and purchased. It shall be no objection to the said Agreement that the said Roland James May, as promoter and director, stands in a fiduciary position to the Company, and every person who shall at any time become a member of the Company shall be deemed to approve and confirm the said Agreement, with or without modification, as aforesaid.

Preliminary Agreement.

3. The Company is a private Company as defined by the Companies Acts, 1908 and 1913, and accordingly—

The Company a private Company.

- (i) The right to transfer shares in the Company is restricted as provided by the provisions of these presents relating to transfer and transmission of shares.



425

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(ii) The number of the Members of the Company (exclusive of persons who are in the employment of the Company, and of the persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be Members of the Company) shall not at any time exceed fifty, but two or more persons holding one or more shares jointly shall for the purposes of this sub-clause be treated as a single Member.

(iii) No invitation shall at any time be made to the public to subscribe for any shares or debentures or debenture stock in or of the Company.

(iv) The powers of the Company and of the Directors respectively as to the issue, allotment, disposal and sale of shares, debentures and debenture stock in or of the Company shall take effect and be exercisable only subject to the provisions of sub-clause (iii) of this Article, and (as regards shares) to the provisions of sub-clauses (i) and (ii) of this Article also.

Provided always that nothing contained in these presents shall be deemed to prevent the Company from turning itself into a public company by fulfilling the statutory requirements in that behalf.

Original Capital.

4. The original capital of £18,000 is divided into 9,000 Preference Shares and 9,000 Ordinary Shares of £1 each.

Control by Directors.

5. The Shares shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons on such terms and conditions and at such times as the Directors think fit, and with full power to give to any person the call of any Shares either at par or for a premium for such time and for such consideration as the Directors think fit.

Trusts not recognised.

6. No person shall be recognized by the Company as holding any share upon any trust, and the Company shall not be bound to recognize any equitable, contingent, future or partial interest in any share.

Modification of Clause 3.

7. In Clause 3 of Table "A" the words "extraordinary resolution" shall be substituted for the words "Special Resolution."

Modification of Clause 5.

8. So much of Clause 5 of Table "A" as relates to Shares offered to the public for subscription or to allotment: Shares in a private company shall not apply to the Company.

Modification of Clause 9.

9. In Clause 9 of Table "A" the words "(other than fully paid shares)" shall be omitted.

10. In Clause 12 of Table "A" the words "provided that no call shall exceed one-fourth of the nominal amount of the share or be payable at less than one month from the last call" shall be omitted.

11. Subject to the restrictions of these presents any Member may transfer his shares or any of them. Transfer of Shares.

12. In Clause 20 of Table "A" the words "not being fully paid Shares" shall be omitted, and the words "but it shall not be incumbent on them to give any reason for their disapproval" shall be inserted immediately after the word 'approve.' Modification of Clause 20.

13. The provisions of Table "A" with respect to transmission shall take effect subject to the provisions of these presents restricting the right to transfer Shares. Transmission of Shares.

14. Clause 46 of Table A shall not apply, and in lieu thereof the following clause shall be substituted, namely, "In addition to the Statutory General Meeting a General Meeting shall be held once in the year 1927 and in every subsequent year, at such time and place as the Directors shall determine." Provided always that every General Meeting after the first held under this Article shall be held not later than fifteen months after the last preceding General Meeting. General Meetings.

15. With the consent in writing of all the members for the time being entitled to attend, a General Meeting may be convened on a shorter notice than seven days, and in any manner they think fit, and Clause 49 of Table A shall be modified accordingly. In Clause 49 of Table A the words "the Registered Members" shall be substituted for the words "such persons as are under the regulations of the Company entitled to receive such notices from the Company." Convening General Meeting. Modification of Clause 49.

16. Whenever it is intended to pass a special resolution, the two meetings may be convened by one and the same notice, and it shall be no objection that the notice only convenes the second meeting, contingently on the resolution being passed by the requisite majority at the first meeting. One notice for two Meetings.

17. In Clause 51 of Table A the words "two persons present in person or by proxy" shall be substituted for the words "three members present in person or by proxy." Modification of Clauses 51 & 52.

18. Clause 56 of Table A shall be modified, so as to make in every case one member present in person or by proxy sufficient to demand a poll, and the words "or not carried by a particular majority" shall be inserted immediately after the word "lost." Modification of Clause 56.

19. Subject and without prejudice to any special privileges or restrictions for the time being affecting any special class of shares for the time being forming part of the capital of the Company, every member present in person shall upon a show of hands have one vote only. Upon a poll every member present in person or by proxy shall have one vote for every ordinary share at a meeting at which holders of preference shares are not entitled to attend, and at a meeting at which Votes of Members.

holders of preference shares are entitled to attend one vote for every share (whether ordinary or preference) of which he is the holder. Provided always that a holder of preference shares shall not be entitled to receive any notice of or attend or vote at any Meeting of the Company in respect of such shares, either upon a show of hands or a poll, except during such period as any dividends on the preference shares may be in arrear for more than three calendar months, or except in respect of the under-mentioned questions, viz. :—

- (1) The increase of the share capital of the Company.
- (2) The alteration of the Company's Memorandum or Articles of Association.
- (3) The sale or disposal of the business of the Company.
- (4) The winding up of the Company.

Modification of
Clause 65.

20. Any person whether or not a member of the Company may act as a proxy at a Meeting of the Company and Clause 65 of Table A shall be modified accordingly.

Number of
Directors.

21. Clause 68 of Table A shall not apply, and, until otherwise determined by a General Meeting, the number of Directors shall be not less than two or more than five.

22. A Director may be appointed to and hold any other office under the Company (except that of Auditor) with or without remuneration.

First Directors
and Managing Director.

23. The first Directors shall be the said Roland James May and Christopher Richard Gurney of Northrepps Hall, Norfolk. The said Roland James May and Christopher Richard Gurney shall be respectively appointed a Joint Managing Director of the Company and the Company shall forthwith enter into two agreements with the said Roland James May and Christopher Richard Gurney in the terms of two drafts which have for purposes of identification been signed by the said Frank Jewson. It shall be no objection to either of the said agreements that the said Roland James May and Christopher Richard Gurney or either of them as promoters or Directors stand in a fiduciary position to the Company.

24. The remuneration of the Directors under Clause 69 of Table A shall, unless otherwise ordered by the Company, be divided among the Directors in such proportions, as the majority of them shall, by writing under their hands, from time to time determine, and, in default of such determination, equally.

Qualification of
Directors.

25. Clause 70 in Table A shall be modified, by substituting the words "100 shares" for the words "one share."

Disqualification of
Directors.

26. The office of Director shall *ipso facto* be vacated, if the Director :—

- (a) Ceases to be a Director by virtue of Section 73 of The Companies (Consolidation) Act, 1908, or
- (b) Holds any office or place of profit under the Company, except that of Managing Director or Manager, or

- (c) Becomes bankrupt, or
- (d) Is found lunatic or becomes of unsound mind, or
- (e) By notice in writing to the Company resigns his office.

27. At the Ordinary General Meeting in the year 1927 and at the Ordinary General Meeting in every subsequent year, one-third of the Directors for the time being, if three or upwards in number, or if their number is not three or a multiple of three, then the number nearest to but not exceeding one-third, shall retire from office. If there are two Directors only, one of such Directors shall similarly retire from office.

28. No Director shall be disqualified by his office from contracting with the Company, either as vendor, purchaser, lender, borrower, or otherwise, nor shall any such contract, or any contract or arrangement, entered into by or on behalf of the Company with any company or partnership of or in which any Director shall be a member or otherwise interested, be avoided, nor shall any Director, so contracting or being such member so interested, be liable to account to the Company for any profit realized by any such contract or arrangement, by reason only of such Director holding that office, or of the fiduciary relations thereby established, but no such Director shall vote in respect of such contracts or arrangements, and the nature of his interest, where it does not appear on the face of the contract or arrangement, must be disclosed by him at the meeting of the Directors at which the contract or arrangement is determined on, if his interest then exists, and in any other case at the first meeting of the Directors after the acquisition of his interest, but this prohibition shall not apply to any contract by or on behalf of the Company to give to the Directors, or any of them, any security for advances, or by way of indemnity, or to any settlement, or set-off of cross or counter claims, and it may at any time or times be suspended, or relaxed to any extent by a general meeting.

29. Clause 88 of Table A shall not apply, and the quorum necessary for the transaction of business at a Directors' Meeting shall be two.

30. A resolution, determined on without any meeting of Directors and evidenced in writing under the hands of all the Directors, shall be as valid and effectual as a resolution, duly passed at a meeting of the Directors, duly called and constituted.

31. The Company may pay commission to any person in consideration of his subscribing or agreeing to subscribe whether absolutely or conditionally for any Shares of or loans to the Company or procuring or agreeing to procure subscriptions for any Shares of or loans to the Company to any amount not exceeding ten per cent. of the nominal value of the shares or loans so subscribed or procured.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

Roland James May Grouse Newton Norfolk
Contractor
Christopher Richard Gurney Northampton Hall Norwich
Merchant

dated 29th September 1926.

Witness to the signatures of the above-named Roland James May and
Christopher Richard Gurney.

B. Cozens Hardy
Solicitor
Norwich

DUPLICATE FOR THE FILE.

No. 216679



Certificate of Incorporation

I Hereby Certify, That the

MAY JOURNEY & CO., LIMITED

is this day Incorporated under the Companies Acts, 1908 to 1917, and that the Company is
Limited.

Given under my hand at London this seventh day of October One

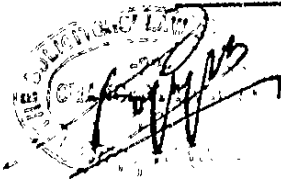
Thousand Nine Hundred and twenty-six.

Fees and Deed Stamps £9. 15. 0

Stamp Duty on Capital £ 180.

ASSISTANT Registrar of Joint Stock Companies.

Certificate /
received by



Date

7th Oct 1926

COMPANY LIMITED BY SHARES.



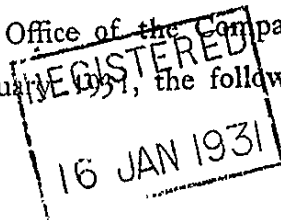
Extraordinary Resolution

(Pursuant to Section 118 of the Companies Act, 1929)

OF

MAY GURNEY & CO., LIMITED.

At an Extraordinary General Meeting of the Members of the said Company, duly convened and held at the Registered Office of the Company, Trowse, Norwich, on Saturday, the 10th day of January 1931, the following Extraordinary Resolution was duly passed:—



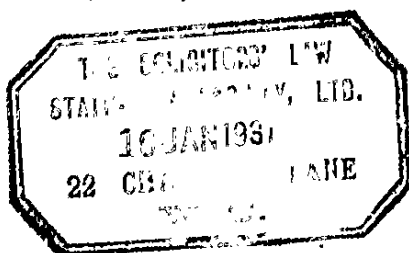
Resolved:

THAT the Capital of the Company be increased to £25,000 by the creation of:—

- (a) 3,500 new 6 per cent. Cumulative Preference Shares of £1 each, to rank *pari passu* with and have the same rights and privileges and be subject to the same conditions as the existing Preference Shares, and
- (b) 3,500 new Ordinary Shares of £1 each.

C. B. Gurney
Director

Registered Office of the Company,
Trowse, Norwich.



THE STAMP ACT, 1891.

(54 & 55 Vict., Ch. 39.)



COMPANY LIMITED BY SHARES.

Statement of Increase of the Nominal Capital

OF

MAY, GURNEY & CO.,

LIMITED.

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, and by Section 39 of the Finance Act, 1920.

NOTE.—The Stamp Duty on an increase of Nominal Capital is One Pound for every £100 or fraction of £100.

REGISTERED
16 JAN 1931

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 52 (1) of the Companies Act, 1929. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Sec. 5 of the Revenue Act, 1903).

Presented by

The Solicitors' Law Stationery Society, Limited,
22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1,
15 Hanover Street, W.1, 19 & 21 North John Street, Liverpool, and 66 St. Vincent Street, Glasgow.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

Companies Form 6b.—30401.16-1-30. W125.

[See Back]

THE NOMINAL CAPITAL

OF

MAY, GURNEY & CO., Limited,

has been increased by the addition thereto of the sum of

£7,000, divided into 7,000

Shares of £1 each, beyond the registered

Capital of £18,000.

*Signature

C. P. Gurney

Director

Officer

Dated the fourteenth day of January, 19 31.

* This Statement should be signed by a Director or Manager or Secretary of the Company.

THE COMPANIES ACT, 1929.



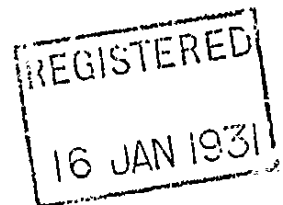
Notice of Increase in Nominal Capital

Pursuant to Section 52.

Insert the
Name
of the
Company.

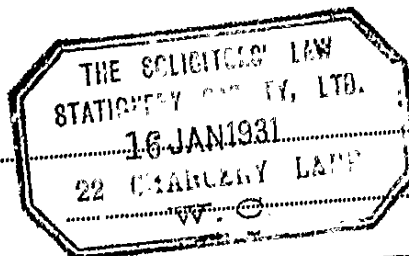
MAY, GURNEY & CO.,

LIMITED.



NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 52 (3) of the Act).

Presented by



The Solicitors' Law Stationery Society, Limited,
22 Chancery Lane, W.C.2; 27 & 28 Walbrook, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 19 & 21 North John Street, Liverpool, and 66 St. Vincent Street, Glasgow.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Companies Form No. 6A.—33542.28-3-30 W103



To THE REGISTRAR OF COMPANIES.

MAY, GURNEY & CO., Limited, hereby gives you notice, pursuant to
 Section 52 of the Companies Act, 1929, that by an ^{*"Ordinary,"} ^{"Extraordin-} ^{ary," or} ^{"Special".} Extraordinary
 Resolution of the Company dated the Tenth day of January, 1931,
 the Nominal Capital of the Company has been increased by the addition thereto of
 the sum of £7,000.
 beyond the Registered Capital of £18,000.

The additional Capital is divided as follows:—

Number of Shares.	Class of Shares.	Nominal amount of each Share
3,500	Preference	£1
3,500	Ordinary	£1

The Conditions (e.g. voting rights, dividends, &c.) subject to which the new
 shares have been, or are to be, issued are as follows:—

The Preference Shares are 6 per cent. Cumulative Preference
 Shares ranking pari passu with and having the same rights
 and privileges and being subject to the same conditions
 as the existing Preference Shares. The Shares are not
 redeemable.

The Ordinary Shares are subject to the same conditions as the
 existing Ordinary Shares.

* * If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature..... *C. R. Gurney*

State whether Director,
 Manager or Secretary) *Director*

Dated the *fourteenth* day of January, 1931.



SPECIAL RESOLUTIONS.

7 OCT 1942

(Pursuant to Section 111 of the Companies Act, 1929)

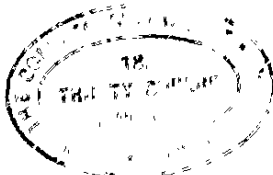
AT AN EXTRAORDINARY GENERAL MEETING of the above Company, held at the Registered Office of the Company, Tenesse, Morley, on the 21st. day of September, 1942, the following Special RESOLUTIONS were duly passed.

1. THAT Article 25 be rescinded and that the following Article be substituted therefor:

25. By two Agreements both dated 25th. April 1942 and made between the Company and Roland James May and the Company and Ernest Leslie Cooke respectively (in error purporting to be entered into in pursuance of Article 25 hereby rescinded) the said Roland James May and Ernest Leslie Cooke whilst respectively holding at least 1,000 Ordinary Shares in the Company were respectively appointed a Joint Managing Director of the Company for their joint lives and on the death of either of them or on either ceasing to be a Joint Managing Director the survivor was thereby appointed Managing Director of the Company during his life. The said two Agreements and the respective Appointments of the said Roland James May and Ernest Leslie Cooke as a Joint Managing Director or Managing Director of the Company are hereby expressly confirmed PROVIDED ALWAYS that the appointment of the said Roland James May and Ernest Leslie Cooke as a Joint Managing Director or Managing Director shall ipso facto determine from any of the causes mentioned in Article 26.

2. THAT Article 27 be hereby amended by the addition at the end thereof of the following words :

"PROVIDED that neither the said R. J. May nor E. L. Cooke shall be liable to retire under this Article whilst holding the Office of a Joint Managing Director or Managing Director."



Ernest Leslie Cooke
Secretary.

A 4784

COMPANY LIMITED BY SHARES.

Special Resolution

(Pursuant to Section 10 of the Companies Act, 1948)

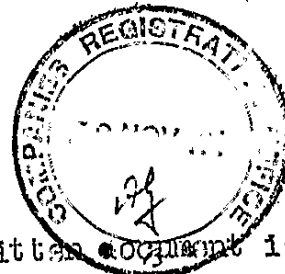
OF

MAY GURNEY & CO., LIMITED

At an Extraordinary General Meeting of the above named duly convened and held at the Registered Office of the Company, Trowse, Norwich, on the sixteenth day of November, 1949, the following Special Resolution was duly passed :—

That the Articles contained or by reference to Table A, in the First Schedule of the Companies Act, 1948, incorporated in the document laid before this meeting and subscribed for identification by the Chairman be and the same are hereby adopted as the Companies Articles of Association in substitution for its existing Articles.

Registered Office of the Company,
Trowse, Norwich.



I CERTIFY that the above written document is a true copy of the Special Resolution passed by the Company on the 16th day of November, 1949.

509

953

B. L. Lewis
Secretary.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

MAY GURNEY & CO., LIMITED.

(Adopted by Special Resolution passed the *16th November* 1949)

PRELIMINARY.

1. The regulations contained in Part I of Table "A" in the First Schedule to the Companies Act 1948 (such Table being hereinafter referred to as Table "A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say the Clauses in Part I of Table "A" numbered 24, 53, 62, 75, 77 and 118 shall not apply to this Company: and Clauses 11, 15, 50, 58, 79, 89, 108 and 127 shall be modified as hereinafter appears: but in lieu thereof and in addition to the remaining Clauses in Part I of Table "A" the following shall be the regulations of the Company.
2. The Company is a Private Company and accordingly Clauses 2, 3, 4, 5, and 6 in Part II of Table "A" shall apply to the Company.

SHARE CAPITAL AND SHARES.

3. The Share Capital of the Company at the date of the adoption of these articles is £25,000 divided into 25,000 shares of £1 each whereof 12,500 shares are Preference Shares and 12,500 shares are Ordinary Shares. The said Preference Shares and Ordinary Shares shall confer on the holders thereof the rights and privileges hereinafter declared and such rights and privileges shall be subject to variation in the manner provided by Clause 4 in Part I of Table "A" and not otherwise.
4. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons on such terms and in such manner as they think fit.

5. The lien conferred by Clause 11 in Part I of Table "A" shall attach to fully paid up Shares and to all Shares registered in the name of any person indebted and under the liability to the Company whether he shall be the sole registered holder thereof or shall be one or more Joint Holders.
6. In Clause 15 of Part I of Table "A" the words "Provided that no call shall exceed one-fourth of the nominal value of the Share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.

GENERAL MEETINGS.

7. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Companies Act 1948 as to giving information to Members in regard to their right to appoint proxies; and notices of and any other communication relating to any General Meeting which any member is entitled to receive shall be sent to the Auditor for the time being of the Company.
8. With the consent in writing of all members for the time being entitled to attend and vote, an Annual General Meeting may be convened on a shorter notice than 21 days and Clause 50 of Table "A" shall be modified accordingly.
9. Clause 58 of Table "A" shall be modified so as to make in every case one member in person or by proxy sufficient to demand a poll, and the words "not carried by a particular majority" shall be inserted immediately after the word "lost".

VOTES OF MEMBERS.

10. Subject and without prejudice to any special privileges or restrictions for the time being affecting any special class of shares for the time being forming part of the Capital of the Company, every member present in person shall upon a show of hands have one vote only. Upon a Poll every member present in person or by proxy shall have one vote for every Ordinary Share at a meeting at which holders of Preference Shares are not entitled to attend, and at a meeting at which the holders of Preference Shares are entitled to attend one vote for every share (whether Ordinary or Preference) of which he is the holder. Provided always that a holder of Preference Shares shall not be entitled to receive any notice of or attend or vote at any Meeting of the Company in respect of such shares either upon a show of hands or a Poll except during such period as any dividends on the Preference Shares may be in arrear for more than three calendar months, or except in respect of the undermentioned questions:

- (1) The increase of the Share Capital of the Company.
- (2) The Alteration of the Company's Memorandum or Articles of Association.
- (3) The Sale or Disposal of the business of the Company.
- (4) The Winding up of the Company.

DIRECTORS.

11. Unless and until the Company in General Meeting shall otherwise determine the number of Directors shall be not less than Two nor more than SEVEN.
12. The qualification of every Director shall be the holding of Shares in the Company to the Nominal Value of not less than ONE HUNDRED POUNDS. A Director may act before acquiring his qualification but he shall acquire his qualification within Two Calendar Months of being appointed a Director.
13. Clause 79 in Part I of Table "A" shall be read and construed as if the proviso to such clause was omitted therefrom.
14. Clause 89 of Part I of Table "A" shall be amended by the addition at the end thereof of the following words:—
 "Provided that Roland James May shall not be liable to retire under this Clause whilst holding the Office of Consultant to the Board of Directors.
15. Clause 108 of Part I of Table "A" shall be amended by the addition after the words "Managing Director" of the following words "and other Directors holding salaried offices in the Company."
16. The Directors may from time to time appoint any one or more Directors subject to Clause 88 of Part I of Table "A" to hold office for life.

DIVIDENDS.

17. The Profits of the Company which it shall from time to time be determined to divide among the members in respect of any year or other period shall first be applied in paying the holders of Preference Shares a cumulative Preferential Dividend to the close of such year or other period at the rate of SIX PER CENTUM PER ANNUM and the balance shall be divided among the holders of Ordinary Shares. All Dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof the Dividend is paid but no amount paid or credited as paid on a Share in advance of calls shall be treated for the purposes of this Article as paid on the Share. All Dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the Shares during any portion or portions of the period in respect of which the Dividend is paid: but if any Share is issued on terms providing that it shall rank for Dividend as from a particular date such Share shall rank accordingly.

ACCOUNTS.

18. With the consent in writing of all members of the Company for the time being entitled to attend and vote at an Annual General Meeting if copies of the Balance Sheet including every document required by law to be annexed thereto together with a copy of the Auditor's report are sent less than twenty-one days before the date of the Meeting they shall, notwithstanding that fact, be deemed to have been duly sent and Clause 127 of Part I of Table "A" shall be modified accordingly.

WINDING UP.

19. If the Company shall be wound up the Assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall be applied as follows:—

First, in the repaying to the holders of the Preference Shares the amounts paid up or credited as paid on such Preference Shares respectively together with all arrears (if any) and accruals of the said preferential Dividend whether earned or declared or not, down to the date of such repayment:

Secondly, in repaying to the holders of the Ordinary Shares the amounts paid or credited as paid on such Ordinary Shares respectively AND The Balance (if any) shall be distributed among the holders of Ordinary Shares in proportion to the number of Ordinary Shares held by them respectively.

I CERTIFY that the within written document is a true copy of the Articles of Association of the Company adopted by a Special Resolution passed on the 15th day of November, 1949.

B. P. M. M.
Secretary.

MAY, GURNEY & COMPANY LIMITED

in Extraordinary General Meeting of the above named Company held at its
stered office at Trowse Newton Norfolk on Wednesday the 17th day of December
the subjoined Special Resolutions were duly passed.

RESOLUTIONS



he Articles of Association of the Company be altered in manner following (namely):

Clause 24 of Part I of Table A shall be cancelled.

The following Articles shall be inscrted after Article 10 namely:

10. (a) (1) An instrument of transfer lodged for registration must be approved by the Board of Directors, and no transfer shall be registered unless it has been so approved.

(2) If registration of a transfer is refused no reason need be assigned therefor.

10. (b) (1) Every instrument of transfer which is lodged for registration must be accompanied by a certificate of the Auditor for the time being of the Company that the shares comprised therein are being transferred for a sum equal to or less than the fair value thereof as hereinafter ascertained.

(2) The fair value of a share shall be the market value of a share as defined by Section 7 (5) of the Finance Act 1894.

(3) If the said Auditor refuses to give any such certificate he shall state what in his opinion is the fair value of the shares comprised in the transfer (as so ascertained).

(4) If either of them the proposed transferor or the proposed transferee is not prepared to accept the fair value as fixed by the said Auditor, the fair value (to be ascertained in accordance with sub-clause (2) hereof) shall be determined by a member (hereinafter called "the Referee") of the Institute of Chartered Accountants in England and Wales to be nominated upon the application of either party by the President for the time being of that Institute. The Referee shall be considered to be acting as an expert and not as an arbitrator and accordingly the Arbitration Act 1950 shall not apply. The costs of any such reference shall be borne by the proposed Transferor if the fair value fixed by the Referee is equal to or less than the fair value fixed by the said Auditor and shall be borne by the proposed Transferee if the fair value fixed by the Referee exceeds the fair value fixed by the said Auditor.

(5) If either of them the proposed transferor or the proposed transferee is not prepared to accept the fair value as certified by the said Auditor or the Referee (as the case may be) he may give notice to the Secretary of the Company cancelling the proposed transfer and thereupon such transfer shall not be proceeded with. Any such notice must be given within 14 days of the date of notification of the fair value to the proposed transferor and the proposed transferee, time to be of the essence of the matter. If no such notice shall be received by the Secretary of the Company the transfer shall be proceeded with at the fair value as fixed by the said Auditor or by the Referee (as the case may be).

The following article shall be substituted for Article 14 (namely):

4. Ernest Leslie Cooke shall be entitled to hold the office of director during his life and Clause 89 of Part I of Table A shall be amended accordingly.

239

Ernest Leslie Cooke
Secretary.

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2))

OF

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writing.

MAY, GURNEY & COMPANY LIMITED

Passed 20th January, 1960.

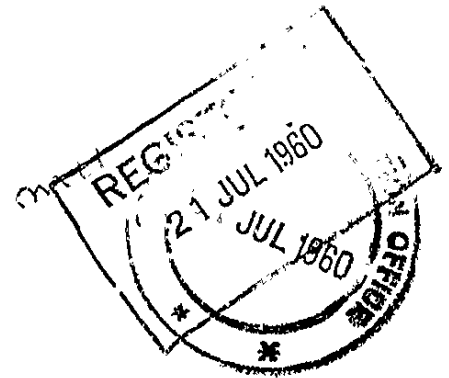
AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at its Registered Office at Trowse, Norwich,

on the 20th day of January, 1960, the subjoined Special Resolution was duly passed, viz.:—

RESOLUTION

That the capital of the Company be increased to £100,000 by the creation of a further 75,000 Ordinary Shares of £1 each ranking in all respects pari passu with the existing Ordinary Shares of the Company.

1 Resolu-
must be
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it, except
so of an
private
when it
ped. See
and Note



Signature

Secretary

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).
See section 143 (1) and (4) printed overleaf.

