

REGISTERED
COMPANY

5415271

THE COMPANIES ACT, 1948.



DECLARATION of Compliance with the requirements of the Companies

Act, 1948, on application for registration of a Company.

Pursuant to Section 15(2) of the Companies Act, 1948.

Name
of
company }

GURNARD ENGINEERING Limited

presented by

HART & CO. (BUSH HOUSE) LTD..

REGISTERED - OFFICE,

138/9, BUSH HOUSE,

CENTRE BLOCK,

ALDWYCH, LONDON, W.C.2.

Tollit & Harvey Ltd.

(COMPANY REGISTRATION SERVICE DEPT).

40, GRESHAM STREET,

LONDON, E.C.2

SPECIALIST COMPANY PRINTERS & STATIONERS

CRE HOUSE,
7AB STREET,
GEMINSTER, S.W.1.
TEL. WHITEHALL 1151

BUSH HOUSE,
STRAND,
W.C.2.
TEL. TEMPLE BAR 4247

J. SHIRLEY HART
of 51 Brompton Court, MAIDA VALE, M.D. 1.

"A subject of the
Supreme Court
for the Southern
and Eastern Provinces
of the United Kingdom
for the formation
of
A person named
in the Articles of
Association as a
Director or
Secretary"

Do solemnly and sincerely declare that I am (a) a person named
in the Articles of Association as Secretary.

13

of

GURNARD ENGINEERING

Limited, and that all the requirements of the Companies Act,
1948, 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 Stafford House, Norfolk Street
in the County of London

the 30th day of October
one thousand nine hundred and fifty-nine

Before me,

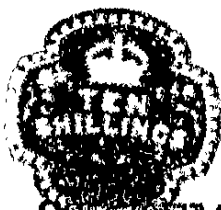
H. Smith A.T.M.

A Commissioner for Oaths. (b)

Certificate No.

641526/2

Form No. 25.



COMPANY LIMITED BY SHARES

STATEMENT OF THE NOMINAL CAPITAL

OF

GURNARD ENGINEERING
LIMITED.

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

This Statement is to be filed with the Memorandum of Association or other Documents when application is made for the Company to be registered.

Presented for filing by

HART & CO. (BUSH HOUSE) LTD.

REGISTERED OFFICE,

138/9, BUSH HOUSE,

CENTRE BLOCK,

ALDWYCH, LONDON, W.C.2.

TELEPHONE: TEMPLE BAR 6927 (3 lines).

TELEGRAMS: "NUNCOMPLAN, ESTRANT, LONDON."

LEWIS, COATES & LUCAS, LTD.

Company Registration Agents

6-9, Surrey St., Strand, W.C.2.

THE NOMINAL CAPITAL

OF

GUINARD ENGINEERING Limited,

is £100 , divided into 100

Shares of £1. each

Signature⁽¹⁾ [Signature]

Officer Secretary

Dated the 30th day of October 1954

(1) This Statement should be signed by a Director, Secretary or other authorised officer of the Company

This margin is reserved for binding.



441526 | 3

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

GURNARD ENGINEERING

LIMITED

1. The name of the Company is "GURNARD
ENGINEERING LIMITED."

2. The registered office of the Company will be situate in
England.

3. The objects for which the Company is established are—

(A)

To carry on the trade or business of engineers,
founders, smiths, machinists, manufacturers and patentees;
to enter into any contracts in relation to, and to erect,
construct, maintain, alter, repair, pull down and restore,
either alone or jointly with any other companies or persons,
works of all descriptions, including wharves, docks, piers,
railways, tramways, waterways, roads, bridges, warehouses,
factories, mills, engines, machinery, railway carriages,
and wagons, ships and vessels of every description, gas
works, electric works, water works, drainage and sewage works,
and buildings of every description; to purchase or otherwise
acquire, houses, offices, workshops, buildings and premises,
and any fixed and movable machinery, tools, engines, boilers,
plant, implements, patterns, stock-in-trade, patents and
patent rights, convenient to be used in or about the trade
or business of engineers, founders, smiths or machinists.

- (b) To carry on any other trade or business which can, in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company.
- (c) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (d) To erect, construct, lay down, enlarge, alter and maintain any shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (e) To acquire by original subscription, tender, purchase or otherwise and hold, sell, deal with or dispose of any Shares, Stocks, Debentures, Debenture Stocks, Bonds, Obligations and Securities, guaranteed by any Company constituted or guaranteed on business in any part of the world and Debentures, Debenture Stock, Bonds, Obligations and Securities guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (f) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (g) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (h) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (i) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.

- (J) To apply for, purchase or otherwise acquire and hold any patents, brevets d'invention, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.
- (K) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants or experts or agents.
- (L) To employ experts to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (M) To transact or carry on any kinds of agency business and generally to undertake and carry out all such operations and transactions, (except assurance business within the meaning of the Assurance Companies Act 1909, as amended from time to time), as an individual person may undertake and carry out.
- (N) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire, hold, dispose of shares, stocks, securities and guarantee the payment of the dividend, interest or capital of any shares, stock or securities issued by or any other obligations of any such Company.
- (O) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (P) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.
- (Q) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

- (R) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (S) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (T) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (U) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (V) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.
- (W) To aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.