The Solicitors' Law Stationery Society, Limited
22 Chancery Lane, W.C.2; 2 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1;
55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff, 19 & 21 North John Street, Liverpool, 2; 28-30 John
Dalton Street, Manchester, 2; 137 Hope Street, Glasgow, C.2.

Companies 7

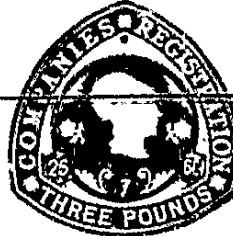
C 1557

Number of
(Company) 216679.



Form No. 10.

THE COMPANIES ACT, 1928



Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

MAY, GURNEY & COMPANY

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

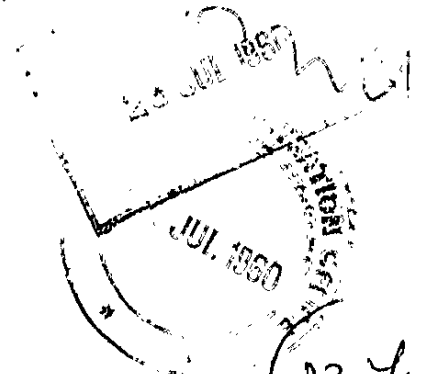
A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Presented by

H. P. Gould & Son,

8 Upper King Street,

Norwich.



23.7.60

The Solicitors' Law Stationery Society, Limited
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

Companies 6A

TO THE REGISTRAR OF COMPANIES.

May, Gurney & Company Limited, hereby give you notice, pursuant to
 "Ordinary", "Special", or "Special Resolution", Section 63 of the Companies Act, 1948, that by a "Special
 Resolution of the Company dated the 20th day of January 1960
 the Nominal Capital of the Company has been increased by the addition thereto of
 the sum of £ 75,000 beyond the Registered Capital
 of £ 25,000.

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
75,000	Ordinary	£1

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

The shares are to rank in all respects pari passu with
 existing Ordinary shares.

. If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

[Handwritten Signature]

State whether Director
 or Secretary

[Handwritten Signature]

Dated the

19th

day of

July

1960

Note.—This margin is reserved for binding and must not be written across

THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital OF

MAY, GURNEY & COMPANY

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Presented by

H. P. GOULD & SON,

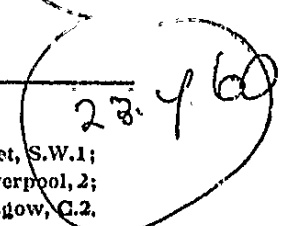
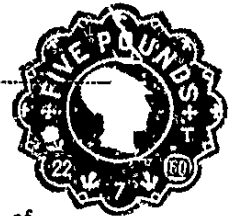
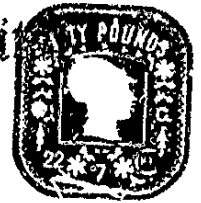
8 Upper King Street,

Norwich.

The Solicitors' Law Stationery Society, Limited.

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Finsbury Street, W.1; 55 59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 31 Charles Street, Cardiff; 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS



23.7.60
C.15355

THE NOMINAL CAPITAL

OF

MAY, GURNEY & COMPANY *Limited*

has by a Resolution of the Company dated

20th January 19 60 been increased by

the addition thereto of the sum of £ 75,000,

divided into :—

75,000 Ordinary Shares of £1 each

Shares of each

beyond the registered Capital of £25,000

Signature



(State whether Director or Secretary)

Director

Dated the

19th

day of

July

1960

Note.—This margin is reserved for binding and must not be written across

The Companies Act, 1948

COMPANY LIMITED BY SHARES

(COPY)

Special Resolutions

(Pursuant to The Companies Act, 1948, Sections 10 and 141)

OF

MAY, GURNEY & COMPANY LIMITED

Passed the 23rd day of November, 1960.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at the Registered Office of the Company at Trowse Newton in the County of Norfolk, on the 23rd day of November, 1960, the following SPECIAL RESOLUTIONS were duly passed:—

1. That the 87,500 Ordinary Shares of £1 each in the Capital of the Company be divided into 82,500 "A" Ordinary Shares of £1 each and 5,000 "B" Ordinary Shares of £1 each
2. That the 44,880 issued Ordinary Shares and 37,620 of the Unissued Ordinary Shares shall be the "A" Ordinary Shares, and that the 5,000 remaining unissued Ordinary Shares shall be the "B" Ordinary Shares.
3. That the Articles of Association of the Company be altered as follows:—
 - (i) By deleting Article 3 and by substituting therefor the following new Article:—
 3. The Share Capital of the Company at the date of the adoption of this Article is £100,000 divided into 100,000 Shares of £1 each whereof 12,500 Shares are Preference Shares, 82,500 Shares are "A" Ordinary Shares and 5,000 Shares are "B" Ordinary Shares. Save as provided by Article 10 hereof the said "A" Ordinary Shares and the said "B" Ordinary Shares shall rank equally in all respects. The said Preference Shares and Ordinary Shares (which last-mentioned description where it occurs in Articles 18 and 19 hereof shall be deemed to include the "A" Ordinary Shares and the "B" Ordinary Shares for the time being in the Capital of the Company) shall confer on the holders thereof the rights and privileges hereinafter declared and such rights and privileges shall be subject to variation in the manner provided by Clause 4 in Part I of Table "A" and not otherwise
 - (ii) By inserting the letter "A" immediately before the word "Ordinary" wherever such last-mentioned word occurs in Article 10 and by inserting at the end of the said Article the sentence "The holders of "B" Ordinary Shares shall have no right to receive notice of or to be present or to vote at any General Meeting by virtue or in respect of their holdings of "B" Ordinary Shares."



[Signature]
Secretary

THE COMPANIES ACT. 1948



A 5a.
Companies
Registration Fee
Stamp must
be impressed
here.

Notice of Place where Register of Members is kept or of any Change in that Place

(Pursuant to section 110 (3))

Part the
ne of
company

MAY GUYER & COMPANY

LIMITED

Section 110 of the Companies Act, 1948, provides that:—

* * * * *

(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place:

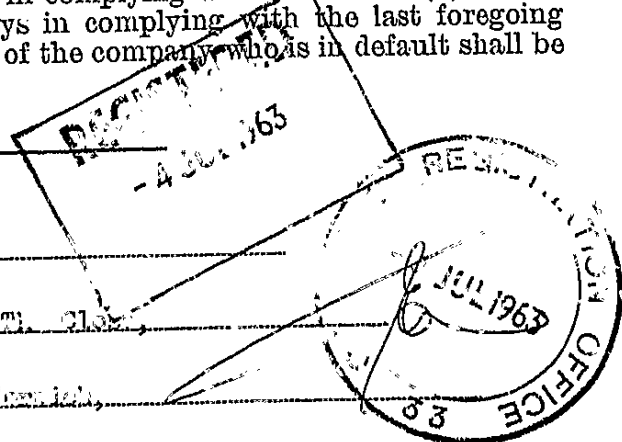
Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

Presented by H.P. GUYER & CO.,

Holland Court, 71, Old Street,

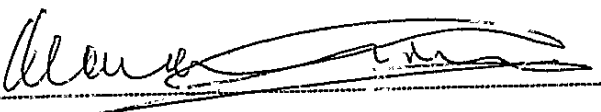
London, E.C.1.



Notice of Place where Register of Members is kept or of any
Change in that Place.

To the REGISTRAR OF COMPANIES.

MAY GURLEY & COMPANY LIMITED
heretby gives you notice, in accordance with subsection (3) of section 110
of the Companies Act, 1948, that the register of members of the Company
is kept at Holland Court, The Clove, Norwich.

Signature 

(State whether
Director or Secretary). Director

Dated the 1st day of July 1963.

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2))

OF

MAY, GURNEY AND COMPANY, LIMITED

Passed 16th July, 1963.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at its Registered Office at Trowse, Norwich.

on the 16th day of July, 1963, the subjoined Special Resolutions were duly passed, viz.:-

RESOLUTIONS

1. That the Authorised Share Capital of the Company be increased by \$25,000 to \$125,000 by the Creation of a further 17,500 "A" Ordinary Shares of £1 each and a further 7,500 "B" Ordinary Shares of £1 each to rank in all respects pari passu with the existing "A" Ordinary and "B" Ordinary Shares of the Company.
2. That the Articles of Association of the Company be altered by deleting from Article 3 the first sentence and substituting therefor the following:-

"The Share Capital of the Company at the date of the adoption of this Article is \$125,000 divided into 125,000 Shares of £1 each, whereof 12,500 Shares are Preference Shares, 100,000 Shares are "A" Ordinary Shares and 12,500 Shares are "B" Ordinary Shares."

Signature

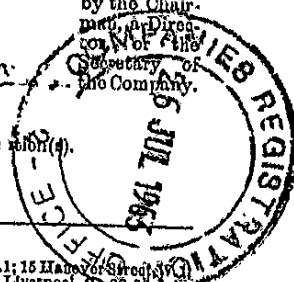
DIRECTOR AND SECRETARY

NOTE.—To be filed within 15 days after the passing of the Resolution(s).
See section 143 (1) and (4) printed overleaf.

The Solicitors' Law Stationery Society, Limited
101-102 Fleet Street, E.C.4; 3 Bucklebury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1
55-59 Newhall Street, Birmingham, 3; 81 Charles Street, Cardiff; 10 & 21 North John Street, Liverpool, 2; 22-24 John
Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, G.2.

REGISTERED
23 JUL 1963

To be signed
by the Chair-
man, a Direc-
tor or the
Secretary of
the Company.



The Special Resolu-
tion(s) must be
typed on this space,
and not added to or
written on it, except
in the case of an
exempt private
company when it
may be typed. See
s. 143 (1) and Note
overleaf.

Section 143 of the Companies Act, 1948, provides (*inter alia*) as follows:—

(1) A printed copy of every resolution or agreement to which this section applies shall, within fifteen days after the passing or making thereof, be forwarded to the registrar of companies and recorded by him:

Provided that an exempt private company need not forward a printed copy of any such resolution or agreement if instead it forwards to the registrar of companies a copy in some other form approved by him.

* * * * *

(4) This section shall apply to—

- (a) special resolutions;
- (b) extraordinary resolutions;
- (c) resolutions which have been agreed to by all the members of a company, but which, if not so agreed to, would not have been effective for their purpose unless, as the case may be, they had been passed as special resolutions or as extraordinary resolutions;
- (d) resolutions or agreements which have been agreed to by all the members of some class of shareholders but which, if not so agreed to, would not have been effective for their purpose unless they had been passed by some particular majority or otherwise in some particular manner, and all resolutions or agreements which effectively bind all the members of any class of shareholders though not agreed to by all those members;
- (e) resolutions requiring a company to be wound up voluntarily, passed under paragraph (a) of subsection (1) of section two hundred and seventy-eight of this Act.

* * * * *

NOTE.—In the case of an exempt private company the Registrar of Companies under the proviso to s. 143 (1) will accept a typed top copy on durable paper, provided that there is on the file (e.g., on the last Annual Return) a certificate that the company is an exempt private company. If no such certificate is on the file, the certificate below should be completed.

CERTIFICATE

WE CERTIFY that, to the best of our knowledge and belief, the conditions mentioned in subsection (2) of section one hundred and twenty-nine of the Companies Act, 1948, are satisfied at the date of this certificate and have been satisfied at all times since* July 1, 1948

Dated this 22nd day of July, 1963

.....
Director.

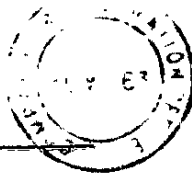
[Signature]
Secretary.

* NOTE.—Insert "1st July, 1948" (the date of the commencement of the Companies Act, 1948), or, if the company was registered after that date, the date on which it was registered, or, if the proviso to s. 129 (1) of the Companies Act, 1948, has effect, the time at which it was shown to the Board of Trade that the conditions mentioned in the certificate were satisfied.

Number of
Companies

21672

45



Form No. 10

ck/101

THE COMPANIES ACT, 1948

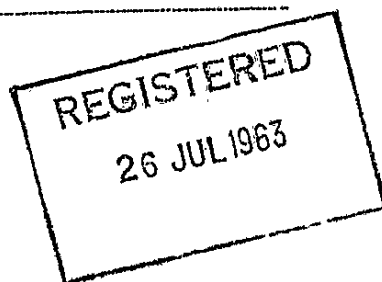
Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

MAY, GURNEY AND COMPANY

LIMITED



NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

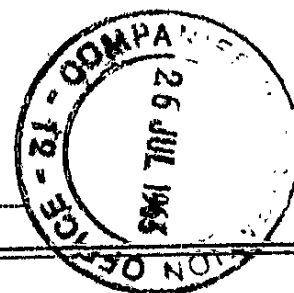
A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Presented by

H. P. Gould and Son.

Holland Court, The Close.

Norwich, Norfolk.



The Solicitors' Law Stationery Society, Limited
23 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Manover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

Companies 6A

To THE REGISTRAR OF COMPANIES.

"Ordinary",
"Extra",
"ordinary", or
"Special".

May, Gurney and Company Limited, hereby gives you notice, pursuant to
Section 63 of the Companies Act, 1948, that by a * Special
Resolution of the Company dated the 16th day of July 1963
the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ 25,000 beyond the Registered Capital
of £ 100,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
17,500	"A" Ordinary	£1
7,500	"B" Ordinary	£1

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

The Shares to rank in all respects pari passu with
existing "A" Ordinary and "B" Ordinary Shares of the
Company.

. If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature



State whether Director } DIRECTOR AND SECRETARY.
or Secretary }

Dated the 22nd. day of July 1963

Note.—This margin is reserved for binding and must not be written across

Number of
Company

24557

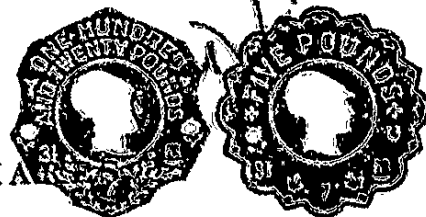
146 -

Form No. 26a

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARE



Statement of Increase of the Nominal Capital

OF

MAY, GURNEY AND COMPANY

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten-Shillings for every £100 or fraction of £100.

REGISTERED

26 JUL 1963

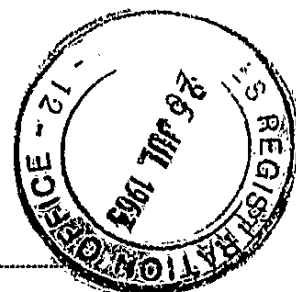
This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Presented by

H. P. Gould and Son,

Holland Court, The Close,

Norwich, Norfolk.



The Solicitors' Law Stationery Society, Limited.

191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

MAY, GURNEY AND COMPANY Limited

has by a Resolution of the Company dated
16th July 1963 *been increased by*
the addition thereto of the sum of £ 25,000 *,*
divided into :—

17,500 "A" Ordinary Shares of £1 each

7,500 "B" Ordinary Shares of £1 each

beyond the registered Capital of £ 100,000

Signature

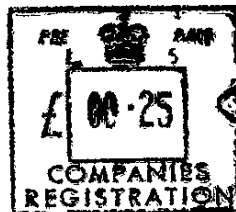


(State whether Director or Secretary) DIRECTOR AND SECRETARY

Dated the 22nd day of July 1963

Note—This margin is reserved for binding and must not be written across

No. 216679



Companies Act, 1948

SPECIAL RESOLUTION

of

MAY GURNEY & CO., LIMITED

REGISTERED

30- : 1966


Passed 30th March, 1966.

At a Meeting of the Company, duly convened, and held on Wednesday, 30th March, 1966 at Trowse Newton, Norfolk, the following Resolution was duly passed as a Special Resolution :-

RESOLUTION

THAT the name of the Company be changed to "May Gurney Holdings Limited".

I hereby certify this to be a true copy of the Resolution passed this thirtieth day of March, 1966.

 DIRECTOR.



No. 216679



Reference: C.R. 98/1962/66

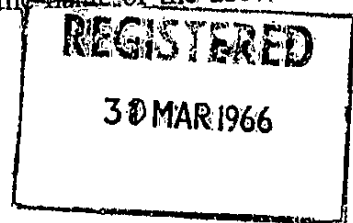
BOARD OF TRADE

COMPANIES ACT, 1948

MAY GURNEY & CO., LIMITED

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to

MAY GURNEY HOLDINGS LIMITED



Signed on behalf of the Board of Trade

this THIRTIETH DAY OF MARCH
ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

L.S. Whitfield

Authorised in that behalf by the
President of the Board of Trade

C.60

2333 Wt.44366 D.4133 12M 2/65 T.P. Cp.658.

No. 216679 / 83

DUPLICATE FOR THE FILE



Certificate of Incorporation or Change of Name

Whereas

MAY GURNEY & CO., LIMITED

was incorporated as a limited company under the
COMPANIES ACTS, 1908 TO 1917,

on the **SEVENTH DAY OF OCTOBER, 1926**

And Whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

MAY GURNEY HOLDINGS LIMITED

Given under my hand at London, this **THIRTIETH DAY OF MARCH**
ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

Certificate received by

Linklater, Pinner
59 Gt. Portland St. W.C.2.

Date *30 3 66*

L.S. Whitfield.

Assistant Registrar of Companies.

Number of Company 216679

The Companies Act, 1948

COMPANY LIMITED BY SHARES

CONSENT IN WRITING

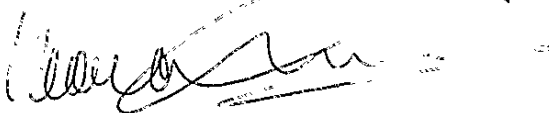
(Pursuant to Companies Act, 1948 Table A Pt I Regulation 4)

OF

The Holders of the "B" Ordinary Shares of

MAY GURNEY & CO. LIMITED

The Holders of the 10,000 "B" Ordinary Shares in the capital of MAY GURNEY & CO. LIMITED consented in writing to the passing of the fourth Special Resolution contained in the Notice convening an Extraordinary General Meeting of the Company for the 30th day of March, 1966.



D. A. PEARCE GOULD

Director and Secretary.

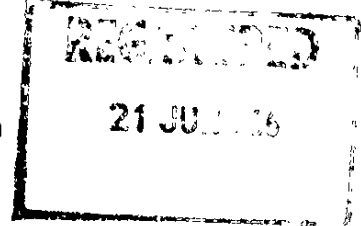


The Companies Act, 1948

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
(Pursuant to s. 141 (2))

OF



.....
..... MAY, GURNEY & CO. LIMITED

Passed 30th March, 1966

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at the Company's Registered Office at Trowse Newton, Norfolk.

on the thirtieth day of March, 1966, the subjoined SPECIAL RESOLUTIONS were duly passed, viz :-

RESOLUTIONS

1. THAT the name of the Company be changed to "May Gurney Holdings Limited".

2. THAT the Memorandum of Association of the Company be amended with respect to the objects of the Company as follows :-

(1) By inserting in Clause 3 as the first object of the Company the following paragraphs to be numbered 1(A) and (B) respectively:-

"1 (A) To act as an investment holding company and to co-ordinate the business of any companies in which the Company is for the time being interested.

(B) To acquire (whether by original subscription, tender, purchase, exchange, underwriting or otherwise and whether conditionally or otherwise) shares or stocks, debentures, debenture stocks, bonds, obligations or any other securities issued or guaranteed by any other corporation, constituted or carrying on business in any part of the world and whether or not engaged or concerned in the same or similar trades or occupations as those carried on by the company or its subsidiary companies and the debentures, debenture stocks, bonds, obligations or any other security issued or guaranteed by any government, sovereign, ruler, commissioner, public body or authority, whether supreme, local or otherwise in any part of the world and whether such shares, stocks, debentures, debenture stocks, bonds, obligations or securities are or are not fully paid up and to make payments thereon as called up or in advance of calls or otherwise and to hold the same with a view to investment".

(2) By renumbering paragraphs (1) to (23) inclusive of Clause 3 (as they stood prior to the passing of this Resolution) as paragraphs (2) to (24) inclusive respectively.

3. THAT the authorised share capital of the company be increased by £100,000 to £225,000 by the creation of 100,000 "B" Ordinary Shares of £1. each.

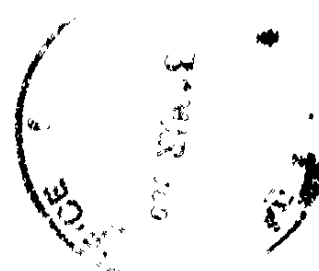
4. THAT Article 4 of the Articles of Association of the company be altered by the addition of the following words to the end of line 3 :-

"In any case where unissued Ordinary Shares in the capital of the Company are proposed to be paid up and distributed amongst the members such Shares shall either consist exclusively of "B" Ordinary Shares or shall consist of "A" Ordinary Shares for distribution to the holders of "A" Ordinary Shares and of "B" Ordinary Shares for distribution to the holders of "B" Ordinary Shares and Clause 128 of Part I of Table *A* shall be modified accordingly".

5. THAT upon the recommendation of the Directors it is desirable to capitalise the sum of £100,000 (being part of the amount standing to the credit of the General Reserve and being a sum not required for the payment of any cumulative preferential dividend) and accordingly that the Directors be authorised and directed to appropriate the said sum to the persons registered at the close of business on the 25th day of March, 1966 as the holders of the "A" Ordinary Shares and "B" Ordinary Shares in the capital of the Company in the proportion that the said sum would have been divisible amongst them were the same to be applied in paying dividends, and to apply the said sum on their behalf in paying up in full at par 100,000 "B" Ordinary Shares of £1. each ranking pari passu in all respects with the existing "B" Ordinary Shares to be allotted and distributed credited as fully paid up to and amongst such persons in the proportion of 1 new "B" Ordinary Share for every 1 "A" Ordinary Share and/or "B" Ordinary Share then held by them respectively.

Signature.

. Director



Number of
Company

216679

THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

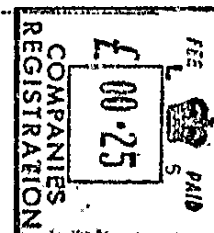
Insert the
Name
of the
Company

MAY GURNEY & CO.

LIMITED

REGISTERED

21 JUN 1966



NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

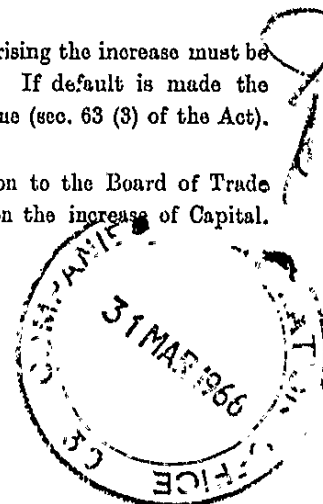
A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act.)

Presented by

Messrs. H.P. Gould and Son,

Holland Court, The Close,

Norwich, Norfolk.



Form No. 10

The Solicitors' Law Stationery Society, Limited
151-152 Fleet Street E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

Companies 6A

TO THE REGISTRAR OF COMPANIES.

MAY GURNEY & CO

Limited, hereby gives you notice, pursuant to

<sup>**"Ordinary",
"Extra
ordinary", or
"Special".</sup> Section 63 of the Companies Act, 1948, that by a * Special
Resolution of the Company dated the thirtieth day of March 1966
the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ 100,000 beyond the Registered Capital
of £ 125000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
100,000	"B" Ordinary	One Pound

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

Ranking pari passu in all respects with the existing "B"
Ordinary Shares

*. * If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature



State whether Director
or Secretary

Director and Secretary

Dated the thirtieth

day of March

1966

Note.—This margin is reserved for binding and must not be written across

Number of
Company

1175

90

Form No. 262

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

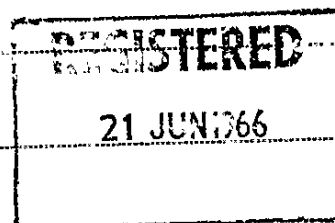
COMPANY LIMITED BY SHARES



Statement of Increase of the Nominal Capital OF

MAY, GURNEY & CO.

LIMITED



Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

resented by

Messrs. H.P. Gould and Son,

Holland Court, The Close,

Norwich, Norfolk.



The Solicitors' Law Stationery Society, Limited.
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

MAY, GURNEY & CO. Limited

has by a Resolution of the Company dated

30th March 1966 been increased by

the addition thereto of the sum of £ 100,000,

divided into :—

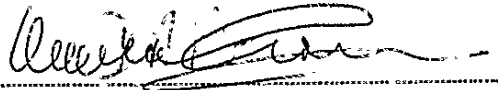
One hundred thousand "B" Shares of one pound each
Ordinary

Shares of each

beyond the registered Capital of one hundred and

twenty five thousand pounds

Signature



(State whether Director or Secretary) Director & Secretary

Dated the thirtieth day of March 1966.

Note—This margin is reserved for binding and must not be written across

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

May Gurney Holdings
Limited

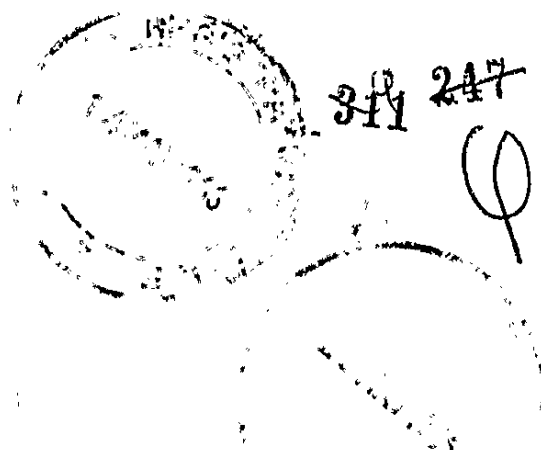
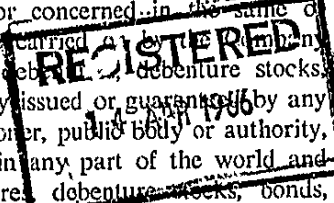
1. The name of the Company is ^{*}MAY GURNEY HOLDINGS LIMITED.
2. The registered office of the Company will be situate in England
3. The objects for which the Company is established are—

* THE NAME WAS
CHANGED FROM
MAY GURNEY & CO.
LIMITED, ON 31.3.66.

(1) (A) To act as an investment holding company and to co-ordinate the business of any companies in which the Company is for the time being interested.

(B) To acquire (whether by original subscription, tender, purchase, exchange, underwriting or otherwise and whether conditionally or otherwise) shares or stocks, debentures, debenture stocks, bonds, obligations or any other securities issued or guaranteed by any other corporation, constituted or carrying on business in any part of the world and whether or not engaged or concerned in the same or similar trades or occupations as those carried on by the Company or its subsidiary companies and the debentures, debenture stocks, bonds, obligations or any other security issued or guaranteed by any government, sovereign, ruler, commissioner, public body or authority, whether supreme, local or otherwise in any part of the world and whether such shares, stocks, debentures, debenture stocks, bonds, obligations or securities are or are not fully paid up and to make payments thereon as called up or in advance of calls or otherwise and to hold the same with a view to investment.

(2) To enter into and carry into effect, with such (if any) modifications or alterations as may be agreed upon, the agreement already prepared and expressed to be made between Roland James May of the one part, and this Company of the other part, referred to in Clause (2) of the Articles of Association of the Company.



21/7/61

- (3) To carry on, develop, extend and turn to account the business of a Public Works Contractor and Engineer carried on by the said Roland James May at Trowse Newton in the County of Norfolk and elsewhere, and also the trade or business of Haulage Contractors, Builders, Timber Merchants, Cement and Concrete Manufacturers and Wharfingers and Carriers by land and water and any other trade or business whatsoever which can, in the opinion of the Company, be advantageously or conveniently carried on by the Company, by way of extension of or in connection with such business, or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights.
- (4) To acquire from time to time all such stock-in-trade, goods, chattels, and effects as may be necessary or convenient for any business for the time being carried on by the Company.
- (5) To carry on any other businesses, whether manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with any of the above specified businesses, or objects, or calculated, directly or indirectly, to enhance the value of, or render profitable any of the Company's property or rights.
- (6) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person or company, carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (7) To acquire, construct, carry out, maintain, improve, manage, work, control and superintend any warehouses, stores, works, offices and premises, which may seem, directly or indirectly, conducive to any of the Company's objects, and to contribute to, subsidize or otherwise assist or take part in such maintenance, management, working, control and superintendence.
- (8) To amalgamate and enter into partnership or into any arrangement for sharing profits, union of interest, joint adventure, reciprocal concessions or co-operation with any person or company, carrying on or engaged in or about to carry on or engage in any business or transaction, which the Company is authorised to carry on or engage in, or any business or transaction capable of being conducted, so as, directly or indirectly, to benefit this Company, and to take or otherwise acquire and hold shares or stock in, or securities of, and to subsidize or otherwise assist any such company, and to sell, hold re-issue, with or without guarantee, or otherwise deal with such shares, stock or securities.
- (9) Generally, to purchase, take on lease or in exchange, hire, or otherwise acquire any real or personal property, and any rights or privileges, which the Company may think necessary or convenient with reference to any of these objects, or capable of being profitably dealt with in connection with any of the Company's property or rights for the time being, and, in particular, any land, buildings, easements, and stock-in-trade.

- (10) To sell or dispose of the whole or any part of the undertaking or property of the Company either for cash or shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or for debentures or other securities of any other Company having objects altogether or in part similar to those of this Company or partly in one mode and partly in another and generally on such terms as the Directors may determine.
- (11) To purchase, build, charter, equip as may be thought fit, load (either on commission or otherwise), sell, repair, let out to hire and trade with steam or other ships, boats and vessels of all kinds.
- (12) To enter into any arrangement with any authority, municipal, local or otherwise, that may seem conducive to any of the Company's objects and to obtain from any such authority any rights, privileges or concessions which the Directors may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges or concessions.
- (13) To promote any company or companies for the purpose of its or their acquiring all or any of the property, rights and liabilities of the Company, or for any other purpose which may seem, directly or indirectly, calculated to benefit this Company.
- (14) To remunerate any person or Company for services rendered or to be rendered in or about the conduct of the business of the Company, and to pay brokerage, commissions and other remuneration to persons who procure or guarantee subscriptions for any of the share and debenture capital of the Company and generally to make arrangements for placing and procuring the subscriptions of such capital.
- (15) To support and subscribe to any, charitable or public object, and any institution, society, or club, which may be for the benefit of the Company, or its Employees; to give pensions, bonuses, gratuities or charitable aid to any person or persons, who may have served the Company, or its predecessor in business, or to the wives or children of such persons; to make payments towards insurance and to form and contribute to provident or benefit funds for the benefit of any persons employed by the Company, or its predecessor in business.
- (16) To invest and deal with the moneys of the Company, not immediately required, upon such securities, loans or investments and in such manner as the Company may from time to time determine.
- (17) To lend money to such persons and on such terms as may seem expedient, and, in particular, to customers of and persons having dealings with the Company, and to give any guarantee or indemnity as may seem expedient.

- (18) To borrow and raise money for the purposes of the Company's business and particularly to create and issue at par or at a premium or discount mortgages, debentures and debenture stock charged upon all or any part of the undertaking and all or any of the real and personal property, estate, assets and effects of the Company present and future (including uncalled capital) and payable either to bearer or registered holder and either permanent or redeemable with or without a bonus or premium and at such rate of interest and with such provisions for the creation of a sinking fund and such powers of sale and of making and enforcing calls and of appointment of directors, receivers, managers or otherwise, and generally upon such terms and conditions as the Directors may determine, and to further secure any securities issued by the Company by a trust deed or otherwise.
- (19) To draw, accept, indorse, discount, execute and issue bills of exchange, promissory notes, debentures, bills of lading, warrants and other negotiable or transferable instruments or securities.
- (20) To apply for and obtain any Provisional Order or Act of Parliament in Great Britain for enabling the Company the better to carry out any of its objects or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient, and to support or oppose or contribute to the expenses of supporting or opposing any Bill in Parliament whether public or private which may be considered beneficial or prejudicial to the interests of the Company.
- (21) To distribute any part of the property of the Company in specie among the Members.
- (22) To do all or any of the above things, either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise. Provided always that nothing herein contained shall authorise the Company to carry on an Assurance business within the meaning of the Assurance Companies Act, 1909.
- (23) To sell, improve, manage, develop, exchange, enfranchise, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property or rights of the Company.
- (24) To do all such other things as are incidental or conducive to the attainment of the above objects, and so that the word "company" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and so that the objects specified in each paragraph of the clause shall except when otherwise expressed in such paragraph, be in nowise limited or restricted by reference to, or inference from the terms of any other paragraph.

4. The liability of the members is limited.

5 * The Capital of the Company is £180,000 divided into 18,000 shares of £1 each of which 9,000 are Preference Shares and 9,000 are Ordinary Shares, and such Preference Shares shall confer the right to a fixed cumulative preferential dividend at the rate of six per cent. per annum on the capital paid up thereon, and shall rank, both as regards dividend and capital, in priority to the Ordinary Shares, but shall not confer the right to any further participation in profits or assets, and, upon any increase of capital, the Company is at liberty to issue any new shares with any preferential, deferred, qualified, or special rights, privileges or conditions attached thereto.

***Notes**

1. By an extraordinary Resolution passed at an Extraordinary General Meeting of the Company held on Saturday, 10th January, 1931, the Capital of the Company was increased to £25,000 by the creation of the following:—
 - (a) 3,500 new 6% Cumulative Preference Shares of £1 each to rank *pari passu* with and have the same rights and privileges and be subject to the same conditions as the existing Preference Shares, and
 - (b) 3,500 new Ordinary Shares of £1 each.
2. By a Special Resolution passed at an Extraordinary General Meeting of the Company held on Wednesday, 20th January 1960, the Capital of the Company was increased to £100,000 by the creation of a further 75,000 Ordinary Shares of £1 each to rank in all respects *pari passu* with the existing Ordinary Shares in the Capital of the Company.
3. By a Special Resolution passed at an Extraordinary General Meeting of the Company held on Wednesday 23rd November 1960 the Capital of the Company was divided as follows:—
 - (a) That the 87,500 Ordinary Shares of £1 each in the Capital of the Company be divided into 82,500 "A" Ordinary Shares of £1 each and 5000 "B" Ordinary Shares of £1 each.
 - (b) That the 44,880 issued Ordinary Shares and 37,620 of the unissued Ordinary Shares shall be the "A" Ordinary Shares, and that the 5000 remaining unissued Ordinary Shares shall be the "B" Ordinary Shares.
4. By a special Resolution passed at an Extraordinary General Meeting held on Tuesday, 16th July 1963 the Capital of the Company was increased to £125,000 by the creation of a further 17,500 "A" Ordinary Shares of £1 each and a further 7,500 "B" Ordinary Shares of £1 each to rank in all respects *pari passu* with the existing "A" Ordinary Shares and "B" Ordinary Shares of the Company.
5. By a Special Resolution passed at an Extraordinary General Meeting held on Wednesday, 30th March 1966 the Capital of the Company was increased to £225,000 by the creation of a further 100,000 "B" Ordinary Shares of £1 each to rank *pari passu* with the existing "B" Ordinary Shares of the Company.

Number of)
(Company)

216679
21679

106

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
(Pursuant to s.141(2) of the Companies Act 1948)

OF
MAY GURNEY HOLDINGS LIMITED

Passed 24th February 1975

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened, and held at Holland Court, The Close, Norwich, on the Twenty-fourth day of February 1975, the subjoined SPECIAL RESOLUTION was duly passed, viz:-

RESOLUTION

- A. That the Capital of the Company be increased to £350,000 by the creation of 125,000 "B" Ordinary Shares of £1 each, ranking in all respects pari passu with the existing "B" Ordinary Shares in the Capital of the Company.
- B. That the Articles of the Association of the Company be altered hereby in manner following:-
1. By deleting Article 3 (Share Capital and Shares) and substituting therefor a new Article 3:-
"3.A(1). The share capital of the Company is £350,000 divided into 12,500 4.2% (formerly 6% gross) Preference Shares of £1 each and 100,000 "A" Ordinary Shares of £1 each and 237,500 "B" Ordinary Shares of £1 each being in the case of issued Ordinary Shares either "A" Ordinary or "B" Ordinary Shares or Accumulating "A" or Accumulating "B" Ordinary Shares.
3.A(2). The unissued "A" Ordinary Shares of £1 each are unclassified "A" Shares available only for classification, allotment and issue by the Directors pursuant to Article 17(7) respectively as "A" Ordinary Shares or Accumulating "A" Ordinary Shares or partly one and partly the other. Save as otherwise expressly provided by these Articles, the "A" Ordinary Shares and the

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COMPANIES REGISTRATION
14 AUG 1975
27 OFFICE

Accumulating "A" Ordinary Shares rank pari passu in all respects.

3.A(3). The unissued "B" Ordinary Shares of £1 each are unclassified "B" Shares available only for classification, allotment and issue by the Directors pursuant to Article 17(7) respectively as "B" Ordinary Shares or Accumulating "B" Ordinary Shares or partly one and partly the other. Save as otherwise expressly provided by these Articles the "B" Ordinary Shares and the Accumulating "B" Ordinary Shares rank pari passu in all respects.

3.A(4). The holders of the "B" Ordinary Shares and the Accumulating "B" Ordinary Shares shall have no right to receive notice of or to be present or to vote at any General Meeting by virtue or in respect of their holdings of "B" Ordinary Shares and Accumulating "B" Ordinary Shares.

3.A(5). Each of the existing fully paid "A" and "B" Ordinary Shares of £1 each in respect of which a duly completed Form of Election (in the appropriate form prescribed by the Directors) to convert such "A" Ordinary Share into an Accumulating "A" Ordinary Share or to convert such "B" Ordinary Share into an Accumulating "B" Ordinary Share respectively shall have been lodged together with the relevant share certificate(s) or other document(s) of title with the Company's Secretary at Holland Court, The Close, Norwich and acknowledged by the Company in accordance with Article 3.B(2), shall with effect from the date of the said acknowledgment be converted into an Accumulating "A" or "B" Ordinary Share of £1 each respectively.

3.A(6). Each of the fully paid Accumulating "A" or "B" Ordinary Shares of £1 each issued pursuant to sub-paragraph (5) of this Article or by Article 17(7) in respect of which a duly completed Form of Election (in the form appearing on the reverse of the Share Certificate relative thereto) to convert such Shares respectively into "A" or "B" Ordinary Shares shall have been lodged with the Company's Secretary at Holland Court, The Close, Norwich and acknowledged by the Company in accordance with Article 3.B(2) shall with effect from the date of the said acknowledgment be converted into an "A" or "B" Ordinary Share of £1 each respectively.

3.A(7) Each of the unissued "A" Ordinary Shares of £1 each

shall be converted into and redesignated as an unclassified "A" Share of £1 each.

3.A(8). Each of the unissued "B" Ordinary Shares of £1 each shall be converted into and redesignated as an unclassified "B" Share of £1 each.

3.A(9). All unclassified "A" Shares of £1 each in the capital for the time being of the Company shall be available for classification, allotment and issue by the Directors either as "A" Ordinary Shares or as Accumulating "A" Ordinary Shares or partly one and partly the other in accordance with Article 4. of these Articles.


3.A(10). All unclassified "B" Shares of £1 each in the capital for the time being of the Company shall be available for classification, allotment and issue by the Directors either as "B" Ordinary Shares or as Accumulating "B" Ordinary Shares or partly one and partly the other in accordance with Article 4. of these Articles.

3.B. The "A" Ordinary Shares (if fully paid) may (subject to any restriction imposed by the terms of issue of the shares concerned) be converted respectively into Accumulating "A" Ordinary Shares and Accumulating "A" Ordinary Shares (subject as aforesaid) be converted into "A" Ordinary Shares in accordance with the following provisions. The "B" Ordinary Shares and the Accumulating "B" Ordinary Shares may be converted in a like manner and the same provisions shall apply.

- (1) As from 1st January 1975, in each year commencing on the first day of January, the conversion period ('The Conversion Period') shall be the entire year with the exception of a period or periods during which no shares shall be converted, of 7 days commencing 7 days before and ending immediately after the record date for each dividend paid in such year or the next year. The Directors may shorten an excepted period.
- (2) During the Conversion Period, each holder of fully paid Ordinary or Accumulating Ordinary Shares of either class shall be entitled to elect to convert all or any part of his holding of Ordinary Shares into Accumulating Ordinary Shares of the same class and vice versa. In order to exercise such right, the holder shall duly complete a Notice of Conversion in

appropriate form for the time being prescribed by the Directors (which in the case of all shares issued after 1st January 1975 shall be endorsed on the reverse of the Certificate(s) relative thereto) and lodge the same, together with the relevant share certificate(s) or other document(s) of title, with the Company's Secretary during the Conversion Period. All conversions of which due notice shall have been given in accordance with the provisions above shall be effective as from the date during the Conversion Period on which the Company acknowledges in writing the receipt of the documents required to be lodged as aforesaid. Within 56 days of the effective date of conversion, the Company shall issue without charge a certificate for the Shares arising on conversion and, if part only of the Shares comprised in the share certificate(s) or other document(s) of title lodged shall have been converted, a new certificate for the balance of such shares.

- (3) If the Directors are of the opinion that, due to a change in the circumstances of a fiscal nature or due to a change of dividend policy, it is desirable to eliminate the Accumulating "A" and "B" Ordinary Shares, the Company shall be entitled, on giving not less than 21 days' previous notice of its intention so to do, by resolution of the Directors to convert the whole of the Accumulating "A" Ordinary Shares into "A" Ordinary Shares and the whole of the Accumulating "B" Ordinary Shares into "B" Ordinary Shares and to require the lodgement of the certificates representing the converted shares to enable new certificates to be issued in replacement. After such conversion, the right to convert "A" and "B" Ordinary Shares into Accumulating "A" and Accumulating "B" Ordinary Shares under this Article shall cease to have effect.


- (4) Shares converted pursuant to this Article shall rank in full for the payment of all dividends and/or allotments of additional Accumulating "B" Ordinary Shares in respect of the shares into which they are converted, the record date for which falls on or after the relative conversion date and otherwise paripassu in all respects with the shares of that class then in issue.
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3.C. The following provisions shall apply for the protection of the rights attached to the "A" and "B" Ordinary Shares and the Accumulating "A" and "B" Ordinary Shares respectively at all times until the whole of the Accumulating "A" and "B" Ordinary Shares shall have been converted into "A" and "B" Ordinary Shares:-

- (1) No consolidation or sub-division of the shares of either class of "A" or "B" Shares shall be effected without a like consolidation or sub-division of the shares of the other class.
- (2) No reduction of capital shall be effected whereby the "A" and "B" Ordinary Shares and the Accumulating "A" and "B" Ordinary Shares respectively cease to be of the same nominal amount.
- (3) No conversion of any class of share into stock shall be effected.
- (4) For the purposes of Clause 4 of Part 1 of Table "A" (dealing with variations of rights) the "A" Ordinary Shares with the Accumulating "A" Ordinary Shares shall constitute one class of shares and the "B" Ordinary Shares with the Accumulating "B" Ordinary Shares shall also constitute one class of shares if, but only if, in relation to the proposal in question the Directors shall by resolution have declared that, in their opinion, the proposal does not give rise to any material conflict of interests between the holders of the "A" and "B" Ordinary Shares and the holders of the Accumulating "A" and "B" Ordinary Shares respectively. Save as aforesaid, the "A" and "B" Ordinary Shares and the Accumulating "A" and "B" Ordinary Shares shall be treated as four separate classes of shares for the purposes of the said Clause 4. Any conversion of shares of the other class pursuant to the provisions of these presents shall not require any consent or sanction under the said Clause 4."

2. By deleting Article 17 (Dividends) and substituting therefor a new Article 17:-

"17. The rights as regards participation in the profits and assets of the Company, attaching to the Preference Shares, the "A" and "B" Ordinary Shares and the Accumulating "A" and "B" Ordinary Shares respectively are as follows:-

2. (1) The profits of the Company available for dividend and resolved to be distributed in any accounting period of the Company shall first be applied in paying to the holders of Preference Shares a Cumulative Preferential Dividend in respect of the preceding accounting period at the rate of 4.2 per centum per annum and the balance shall be distributed by way of dividend among the holders of the "A" and "B" Ordinary Shares divided equally amongst all such shares in issue.
- (2) Each occasion when a dividend becomes payable on the "A" and "B" Ordinary Shares entitles the holders of Accumulating "A" and "B" Ordinary Shares to allotments of additional Accumulating "B" Ordinary Shares credited as fully paid in accordance with the provisions of paragraph (5) below.
- (3) No dividend shall be paid on the "A" and "B" Ordinary Shares otherwise than in cash save only that a dividend on the "A" and "B" Ordinary Shares may be paid in whole or in part by the distribution of specific assets if the Directors shall have fixed the value for distribution of the assets to be distributed, in which event the amount of the dividend on a fully paid "A" and "B" Ordinary Share for the purposes hereof shall be the value (as so fixed) of the assets plus the amount of cash, if any, distributed in respect of such share.
- (4) No dividend shall be paid on the "A" and "B" Ordinary Shares unless the Directors are satisfied that the Company has sufficient unissued share capital and sums available to give effect to the rights of the holders of the Accumulating "A" and "B" Ordinary Shares related to the payment of such dividend. The record date for a dividend on the "A" and "B" Ordinary Shares shall not be a date during a Conversion Period (as defined in Article 3.B(1)) or during the period of notice given by the Company under paragraph (3) of Article 3.B.
- (5) On each occasion when a dividend becomes payable on the "A" and "B" Ordinary Shares, there shall be allotted to the holders of the Accumulating "A" and
- 


"B" Ordinary Shares, in accordance with their holdings as registered at the close of business on the record date for such dividend, additional Accumulating "B" Ordinary Shares credited as fully paid. The number of additional Accumulating "B" Ordinary Shares to be allotted in respect of any holding shall (subject to adjustment in respect of any fractional entitlement as below provided) be calculated by the following formula:-

$$\frac{A \times B}{C}$$

where

- A - equals the number of Accumulating "A" or "B" Ordinary Shares respectively comprised in the holding;
- B - equals the amount of the dividend in pence payable on a fully paid "A" or "B" Ordinary Share respectively ranking for the relevant dividend;
- C - equals the Relevant Value in pence of each of the "B" Ordinary Shares of the Company calculated in accordance with paragraph 6 below.

If the number so calculated includes a fraction less than one half, such fraction shall be eliminated. If the number so calculated includes a fraction of one-half or more, such number shall be rounded up to the nearest whole number above. The Accumulating "B" Ordinary Shares to be allotted pursuant to this paragraph shall be issued on renounceable certificates enabling the holders thereof (during a period of 2 months from the date of allotment) to renounce the same in favour of existing members of the Company.

- (6) The Relevant Value of each "B" Ordinary Share of the Company (for the purpose of assessing the entitlement of holders of Accumulating "A" and "B" Ordinary Shares to additional Accumulating "B" Ordinary Shares) is to be the greater of 100 pence and the result produced by the formula $\frac{X \times Y}{Z}$ where
- 

- X - is the Control Value of a "B" Ordinary Share of the Company representing either
- (i) the last value in pence per share agreed with the Share Valuation Division for the Inland Revenue (the effective date of such value being taken as the date of the relevant death (if applicable) and otherwise the date of the transfer which has been the subject of adjudication by the Inland Revenue); or
 - (ii) the value in pence per share assessed on the last sale of at least 500 of the Company's "B" Ordinary Shares for market value (the effective date for such value being taken as the date of the Board approval for registration of the relevant transfer)

whichever of such values is established closer to the date on which the relevant dividend is paid by the Company on "A" and "B" Ordinary Shares;

Y - equals the Financial Times 496 Share Industrial Group Index at the date 28 days before the payment of the relevant dividend on "A" and "B" Ordinary Shares or, if there is no quotation of the said Index on that day, the day next thereafter on which the said Index is quoted;

Z - equals the Financial Times 496 Share Industrial Group Index at the date of the control value event referred to in (i) and (ii) above as the case may be.

- (7) For the purposes of paragraph (5) above, the Directors shall appropriate out of the undistributed profits or reserves of the Company (including any share premium account or capital redemption reserve fund) as they shall determine, such an amount as shall be sufficient to pay up in full at par the aggregate number of Accumulating "B" Ordinary Shares requiring to be allotted and shall capitalise such amount and apply the same in paying up in full such number of

Accumulating "B" Ordinary Shares and shall allot and distribute the same, credited as fully paid, to and amongst the holders of the Accumulating "A" and "B" Ordinary Shares entitled thereto in accordance with their respective entitlements and in relation thereto, the Directors may do all acts and things considered necessary or expedient to give effect to such capitalisation and may authorise any person to enter on behalf of all the holders of the Accumulating "A" and "B" Ordinary Shares into an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

(8) On each occasion that the Directors shall propose to pay a dividend on the "A" and "B" Ordinary Shares, they shall cause to be despatched to shareholders at least 21 days before the record date of the relevant proposed dividend a notice informing shareholders of the details of the proposed dividend and details of the basis of allotment of new Accumulating "B" Ordinary Shares calculated in accordance with Article 17(5) for holders of Accumulating "A" and "B" Ordinary Shares.

(9) Accumulating "B" Ordinary Shares shall not be allotted or issued otherwise than so as to rank in full for the payment of all dividends and/or allotments of additional Accumulating "B" Ordinary Shares in respect of the Accumulating "A" and "B" Ordinary Shares, the record date for which falls after the date of allotment and otherwise pari passu in all respects with the Accumulating "B" Ordinary Shares then in issue."

3. Clauses 44 and 45 of Part 1 of Table A (Alteration of Capital) shall be read and construed as if the words "(subject as provided in Article 3.C)" were inserted after the words "The Company may".

4. Clause 120 of Part 1 of Table A (Dividends in specie) shall not apply to this Company.

5. In Article 4 (Allotment of Shares), the words inserted by Special Resolution passed on the 30th March 1966 to be deleted and the following words: "for the purposes of Article 17(5) only" to be inserted in lieu thereof.

6. By deleting Article 19 (Winding up) and substituting therefor as new Article 19:-


"19. If the Company shall be wound up, the Assets remaining after payment of the debts and liabilities of the Company and the cost of the liquidation shall be applied as follows:-
First, in the repaying of the holders of the Preference Shares the amounts paid up or credited as paid up on such Preference Shares respectively, together with all arrears (if any) and accrual of the said Preferential Dividend whether earned or declared or not, down to the date of such repayment;
Secondly, in repaying to the holders of the "A" and "B" Ordinary Shares and the Accumulating "A" and "B" Ordinary Shares pari passu and rateably of the amounts paid up on such shares respectively and subject thereto the balance (if any) shall be distributed and belong to such holders rateably according to the number of such shares held by them respectively.

7. The following new Article shall be inserted as Article 20:-

"20. Without prejudice to their powers under Article 17(7) the Directors may capitalise any sum standing to the credit of reserves (including any share premium account or capital redemption reserve fund) or profit and loss account, by applying the same in paying up in full at par unissued shares (being unclassified "A" and "B" Ordinary Shares and Accumulating "A" and "B" Ordinary Shares in appropriate proportions) for allotment and distribution to and amongst the holders of the issued "A" and "B" Ordinary Shares and of the issued Accumulating "A" and "B" Ordinary Shares in proportion to the numbers of such shares (whether or not fully paid) held by them respectively but so that
(i) "A" Ordinary Shares only shall be allotted to the holders of "A" Ordinary Shares, (ii) "B" Ordinary Shares only shall be allotted to the holders of "B" Ordinary Shares, (iii) Accumulating "A" Ordinary Shares only shall be allotted to the holders of Accumulating "A" Ordinary Shares, (iv) Accumulating "B" Ordinary Shares only shall be allotted to the holders of Accumulating "B" Ordinary Shares, and (v) if under the terms of any share incentive scheme of the Company for the time being in force,

any of the shares so allotted are to be subject to any restrictions and/or conditions by reason of being derived, directly or indirectly, from shares issued under such scheme, such new shares shall be allotted subject to the appropriate restrictions and/or conditions. The Directors may do all acts and things considered necessary or expedient to give effect to any such capitalisation, with full power to the Directors to make such provisions as they think fit for the case of shares becoming distributable in fractions (including provisions whereunder fractional entitlements are disregarded or the benefit of fractional entitlements accrue to the Company rather than to the members concerned). The Directors may authorise any person to enter on behalf of all the members interested into an agreement with the Company providing for any such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned."

8. Article 10 (Votes of Members) shall be amended by the addition after the words "A" Ordinary" the words "and Accumulating "A" Ordinary" and after the words "B" Ordinary" the words "and Accumulating "B" Ordinary".
9. The provisions of Article 10(a) and (b) shall not apply to the registration of new Accumulating "A" or "B" Ordinary Shares renounced in accordance with Article 17(5).


S.F. UTTING
CHAIRMAN

No. of Company 216679 / 107

THE COMPANIES ACTS 1948 to 1967

Notice and Statement* of Increase in Nominal Capital

To the REGISTRAR OF COMPANIES

MAY GURNEY HOLDINGS

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by a [†] SPECIAL Resolution of the Company dated the 24th day of February 1975 the nominal capital of the Company has been increased by the addition thereto of the sum of £ 125,000 beyond the registered capital of £225,000

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
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125,000

"B" ORDINARY

ONE POUND

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

*.*If any of the new shares are Preference Shares state whether they are redeemable or not. If the space below is insufficient the conditions should be set out separately by way of annexure.

Ranking in all respects pari passu with the existing "B" Ordinary Shares in the Capital of the Company.

Signature

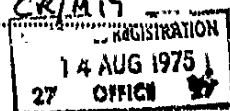
State whether Director
or Secretary }

Dated the 24th day of February 1975

Presented by

Presentor's Reference CR/M 17

PEAL, MARWICK, MITCHELL & CO.
HOLLAND COURT
THE CLOSE
NORWICH



The Companies Act 1948 to 1987

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
(pursuant to s. 141(2) of the Companies Act 1948)

OF

MAY GURNEY HOLDINGS LIMITED

Passed 7th October 1975

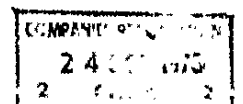
AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened, and held at Holland Court, The Close, Norwich, on the Seventh day of October 1975, the subjoined SPECIAL RESOLUTION was duly passed, viz:-

RESOLUTION

That the Articles of Association of the Company be altered by deleting Article 17 and substituting therefor a new Article 17:-

"17. The rights as regards participating in the profits and assets of the Company, attaching to the Preference Shares, the "A" and "B" Ordinary Shares and the Accumulating "A" and "B" Ordinary Shares respectively are as follows:-

- (1) The profits of the Company available for dividend and resolved to be distributed in any accounting period of the Company shall first be applied in paying to the holders of Preference Shares a Cumulative Preferential Dividend to the close of such period at the rate of 4.2 per centum per annum and the balance shall be available for distribution by way of dividend among the holders of the "A" and "B" Ordinary Shares provided that such part of "A" and "B" Ordinary Shares shall be entitled *pari passu* to any dividend paid.



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The Directors shall have an unfettered discretion to allot additional Accumulating 'B' Ordinary Shares to the holders of Accumulating 'A' and Accumulating 'B' Ordinary Shares at such times and in such amounts as they shall think fit, subject only to paragraph (4) below.

- (2) On each occasion when an allotment of additional Accumulating 'B' Ordinary Shares credited as fully paid is made to the holders of Accumulating 'A' and 'B' Ordinary Shares, this shall entitle the holders of 'A' and 'B' Ordinary Shares to dividends in accordance with the provisions of paragraph (5) below.
- (3) No dividend shall be paid on the 'A' and 'B' Ordinary Shares otherwise than in cash save only that a dividend on the 'A' and 'B' Ordinary Shares may be paid in whole or in part by the distribution of specific assets if the Directors shall have fixed the value for distribution of the assets to be distributed, in which event the amount of the dividend on a fully paid 'A' and 'B' Ordinary Share for the purposes hereof shall be the value (as so fixed) of the assets plus the amount of cash, if any, distributed in respect of such share.
- (4) No allotment of additional Accumulating 'B' Ordinary Shares shall be made to the holders of the Accumulating 'A' or Accumulating 'B' Ordinary Shares unless the Directors are satisfied that the Company has sufficient distributable profits available to give effect to the rights of the holders of the 'A' and 'B' Ordinary Shares under paragraph (5) below.
- (5) On each occasion when an allotment of additional Accumulating 'B' Ordinary Shares is made to the holders of Accumulating 'A' and Accumulating 'B' Ordinary Shares a dividend shall thereupon become payable on the 'A' and 'B' Ordinary Shares to the holders thereof at the close of business on the record date for such dividend. The record date shall be the date of allotment of the relevant additional Accumulating 'B' Ordinary Shares. The amount of the dividend to be paid in respect of each 'A' and 'B' Ordinary Share held shall be calculated by the following formula :-

$$\frac{A \times B}{100}$$

where

A - equals the Relevant Value in pence of each of the "B" Ordinary Shares of the Company calculated in accordance with paragraph 6 below

B - equals the number of the relevant additional Accumulating "B" Ordinary Shares to be allotted in respect of a holding of 100 Accumulating "A" or Accumulating "B" Ordinary Shares.

- (6) The Relevant Value of each "B" Ordinary Share of the Company (for the purpose of assessing the entitlement of holders of "A" and "B" Ordinary Shares to dividends is to be the greater of 100 pence and the result produced by the formula $\frac{X \times Y}{Z}$ where

X - is the Control Value of a "B" Ordinary Share of the Company representing either

- (i) the last value in pence per share agreed with the Share Valuation Division for the Inland Revenue (the effective date of such value being taken as the date of the relevant death (if applicable) and otherwise the date of the transfer which has been the subject of adjudication by the Inland Revenue); or

- (ii) the value in pence per share assessed on the last sale of at least 500 of the Company's "B" Ordinary Shares for market value (the effective date for such value being taken as the date of the Board approval for registration of the relevant transfer)

whichever of such values is established closer to the date on which the relevant dividend is paid by the Company or "A" and "B" Ordinary Shares;

Y equals the Financial Times 496 Share Industrial Group Index at the date 28 days before the payment of the relevant dividend on "A" and "B" Ordinary Shares or, if there is no quotation of the said Index on that day, the day next thereafter on which the said Index is quoted;

Z - equals the Financial Times 496 Share Industrial Group Index at the date of the control value event referred to in (i) and (ii) above as the case may be.

If the number so calculated includes a fraction less than one half, such fraction shall be eliminated. If the number so calculated includes a fraction of one-half or more, such number shall be rounded up to the nearest whole number above. The Accumulating "B" Ordinary Shares to be allotted pursuant to this paragraph shall be issued on renounceable certificates enabling the holders thereof (during a period of 2 months from the date of allotment) to renounce the same in favour of existing members of the Company.

- (7) For the purposes of paragraph (2) above the Directors shall appropriate out of the undistributed profits or reserves of the Company (including any Share Premium account or capital redemption reserve fund) as they shall determine such an amount as shall be sufficient to pay up in full at par the aggregate number of Accumulating "B" Ordinary Shares requiring to be allotted as a result of the exercise by the Directors of the discretion conferred by paragraph (2) above and shall capitalise such amount and apply the same in paying up in full such number of Accumulating "B" Ordinary Shares and shall allot

and distribute the same credited as fully paid to and amongst the holders of Accumulating "A" and Accumulating "B" Ordinary Shares entitled thereto as a result of the exercise of such discretion and in relation thereto the Directors may do all acts and things considered by them to be necessary or expedient to give effect to such capitalisation and the Directors may authorise any person to enter on behalf of all holders of the Accumulating Ordinary Shares into an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

- (8) On each occasion that the Directors shall propose to allot additional Accumulating "B" Ordinary Shares pursuant to paragraph (2) above and thereafter a cash dividend becomes payable on the "A" and "B" Ordinary Shares, the Directors shall cause to be despatched to shareholders at least 21 days before each allotment occurs a notice informing shareholders of the details of the proposed basis of allotment of new Accumulating "B" Ordinary Shares and details of the cash dividend which will result from each allotment calculated in accordance with Article 17(5) for holders of "A" and "B" Ordinary Shares.
- (9) Accumulating "B" Ordinary Shares shall not be allotted or issued otherwise than so as to be eligible in full for further allotments of additional Accumulating "A" or "B" Ordinary Shares in respect of the exercise by the Directors of the discretion conferred by

paragraph (2) above occurring after the date of allotment and otherwise pari passu in all respects with the Accumulating "B" Ordinary Shares then in issue.



S.F. UTTING

CHAIRMAN

216679 / 112
The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION (AMENDED)
(Pursuant to s. 141(2) of the Companies Act 1948)

OF
MAY GURNEY HOLDINGS LIMITED

Passed 7th October 1975

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened, and held at Holland Court, The Close, Norwich, on the Seventh day of October 1975, the subjoined SPECIAL RESOLUTION was duly passed, viz:-

RESOLUTION

That the Articles of Association of the Company be altered by deleting Article 17 and substituting therefor a new Article 17:-

"17. The rights as regards participating in the profits and assets of the Company, attaching to the Preference Shares, the "A" and "B" Ordinary Shares and the Accumulating "A" and "B" Ordinary Shares respectively are as follows:-

- (1) The profits of the Company available for dividend and resolved to be distributed in any accounting period of the Company shall first be applied in paying to the holders of Preference Shares a Cumulative Preferential Dividend to the close of such period at the rate of 4.2 per centum per annum and the balance shall be available for distribution by way of dividend among the holders of the "A" and "B" Ordinary Shares provided that such holders of "A" and "B" Ordinary Shares shall be entitled pari passu to any dividend paid.

- (2) The Directors shall have an unfettered discretion to allot additional Accumulating 'B' Ordinary Shares to the holders of Accumulating 'A' and Accumulating 'B' Ordinary Shares at such times and in such amounts as they shall think fit, subject only to paragraph (4) below. On each occasion when an allotment of additional Accumulating 'B' Ordinary Shares credited as fully paid is made to the holders of Accumulating 'A' and 'B' Ordinary Shares, this shall entitle the holders of 'A' and 'B' Ordinary Shares to dividends in accordance with the provisions of paragraph (5) below.
- (3) No dividend shall be paid on the 'A' and 'B' Ordinary Shares otherwise than in cash save only that a dividend on the 'A' and 'B' Ordinary Shares may be paid in whole or in part by the distribution of specific assets if the Directors shall have fixed the value for distribution of the assets to be distributed, in which event the amount of the dividend on a fully paid 'A' and 'B' Ordinary Share for the purposes hereof shall be the value (as so fixed) of the assets plus the amount of cash, if any, distributed in respect of such share.
- (4) No allotment of additional Accumulating 'B' Ordinary Shares shall be made to the holders of the Accumulating 'A' or Accumulating 'B' Ordinary Shares unless the Directors are satisfied that the Company has sufficient distributable profits available to give effect to the rights of the holders of the 'A' and 'B' Ordinary Shares under paragraph (5) below.
- (5) On each occasion when an allotment of additional Accumulating 'B' Ordinary Shares is made to the holders of Accumulating 'A' and Accumulating 'B' Ordinary Shares a dividend shall thereupon become payable on the 'A' and 'B' Ordinary Shares to the holders thereof at the close of business on the record date for such dividend. The record date shall be the date of allotment of the relevant additional Accumulating 'B' Ordinary Shares. The amount of the dividend to be paid in respect of each 'A' and 'B' Ordinary Share held shall be calculated by the following formula :-

$$\frac{A \times B}{100}$$

where

A - equals the Relevant Value in pence of each of the "B" Ordinary Shares of the Company calculated in accordance with paragraph 6 below

B - equals the number of the relevant additional Accumulating "B" Ordinary Shares to be allotted in respect of a holding of 100 Accumulating "A" or Accumulating "B" Ordinary Shares.

- (6) The Relevant Value of each "B" Ordinary Share of the Company (for the purpose of assessing the entitlement of holders of "A" and "B" Ordinary Shares to dividends is to be the greater of 100 pence and the result produced by the formula $\frac{X \times Y}{Z}$ where

X - is the Control Value of a "B" Ordinary Share of the Company representing either

- (i) the last value in pence per share agreed with the Share Valuation Division for the Inland Revenue (the effective date of such value being taken as the date of the relevant death (if applicable) and otherwise the date of the transfer which has been the subject of adjudication by the Inland Revenue); or
- (ii) the value in pence per share assessed on the last sale of at least 500 of the Company's "B" Ordinary Shares for market value (the effective date for such value being taken as the date of the Board approval for registration of the relevant transfer)

whichever of such values is established closer to the date on which the relevant dividend is paid by the Company on "A" and "B" Ordinary Shares;

Y - equals the Financial Times 496 Share Industrial Group Index at the date 28 days before the payment of the relevant dividend on "A" and "B" Ordinary Shares or, if there is no quotation of the said Index on that day, the day next thereafter on which the said Index is quoted;

Z - equals the Financial Times 496 Share Industrial Group Index at the date of the control value event referred to in (i) and (ii) above as the case may be.

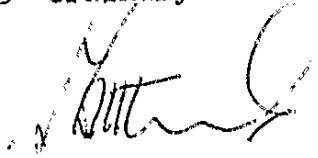
If the number so calculated includes a fraction less than one half, such fraction shall be eliminated. If the number so calculated includes a fraction of one-half or more, such number shall be rounded up to the nearest whole number above. The Accumulating "B" Ordinary Shares to be allotted pursuant to this paragraph shall be issued on renounceable certificates enabling the holders thereof (during a period of 2 months from the date of allotment) to renounce the same in favour of existing members of the Company.

- (7) For the purposes of paragraph (2) above the Directors shall appropriate out of the undistributed profits or reserves of the Company (including any Share Premium account or capital redemption reserve fund) as they shall determine such an amount as shall be sufficient to pay up in full at par the aggregate number of Accumulating "B" Ordinary Shares requiring to be allotted as a result of the exercise by the Directors of the discretion conferred by paragraph (2) above and shall capitalise such amount and apply the same in paying up in full such number of Accumulating "B" Ordinary Shares and shall allot

and distribute the same credited as fully paid to and amongst the holders of Accumulating "A" and Accumulating "B" Ordinary Shares entitled thereto as a result of the exercise of such discretion and in relation thereto the Directors may do all acts and things considered by them to be necessary or expedient to give effect to such capitalisation and the Directors may authorise any person to enter on behalf of all holders of the Accumulating Ordinary Shares into an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

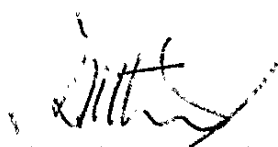
- (8) On each occasion that the Directors shall propose to allot additional Accumulating "B" Ordinary Shares pursuant to paragraph (2) above and thereafter a cash dividend becomes payable on the "A" and "B" Ordinary Shares, the Directors shall cause to be despatched to shareholders at least 21 days before each allotment occurs a notice informing shareholders of the details of the proposed basis of allotment of new Accumulating "B" Ordinary Shares and details of the cash dividend which will result from each allotment calculated in accordance with Article 17(5) for holders of "A" and "B" Ordinary Shares.
- (9) Accumulating "B" Ordinary Shares shall not be allotted or issued otherwise than so as to be eligible in full for further allotments of additional Accumulating "A" or "B" Ordinary Shares in respect of the exercise by the Directors of the discretion conferred by

paragraph (2) above occurring after the date of allotment and otherwise pari passu in all respects with the Accumulating "B" Ordinary Shares then in issue.



S F. UTTING

This copy of the Special Resolution is filed by way of amendment of the copy Special Resolution filed on the 24th October 1975 and is rendered necessary by reason of the fact the original copy included a typographical error, viz. on page 2, paragraph (2) starts on the first line and not on the sixth.



19.11.1975

Secretary

Number of)
Company } 216679

152-

The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

MAY GURNEY HOLDINGS LIMITED

Passed 2nd December 1981

At the 55th ANNUAL GENERAL MEETING of the above-named Company, duly convened and held at Trowse Newton, Norwich on the 2nd day of December 1981, the subjoined ORDINARY RESOLUTION was duly passed viz:-

RESOLUTION

"That the Capital of the Company be increased to £1,000,000 by the creation of 650,000 Unclassified 'B' Shares of £1 each, and the authority given to the directors under Article 4 of the Company's Articles of Association shall expire on the fifth anniversary of the passing of this resolution unless varied or revoked by the Company in general meeting".


S. F. UTTING

CHAIRMAN



THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering*delete if
inappropriate† delete as
appropriate**Note**

This notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies within
15 days after the
passing of the
resolution.

To the Registrar of Companies

For official use

Company number

153

216679

Name of company

MAY GURNEY HOLDINGS

Limited*

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by
[ordinary][extraordinary][special]† resolution of the company dated 2nd December 1981,
the nominal capital of the company has been increased by the addition thereto of the sum of
£ 650,000 beyond the registered capital of £ 350,000

A printed copy of the resolution authorising the increase is forwarded herewith.

The additional capital is divided as follows :

Number of shares	Class of share	Nominal amount of each share
650,000	Unclassified 'B' shares	£1

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. voting rights, dividend rights, winding-up rights, etc.) subject to which the new
shares have been or are to be issued are as follows :

Ranking pari passu with the existing Unclassified 'B' Shares and
available for classification, allotment and issue by the Directors
under Article 4 of the Company's Articles of Association.

Please tick here if
continued overleaf ☐

† delete as
appropriate

Signed

[Director][Secretary]† Date 2nd Dec 1981

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

PEAT, MARWICK, MITCHELL & CO
HOLLAND COURT
THE CLOSE
NORWICH
CR/M17

For official use
General Section

Post room



The London Law Agency Limited

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP

Company Registration Agents, Printers and Publishers
Tel: 01-353 9471 (10 lines)

Company Number: 216679

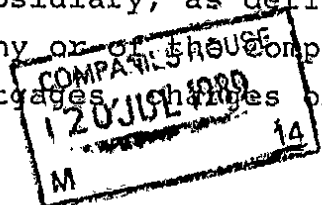
MAY GURNEY HOLDINGS LIMITED

We, the undersigned, being all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company HEREBY PASS the following Resolutions (including in the case of Resolutions numbered 1 and 2 as Special Resolutions) and agree that they shall, pursuant to Regulation 5 in Part II of Table A in the First Schedule to the Companies Act 1948 (which Regulation is embodied in the Articles of Association of the Company) for all purposes be valid and effective as Resolutions (including in the case of Resolutions 1 and 2 as Special Resolutions) as if the same had been passed as such at a General Meeting of the Company duly convened and held:-

RESOLUTIONS

1. THAT the Memorandum of Association of the Company shall with effect from the date hereof be amended by the deletion of the existing Clause 3(17) and its replacement with the following:-

"(17)(A) To receive money on deposit or loan upon such terms as the Company may approve, and, either with or without the Company receiving any consideration or advantage, direct or indirect, from giving such guarantee, to guarantee the performance of the obligations and the payment of the capital or principal (together with any premium) of any obligations for repayment of money and legal discharge of liabilities both present and future due, owing or incurred to bankers of any company, firm or person and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company, as defined by Section 736 of the Companies Act 1985 or subsidiary, as defined by the said section, of the Company or of the Company's holding company and to create mortgages, charges or



liens upon all or any part of the property or assets of the Company (both present and future) including its uncalled capital in support of an, guarantees or otherwise.

(17)(B) To the extent the same is permitted by law, to give financial assistance for the purpose of he acquisition of shares in the Company or the Company's holding company for the time being (as defined in Section 736 of the Companies Act 1985) and to give such assistance by any means permitted by law."

2. THAT the Articles of Association of the Company shall with immediate effect be amended as follows:-

2.1 Regulation 10 in Part 1 of Table A in the First Schedule of the Companies Act 1948 incorporated in the Articles of Association of the Company shall with immediate effect be and is hereby deleted in its entirety.

2.2 Regulation 69 in Part 1 of Table A in the First Schedule of the Companies Act 1948 incorporated in the Articles of Association of the Company shall be amended to read as follows:-

"The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of that power or authority or other evidence of that power or authority in a form satisfactory to the Directors of the Company) shall either be produced at the meeting or adjourned meeting (including any poll) at which the person named in the instrument proposes to vote or shall be deposited at the registered office of the Company (or at such other place as may be specified for that purpose in the notice convening the meeting) before the time of

holding such meeting or adjourned meeting or, in the case of a poll, at any time before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid."

2.3 The first sentence of Article 10 of the Articles of Association of the Company shall be amended to read as follows:-

"Subject to any rights or restrictions for the time being attached to any class or classes of shares every member present in person or by proxy shall have on a show of hands one vote."

2.4 Article 12 of the Articles of Association of the Company shall be deleted in its entirety.

3. THAT any provision of the Articles of Association of the Company which would otherwise prohibit a Director from voting and such vote counting in a quorum with respect to any matter related to the giving of financial assistance to Saltvine Limited in connection with the acquisition of shares in May Gurney Holdings Limited be suspended and any actions taken by any Director of the Company in that connection is hereby ratified and approved.

Dated 13th day of

July 1989

Signed:

B. L. Bell

J. E. Clementi-Smith
By J. E. Clementi-Smith
J. E. Clementi-Smith

W.J. Magill

J. I. L. Utting

P. S. Clementi-Smith
By her attorney
[Signature]
.....
P. S. Clementi-Smith

[Signature]
.....
C. D. Utting

X
W. M. Bassham
WM Bassham

[Signature]
.....
T.K. Bushell and
P.S. Clementi-Smith By her attorney
P.S. Clementi-Smith and
.....
A.G. Munro

[Signature]
.....
T. K. Bushell and
P.S. Clementi-Smith By her attorney
P.S. Clementi-Smith and
.....
D. Bruce

Dr R.A. Kelly
by her attorney
[Signature]
.....
Dr. R.A. Kelly
(nee Pearce Gould) and
J.R. Barclay
by her attorney
J.R. Barclay

[Signature] X
J. E. Diggle

... *Dr. Judge*
D.L. Judge and
V.G. Cooke
by her attorney
V.G. Cooke and
V.G. Davis
by her attorney
H.G. Davis
as Executors of N.K.Cooke

[Signature]
D.A. Pearce Gould and
... *Dr. Judge*
D.L. Judge

.....
A. G. Munro and
.....
T.K. Bushell

.....
J. N. Holmes

.....
P.S. Clementi-Smith and
.....
T.K. Bushell and
.....
A.G. Munro

.....
J.R. Barclay

.....
A.G. Munro and
.....
C.P. Smallpeice and
.....
E.B. Palmer

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C.P. Smallpeice and
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T.K. Bushell and
.....
I.D. Bruce

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C.P. Smallpeice and
.....
T.K. Bushell and
.....
A.G. Munro

.....
J.E. Martin and
.....
B.M. Adam Attorney for
B.M. Adam

.....
350034 Ontario Ltd
by its attorney
.....
on behalf of 350034 Ontario
Limited

Stephen Thomas Moorhouse... By his attorney N. H. C. L.

Stephen Thomas Moorhouse and

.....

J.H. Cannell and

Abacus Trust Company (Isle of Man) by its attorney

on behalf of Abacus Trust

Company (Isle of Man)

Company Number 216679

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

of

MAY GURNEY HOLDINGS LIMITED

Passed on the 13th day of July 1989

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Holland Court, The Close, Norwich NR1 4DY on the 13th day of July 1989 the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company:

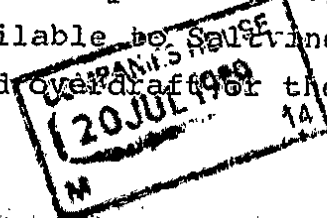
THAT in connection with the acquisition of the whole of the issued share capital of the Company by Saltvine Limited ("Saltvine") the Company be and is hereby authorised to give financial assistance

(A) by entering into:-

(i) a guarantee in the form produced to the meeting in favour of Barclays Bank Plc ("the Bank") as security for

(a) a medium term loan of £6,000,000 to Saltvine to bear interest at a rate of 2 per cent per annum over LIBOR and to be repayable over 10 years and otherwise in on the terms of the facility letter produced to the meeting; and

(b) a short term facility of £3,500,000 to be made available to Saltvine by way of a demand overdraft for the



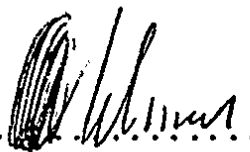
Banks managed rate facility again in the terms of a facility letter produced to the meeting; and

(c) a bridging facility of £2,750,000 to be made available to Saltvine Limited and to bear interest at a rate of $1\frac{1}{2}$ per cent per annum over the Banks Base Rate from time to time and to be reviewed by the Bank after three months; and

(d) the obligations to the Bank of each of May Gurney & Co Limited, Ayton Asphalte Company Limited, Ipswich Asphalt & Felt Roofing Limited, Moss Roofing Limited, Turpin Estates (Clacton) Limited, Aubrey Watson Limited, Darby (Sutton) Limited, Farm & Domestic Oils Limited, Gt. Horkesley Garage Limited and Heyhoe Bros. Limited who have given guarantees of Saltvine's obligations.

(ii) a debenture in favour of the Bank in the form produced to the meeting to secure the Company's obligations to the Bank including the obligations under the guarantee.

and (B) by continued participation in the arrangements set out in a composite accounting agreement with the Bank dated 28th January 1986 to which Saltvine is to become a party

..........
Chairman of Meeting

Declaration in relation to assistance for the acquisition of shares.

155 (6) a

Please do not
write in this
margin

Pursuant to section 155(6) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55 56 57 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73 74 75 76 77 78 79 80 81 82 83 84 85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 100

216679

Note
Please read the notes
on page 3 before
completing this form

Name of company

* MAY GURNEY HOLDINGS LIMITED

*Insert full name
of company

N/Wet JAMES NIGEL HOLMES of The Red House, Brundall, Norwich, Norfolk,

ALAN JOSEPH KORN of 37 Watton Road, Norwich, Norfolk and

Insert name(s) and
address(es), of all
the directors

FRANK HOUSELY NOBLE of Nesfield, Thieves Lane, Salhouse, Norwich, Norfolk

Delete as appropriate

~~the sole director~~ [all the directors] of the above company do solemnly and sincerely declare that:

The business of the company is:

†Delete whichever is inappropriate

~~XqXhaxoxax{neigugisad/bank}#icoseadKncxtudonj\$wutthxhxanearingxolXhaCBakInqAXXk1879#~~

7b0x7ba0pfa7nhs0ckauth0isn0dx0d0f7x0n0a0x80a040f0x0n0s0p0a0m0k0c0n0a0m0k0x0x0x08620x0x0x0x0x0

~~Chinese Foreign Affairs in the United Kingdom~~

(c) something other than the above:

The company is proposing to give financial assistance in connection with the acquisition of shares in the

[illegible]

The assistance is for the purpose of [that acquisition] ~~(reducing or discharging a liability incurred for the purpose of that acquisition)~~ ☐

The number and class of the shares acquired or to be acquired is: 9,250 4.2% Cumulative

Preference Shares, 90,000 "A" Ordinary Shares and 254,456 "B" Ordinary Shares

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

For official use

General Section

Post room

COMPANIES HOUSE
20 JUL 1989
M 14

The assistance is to be given to (note 2) SALT VINE LIMITED (Company Number 2572311)
whose Registered Office is at Holland Court, The Close, Norwich, NR1 4DY

Please do not
write in
this margin

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

The assistance will take the form of:

1. The creation by May Gurney Holdings Limited ("the Company") of the following security:-
 - a) An unlimited guarantee ("the Guarantee") in favour of Barclays Bank Plc ("the Bank") of the liabilities and obligations of Saltvine Limited to the Bank; and
 - b) A Debenture in favour of the Bank as security for, inter alia, the Guarantee creating a first fixed and floating charge over all of the assets and undertaking of the Company AND
2. Continued participation in a composite accounting agreement dated 28th January 1989 which is proposed to be amended by the introduction of Saltvine Limited as a party.

05 The person who ~~has acquired~~ [will acquire]* the shares is:
Saltvine Limited

*Delete as
appropriate

The principal terms on which the assistance will be given are:

The terms of the guarantee, the debenture and the composite accounting agreement are all to be the standard commercial terms of the Bank. The guarantee shall be not only a guarantee of the obligations of Saltvine to the Bank but also of the obligations of each other subsidiary of the Company to the Bank which is to be surety for Saltvine Limited. The obligations to the Bank will arise under:-

- (a) a £6,000,000 medium term facility repayable over 10 years bearing interest at 2% over LIBOR
- (b) a £3,500,000 short term facility comprising of a demand overdraft facility or a Barclays Bank Managed Rate Facility
- (c) a £2,750,000 bridging facility bearing interest at 1½% over the Base Rate of the Bank from time to time and to be reviewed by the Bank after three months

The amount of cash to be transferred to the person assisted is £ NIL

The value of any asset to be transferred to the person assisted is £ NIL

The date on which the assistance is to be given is 13th July 19 89

Please delete
write in
this column

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

Delete either (a) or
(b) as appropriate

I/We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts (note 3)

(a) [I/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]† (note 3)

~~XXXXXX intended to commence the winding up of the company within 12 months of that date, and I/we~~
~~XXXXXX have formed the opinion that the company will be able to pay its debts in full within 12 months of that~~
~~XXXXXX date, and I/we have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date.]† (note 3)~~

And I/we make this solemn declaration continuously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at Holland Court.
Norman.

the 13th day of July.
One thousand nine hundred and eighty nine.

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

Declarants to sign below

M. M. M.
A. T. K.
J. A. Noble

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given, if a recipient is a company the registered office address should be shown
- 3 Contingent and prospective liabilities of the company are to be included in the account—see section 156(3) of the Companies Act 1985
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form



Peat Marwick McLintock

Millard Court
The Close
Norwich NR1 4JY

Telephone (0603) 620481
Telex 975539 PMMNOR G
Telefax (0603) 623076 (Group 3)
Cables Ventatem Norwich
DX 6242 Norwich

The Directors
May Gurney Holdings Limited

Your ref

Our ref
144A/M9017/DNB

13 July 1989

Dear Sirs

FINANCIAL ASSISTANCE FOR THE ACQUISITION OF SHARES

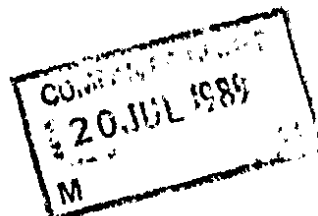
We have enquired into the state of affairs of May Gurney Holdings Limited ("the Company") in connection with the proposal that the Company shall give Saltvine Limited financial assistance for the purchase of 344,456 ordinary shares and 9,250 preference shares in the Company.

We are not aware of anything to indicate that the opinion expressed by the directors in the attached statutory declaration as to any of the matters mentioned in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully

T. J. Marshall

TS



G

COMPANIES FORM No. 155(6)b

Declaration by the directors of a holding company in relation to assistance for the acquisition of shares

155(6)b

Please do not
write in this
margin

Pursuant to section 155(6) of the Companies Act 1985

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

Note
Please read the notes
on page 3 before
completing this form.

* Insert full name
of company

■ Insert name(s) and
address(es) of all
the directors

To the Registrar of Companies

For official use

Company number

--	--	--	--

216679

Name of company

* MAY GURNEY HOLDINGS Limited

I/We α JAMES NIGEL HOLMES of The Red House, Brundall, Norwich, Norfolk,
ALAN JOSEPH KORN of 37 Watton Road, Norwich, Norfolk and FRANK HOUSELY
NOBLE of Nesfield, Thieves Lane, Salhouse, Norwich, Norfolk

† delete as
appropriate

α ~~the sole director~~ [all the directors]† of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

§ delete whichever
is inappropriate

The business of this company is:

- α ~~(a) that of a (recognised bank/licensed institution)† within the meaning of the Banking Act 1979~~
α ~~(b) that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on~~
α ~~insurance business in the United Kingdom~~
(c) something other than the above

DARBY (SUTTON) LIMITED

This company is [the] [α] holding company of* DARBY (SUTTON) LIMITED
(number 323261) (herein "the Subsidiary") which is
proposing to give financial assistance in connection with the acquisition of shares
in [this company] [_____]

_____ the holding company of this company.]†

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

For official Use
General Section

Post room



Assistance is for the purpose of [that acquisition] ~~[reducing or discharging liability incurred for the~~
~~purpose of that acquisition]~~ (note 1)

Please do not
write in
this margin

number and class of the shares acquired or to be acquired is: 9,250 4.2% Cumulative
Preference Shares, 90,000 "A" Ordinary Shares and 254,456 "B" Ordinary Shares

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

The assistance is to be given to: (note 2) SALTVINE LIMITED (Company Number 2372 311)
whose Registered Office is at Holland Court, The Close, Norwich NR1 4DY

The assistance will take the form of:

1. The creation by the Subsidiary of the following security:-
 - a. An unlimited guarantee ("the Guarantee") in favour of Barclays Bank Plc ("the Bank") of the liabilities and obligations of Saltvine Limited to the Bank; and
 - b. A Debenture in favour of the Bank as security for, inter alia, the Guarantee creating a first fixed and floating charge overall of the assets and undertaking of the Subsidiary AND
2. Continued participation in a composite accounting agreement dated 28th January 1986 which is to be amended by the introduction of Saltvine Limited as a party

The person who ~~has acquired~~ [will acquire]† the shares is:
SALTVINE LIMITED

† delete as
appropriate

The principal terms on which the assistance will be given are:

The terms of the Guarantee, the Debenture and the composite accounting agreement are all to be the standard commercial terms of the Bank. The Guarantee shall not only be a Guarantee of the obligations of Saltvine Limited but also of the obligations of each other subsidiary of May Gurney Holdings Limited to the Bank which is to be surety for Saltvine Limited. The obligations of Saltvine Limited to the Bank will arise under:-

- (a) a £6,000,000 medium term facility repayable over 10 years bearing interest at up to 2% over LIBOR
- (b) a £3,500,000 short term facility comprising of a demand overdraft or a Barclays Managed Rate Facility
- (c) a £2,750,000 bridging facility bearing interest at 1½% over the Base Rate of the Bank from time to time and to be reviewed by the Bank after three months

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is NIL

The amount of cash to be transferred to the person assisted is £ NIL

The value of any asset to be transferred to the person assisted is £ NIL

Please do not
write in
this margin

The date on which the assistance is to be given is 13th July 1989

19

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

I/We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts.(note 3)

(a)[I/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]*(note 3)

* delete either (a) or
(b) as appropriate

~~(b)[It is intended to commence the winding up of the company within 12 months of that date, and I/we have formed the opinion that the company will be able to pay its debts in full, within 12 months of the commencement of the winding up]*(note 3)~~

And I/we 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 Holland Court.

The Close

Norwich

the 13th day of July

one thousand nine hundred and eighty nine

before me John J. Dwyer.

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

Declarants to sign below







NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.



Peat Marwick McLintock

Holland Court
The Close
Norwich NR1 4D7

Telephone (0603) 620481
Telex 975539 PMMNOR G
Telefax (0603) 623076 (Group 3)
Cables Veritatem Norwich
DX 5242 Norwich

The Directors
May Gurney Holdings Limited

Your ref

Our ref
144A/M9017/DNB

13 July 1989

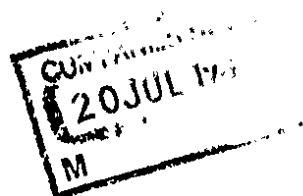
Dear Sirs

FINANCIAL ASSISTANCE FOR THE ACQUISITION OF SHARES

We have enquired into the state of affairs of Darby (Sutton) Limited ("the Company") in connection with the proposal that the Company shall give Saltvine Limited financial assistance for the purchase of 344,456 ordinary shares and 9,250 preference shares in May Gurney Holdings Limited.

We are not aware of anything to indicate that the opinion expressed by the directors of May Gurney Holdings Limited in the attached statutory declaration as to any of the matters mentioned in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully



TS



Member firm of
Peat Marwick McLintock

Authorised by the Institute of Chartered Accountants in England and Wales
to carry out limited liability
The above is the subject of Section 4 Business Names Act 1985 (2) under which
Peat Marwick McLintock is a limited liability partnership which is available for inspection

G

COMPANIES FORM No. 155(6)b

Declaration by the directors of a holding company in relation to assistance for the acquisition of shares

155(6)b

Please do not
write in this
margin

Pursuant to section 155(6) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

216679

Name of company

* MAY GURNEY HOLDINGS Limited

Note
Please read the notes
on page 3 before
completing this form.

* insert full name
of company

§ insert name(s) and
address(es) of all
the directors

I/We o JAMES NIGEL HOLMES of The Red House, Brundall, Norwich, Norfolk,
ALAN JOSEPH KORN of 37 Watton Road, Norwich, Norfolk and FRANK HOUSELY
NOBLE of Nesfield, Thieves Lane, Salhouse, Norwich, Norfolk.

† delete as
appropriate

o ~~(the sole director)~~ [all the directors]† of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

§ delete whichever
is inappropriate

The business of this company is:

- o ~~(a) that of a (recognised bank) licensed institution within the meaning of the Banking Act 1979;~~
o ~~(b) that of a person authorised under section 2 or 4 of the Insurance Companies Act 1982 to carry on~~
o ~~insurance business in the United Kingdom;~~
(c) something other than the above§

This company is [the][a] holding company of* AYTON ASPHALTE COMPANY LIMITED
(number 263528) (herein "the Subsidiary") which is
proposing to give financial assistance in connection with the acquisition of shares
in [this company][_____]

_____the holding company of this company.]†

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

For official Use
General Section

Post room



~~The assistance is for the purpose of [that acquisition][reducing or discharging a liability incurred for the purpose of that acquisition].† (note 1)~~

Please do not
write in
this margin

The number and class of the shares acquired or to be acquired is: 9,250 4.2% Cumulative Preference Shares, 90,000 "A" Ordinary Shares and 254,456 "B" Ordinary Shares

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

SALTVINE LIMITED (Company Number 2372311)

The assistance is to be given to: (note 2) whose Registered Office is at Holland Court, The Close, Norwich NR1 4DY

The assistance will take the form of:

1. The creation by the Subsidiary of the following security:-
 - a. An unlimited guarantee ("the Guarantee") in favour of Barclays Bank Plc ("the Bank") of the liabilities and obligations of Saltvine Limited to the Bank; and
 - b. A Debenture in favour of the Bank as security for, inter alia, the Guarantee creating a first fixed and floating charge overall of the assets and undertaking of the Subsidiary AND
2. Continued participation in a composite accounting agreement dated 28th January 1986 which is to be amended by the introduction of Saltvine Limited as a party

~~The person who [has acquired][will acquire]† the shares is:~~
SALTVINE LIMITED

† delete as
appropriate

The principal terms on which the assistance will be given are:

The terms of the Guarantee, the Debenture and the composite accounting agreement are all to be the standard commercial terms of the Bank. The Guarantee shall not only be a Guarantee of the obligations of Saltvine Limited but also of the obligations of each other subsidiary of May Gurney Holdings Limited to the Bank which is to be surety for Saltvine Limited. The obligations of Saltvine Limited to the Bank will arise under:-

- (a) a £6,000,000 medium term facility repayable over 10 years bearing interest at up to 2% over LIBOR
- (b) a £3,500,000 short term facility comprising of a demand overdraft or a Barclays Managed Rate Facility
- (c) a £2,750,000 bridging facility bearing interest at 1½% over the Base Rate of the Bank from time to time and to be reviewed by the Bank after three months

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is NIL

The amount of cash to be transferred to the person assisted is £ NIL

The value of any asset to be transferred to the person assisted is £ _____

Please do not
write in
this margin

The date on which the assistance is to be given is 13th July 1989

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

I/We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts.(note 3)

(a)[I/We have formed the opinion that the company will be able to pay it's debts as they fall due during the year immediately following that date]*(note 3)

* delete either (a) or
(b) as appropriate

~~(b)[It is intended to commence the winding up of the company within 12 months of that date, and I/We have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up.]*(note 3)~~

And I/we 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 Holland Court.
The Close
Norwich.
the 13th day of July
one thousand nine hundred and eighty nine
before me John J. Dwyer.

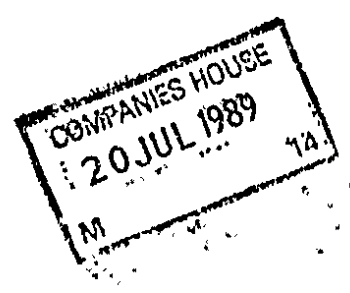
Declarants to sign below

[Signature]
A. Z. Kom
V. B. Noble

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

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditor's report required by section 156(4) of the Companies Act 1985 must be annexed to this form.





Peat Marwick McLintock

Hollary Court
The Close
Norwich NR1 4DY

Telephone (0603) 620481
Telex 975539 PMMN-1 G
Telefax (0603) 623078 (Group 3)
Cables Ventatem Norwich
DX 5242 Norwich

The Directors
May Gurney Holdings Limited

Your ref

Our ref
144A/M9017/DNB

13 July 1989

Dear Sirs

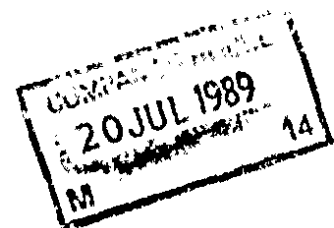
FINANCIAL ASSISTANCE FOR THE ACQUISITION OF SHARES

We have enquired into the state of affairs of Ayton Asphalte Company Limited ("the Company") in connection with the proposal that the Company shall give Saltvine Limited financial assistance for the purchase of 344,456 ordinary shares and 9,250 preference shares in May Gurney Holdings Limited.

We are not aware of anything to indicate that the opinion expressed by the directors of May Gurney Holdings Limited in the attached statutory declaration as to any of the matters mentioned in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully

P. M. L.



TS



Member firm of
Peat Marwick McLintock

Ayton is a company registered in England and Wales
for company and investment business

The writer is a partner in the firm of Peat Marwick McLintock
Blackfriars, London EC4V 3DF at which a list of partners' names is available for inspection

G

COMPANIES FORM No. 155(6)b

Declaration by the directors of a holding company in relation to assistance for the acquisition of shares

155(6)b

Please do not
write in this
margin

Pursuant to section 155(6) of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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

--	--	--	--

216679

Name of company

* MAY GURNEY HOLDINGS

Limited

Note
Please read the notes
on page 3 before
completing this form.

* insert full name
of company

* insert name(s) and
address(es) of all
the directors

I/We JAMES NIGEL HOLMES of The Red House, Brundall, Norwich, Norfolk,

ALAN JOSEPH KORN of 37 Watton Road, Norwich, Norfolk and FRANK HOUSELY

NOBLE of Nesfield, Thieves Lane, Salhouse, Norwich, Norfolk

† delete as
appropriate

 ~~the sole director~~ [all the directors]† of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

§ delete whichever
is inappropriate

The business of this company is:

 (a) that of a ~~regulated bank~~ licensed institution† within the meaning of the Banking Act 1979§

 (b) that of a ~~person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on~~

 ~~insurance business in the United Kingdom~~§

(c) something other than the above§

This company is [the] ~~(a)~~ holding company of* AUBREY WATSON LIMITED

(number 184463) (herein "the Subsidiary")

which is

proposing to give financial assistance in connection with the acquisition of shares

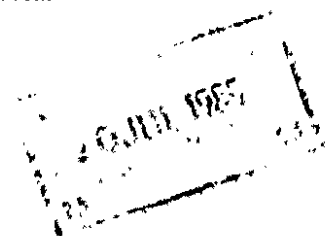
in [this company]

 the holding company of this company.]†

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

For official Use
General Section

Post room



The London Law Agency Limited Company Registration Agents, Printers and Publishers

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP Tel: 01-353 9471 (10 lines)

At The assistance is for the purpose of [that acquisition][reducing or discharging a liability incurred for the purpose of that acquisition]† (note 1)

Please do not
write in
this margin

The number and class of the shares acquired or to be acquired is: 9,250 4.2% Cumulative
Preference Shares, 90,000 'A' Ordinary Shares and 254,456 'B' Ordinary Shares

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

The assistance is to be given to: (note 2) SALT VINE LIMITED (Company Number 2372311)
whose Registered Office is at Holland Court, The Close, Norwich NR1
4BY

The assistance will take the form of:

1. The creation by the Subsidiary of the following security:-
 - a. An unlimited guarantee ("the Guarantee") in favour of Barclays Bank Plc ("the Bank") of the liabilities and obligations of Saltvine Limited to the Bank; and
 - b. A Debenture in favour of the Bank as security for, inter alia, the Guarantee creating a first fixed and floating charge overall of the assets and undertaking of the Subsidiary AND
2. Continued participation in a composite accounting agreement dated 28th January 1986 which is to be amended by the introduction of Saltvine Limited as a party

The person who [has acquired][will acquire]† the shares is:
SALT VINE LIMITED

† delete as
appropriate

The principal terms on which the assistance will be given are:

The terms of the Guarantee, the Debenture and the composite accounting agreement are all to the standard commercial terms of the Bank. The Guarantee shall not only be a Guarantee of the obligations of Saltvine Limited but also of the obligations of each other subsidiary of May Gurney Holdings Limited to the Bank which is to be surety for Saltvine Limited. The obligations of Saltvine Limited to the Bank will arise under:-

- (a) a £6,000,000 medium term facility repayable over 10 years bearing interest at up to 2% over LIBOR
- (b) a £3,500,000 short term facility comprising of a demand overdraft or a Barclays Managed Rate Facility
- (c) a £2,750,000 bridging facility bearing interest at 1½% over the Base Rate of the Bank from time to time and to be reviewed by the Bank after three months

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is NIL

NIL

The amount of cash to be transferred to the person assisted is £

NIL

The value of any asset to be transferred to the person assisted is £

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

The date on which the assistance is to be given is _____

I/We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts.(note 3)

(a) I/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date)*(note 3)

* Delete either (a) or
(b) as appropriate

~~(b) It is intended to commence the winding up of the company within 12 months of that date, and I/we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up)*(note 3)~~

And I/we 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 Holland Court.

The Close

Norwich

the 18th day of July

one thousand nine hundred and eighty nine

before me Chris J. Dyer

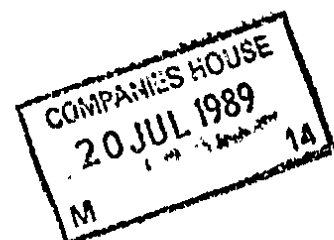
A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

Declarants to sign below

[Handwritten signatures]
A. Korn
B. Noble

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given, if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.





Peat Marwick McLintock

Holland Court
The Close
Norwich NR1 4DY

Telephone (0603) 620481
Telex 975539 PMMNOR G
Telefax (0603) 623078 (Group '9)
Cables Vortatem Norwich
DX 5242 Norwich

The Directors
May Gurney Holdings Limited

Your ref

Our ref
144A/M9017/DNB

13 July 1989

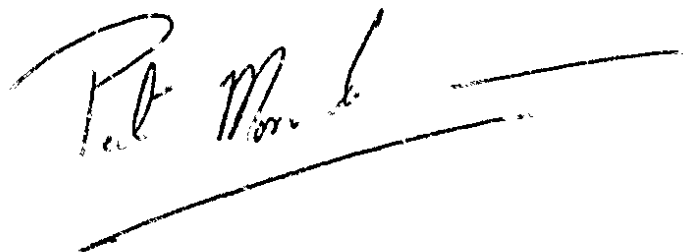
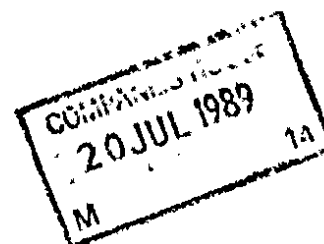
Dear Sirs

FINANCIAL ASSISTANCE FOR THE ACQUISITION OF SHARES

We have enquired into the state of affairs of Aubrey Watson Limited ("the Company") in connection with the proposal that the Company shall give Saltvine Limited financial assistance for the purchase of 344,456 ordinary shares and 9,250 preference shares in May Gurney Holdings Limited.

We are not aware of anything to indicate that the opinion expressed by the directors of May Gurney Holdings Limited in the attached statutory declaration as to any of the matters mentioned in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully

SLS



20 July 1989
P. M. McLintock
Director

Approved by the Board of Directors of May Gurney Holdings Limited

The address for the purposes of section 156(2) of the Companies Act 1985 is: Peat Marwick McLintock, The Close, Norwich NR1 4DY, of which a list of partners is available for inspection

G

COMPANIES FORM No. 155(6)b

**Declaration by the directors
of a holding company in
relation to assistance for the
acquisition of shares****155(6)b**Please do not
write in this
margin

Pursuant to section 155(6) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

216679

Name of company

* MAY GURNEY HOLDINGS

Limited

Note
Please read the notes
on page 3 before
completing this form.* Insert full name
of company* Insert name(s) and
address(es) of all
the directorsI/We JAMES NIGEL HOLMES of The Red House, Brundall, Norwich, Norfolk,
ALAN JOSEPH KORN of 37 Watton Road, Norwich, Norfolk and FRANK HOUSELY
NOBLE of Nesfield, Thieves Lane, Salhouse, Norwich, Norfolk† delete as
appropriate[the sole director] [all the directors]† of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:§ delete whichever
is inappropriate

The business of this company is:

- ☒ (a) that of a recognised bank [or] [a] [an] institution† within the meaning of the Banking Act 1979
- ☒ (b) that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on
insurance business in the United Kingdom
- ☐ (c) something other than the above

This company is [the] [a] holding company of* MAY GURNEY & CO. LIMITED

(number 873179) (herein "the Subsidiary") which is
proposing to give financial assistance in connection with the acquisition of shares
in [this company]†

the holding company of this company†

Presenter's name address and
reference (if any):For official Use
General Section

Post room



The assistance is for the purpose of [that acquisition]~~[reducing or discharging a liability incurred for the purpose of that acquisition]~~† (note 1)

Please do not write in this margin

The number and class of the shares acquired or to be acquired is: 9,250 4.1% Cumulative Preference Shares, 90,000 "A" Ordinary Shares and 254,456 "B" Ordinary Shares

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

The assistance is to be given to: (note 2) SALTIVINE LIMITED (Company Number 2372 311)
whose Registered Office is at Holland Court, The Close, Norwich NR1 4DY

The assistance will take the form of:

1. The creation by the Subsidiary of the following security:-
 - a. An unlimited guarantee ("the Guarantee") in favour of Barclays Bank Plc ("the Bank") of the liabilities and obligations of Saltvine Limited to the Bank; and
 - b. A Debenture in favour of the Bank as security for, inter alia, the Guarantee creating a first fixed and floating charge overall of the assets and undertaking of the Subsidiary AND
2. Continued participation in a composite accounting agreement dated 28th January 1986 which is to be amended by the introduction of Saltvine Limited as a party.

The person who ~~[has acquired]~~ [will acquire]† the shares is:
SALTIVINE LIMITED

† delete as appropriate

The principal terms on which the assistance will be given are:

The terms of the Guarantee, the Debenture and the composite accounting agreement are all to be the standard commercial terms of the Bank. The Guarantee shall not only be a Guarantee of the obligations of Saltvine Limited but also of the obligations of each other subsidiary of May Gurney Holdings Limited to the Bank which is to surety for Saltvine Limited. The obligations of Saltvine Limited to the Bank will arise under:-

- (a) a £6,000,000 medium term facility repayable over 10 years bearing interest at up to 2% over LIBOR
- (b) a £3,500,000 short term facility comprising of a demand overdraft or a Barclays Managed Rate Facility
- (c) a £2,750,000 bridging facility bearing interest at 1½% over the Base Rate of the Bank from time to time and to be reviewed by the Bank after three months

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is NIL

The amount of cash to be transferred to the person assisted is £ NIL

The value of any asset to be transferred to the person assisted is £ NIL Page 2

Please do not
write in
this margin

The date on which the assistance is to be given is 13th July 1989

19

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

I/We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts.(note 3)

(a)[I/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]*(note 3)

* delete either (a) or
(b) as appropriate

~~(b)[It is intended to commence the winding-up of the company within 12 months of that date; and I/we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding-up.]*(note 3)~~

And I/we 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 Holland Court.
The Clerk.
Norwich
the 13th day of July
one thousand nine hundred and eighty-nine
before me John J. Heston

Declarants to sign below

[Signature]
[Signature]
[Signature]

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

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 155(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form



Peat Marwick McLintock

Registered Office
The Chase
Norwich NR1 4PY

Telephone (0603) 61 6441
Telex 975539 PMMNOR G
Telefax (0603) 623078 (Group 3)
Cables Venratem Norwich
DX 5242 Norwich

The Directors
May Gurney Holdings Limited

Your ref

Our ref
144A/M9017/DNB

13 July 1989

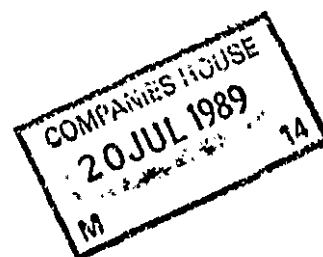
Dear Sirs

FINANCIAL ASSISTANCE FOR THE ACQUISITION OF SHARES

We have enquired into the state of affairs of May Gurney & Co Limited ("the Company") in connection with the proposal that the Company shall give Saltvine Limited financial assistance for the purchase of 344,456 ordinary shares and 9,250 preference shares in May Gurney Holdings Limited.

We are not aware of anything to indicate that the opinion expressed by the directors of May Gurney Holdings Limited in the attached statutory declaration as to any of the matters mentioned in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully



TS



Members of the
Firm of Peat Marwick McLintock

Subsidiary of the registered office of the company in England and Wales
for any or investment business

The address for the purposes of Section 4 of the Companies Act 1985 is: Peat Marwick
McLintock, London EC4A 3DF at which a list of partners, names is available for inspection

G

COMPANIES FORM No. 155(6)b

**Declaration by the directors
of a holding company in
relation to assistance for the
acquisition of shares**

155(6)b

Please do not
write in this
margin

Pursuant to section 155(6) of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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

[] [] [] [] [] []

216679

Name of company

* MAY GURNEY HOLDINGS Limited

Note
Please read the notes
on page 3 before
completing this form.

* Insert full name
of company

I/We James Nigel Holmes of The Red House, Brundall, Norwich, Norfolk,
Alan Joseph Korn of 37 Watton Road, Norwich, Norfolk and Frank Housely
Noble of Nesfield, Thieves Lane, Salhouse, Norwich, Norfolk.

* Insert name(s) and
address(es) of all
the directors

† delete as
appropriate

the sole director [all the directors]† of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

§ delete whichever
is inappropriate

The business of this company is:

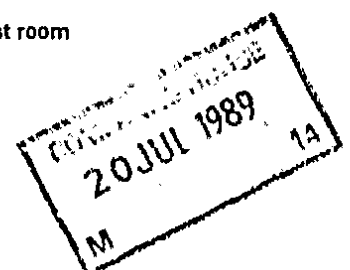
- the sole director (a) that ~~it is a recognised bank (licensed institution) within the meaning of the Banking Act 1975~~
the sole director (b) that ~~it is a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on~~
the sole director ~~insurance business in the United Kingdom~~
(c) something other than the above

the sole director This company is [the] the holding company of* FARM & DOMESTIC OILS LIMITED
(number 729757) (herein "the Subsidiary") which is
proposing to give financial assistance in connection with the acquisition of shares
in [this company] [the holding company of this company.]†

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

For official Use
General Section

Post room



~~The assistance is for the purpose of [that acquisition][reducing or discharging a liability incurred for the purpose of that acquisition].† (note 1)~~

Please do not
write in
this margin

The number and class of the shares acquired or to be acquired is: 9,250 4.2% Cumulative
Preference Shares, 90,000 "A" Ordinary Shares and 254,456 "B" Ordinary Shares

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

The assistance is to be given to: (note 2) SALTVINE LIMITED (Company Number 23722311)
whose Registered Office is at Holland Court, The Close, Norwich NR1 4DY

The assistance will take the form of:

1. The creation by the Subsidiary of the following security:-
 - a. An unlimited guarantee ("the Guarantee") in favour of Barclays Bank Plc ("the Bank") of the liabilities and obligations of Saltvine Limited to the Bank; and
 - b. A Debenture in favour of the Bank as security for, inter alia, the Guarantee creating a first fixed and floating charge overall of the assets and undertaking of the Subsidiary AND
2. Continued participation in a composite accounting agreement dated 28th January 1986 which is to be amended by the introduction of Saltvine Limited as a party.

~~The person who [has acquired][will acquire]† the shares is:~~
SALTVINE LIMITED

† delete as
appropriate

The principal terms on which the assistance will be given are:

The terms of the Guarantee, the Debenture and the composite accounting agreement are all to be the standard commercial terms of the Bank. The Guarantee shall not only be a Guarantee of the obligations of Saltvine Limited but also of the obligations of each other subsidiary of May Gurney Holdings Limited to the Bank which is to be surety for Saltvine Limited. The obligations of Saltvine Limited to the Bank will arise under:-

- (a) a £6,000,000 medium term facility repayable over 10 years bearing interest at up to 2% over LIBOR
- (b) a £3,500,000 short term facility comprising of a demand overdraft or a Barclays Managed Rate Facility
- (c) a £2,750,000 bridging facility bearing interest at 1½% over the Base Rate of the Bank from time to time and to be reviewed by the Bank after three months

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is NIL

NIL

The amount of cash to be transferred to the person assisted is £

The value of any asset to be transferred to the person assisted is £ NIL

Please do not
write in
this margin

The date on which the assistance is to be given is 15th July 1989

19

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

I/We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts.(note 3)

(a)[I/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]*(note 3)


* delete either (a) or
(b) as appropriate

~~(b)[It is intended to commence the winding up of the company within 12 months of that date, and I/we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up.]*(note 3)~~

And I/we 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 Holland Court.
The Clerk.
Norwich.
the 13th day of July
one thousand nine hundred and eighty-nine
before me Chas J. J. J. J.

Declarants to sign below


A. J. J. J.
Chas J. J. J.

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

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 158(4) of the Companies Act 1985 must be annexed to this form.



Peat Marwick McLintock

Holland Court
The Close
Norwich NR4 4DY

Telephone (0603) 620481
Telex 975539 PMMNOR G
Telefax (0603) 623078 (Group 3)
Cables Veritatem Norwich
DX 5242 Norwich

The Directors
May Gurney Holdings Limited

Your ref

Our ref
144A/M9017/DNB

13 July 1989

Dear Sirs

FINANCIAL ASSISTANCE FOR THE ACQUISITION OF SHARES

We have enquired into the state of affairs of Farm & Domestic Oils Limited ("the Company") in connection with the proposal that the Company shall give Saltvine Limited financial assistance for the purchase of 344,456 ordinary shares and 9,250 preference shares in May Gurney Holdings Limited.

We are not aware of anything to indicate that the opinion expressed by the directors of May Gurney Holdings Limited in the attached statutory declaration as to any of the matters mentioned in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully

TS



Chartered Accountants
Peat Marwick McLintock

As required by the Institute of Chartered Accountants in England and Wales
in connection with the business

The address for the purposes of section 2 Business Names Act 1985 is: Public Trust
Blackfries, London EC4V 3PF at which a list of partners names is available for inspection



G

COMPANIES FORM No. 155(6)b

Declaration by the directors of a holding company in relation to assistance for the acquisition of shares

155(6)b

Please do not
write in this
margin

Pursuant to section 155(6) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

216679

Name of company

* MAY GURNEY HOLDINGS Limited

Note
Please read the notes
on page 3 before
completing this form.

* Insert full name
of company

I/We o JAMES NIGEL HOLMES of The Red House, Brundall, Norwich, Norfolk,
ALAN JOSEPH KORN of 37 Watton Road, Norwich, Norfolk and FRANK HOUSELY

o Insert name(s) and
address(es) of all
the directors

NOBLE of Newfield, Thieves Lane, Salhouse, Norwich, Norfolk

† delete as
appropriate

o ~~the sole director~~ [all the directors]† of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

§ delete whichever
is inappropriate

The business of this company is:

- o ~~that of a recognised bank, licensed institution or within the meaning of the Banking Act 1979~~
o ~~that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on~~
o ~~insurance business in the United Kingdom~~
(c) something other than the above

This company is [the][a] holding company of* IPSWICH ASPHALT & FELT ROOFING LIMITED
(number 1149808) (herein "the Subsidiary") which is
proposing to give financial assistance in connection with the acquisition of shares
in [this company]

the holding company of this company.]†

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

For official Use
General Section

Post room

1989



De assistance is for the purpose of [that acquisition][reducing or discharging liability incurred for the purpose of that acquisition] † (note 1)

Please do not
write in
this margin

number and class of the shares acquired or to be acquired is: 9,250 4.2% Cumulative
Preference Shares, 90,000 "A" Ordinary Shares and 254,456 "B" Ordinary Shares

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

De assistance is to be given to: (note 2) SALTVINE LIMITED (Company Number 2372 511)
whose Registered Office is at Holland Court, The Close, Norwich NR1 4DY

The assistance will take the form of:

De The creation by the Subsidiary of the following security:-

- a. An unlimited guarantee ("the Guarantee") in favour of Barclays Bank Plc ("the Bank") of the liabilities and obligations of Saltvine Limited to the Bank; and
 - b. A Debenture in favour of the Bank as security for, inter alia, the Guarantee creating a first fixed and floating charge over all of the assets and undertaking of the Subsidiary AND
2. Continued participation in a composite accounting agreement dated 26th January 1986 which is to be amended by the introduction of Saltvine Limited as a party.

De The person who [has acquired][will acquire]† the shares is:
SALTVINE LIMITED

† delete as
appropriate

The principal terms on which the assistance will be given are:

The terms of the Guarantee, the Debenture and the composite accounting agreement are all to be the standard commercial terms of the Bank. The Guarantee shall not only be a guarantee of the obligations of Saltvine Limited but also of the obligations of each other subsidiary of May Gurney Holdings Limited to the Bank which is to be surety for Saltvine Limited. The obligations of Saltvine Limited to the Bank will arise under:-

- (a) a £6,000,000 medium term facility repayable over 10 years bearing interest at up to 2% over LIBOR
- (b) a £3,500,000 short term facility comprising of a demand overdraft or a Barclays Managed Rate Facility
- (c) a £2,750,000 bridging facility bearing interest at 1½% over the Base Rate of the Bank from time to time and to be reviewed by the Bank after three months

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is NIL

The amount of cash to be transferred to the person assisted is £ NIL

The value of any asset to be transferred to the person assisted is £ NIL

Please do not
write in
this margin

The date on which the assistance is to be given is.

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

I/We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts.(note 3)

(a)[I/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]*(note 3)

* delete either (a) or
(b) as appropriate

~~(b)[It is intended to commence the winding up of the company within 12 months of that date, and I/we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up.]*(note 3)~~

And I/we 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 Holland Court.
The Chase, Norwich

the 13th day of July
one thousand nine hundred and eighty-nine

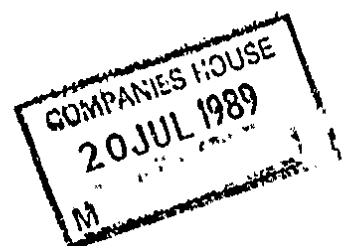
before me John J. O'Leary
~~A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor~~ having the powers conferred on a Commissioner for Oaths.

Declarants to sign below

[Signature]
Ad. Kom
[Signature] Noble

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.





Peat Marwick McLintock

Holland Court
The Close
Norwich NR1 4DY

Telephone (0603) 620481
Telex 975439 PMMNOR G
Telefax (0603) 623079 (Group 3)
Cables Ventatem Norwich
DX 6242 Norwich

The Directors
May Gurney Holdings Limited

Your ref

Our ref
144A/M9017/DNB

13 July 1989

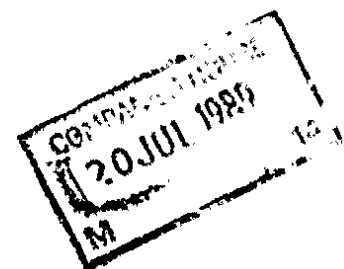
Dear Sirs

FINANCIAL ASSISTANCE FOR THE ACQUISITION OF SHARES

We have enquired into the state of affairs of Ipswich Asphalt & Felt Roofing Limited ("the Company") in connection with the proposal that the Company shall give Saltvine Limited financial assistance for the purchase of 344,456 ordinary shares and 9,250 preference shares in May Gurney Holdings Limited.

We are not aware of anything to indicate that the opinion expressed by the directors of May Gurney Holdings Limited in the attached statutory declaration as to any of the matters mentioned in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully



TS



Members of the
Peat Marwick McLintock Group

Approved by the Institute of Chartered Accountants in England and Wales
for the purposes of the Companies Act 1985

The address for the purposes of Section 2 of the Companies Act 1985 is: Middle Street
Blackburn, Lancashire BB1 1JL. The company is a public company for the purposes of the Companies Act 1985.

G

COMPANIES FORM No. 155(6)b

Declaration by the directors of a holding company in relation to assistance for the acquisition of shares

155(6)b

Please do not
write in this
margin

Pursuant to section 155(6) of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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

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216679

Name of company

Note
Please read the notes
on page 3 before
completing this form.

* MAY GURNEY HOLDINGS Limited

* Insert full name
of company

I/We o JAMES NIGEL HOLMES of The Red House, Brundall, Norwich, Norfolk,

ALAN JOSEPH KORN of 37 Watton Road, Norwich, Norfolk and FRANK HOUSELY

* Insert name(s) and
address(es) of all
the directors

NOBLE of Nesfield, Thieves Lane, Salhouse, Norwich, Norfolk

† delete as
appropriate

o ~~the sole director~~ [all the directors]† of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

§ delete whichever
is inappropriate

The business of this company is:

o ~~(a) that of a [recognised bank] licensed institution within the meaning of the Banking Act 1979~~

o ~~(b) that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on~~

o ~~insurance business in the United Kingdom~~

(c) something other than the above

This company is [the] a holding company of* GREAT HOFKESLEY GARAGE LIMITED

(number 1343455) (herein "the Subsidiary")

which is

proposing to give financial assistance in connection with the acquisition of shares

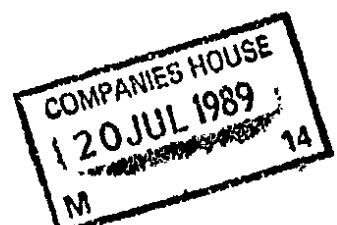
in [this company]

 the holding company of this company.†

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

For official Use
General Section

Post room



The London Law Agency Limited Company Registration Agents, Printers and Publishers

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP Tel: 01-353 9471 (10 lines)

AL The assistance is for the purpose of [that acquisition]~~[reducing or discharging a liability incurred for the purpose of that acquisition]~~† (note 1)

Please do not
write in
this margin

dr The number and class of the shares acquired or to be acquired is: 9,250 4.2% Cumulative
Preference Shares, 90,000 "A" Ordinary Shares and 254,456 "B" Ordinary Shares

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

SALTVINF LIMITED (Company Number 23722311)

The assistance is to be given to: (note 2) _____
whose Registered Office is at Holland Court, The Close, Norwich NR1 4DY

The assistance will take the form of:

1. The creation by the Subsidiary of the following security:-
 - a. An unlimited guarantee ("the Guarantee") in favour of Barclays Bank Plc ("the Bank") of the liabilities and obligations of Saltvine Limited to the Bank; and
 - b. A Debenture in favour of the Bank as security for, inter alia, the Guarantee creating a first fixed and floating charge overall of the assets and undertaking of the Subsidiary AND
2. Continued participation in a composite accounting agreement dated 28th January 1986 which is to be amended by the introduction of Saltvine Limited as a party

AL The person who ~~[has acquired]~~ [will acquire]† the shares is:
SALTVINE LIMITED

† delete as
appropriate

The principal terms on which the assistance will be given are:

The terms of the Guarantee, the Debenture and the composite accounting agreement are all to be the standard commercial terms of the Bank. The Guarantee shall not only be a Guarantee of the obligations of Saltvine Limited but also of the obligations of each other subsidiary of May Gurney Holdings Limited to the Bank which is to be surety for Saltvine Limited. The obligations of Saltvine Limited to the Bank will arise under:-

- (a) a £6,000,000 medium term facility repayable over 10 years bearing interest at up to 2% over LIBOR
- (b) a £3,500,000 short term facility comprising of a demand overdraft or a Barclays Managed Rate Facility
- (c) a £2,750,000 bridging facility bearing interest at 1½% over the Base Rate of the Bank from time to time and to be reviewed by the Bank after three months

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is NIL

The amount of cash to be transferred to the person assisted is £ NIL

The value of any asset to be transferred to the person assisted is £ NIL

Please do not
write in
this margin

The date on which the assistance is to be given is

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

I/We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

(a) [I/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date] * (note 3)

* delete either (a) or
(b) as appropriate

As (b) [It is intended to commence the winding up of the company within 12 months of that date, and I/we
As have formed the opinion that the company will be able to pay its debts in full within 12 months of the
As commencement of the winding up.] * (note 3)

And I/we 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

*Holland Court,
The Clerk
Norwich.*

the *13th* day of *July*,

one thousand nine hundred and

eighty-nine

before me

Chas J. Notary

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

Declarants to sign below

[Signature]
[Signature]
[Signature]

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.



Peat Marwick McLintock

Holland Court
The Close
Norwich NR1 4DY

Telephone (0603) 626481
Telex 975539 PMMNOR G
Telefax (0603) 623078 (Group 3)
Cables Ventatom Norwich
DX 5242 Norwich

The Directors
May Gurney Holdings Limited

Your ref

Our ref
144A/M9017/DNB

13 July 1989

Dear Sirs

FINANCIAL ASSISTANCE FOR THE ACQUISITION OF SHARES

We have enquired into the state of affairs of Great Horkesley Garage Limited ("the Company") in connection with the proposal that the Company shall give Saltvine Limited financial assistance for the purchase of 344,456 ordinary shares and 9,250 preference shares in May Gurney Holdings Limited.

We are not aware of anything to indicate that the opinion expressed by the directors of May Gurney Holdings Limited in the attached statutory declaration as to any of the matters mentioned in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully

TS



Peat Marwick McLintock
Registered in England



Approved by the Registrar of Companies for filing in England and Wales
in accordance with the Companies Act 1985

This document is the property of Peat Marwick McLintock. It is to be used for the purposes of the Companies Act 1985 and for the purposes of the Companies Act 1985 only. It is not to be used for any other purpose. It is not to be used for any other purpose. It is not to be used for any other purpose.

G

COMPANIES FORM No. 155(6)b

**Declaration by the directors
of a holding company in
relation to assistance for the
acquisition of shares****155(6)b**Please do not
write in this
margin

Pursuant to section 155(6) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringNote
Please read the notes
on page 3 before
completing this form.* insert full name
of companya insert name(s) and
address(es) of all
the directors

To the Registrar of Companies

Official use
[] [] [] []

Company number

216679

Name of company

* MAY GURNEY HOLDINGS Limited

I/We a JAMES NIGEL HOLMES of The Red House, Brundall, Norwich, Norfolk,

ALAN JOSEPH KORN of 37 Watton Road, Norwich, Norfolk and FRANK HOUSELY

NOBLE of Nesfield, Thieves Lane, Salhouse, Norwich, Norfolk

† delete as
appropriate[the sole director] [all the directors]† of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:§ delete whichever
is inappropriate

The business of this company is:

a that of a (recognised bank/ licensed institution) within the meaning of the Banking Act 1979

b that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on

insurance business in the United Kingdom

(c) something other than the above

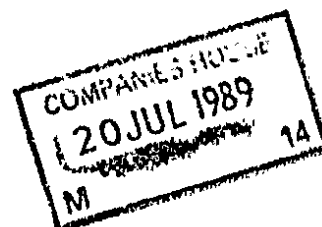
This company is [the] [a] holding company of* MOSS ROOFING LIMITED

(number 1053348) (herein "the Subsidiary") which is
proposing to give financial assistance in connection with the acquisition of shares
in [this company]

the holding company of this company.†

Presenter's name address and
reference (if any):For official Use
General Section

Post room



Assistance is for the purpose of [that acquisition] [reducing or discharging liability incurred for the
[purpose of that acquisition]] † (note 1)

Please do not
write in
this margin

Number and class of the shares acquired or to be acquired is: 9,250 4.2% Cumulative
Preference Shares, 90,000 "A" Ordinary Shares and 254,456 "B" Ordinary Shares

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

The assistance is to be given to: (note 2) SALTVINE LIMITED (Company Number 2372311)
whose Registered Office is at Holland Court, The Close, Norwich NR1 4DY

The assistance will take the form of:

1. The creation by the Subsidiary of the following security:-
 - a. An unlimited guarantee ("the Guarantee") in favour of Barclays Bank Plc ("the Bank") of the liabilities and obligations of Saltvine Limited to the Bank; and
 - b. A Debenture in favour of the Bank as security for, inter alia, the Guarantee creating a first fixed and floating charge over all of the assets and undertaking of the Subsidiary AND
2. Continued participation in a composite accounting agreement dated 28th January 1986 which is to be amended by the introduction of Saltvine Limited as a party.

The person who [has acquired] [will acquire] † the shares is:
SALTVINE LIMITED

† delete as
appropriate

The principal terms on which the assistance will be given are:

The terms of the Guarantee, the Debenture and the composite accounting agreement are all to be the standard commercial terms of the Bank. The Guarantee shall not only be a guarantee of the obligations of Saltvine Limited but also of the obligations of each other subsidiary of May Gurney Holdings Limited to the Bank which to be surety for Saltvine Limited. The obligations of Saltvine Limited to the Bank will arise under:-

- (a) a £6,000,000 medium term facility repayable over 10 years bearing interest at up to 2% over LI90R
- (b) a £3,500,000 short term facility comprising of a demand overdraft or a Barclays Managed Rate Facility
- (c) a £2,750,000 bridging facility bearing interest at 1½% over the Base Rate of the Bank from time to time and to be reviewed by the Bank after three months

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is NIL

The amount of cash to be transferred to the person assisted is £ NIL

The value of any asset to be transferred to the person assisted is £ NIL

Please do not
write in
this margin

The date on which the assistance is to be given is 13th July 1984

19

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

I/We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts.(note 3)

(a)[I/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]*(note 3)

* delete either (a) or
(b) as appropriate

~~It is intended to commence the winding up of the company within 12 months of that date, and I/we~~
~~have formed the opinion that the company will be able to pay its debts in full within 12 months of the~~
~~commencement of the winding up.]*(note 3)~~

And I/we 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 Holland Court.

The Clerk
Norwich.

the 13th day of July

one thousand nine hundred and eighty-four

before me [Signature] Justice

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

Declarants to sign below

[Signature]
[Signature]
[Signature]

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given: if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 155(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.



Peat Marwick McLintock

Head Office
The Close
Norwich NR1 4DY

Telephone (0603) 620481
Telex 975539 PMMNOR G
Teletax (0603) 620478 (Group 3)
Cables Ventatem Norwich
GX 5242 Norwich

The Directors
May Gurney Holdings Limited

Your ref

Our ref
144A/M9017/DNB

13 July 1989

Dear Sirs

FINANCIAL ASSISTANCE FOR THE ACQUISITION OF SHARES

We have enquired into the state of affairs of Moss Roofing Limited ("the Company") in connection with the proposal that the Company shall give Saltvine Limited financial assistance for the purchase of 344,456 ordinary shares and 9,250 preference shares in May Gurney Holdings Limited.

We are not aware of anything to indicate that the opinion expressed by the directors of May Gurney Holdings Limited in the attached statutory declaration as to any of the matters mentioned in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

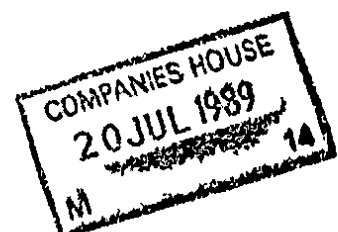
Yours faithfully

T. F. M. C.

TS



Peat Marwick McLintock
100, Broad Street, London EC2A 4DP



This document is the property of Peat Marwick McLintock and is not to be distributed outside the firm without the prior written consent of the firm.
The address for the purposes of Section 156(2) of the Companies Act 1985 is 100, Broad Street, London EC2A 4DP at which a list of persons named is available for inspection.

G

COMPANIES FORM No. 155(6)b

Declaration by the directors of a holding company in relation to assistance for the acquisition of shares

155(6)b

Please do not
write in this
margin

Pursuant to section 155(6) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--	--	--

216679

Name of company

* MAY GURNEY HOLDINGS

Limited

Note
Please read the notes
on page 3 before
completing this form.

* Insert full name
of company

I/We o JAMES NIGEL HOLMES of The Red House, Brundall, Norwich, Norfolk,

ALAN JOSEPH KORN of 37 Watton Road, Norwich, Norfolk and FRANK HOUSELY

• Insert name(s) and
address(es) of all
the directors

NOBLE of Newfield, Thieves Lane, Salhouse, Norwich, Norfolk.

† delete as
appropriate

~~by all the directors~~ [all the directors]† of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

§ delete whichever
is inappropriate

The business of this company is:

~~(a) that of a recognised bank, licensed institution, within the meaning of the Banking Act 1979~~

~~(b) that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on~~

~~insurance business in the United Kingdom~~

(c) something other than the above§

This company is [the][a] holding company of* TURPINS (ESTATES) CLACTON LIMITED

(number 743333) (herein "the Subsidiary")

which is

proposing to give financial assistance in connection with the acquisition of shares

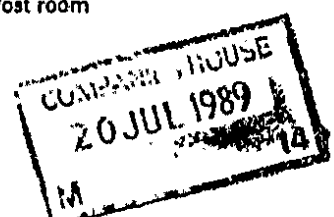
in [this company][

the holding company of this company.]†

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

For official Use
General Section

Post room



Company Registration Agents, Printers and Publishers

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP Tel: 01-353 9471 (10 lines)

Please do not
write in
this margin

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

The assistance is to be given to: (note 2) SALTVIN LIMITED (Company Number 2372311)
whose Registered Office is at Holland Court, The Close, Norwich NR1 4DY

1. The creation by the Subsidiary of the following security:-
 - a. An unlimited guarantee ("the Guarantee") in favour of Barclays Bank Plc ("the Bank") of the liabilities and obligations of Saltvine Limited to the Bank; and
 - b. A Debenture in favour of the Bank as security for, inter alia, the Guarantee creating a first fixed and floating charge over all of the assets and undertaking of the Subsidiary AND
2. Continued participation in a composite accounting agreement dated 26th January 1986 which is to be amended by the introduction of Saltvine Limited as a party.

† delete as appropriate

The terms of the Guarantee, the Debenture and the composite accounting agreement are all to be the standard commercial terms of the Bank. The Guarantee shall not only be a Guarantee of the obligations of Saltvine Limited but also of the obligations of each other subsidiary of May Gurney Holdings Limited to the Bank which is to be surety for Saltvine Limited. The obligations of Saltvine Limited to the Bank will arise under:-

- (a) a £6,000,000 medium term facility repayable over 10 years bearing interest at up to 2% over LIBOR
- (b) a £3,500,000 short term facility comprising of a demand overdraft or a Barclays Managed Rate Facility
- (c) a £2,750,000 bridging facility bearing interest at 1½% over the Base Rate of the Bank from time to time and to be reviewed by the Bank after three months.

The amount of cash to be transferred to the person assisted is £ NIL

The value of any asset to be transferred to the person assisted is £ NIL

Please do not
write in
this margin

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

The date on which the assistance is to be given is

19

I/We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts.(note 3)

(a)[I/We have formed the opinion that the company will be able to pay it's debts as they fall due during the year immediately following that date]*(note 3)

* delete either (a) or
(b) as appropriate

~~I/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]*(note 3)~~
~~I/We have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up]*(note 3)~~

And I/we 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 Holland Court.

The Clerk
Norwich

the 13th day of July

one thousand nine hundred and eighty-nine.

before me John Deputy

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

Declarants to sign below

[Signature]

[Signature]
[Signature]

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.



Peat Marwick McLintock

Holland Court
The Close
Norwich NR1 4DY

Telephone (0603) 620481
Telex 975539 PMMNOR G
Telefax (0603) 623078 (Group 3)
Cables Veritatem Norwich
DX 5242 Norwich

The Directors
May Gurney Holdings Limited

Your ref

Our ref
144A/M9017/DNB

13 July 1989

Dear Sirs

FINANCIAL ASSISTANCE FOR THE ACQUISITION OF SHARES

We have enquired into the state of affairs of Turpins Estates (Clacton) Limited ("the Company") in connection with the proposal that the Company shall give Saltvine Limited financial assistance for the purchase of 344,456 ordinary shares and 9,250 preference shares in May Gurney Holdings Limited.

We are not aware of anything to indicate that the opinion expressed by the directors of May Gurney Holdings Limited in the attached statutory declaration as to any of the matters mentioned in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully

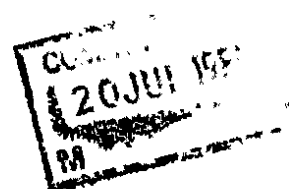
TS



Memorandum
Signed and sealed by the Directors

Authorised by the Institute of Chartered Accountants in England and Wales
For any investment business

The address for the purposes of Section 4 Business Names Act 1985 is: Puddle Dock
One Kings London EC1A 3PS at which a list of partner names is available for inspection



G

COMPANIES FORM No. 155(6)b

Declaration by the directors of a holding company in relation to assistance for the acquisition of shares

155(6)b

Please do not
write in this
margin

Pursuant to section 155(6) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

216679

Name of company

* MAY GURNEY HOLDINGS Limited

Note
Please read the notes
on page 3 before
completing this form.

* Insert full name
of company

I/We JAMES NIGEL HOLMES of The Red House, Brundall, Norwich, Norfolk,
ALAN JOSEPH KORN of 37 Watton Road, Norwich, Norfolk and FRANK HOUSELY
NOBLE of Nesfield, Thieves Lane, Salhouse, Norwich, Norfolk

* Insert name(s) and
address(es) of all
the directors

† delete as
appropriate

~~the sole director~~ [all the directors]† of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

§ delete whichever
is inappropriate

The business of this company is:

- ~~(a) that of a recognised bank licensed institution within the meaning of the Banking Act 1979~~
~~(b) that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on~~
~~insurance business in the United Kingdom~~
(c) something other than the above§

This company is [the] [a] holding company of* HEYHOE BROS. LIMITED
(number 992354) (herein "the Subsidiary") which is
proposing to give financial assistance in connection with the acquisition of shares
in [this company] [the holding company of this company.]†

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

For official Use
General Section

Post room



Assistance is for the purpose of ~~(that acquisition)~~ ~~(reducing or discharging a liability incurred for the~~
~~acquisition of the company)~~ (note 1)

Please do not
write in
this margin

number and class of the shares acquired or to be acquired is: 9,250 4.2% Cumulative
Preference Shares, 90,000 "A" Ordinary Shares and 254,456 "B" Ordinary Shares

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

SALTVINE LIMITED (Company Number 2372311)

The assistance is to be given to: (note 2)

whose Registered Office is at Holland Court, The Close, Norwich NR1 4DY

The assistance will take the form of:

The creation by the Subsidiary of the following security:-

- a. An unlimited guarantee ("the Guarantee") in favour of Barclays Bank Plc ("the Bank") of the liabilities and obligations of Saltvine Limited to the Bank; and
 - b. A Debenture in favour of the Bank as security for, inter alia, the Guarantee creating a first fixed and floating charge over all of the assets and undertaking of the Subsidiary AND
2. Continued participation in a composite accounting agreement dated 28th January 1986 which is to be amended by the introduction of Saltvine Limited as a party.

The person who ~~(has acquired)~~ will acquire† the shares is:

† delete as
appropriate

SALTVINE LIMITED

The principal terms on which the assistance will be given are:

The terms of the Guarantee, the Debenture and the composite accounting agreement are all to be the standard commercial terms of the Bank. The Guarantee shall not only be a guarantee of the obligations of Saltvine Limited but also of the obligations of each other subsidiary of May Gurney Holdings Limited to the Bank which is to be surety for Saltvine Limited. The obligations of Saltvine Limited to the Bank will arise under:-

- (a) a £6,000,000 medium term facility repayable over 10 years bearing interest at up to 2% over LIBOR
- (b) a £3,500,000 short term facility comprising of a demand overdraft or a Barclays Managed Rate Facility
- (c) a £2,750,000 bridging facility bearing interest at 1½% over the Base Rate of the Bank from time to time and to be reviewed by the Bank after three months

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is NIL

The amount of cash to be transferred to the person assisted is £ NIL

The value of any asset to be transferred to the person assisted is £ NIL

Please do not
write in
this margin

The date on which the assistance is to be given is 1st July 1989

19

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

I/We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts.(note 3)

(a)[I/We have formed the opinion that the company will be able to pay it's debts as they fall due during the year immediately following that date]*(note 3)

* Delete either (a) or
(b) as appropriate

~~It is intended to commence the winding up of the company within 12 months of that date; and I/We~~
~~have formed the opinion that the company will be able to pay its debts in full within 12 months of the~~
~~commencement of the winding up.]*(note 3)~~

And I/we 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 Holland Court.

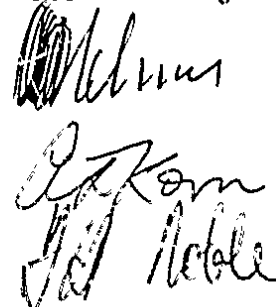
the Clerk
Norwich

the 13th day of July
one thousand nine hundred and eighty-nine

before me Chas J. Dutton

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

Declarants to sign below



NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.

The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.



Peat Marwick McLintock

Holland Court
The Close
Norwich NR1 4DY

Telephone (0603) 620481
Telex 975539 PA MNCR G
Telefax (0603) 623076 (Group 3)
Cables Ventatem Norwich
DX 5242 Norwich

The Directors
May Gurney Holdings Limited

Your ref

Our ref
144A/M9017/DNB

13 July 1989

Dear Sirs

FINANCIAL ASSISTANCE FOR THE ACQUISITION OF SHARES

We have enquired into the state of affairs of Heyhoe Bros Limited ("the Company") in connection with the proposal that the Company shall give Saltvine Limited financial assistance for the purchase of 344,456 ordinary shares and 9,250 preference shares in May Gurney Holdings Limited.

We are not aware of anything to indicate that the opinion expressed by the directors of May Gurney Holdings Limited in the attached statutory declaration as to any of the matters mentioned in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully

T. P. K.

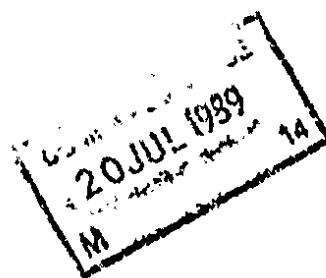
TS



Accountants
May Gurney Holdings Limited

This document is the property of Peat Marwick McLintock and should be returned to the firm if it is not required.

The address for the payment of the firm's fees is: Peat Marwick McLintock, 14, Abchurch Lane, London EC4N 3DF. A list of persons named in this document is available from the firm.



Certified a true copy of the
Memorandum of Association at
today's date.

J. W. Noble Date: *9th November, 1989*
Director

Company No : 216679

THE COMPANIES ACT 1985
MEMORANDUM OF ASSOCIATION
OF
MAY GURNEY HOLDINGS LIMITED *

(As amended by Special Resolutions passed
10th January 1931, 20th January 1960,
23rd November 1960, 16th July 1963, 30th March 1966,
24th February 1975, 2nd December 1981, 13th July 1989)

1. The name of the Company is MAY GURNEY HOLDINGS LIMITED.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :-
 - (1) (A) To act as an investment holding company and to co-ordinate the business of any companies in which the Company is for the time being interested.
 - (B) To acquire (whether by original subscription, tender, purchase, exchange, underwriting or otherwise and whether conditionally or otherwise) shares or stocks, debenture stock, bonds, obligations or any other securities issued or guaranteed by any other corporation, constituted or carrying on business in any part of the world and whether or not engaged or concerned in the same or similar trades or

* The name of the Company was by special resolution passed on 30th March 1966 changed from May Gurney & Co. Limited

23 NOV 1989

occupations as those carried on by the Company or its subsidiary companies and the debentures, debenture stocks, bonds, obligations or any other security issued or guaranteed by any government, sovereign ruler, commissioner, public body or authority, whether supreme local or otherwise in any part of the world and whether such shares, stocks, debentures, debenture stocks, bonds, obligations or securities are or are not fully paid up and to make payments thereon as called up or in advance of calls or otherwise and to hold the same with a view to investment.

- (2) To enter into and carry into effect, with such (if any) modifications or alterations as may be agreed upon, the agreement already prepared and expressed to be made between Roland James May of the one part and this Company of the other part, referred to in Clause (2) of the Articles of Association of the Company.
- (3) To carry on, develop, extend and turn to account the business of a Public Works Contractor and Engineer carried on by the said Roland James May at Trowse Newton in the County of Norfolk and elsewhere, and also the trade or business of Haulage Contractors, Builders, Timber Merchants, Cement and Concrete Manufacturers and Wharfingers and Carriers by land and water and any other trade or business whatsoever which can in the opinion of the Company, be advantageously or conveniently carried on by the Company, by way of extension of or in connection with such business, or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights.
- (4) To acquire from time to time all such

stock-in-trade, goods chattels, and effects as may be necessary or convenient for any business for the time being carried on by the Company.

- (5) To carry on any other businesses, whether manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with any of the above specified businesses or objects, or calculated, directly or indirectly, to enhance the value of, or render profitable any of the Company's property or rights.
- (6) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person or company, carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (7) To acquire, construct, carry out, maintain, improve, manage, work, control and superintend any warehouses, stores, works offices and premises, which may seem, directly or indirectly, conducive to any of the Company's objects and to contribute to, subsidise or otherwise assist or take part in such maintenance, management, working, control and superintendence.
- (8) To amalgamate and enter into partnership or into any arrangement for sharing profits, union of interest, joint adventure, reciprocal concessions or co-operation with any person or company, carrying on or engaged in or about to carry on engage in any business or transaction, which the Company is authorised to carry on or engage in, or any business or transaction capable of being conducted, so as directly or indirectly, to benefit this Company and to take or otherwise acquire and hold shares or stock in, or securities

of, and to subsidise or otherwise assist any such company and to sell, hold re-issue, with or without guarantee, or otherwise deal with such shares, stock or securities.

- (9) Generally, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, and any rights or privileges, which the Company may think necessary or convenient with reference to any of these objects, or capable of being profitably dealt with in connection with any of the Company's property or rights for the time being and, in particular, any land, buildings easements, and stock-in-trade.
- (10) To sell or dispose of the whole or any part of the undertaking or property of the Company either for cash or shares with or without preferred or deferred rights in respect of dividend or repayment or capital or otherwise or for debentures or other securities of any other Company having objects altogether or in part similar to those of this Company or partly in one mode and partly in another and generally on such terms as the Directors may determine.
- (11) To purchase, build, charter, equip as may be thought fit, load (either on commission or otherwise), sell, repair, let out to hire and trade with steam or other ships boats and vessels of all kinds.
- (12) To enter into any arrangement with any authority, municipal, local or otherwise, that may seem conducive to any of the Company's objects and to obtain from any such authority any rights, privileges or concessions which the Directors may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights privileges or concessions.

- (13) To promote any company or companies for the purpose of its or their acquiring all or any of the property, rights and liabilities of the Company, or for any other purpose which may seem, directly or indirectly, calculated to benefit this Company.
- (14) To remunerate any person or company for services rendered or to be rendered in or about the conduct of the business of the Company and to pay brokerage commissions and other remuneration to persons who procure or guarantee subscriptions for any of the share and debenture capital of the Company and generally to make arrangements for placing and procuring the subscriptions of such capital.
- (15) To support and subscribe to any charitable or public object and any institution society or club which may be for the benefit of the Company, or its Employees; to give pensions, bonuses, gratuities or charitable aid to any person or persons, who may have served the Company or its predecessor in business, or to the wives or children of such persons; to make payments towards insurance and to form and contribute to provident or benefit funds for the benefit of any persons employed by the Company, or its predecessor in business.
- (16) To invest and deal with the moneys of the Company, not immediately required, upon such securities, loans or investments and in such manner as the Company may from time to time determine.
- *(17) (A) To receive money on deposit or loan upon such terms as the Company may approve and either with or without the Company receiving any consideration or advantage direct or indirect

from giving such guarantee to guarantee the performance of the obligations and the payment of the capital or principal (together with any premium) of any obligations for repayment of money and legal discharge of liabilities both present and future due, owing or incurred to bankers of any company firm or person and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company as defined by Section 736 of the Companies Act 1985 or a subsidiary, as defined by the said section of the Company or of the Company's holding company and to create mortgages, charges or liens upon all or any part of the property or assets of the Company (both present and future) including its uncalled capital in support of any guarantees or otherwise.

- (B) To the extent the same is permitted by law, to give financial assistance for the purpose of the acquisition of shares in the Company or the Company's holding company for the time being (as defined in Section 736 of the Companies Act 1985) and to give such assistance by any means permitted by law.
- (18) To borrow and raise money for the purposes of the Company's business and particularly to create and issue at par or at a premium or discount mortgages, debentures and debenture stock charged upon all or any part of the undertaking and all or any of the real and personal property, estate, assets and effects of the Company present and future (including uncalled capital) and payable either to bearer or registered holder and either permanent or redeemable with or without a bonus or premium and at such rate of interest and with such provisions for the creation of a sinking fund and

such powers of sale and of making and enforcing calls and of appointment of directors, receivers, managers or otherwise, and generally upon such terms and conditions as the Directors may determine, and to further secure any securities issued by the Company by a trust deed or otherwise.

- (19) To draw, accept, indorse, discount, execute and issue bills of exchange, promissory notes, debentures, bills of lading, warrants and other negotiable or transferable instruments or securities.
- (20) To apply for and obtain any Provisional Order or Act of Parliament in Great Britain for enabling the Company the better to carry out any of its objects or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient, and to support or oppose or contribute to the expenses of supporting or opposing any Bill in Parliament whether public or private which may be considered beneficial or prejudicial to the interests of the Company.
- (21) To distribute any part of the property of the Company in specie among the Members.
- (22) To do all or any of the above things, either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise. Provided always that nothing herein contained shall authorise the Company to carry on an Assurance business within the meaning of the Assurance Companies Act 1909.
- (23) To sell, improve, manage, develop, exchange, enfranchise, lease, mortgage, dispose of turn to

account or otherwise deal with all or any part of the property or rights of the Company.

(24) To do all such other things as are incidental or conducive to the attainment of the above objects, and so that the word "company" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and so that the objects specified in each paragraph of the clause shall except when otherwise expressed in such paragraph, be in no way limited or restricted by reference to, or inference from the terms of any other paragraph.

4. The liability of the members is limited.

**5. The Capital of the Company is £18,000 divided into 18,000 shares of £1 each of which 9,000 are Preference Shares and 9,000 are Ordinary Shares, and such Preference Shares shall confer the right to a fixed cumulative preferential dividend at the rate of six per cent per annum on the capital paid up thereon, and shall rank both as regards dividend and capital, in priority to the Ordinary Shares, but shall not confer the right to any further participation in profits or assets, and, upon any increase of capital, the Company is to be at liberty to issue any new shares with any preferential, deferred, qualified, or special rights, privileges or conditions attached thereto.

****Notes**

1. By an extraordinary resolution passed at an Extraordinary General Meeting of the Company held on Saturday 10th January 1931, the Capital of the Company was increased to £25,000 by the creation of the following :-

(a) 3,500 new 6% Cumulative Preference Shares of £1 each to rank 'pari passu' with and have the same

rights and privileges and be subject to the same conditions as the existing Preference Shares, and;

(b) 3,500 new Ordinary Shares of £1 each.

2. By a special resolution passed at an Extraordinary General Meeting of the Company held on Wednesday 20th January 1960, the Capital of the Company was increased to £100,000 by the creation of a further 75,000 Ordinary Shares of £1 each to rank in all respects 'pari passu' with the existing Ordinary Shares in the Capital of the Company
3. By a special resolution passed at an Extraordinary General Meeting of the Company held on Wednesday 23rd November 1960 the Capital of the Company was divided as follows :-
 - (a) That the 87,500 Ordinary Shares of £1 each in the Capital of the Company be divided into 82,500 "A" Ordinary Shares of £1 each and 5,000 "B" Ordinary Shares of £1 each.
 - (b) That the 44,880 issued Ordinary Shares and 37,620 of the unissued Ordinary Shares shall be the "A" Ordinary Shares, and that the 5,000 remaining unissued Ordinary Shares shall be the "B" Ordinary Shares.
4. By a Special Resolution passed at an Extraordinary General Meeting held on Tuesday 16th July 1963 the Capital of the Company was increased to £125,000 by the creation of a further 17,500 "A" Ordinary Shares of £1 each and a further 7,500 "B" Ordinary Shares of £1 each each to rank in all respects 'pari passu' with the existing "A" Ordinary Shares and "B" Ordinary Shares of the Company.
5. By a Special Resolution passed at an Extraordinary General Meeting held on Wednesday 30th March 1966, the

Capital of the Company was increased to £225,000 by the creation of a further 100,000 "B" Ordinary Shares of £1 each to rank 'pari passu' with the existing "B" Ordinary Shares of the Company.

6. By a Special Resolution passed at an Extraordinary General Meeting held on 24th February 1975, the Capital of the Company was increased to £350,000 by the creation of a further 125,000 "B" Ordinary Shares of £1 each ranking in all respects 'pari passu' with the existing "B" Ordinary Shares of the Company.
7. By an Ordinary Resolution passed at the Annual General Meeting held on Wednesday 2nd December 1981 the capital of the Company was increased to £1,000,000 by the creation of a further 650,000 unclassified "B" Shares of £1 each

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

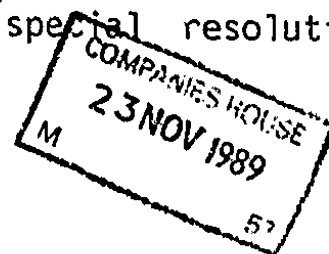
MAY GURNEY HOLDINGS LIMITED *

(Adopted by Special Resolution passed
16th November 1949, and as subsequently amended
by Special Resolutions passed
17th December 1958, 23rd November 1960,
16th July 1963, 30th March 1966, 24th February 1975,
7th October 1975 2nd December 1981 and
13th July 1989)

PRELIMINARY

1. The regulations contained in Part I of Table "A" in the First Schedule to the Companies Act 1948 (such Table being hereinafter referred to as Table "A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say the Clauses in Part I of Table "A" numbered 10, ** 24, 53, 62, 75, 77, 118, and 120 shall not apply to this Company : and Clauses 11, 15, 44, 45, 50, 58, 69, 79, 89, 108 and 127 shall be modified as hereinafter appears : but in lieu thereof and in addition to the remaining Clauses in Part I of Table "A" the following shall be the regulations of the Company.

- * The Name of the Company was on the 30th March 1966 changed from May Gurney & Co. Limited
- ** Regulation 10 was excluded by a special resolution passed 13th July 1989.
Regulations 44 and 45 were amended by a special resolution passed 24th February 1975
Regulation 69 was amended by a special resolution passed 13th July 1989



2. The Company is a Private Company and accordingly Clauses 2, 3, 4, 5 and 6 in Part II of Table "A" shall apply to the Company.

SHARE CAPITAL AND SHARES

- *3. (A) (1) The share capital of the Company is £1,000,000 divided into 12,500 4.2% (formerly 6% gross) Preference Shares of £1 each and 100,000 "A" Ordinary Shares of £1 each and 887,500 "B" Ordinary Shares of £1 each being in the case of issued Ordinary Shares either "A" Ordinary or "B" Ordinary Shares or Accumulating "A" or Accumulating "B" Ordinary Shares.
3. (A) (2) The unissued "A" Ordinary Shares of £1 each are unclassified "A" Shares available only for classification, allotment and issue by the Directors pursuant to Article 17(7) respectively as "A" Ordinary Shares or Accumulating "A" Ordinary Shares or partly one and partly the other. Save as otherwise expressly provided by these Articles, the "A" Ordinary Shares and the Accumulating "A" Ordinary Shares rank *pari passu* in all respects.
3. (A) (3) The unissued "B" Ordinary Shares of £1 each are unclassified "B" Shares available only for classification, allotment and issue by the Directors pursuant to Article 17(7) respectively as "B" Ordinary Shares or Accumulating "B" Ordinary Shares or partly one and partly the other. Save as otherwise expressly provided by these Articles the "B" Ordinary Shares and the Accumulating "B"

* Article 3 replacing a previous Article was included by a special resolution passed 24th February 1975

Ordinary Shares rank pari passu in all respects.

3. (A) (4) The holders of the "B" Ordinary Shares and the Accumulating "B" Ordinary Shares shall have no right to receive notice of or to be present or to vote at any General Meeting by virtue or in respect of their holdings of "B" Ordinary Shares and Accumulating "B" Ordinary Shares.
3. (A) (5) Each of the existing fully paid "A" and "B" Ordinary Shares of £1 each in respect of which a duly completed Form of Election (in the appropriate form prescribed by the Directors) to convert such "A" Ordinary Share into an Accumulating "A" Ordinary Share or to convert such "B" Ordinary Share into an Accumulating "B" Ordinary Share respectively shall have been lodged together with the relevant share certificate(s) or other document(s) of title with the Company's Secretary at Holland Court, The Close, Norwich and acknowledged by the Company in accordance with Article 3 (B) (2), shall with effect from the date of the said acknowledgement be converted into an Accumulating "A" or "B" Ordinary Share of £1 each respectively.
3. (A) (6) Each of the fully paid Accumulating "A" or "B" Ordinary Shares of £1 each issued pursuant to sub-paragraph (5) of this Article or by Article 17(7) in respect of which a duly completed Form of Election (in the form appearing on the reverse of the Share Certificate relative thereto) to convert such Shares respectively into "A" or "B" Ordinary Shares shall have been lodged with the Company's Secretary at Holland Court, The

Close, Norwich and acknowledged by the Company in accordance with Article 3 (B) (2) shall with effect from the date of the said acknowledgement be converted into an "A" or "B" Ordinary Share of £1 each respectively.

3. (A) (7) Each of the unissued "A" Ordinary Shares of £1 each shall be converted into and redesignated as an unclassified "A" Share of £1 each.
3. (A) (8) Each of the unissued "B" Ordinary Shares of £1 each shall be converted into and redesignated as an unclassified "B" Share of £1 each.
3. (A) (9) All unclassified "A" Shares of £1 each in the capital for the time being of the Company shall be available for classification, allotment and issue by the Directors either as "A" Ordinary Shares or as Accumulating "A" Ordinary Shares or partly one and partly the other in accordance with Article 4 of these Articles.
3. (A) (10) All unclassified "B" Shares of £1 each in the capital for the time being of the Company shall be available for classification, allotment and issue by the Directors either as "B" Ordinary Shares or as Accumulating "B" Ordinary Shares or partly one and partly the other in accordance with Article 4 of these Articles.
3. (B) The "A" Ordinary Shares (if fully paid) may (subject to any restriction imposed by the terms of issue of the shares concerned) be converted respectively into Accumulating "A" Ordinary Shares and Accumulating "A" Ordinary Shares (subject as aforesaid) be converted

into "A" Ordinary Shares in accordance with the following provisions. The "B" Ordinary Shares and the Accumulating "B" Ordinary Shares may be converted in a like manner and the same provisions shall apply.

- (1) As from 1st January 1975, in each year commencing on the first day of January, the conversion period ("the Conversion Period") shall be the entire year with the exception of a period or periods during which no shares shall be converted of 7 days commencing 7 days before and ending immediately after the record date for each dividend paid in such year or the next year. The Directors may shorten an excepted period.
- (2) During the Conversion Period, each holder of fully paid Ordinary or Accumulating Ordinary Shares of either class shall be entitled to elect and convert all or any part of his holding of Ordinary Shares into Accumulating Ordinary Shares of the same class and vice versa. In order to exercise such right, the holder shall duly complete a Notice of Conversion in appropriate form for the time being prescribed by the Directors (which in the case of all shares issued after 1st January 1975 shall be endorsed on the reverse of the Certificate(s) relative thereto) and lodge the same, together with the relevant share certificate(s) or other document(s) of title, with the Company's Secretary during the Conversion Period. All conversions of which due notice shall have been given in accordance with the provisions above shall be effective as from the date during the Conversion Period on which the Company acknowledges in writing the receipt of the documents required to be lodged as aforesaid.

Within 56 days of the effective date of conversion, the Company shall issue without charge a certificate for the Shares arising on conversion and, if part only of the Shares comprised in the share certificate(s) or other document(s) of title lodged shall have been converted, a new certificate for the balance of such shares.

(3) If the Directors are of the opinion that, due to a change in the circumstances of a fiscal nature or due to a change of dividend policy, it is desirable to eliminate the Accumulating "A" and "B" Ordinary Shares, the Company shall be entitled, on giving not less than 21 days' previous notice of its intention so to do, by resolution of the Directors to convert the whole of the Accumulating "A" Ordinary Shares into "A" Ordinary Shares and the whole of the Accumulating "B" Ordinary Shares into "B" Ordinary Shares and to require the lodgement of the certificates representing the converted shares to enable new certificates to be issued in replacement. After such conversion, the right to convert "A" and "B" Ordinary Shares into Accumulating "A" and Accumulating "B" Ordinary Shares under this Article shall cease to have effect.

(4) Shares converted pursuant to this Article shall rank in full for the payment of all dividends and/or allotments of additional Accumulating "B" Ordinary Shares in respect of the shares into which they are converted, the record date for which falls on or after the relative conversion date and otherwise pari passu in all respects with the shares of that class then in issue.

3. (C) The following provisions shall apply for the

protection of the rights attached to the "A" and "B" Ordinary Shares and the Accumulating "A" and "B" Ordinary Shares respectively at all times until the whole of the Accumulating "A" and "B" Ordinary Shares shall have been converted into "A" and "B" Ordinary Shares :-

- (1) No consolidation or sub-division of the shares of either class of "A" or "B" Shares shall be effected without a like consolidation or sub-division of the shares of the other class.
- (2) No reduction of capital shall be effected whereby the "A" and "B" Ordinary Shares and the Accumulating "A" and "B" Ordinary Shares respectively cease to be of the same nominal amount.
- (3) No conversion of any class of share into stock shall be effected.
- (4) For the purposes of Clause 4 of Part I of Table "A" (dealing with variations of rights) the "A" Ordinary Shares with the Accumulating "A" Ordinary Shares shall constitute one class of shares and the "B" Ordinary shares with the Accumulating "B" Ordinary Shares shall also constitute one class of shares if, but only if, in relation to the proposal in question the Directors shall by resolution have declared that, in their opinion, the proposal does not give rise to any material conflict of interests between the holders of the "A" and "B" Ordinary Shares and the holders of the Accumulating "A" and "B" Ordinary Shares respectively. Save as aforesaid, the "A" and "B" Ordinary Shares and the Accumulating "A" and "B" Ordinary Shares shall be treated as four separate

classes of shares for the purposes of the said Clause 4. Any conversion of shares of the other class pursuant to the provisions of these presents shall not require any consent or sanction under the said Clause 4.

- *4. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons on such terms and in such manner as they think fit for the purposes of Article 17(2) only. (The authority given to the Directors under this article shall expire on the fifth anniversary of the Special Resolution passed 2nd December 1981 unless varied or revoked by the Company in general meeting).
- 5. The lien conferred by Clause 11 in Part I of Table "A" shall attach to fully paid up Shares registered in the name of any person indebted and under the liability to the Company whether he shall be the sole registered holder thereof or shall be one or more Joint Holders.
- 6. In Clause 15 of Part I of Table "A" the words "Provided that no call shall exceed one-fourth of the nominal value of the Share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.

GENERAL MEETINGS

- 7. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Companies Act 1948 as to giving information to Members in regard to their right to appoint proxies; and notices of and any other communication relating to any General Meeting which any member is entitled to receive shall be sent to the Auditor for the time being of the Company.
- * Article 4 was amended by a special resolution passed 24th February 1975

8. With the consent in writing of all members for the time being entitled to attend and vote, an Annual General Meeting may be convened on a shorter notice than 21 days and Clause 50 of Table "A" shall be modified accordingly.
9. Clause 58 of Table "A" shall be modified so as to make in every case one member in person or by proxy sufficient to demand a poll, and the words "not carried by a particular majority" shall be inserted immediately after the word "lost".

VOTES OF MEMBERS

- *10. Subject to any rights or restrictions for the time being attached to any class or classes of shares every member present in person or by proxy shall have on a show of hands one vote. Upon a Poll every member present in person or by proxy shall have one vote for every "A" Ordinary and Accumulating "A" Ordinary Share at a meeting at which holders of Preference Shares are not entitled to attend, and at a meeting at which the holders of Preference Shares are entitled to attend one vote for every share (whether "A" Ordinary and Accumulating "A" Ordinary or Preference) of which he is the holder. Provided always that a holder of Preference Shares shall not be entitled to receive any notice of or attend or vote at any Meeting of the Company in respect of such shares either upon a show of hands or a Poll except during such period as any dividends on the Preference Shares may be in arrear for more than three calendar months, or except in respect of the undermentioned questions :-

- (1) The increase of the Share Capital of the Company.
- (2) The Alteration of the Company's Memorandum or Articles of Association.

* Article 10 was amended by special resolutions passed 17th December 1958, 23rd November 1960 and 24th February 1975

- (3) The Sale or Disposal of the business of the Company.
- (4) The Winding up of the Company.

The holders of "B" Ordinary and Accumulating "B" Ordinary Shares shall have no right to receive notice of or to be present or to vote at any General Meeting by virtue or in respect of their holdings of "B" Ordinary and Accumulating "B" Ordinary Shares.

- 10. (A) (1) An instrument of transfer lodged for registration must be approved by the Board of Directors, and no transfer shall be registered unless it has been so approved.
- (2) If registration of a transfer is refused no reason need be assigned therefor.
- 10. (B) (1) Every instrument of transfer which is lodged for registration must be accompanied by a certificate of the Auditor for the time being of the Company that the Shares comprised therein are being transferred for a sum equal to or less than the fair value thereof as hereinafter ascertained.
- (2) The fair value of a share shall be the market value of a share as defined by Section 7(5) of the Finance Act 1894.
- (3) If the said Auditor refuses to give any such certificate he shall state what in his opinion is the fair value of the shares comprised in the transfer (as so ascertained).
- (4) If either of them the proposed transferor or the proposed transferee is not prepared to accept the fair value as fixed by the said Auditor, the fair value (to be ascertained in

accordance with sub-clause (2) hereof) shall be determined by a member (hereinafter called "the Referee") of the Institute of Chartered Accountants in England and Wales to be nominated upon the application of either party by the President for the time being of that Institute. The Referee shall be considered to be acting as an expert and not as an arbitrator and accordingly the Arbitration Act 1950 shall not apply. The costs of any such reference shall be borne by the proposed Transferor if the fair value fixed by the Referee is equal to or less than the fair value fixed by the said Auditor and shall be borne by the proposed Transferee if the fair value fixed by the Referee exceeds the fair value fixed by the said Auditor.

- (5) If either of them the proposed transferor or the proposed transferee is not prepared to accept the fair value as certified by the said Auditor or the Referee (as the case may be) he may give notice to the Secretary of the Company cancelling the proposed transfer and thereupon such transfer shall not be proceeded with. Any such notice must be given within 14 days of the date of notification of the fair value to the proposed transferor and the proposed transferee, time to be of essence of the matter. If no such notice shall be received by the Secretary of the Company the transfer shall be proceeded with at the fair value as fixed by the said Auditor or by the Referee (as the case may be).

DIRECTORS

11. Unless and until the Company in General Meeting shall otherwise determine the number of Directors shall be

not less than Two nor more than Seven.

12. Deleted by special resolution passed on the 13th July 1989.
13. Clause 79 in Part I of Table "A" shall be read and construed as if the proviso to such clause was omitted therefrom.
- *14. Ernest Leslie Cooke shall be entitled to hold the office of director during his life and Clause 89 of Part I of Table A shall be amended accordingly.
15. Clause 108 of Part I of Table "A" shall be amended by the addition after the words "Managing Director" of the following words "and other Directors holding salaried offices in the Company"
16. The Directors may from time to time appoint any one or more Directors subject to Clause 88 of Part I of Table "A" to hold office for life.

DIVIDENDS

**17. The rights as regards participating in the profits and assets of the Company, attaching to the Preference Shares, the "A" and "B" Ordinary Shares and the Accumulating "A" and "B" Ordinary Shares respectively are as follows :-

- (1) The profits of the Company available for dividend and resolved to be distributed in any accounting period of the Company shall first be applied in paying to the holders of Preference Shares a Cumulative Preferential Dividend to the close of such period at the rate of 4.2 per centum per

- * Article 14 replacing previous Article was included by a special resolution passed 17th December 1958
- ** Article 17 replacing previous Article was included by a special resolution passed 7th October 1975

annum and the balance shall be available for distribution by way of dividend among the holders of the "A" and "B" Ordinary Shares provided that such holders of "A" and "B" Ordinary Shares shall be entitled *pari passu* to any dividend paid.

- (2) The Directors shall have an unfettered discretion to allot additional Accumulating "B" Ordinary Shares to the holders of Accumulating "A" and Accumulating "B" Ordinary Shares at such times and in such amounts as they shall think fit, subject only to paragraph (4) below.

On each occasion when an allotment of additional Accumulating "B" Ordinary Shares credited as fully paid is made to the holders of Accumulating "A" and "B" Ordinary Shares this shall entitle the holder of "A" and "B" Ordinary Shares to dividends in accordance with the provisions of paragraph (5) below.

- (3) No dividend shall be paid on the "A" and "B" Ordinary Shares otherwise than in cash save only that a dividend on the "A" and "B" Ordinary Shares may be paid in whole or in part by the distribution of specific assets if the Directors shall have fixed the value for distribution of the assets to be distributed, in which event the amount of the dividend on a fully paid "A" and "B" Ordinary Share for the purposes hereof shall be the value (as so fixed) of the assets plus the amount of cash, if any, distributed in respect of such share.
- (4) No allotment of Additional Accumulating "B" Ordinary Shares shall be made to the holders of the Accumulating "A" or Accumulating "B" Ordinary Shares unless the Directors are satisfied that the Company has sufficient distributable profits available to give effect to the rights of the

holders of the "A" and "B" Ordinary Shares under paragraph (5) below.

- (5) On each occasion when an allotment of additional Accumulating "B" Ordinary Shares is made to the holders of Accumulating "A" and Accumulating "B" Ordinary Shares a dividend shall thereupon become payable on the "A" and "B" Ordinary Shares to the holders thereof at the close of business on the record date for such dividend. The record date shall be the date of allotment of the relevant additional Accumulating "B" Ordinary Shares. The amount of the dividend to be paid in respect of each "A" and "B" Ordinary Share held shall be calculated by the following formula :-

$$\frac{A \times B}{100}$$

where A - equals the Relevant Value in pence of each of the Ordinary "B" Shares of the Company calculated in accordance with paragraph 6 below

B - equals the number of the relevant additional Accumulating "B" Ordinary Shares to be allotted in respect of a holding of 100 Accumulating "A" or Accumulating "B" Ordinary Shares.

- (6) The Relevant Value of each "B" Ordinary Share of the Company for the purpose of assessing the entitlement of holders of "A" and "B" Ordinary Shares to dividends is to be the greater of 100 pence and the result produced

by the formula $\frac{X \times Y}{Z}$ where

X - is the Control Value of a "B" Ordinary Share of the Company representing either

- (i) the last value in pence per share agreed with

the Share Valuation Division for the Inland Revenue (the effective date of such value being taken as the date of the relevant death (if applicable) and otherwise the date of the transfer which has been the subject of adjudication by the Inland Revenue); or

(ii) the value in pence per share assessed on the last sale of at least 500 of the Company's "B" Ordinary Shares for market value (the effective date for such value being taken as the date of the Board approval for registration of the relevant transfer) whichever of such values is established closer to the date on which the relevant dividend is paid by the Company on "A" and "B" Ordinary Shares;

Y - equals the Financial Times 496 Share Industrial Group Index at the date 28 days before the payment of the relevant dividend on "A" and "B" Ordinary Shares or, if there is no quotation of the said Index on that day, the day next thereafter on which the said Index is quoted;

Z - equals the Financial Times 496 Share Industrial Group Index at the date of the control value event referred to in (i) and (ii) above as the case may be.

If the number so calculated includes a fraction less than one half, such fraction shall be eliminated. If the number so calculated includes a fraction of one-half or more, such number shall be rounded up to the nearest whole number above. The Accumulating "B" Ordinary Shares to be allotted pursuant to this paragraph shall be issued on renounceable certificates enabling the holders thereof (during a period of 2 months from the date of allotment) to renounce the same in favour of existing members of the Company.

- (7) For the purposes of paragraph (2) above the Directors shall appropriate out of the undistributed profits or reserves of the Company (including any Share Premium account or capital redemption reserve fund) as they shall determine such an amount as shall be sufficient to pay up in full at par the aggregate number of Accumulating "B" Ordinary Shares requiring to be allotted as a result of the exercise by the Directors of the discretion conferred by paragraph (2) above and shall capitalise such amount and apply the same in paying up in full such number of Accumulating "B" Ordinary Shares and shall allot and distribute the same credited as fully paid to and amongst the holders of Accumulating "A" and Accumulating "B" Ordinary Shares entitled thereto as a result of the exercise of such discretion and in relation thereto the Directors may do all acts and things considered by them to be necessary or expedient to give effect to such capitalisation and the Directors may authorise any person to enter on behalf of all holders of the Accumulating Ordinary Shares into an agreement with the Company providing for such capitalisation and matter incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.
- (8) On each occasion that the Directors shall propose to allot additional Accumulating "B" Ordinary Shares pursuant to paragraph (2) above and thereafter a cash dividend becomes payable on the "A" and "B" Ordinary Shares, the Directors shall cause to be despatched to shareholders at least 21 days before each allotment occurs a notice informing shareholders of the details of the proposed basis of allotment of new Accumulating "B" Ordinary Shares and details of the cash dividend which will result from each allotment calculated in accordance with Article 17(5) for

holders of "A" and "B" Ordinary Shares.

- (9) Accumulating "B" Ordinary Shares shall not be allotted or issued otherwise than so as to be eligible in full for further allotments of additional Accumulating "A" or "B" Ordinary Shares in respect of the exercise by the Directors of the discretion conferred by paragraph (2) above occurring after the date of allotment and otherwise pari passu in all respects with the Accumulating "B" Ordinary Shares then in issue.

ACCOUNTS

18. With the consent in writing of all members of the Company for the time being entitled to attend and vote at an Annual General Meeting if copies of the Balance Sheet including every document required by law to be annexed thereto together with a copy of the Auditor's report are sent less than twenty-one days before the date of the Meeting they shall notwithstanding that fact be deemed to have been duly sent and Clause 127 of Part I of Table "A" shall be modified accordingly.

WINDING UP

- *19. If the Company shall be wound up, the Assets remaining after payment of the debts and liabilities of the Company and the cost of the liquidation shall be applied as follows :-

First, in the repaying of the holders of the Preference Shares the amounts paid up or credited as paid up on such Preference Shares respectively, together with all arrears (if any) and accrual of the said Preferential Dividend whether earned or declared or not, down to the date of such repayment;

Secondly, in repaying to the holders of "A" and "B" Ordinary Shares and the Accumulating "A" and "B"

Ordinary Shares pari passu and rateably of the amounts paid up on such shares respectively and subject thereto the balance (if any) shall be distributed and belong to such holders rateably according to the number of such shares held by them respectively.

- *20. Without prejudice to their powers under Article 17(7) the Directors may capitalise any sum standing to the credit of reserves (including any share premium account or capital redemption reserve fund) or profit and loss account, by applying the same in paying up in full at par unissued shares (being unclassified "A" and "B" Ordinary Shares and Accumulating "A" and "B" Ordinary Shares in appropriate proportions) for allotment and distribution to and amongst the holders of the issued "A" and "B" Ordinary Shares and of the issued Accumulating "A" and "B" Ordinary Shares in proportion to the numbers of such shares (whether or not fully paid) held by them respectively but so that (i) "A" Ordinary Shares only shall be allotted to the holders of "A" Ordinary Shares, (ii) "B" Ordinary Shares only shall be allotted to the holders of "B" Ordinary Shares, (iii) Accumulating "A" Ordinary Shares only shall be allotted to the holders of Accumulating "A" Ordinary Shares, (iv) Accumulating "B" Ordinary Shares only shall be allotted to the holders of Accumulating "B" Ordinary Shares, and (v) if under the terms of any share incentive scheme of the Company for the time being in force any of the shares so allotted are to be subject to any restrictions and/or conditions by reason of being derived, directly or indirectly, from shares issued under such scheme, such new shares shall be allotted subject to the appropriate restrictions and/or conditions. The Directors may do all acts and things considered necessary or expedient to give effect to any such capitalisation, with full power to the Directors

* Articles 19 (as amended) and Article 20 were included by a special resolution passed 24th February 1975

to make such provisions as they think fit for the case of shares becoming distributable in fractions (including provisions whereunder fractional entitlements are disregarded or the benefit of fractional entitlements accrue to the Company rather than to the members concerned). The Directors may authorise any person to enter on behalf of all members interested into an agreement with the Company providing for any such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

ADDITIONAL REGULATIONS (not numbered as such)

21. Regulations 44 and 45 of Part I of Table "A" (Alteration of Capital) shall be read and construed as if the words "(Subject as provided in Article 3C)" were inserted after the words "The Company may".
- *22. Regulation 69 in Part I of Schedule 1 of Table "A" of the Companies Act 1948 shall be amended to read "The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of that power or authority or other evidence of that power or authority in a form satisfactory to the Directors of the Company) shall either be produced at the meeting or adjourned meeting (including any poll) at which the person named in the instrument proposes to vote or shall be deposited at the registered office of the Company (or at such other place as may be specified for that purpose in the notice convening the meeting) before the time of holding such meeting or adjourned meeting or, in the case of a poll, at any time before the time appointed for taking of the poll and in default the instrument of proxy shall not be treated as valid.
23. Articles 10(a) and (b) shall not apply to the registration of new Accumulating "A" or "B" Ordinary Shares renounced in accordance with Article 17(5).

* Added by special resolution passed 13th July 1989

Company Number: 216679


THE COMPANIES ACT 1985
SPECIAL RESOLUTION
of
MAY GURNEY HOLDINGS LIMITED

Passed on the Sixteenth day of February 1990

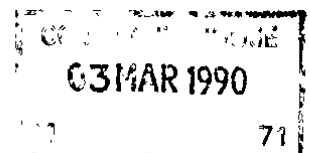
At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Trowse, Norwich on 16th February 1990 the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company:-

THAT all of the 10,000 unissued "A" Ordinary shares, all of the 533,044 unissued "B" Ordinary shares, and all of the 3,250 unissued Preference shares be re-classified as Ordinary shares to rank pari passu in every respect with all other Ordinary shares.

Dated this Sixteenth day of February 1990

.....

Chairman of Meeting



Company Number: 216679


THE COMPANIES ACT 1985
SPECIAL RESOLUTION
of
MAY GURNEY HOLDINGS LIMITED

Passed on the Sixteenth day of February 1990

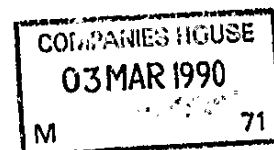
At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Trowse, Norwich on 16th February 1990 the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company:-

THAT the Regulations presently contained in the Company's Articles of Association shall no longer apply to this Company and that in their place new Articles of Association, a copy of which has been initialled by a Director for the purpose of identification, be adopted by the Company.

Dated this Sixteenth day of February 1990


.....

Chairman of Meeting



Certified a true copy of the Articles of Association at today's date.

[Signature] Date 16th February 1990
Director

DATED

16th February

1990

No 216679

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

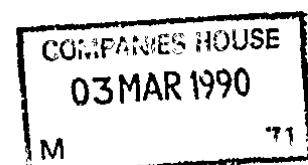
NEW
ARTICLES OF ASSOCIATION

Adopted by Special Resolution passed on 16th Feb 1990

of

MAY GURNEY HOLDINGS LIMITED

TAYLOR VINTERS
SOLICITORS
CAMBRIDGE & NEWMARKET



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No. 216679

THE COMPANIES ACT 1985

Private Company Limited by Shares

NEW

ARTICLES OF ASSOCIATION

Adopted by Special Resolution passed 16th Feb 1990

of

MAY GURNEY HOLDINGS LIMITED

Incorporated on the 7th October 1926

Interpretation

1. In these Articles, if not inconsistent with the subject or context, the following words and expressions shall have the following meanings :-

"the Act" means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force.

"Table A" means Table A in the Schedule to the Companies (Tables A-F) Regulations 1985

Table A

2. The regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.
3. Regulations 3, 24, 35, 73 to 81 inclusive, 94, 95 and

118 of Table A shall not apply to the Company.

Share Capital

4. The provisions of section 89(1) of the Act shall not apply to the Company.
5. Any share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the Company or of the holder of such share is liable, to be redeemed.
6. Subject to the provisions of the Act, the Company may purchase any of its own shares.
7. Subject to the provisions of the Act, the Company may make a payment in respect of any redemption or purchase, pursuant to articles 5 or 6 (as the case may be), of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

Proceedings at general meetings

8. In the case of a corporation the signature of a director or the secretary thereof and in the case of joint holders of a share the signature of any one of such joint holders, shall be sufficient for the purposes of passing resolutions in writing pursuant to regulation 53 of Table A.
9. A proxy shall be entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly.
10. In the case of a corporation a director or the secretary thereof shall be deemed to be a duly authorised representative for the purpose of regulation 54 of Table A.

Directors

11. A director shall not be required to hold any

qualification shares in the Company.

Powers and duties of directors

12. Subject to the provisions of the Act a director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 85 of Table A shall be modified accordingly.
13. It shall not be necessary for the directors to sign a book recording their attendances at meetings of directors and Regulation 100 of Table A shall be modified accordingly.

Appointment and disqualification of directors

14. Without prejudice to the powers of the Company under Section 303 of the Act to remove a director by ordinary resolution, the holder or holders for the time being of more than one half of the issued ordinary shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a director or directors either as additional director or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its directors and shall take effect upon lodgement at

the registered office of the Company.

15. The office of a director shall be vacated:

(i) if by notice in writing to the Company he resigns the office of director;

(ii) if he shall for more than six months have been absent without permission of the directors from meetings of the directors held during that period, unless he shall have appointed an alternate director who has not been similarly absent during such period;

(iii) if he becomes bankrupt or enters into any arrangement with his creditors;

(iv) if he is prohibited from being a director by an order made under any provision of the Act;

(v) if he becomes of unsound mind;

(vi) if he is removed from office under article 14.

16. Unless and until otherwise determined by the Company or in any particular case, no director shall vacate or be required to vacate his office as a director on or by reason of his attaining or having attained the age of 70, and any person proposed to be appointed a director shall be capable of being appointed as a director notwithstanding that he has attained the age of 70, and no special notice need be given of any resolution for the appointment as a director of a person who shall have attained the age of 70, and it shall not be necessary to give to the members notice of the age of any director or person proposed to be appointed as such.

Proceedings of directors

17. Any director or member of a committee of the board may participate in a meeting of the directors or such

committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

18. The following sentence shall be added to Regulation 72 of Table A:

Any committee shall have power unless the directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a director of the company.

Official seal for use abroad

19. The Company may have an official seal for use abroad under the provisions of the Act, where and as the directors shall determine, and the Company may by writing under the common seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the common seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

Indemnity

20. Every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereof, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 727 of the Act in

which relief is granted to him by the court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by section 310 of the Act.

Notices

21. For the purposes of Regulation 111 of Table A a notice in writing shall be deemed to include a notice given to or by any person by telex or telephonic facsimile transmission
22. For the purposes of Regulation 112 of Table A the Company may also give notice to a member by telex or telephonic facsimile transmission to his registered address
23. Proof that a telex or telephonic facsimile transmission containing a notice was properly addressed shall be conclusive evidence that the notice was given. A notice given by telex or telephonic facsimile transmission shall be deemed to be given at the expiration of 12 hours after the telex or telephonic facsimile transmission was sent or made

.....
Director

16th February
Date

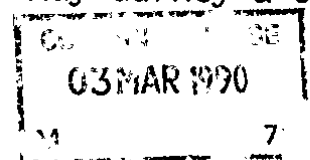
Company No : 216679

THE COMPANIES ACT 1985
MEMORANDUM OF ASSOCIATION
OF
MAY GURNEY HOLDINGS LIMITED *

(As amended by Special Resolutions passed
10th January 1931, 20th January 1960,
23rd November 1960, 16th July 1963, 30th March 1966,
24th February 1975, 2nd December 1981, 13th July 1989,
16th February 1990)

1. The name of the Company is MAY GURNEY HOLDINGS LIMITED.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :-
 - (1) (A) To act as an investment holding company and to co-ordinate the business of any companies in which the Company is for the time being interested.
 - (B) To acquire (whether by original subscription, tender, purchase, exchange, underwriting or otherwise and whether conditionally or otherwise) shares or stocks, debenture stock, bonds, obligations or any other securities issued or guaranteed by any other corporation, constituted or carrying on business in any part of the world and whether or not engaged or concerned in the same or similar trades or

* The name of the Company was by special resolution passed on 30th March 1966 changed from May Gurney & Co. Limited



occupations as those carried on by the Company or its subsidiary companies and the debentures, debenture stocks, bonds, obligations or any other security issued or guaranteed by any government, sovereign ruler, commissioner, public body or authority, whether supreme local or otherwise in any part of the world and whether such shares, stocks, debentures, debenture stocks, bonds, obligations or securities are or are not fully paid up and to make payments thereon as called up or in advance of calls or otherwise and to hold the same with a view to investment.

- (2) To enter into and carry into effect, with such (if any) modifications or alterations as may be agreed upon, the agreement already prepared and expressed to be made between Roland James May of the one part and this Company of the other part, referred to in Clause (2) of the Articles of Association of the Company.
- (3) To carry on, develop, extend and turn to account the business of a Public Works Contractor and Engineer carried on by the said Roland James May at Trowse Newton in the County of Norfolk and elsewhere, and also the trade or business of Haulage Contractors, Builders, Timber Merchants, Cement and Concrete Manufacturers and Wharfingers and Carriers by land and water and any other trade or business whatsoever which can in the opinion of the Company, be advantageously or conveniently carried on by the Company, by way of extension of or in connection with such business, or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights.
- (4) To acquire from time to time all such

stock-in-trade, goods chattels, and effects as may be necessary or convenient for any business for the time being carried on by the Company.

- (5) To carry on any other businesses, whether manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with any of the above specified businesses or objects or calculated, directly or indirectly, to enhance the value of, or render profitable any of the Company's property or rights.
- (6) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person or company, carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (7) To acquire, construct, carry out, maintain, improve, manage, work, control and superintend any warehouses, stores, works offices and premises, which may seem, directly or indirectly, conducive to any of the Company's objects and to contribute to, subsidise or otherwise assist or take part in such maintenance, management, working, control and superintendence.
- (8) To amalgamate and enter into partnership or into any arrangement for sharing profits, union of interest, joint adventure, reciprocal concessions or co-operation with any person or company, carrying on or engaged in or about to carry on engage in any business or transaction, which the Company is authorised to carry on or engage in, or any business or transaction capable of being conducted, so as directly or indirectly, to benefit this Company and to take or otherwise acquire and hold shares or stock in, or securities

of, and to subsidise or otherwise assist any such company and to sell, hold re-issue, with or without guarantee, or otherwise deal with such shares, stock or securities.

- (9) Generally, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, and any rights or privileges, which the Company may think necessary or convenient with reference to any of these objects, or capable of being profitably dealt with in connection with any of the Company's property or rights for the time being and, in particular, any land, buildings easements, and stock-in-trade.
- (10) To sell or dispose of the whole or any part of the undertaking or property of the Company either for cash or shares with or without preferred or deferred rights in respect of dividend or repayment or capital or otherwise or for debentures or other securities of any other Company having objects altogether or in part similar to those of this Company or partly in one mode and partly in another and generally on such terms as the Directors may determine.
- (11) To purchase, build, charter, equip as may be thought fit, load (either on commission or otherwise), sell, repair, let out to hire and trade with steam or other ships boats and vessels of all kinds.
- (12) To enter into any arrangement with any authority, municipal, local or otherwise, that may seem conducive to any of the Company's objects and to obtain from any such authority any rights, privileges or concessions which the Directors may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights privileges or concessions.

- (13) To promote any company or companies for the purpose of its or their acquiring all or any of the property, rights and liabilities of the Company, or for any other purpose which may seem, directly or indirectly, calculated to benefit this Company.
- (14) To remunerate any person or company for services rendered or to be rendered in or about the conduct of the business of the Company and to pay brokerage commissions and other remuneration to persons who procure or guarantee subscriptions for any of the share and debenture capital of the Company and generally to make arrangements for placing and procuring the subscriptions of such capital.
- (15) To support and subscribe to any charitable or public object and any institution society or club which may be for the benefit of the Company, or its Employees; to give pensions, bonuses, gratuities or charitable aid to any person or persons, who may have served the Company or its predecessor in business, or to the wives or children of such persons; to make payments towards insurance and to form and contribute to provident or benefit funds for the benefit of any persons employed by the Company, or its predecessor in business.
- (16) To invest and deal with the moneys of the Company, not immediately required, upon such securities, loans or investments and in such manner as the Company may from time to time determine.
- *(17) (A) To receive money on deposit or loan upon such terms as the Company may approve and either with or without the Company receiving any consideration or advantage direct or indirect

from giving such guarantee to guarantee the performance of the obligations and the payment of the capital or principal (together with any premium) of any obligations for repayment of money and legal discharge of liabilities both present and future due, owing or incurred to bankers of any company firm or person and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company as defined by Section 736 of the Companies Act 1985 or a subsidiary, as defined by the said section of the Company or of the Company's holding company and to create mortgages, charges or liens upon all or any part of the property or assets of the Company (both present and future) including its uncalled capital in support of any guarantees or otherwise.

- (B) To the extent the same is permitted by law, to give financial assistance for the purpose of the acquisition of shares in the Company or the Company's holding company for the time being (as defined in Section 736 of the Companies Act 1985) and to give such assistance by any means permitted by law.
- (18) To borrow and raise money for the purposes of the Company's business and particularly to create and issue at par or at a premium or discount mortgages, debentures and debenture stock charged upon all or any part of the undertaking and all or any of the real and personal property, estate, assets and effects of the Company present and future (including uncalled capital) and payable either to bearer or registered holder and either permanent or redeemable with or without a bonus or premium and at such rate of interest and with such provisions for the creation of a sinking fund and

such powers of sale and of making and enforcing calls and of appointment of directors, receivers, managers or otherwise, and generally upon such terms and conditions as the Directors may determine, and to further secure any securities issued by the Company by a trust deed or otherwise.

- (19) To draw, accept, indorse, discount, execute and issue bills of exchange, promissory notes, debentures, bills of lading, warrants and other negotiable or transferable instruments or securities.
- (20) To apply for and obtain any Provisional Order or Act of Parliament in Great Britain for enabling the Company the better to carry out any of its objects or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient, and to support or oppose or contribute to the expenses of supporting or opposing any Bill in Parliament whether public or private which may be considered beneficial or prejudicial to the interests of the Company.
- (21) To distribute any part of the property of the Company in specie among the Members.
- (22) To do all or any of the above things, either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise. Provided always that nothing herein contained shall authorise the Company to carry on an Assurance business within the meaning of the Assurance Companies Act 1909.
- (23) To sell, improve, manage, develop, exchange, enfranchise, lease, mortgage, dispose of turn to

account or otherwise deal with all or any part of the property or rights of the Company.

(24) To do all such other things as are incidental or conducive to the attainment of the above objects, and so that the word "company" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and so that the objects specified in each paragraph of the clause shall except when otherwise expressed in such paragraph, be in no way limited or restricted by reference to, or inference from the terms of any other paragraph.

4. The liability of the members is limited.

*5. The Share Capital of the Company is £1,000,000 divided into one million shares of £1.

* Substituted by Special Resolution passed on Friday 16th February 1990

The Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
(copy)

MAY GURNEY HOLDINGS LIMITED

Passed: 18th January 1991

The following Resolution was duly passed as a Written Resolution of the Company agreed to by all the Members thereof on the above-mentioned date, pursuant to Section 381A of the Companies Act 1985.

RESOLUTION

That in accordance with the Companies Act 1985 the Company HEREBY ELECTS to dispense with -

- (a) the laying of accounts and reports before the Company in General Meeting
- (b) the holding of annual general meetings, and
- (c) the obligation to appoint auditors annually.

The Auditors have confirmed that in their opinion this resolution does not need to be confirmed by the Company in general meeting.



J N Holmes
Director