- (x) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made with the sanction (if any) for the time being required by law.
- (y) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (z) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraphs or the order in which the same occur.

4. The liability of the members is limited.

5. The share capital of the Company is £100, divided into 100 Shares of £1 each.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<i>Michael Claff</i> MICHAEL CLAFF, 1 Southfields, London, N.W.4	<i>One</i> ONE
Accountant. <i>Shirley Hart</i> SHIRLEY HART, 57 Rodney Court, Maida Vale, W.9 Secretary.	<i>One</i> ONE

Dated this 30th day of OCTOBER 1959.

Witness to the above Signatures

IRVING SILVERMAN, *Irving Silverman*
138-9 Bush House,
Aldwych, W.C.2
Chartered Accountant.



The Companies Act, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

GURWARD ENGINEERING

LIMITED



PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Act, 1948, and subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A"), shall apply to the Company.

2. Regulations 24, 53, 58, 71, 75, 84(2), 84(4), 88, 89, 90, 91 and 92 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A"), shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and Part II of Table A subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3. The Shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act, and provided also that no share or debenture shall be issued or transferable to or held by any person or corporate body, nor shall any person or corporate body be permitted to have or acquire any interest in any share or debenture in any circumstances in which the Company would by reason thereof lose its status as an exempt private company.

4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new Shares from time to time to be created, shall before they are issued, be offered to the Members in proportion as nearly as may be to the number of Shares held by them. Such offer shall be made by notice in writing specifying the number of Shares offered and limiting the time in which the offer if not accepted will lapse and determine, and after the expiration of such time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the Shares offered, the Directors may subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid dispose of any such new or original Shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning same cannot in the case of the Directors be eventually offered in the manner aforesaid.

LIEN

5. The lien conferred by Regulation 11 of Part I of Table A shall extend to all Shares whether fully paid or not and in respect of any liability to the Company of the registered holder or holders of such Shares.

PROCEEDINGS AT GENERAL MEETINGS

6. The words "the appointment of and" shall be omitted in regulation 52 of Part I of Table A.

7. The words "twenty one" shall be substituted for the word "thirty" in regulation 57 of Part I of Table A.

8. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried, (whether unanimously or by a particular majority), or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

DIRECTORS

9. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than seven, and the names of the first Director or Directors shall be determined in writing by the Subscribers to the Memorandum of Association of the Company. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors.

10. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his having attained that or any other age.

11. Any Director other than a sole Director may by notice in writing signed by him and deposited with the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company or a person approved by all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat accordingly, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director.

12. Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted.

13. The office of a Director shall be vacated:—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he becomes bankrupt, or enters into any arrangement with his creditors.
- (3) If he becomes of unsound mind.
- (4) If he is prohibited from being a Director by any order made under section 188 of the Act
- (5) If he is removed from office by a resolution duly passed under section 184 of the Act.

BORROWING POWERS OF DIRECTORS

14. The proviso to regulation 79 of Part I of Table A shall be omitted.

SECRETARY

15. The first Secretary of the Company shall be Shirley Hart.

SEAL

16. In regulation 113 of Part I of Table A the words "or by some other person appointed by the Directors for the purpose" shall be omitted.

INDEMNITY

17. Subject to the Provisions of Section 205 of the Companies Act, 1948, and in addition to such indemnity as is contained in regulation 136 of Part I of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Michael Claff
MICHAEL CLAFF,
1 Southfields,
London, N.W.4

Accountant.
Shirley Hart
SHIRLEY HART,
57 Rodney Court,
Maida Vale, W.9
Secretary.

Dated this 30th day of OCTOBER 1957

Witness to the above Signatures—

IRVING SILVERMAN,
138-9 Bush House,
Aldwych, W.C.2

Chartered Accountant.

Irving Silverman

DUPLICATE FOR THE FILE

No 641526



Certificate of Incorporation

I Hereby Certify, that

GUERNARD ENGINEERING LIMITED

is this day incorporated under the Companies Act, 1948, and that the
Company is Limited

Given under my hand at London this **Ninth** day of
November One Thousand Nine Hundred and **Fifty nine.**

[Signature]
ASSISTANT Registrar of Companies.

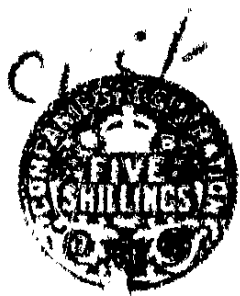
Certificate
received by*[Signature]*

that is to (Kish Hara) Ltd.

Date

9/4/89

10
THE COMPANIES ACT, 1948



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Pursuant to the Companies Act, 1948 Section 141)

of

W.A. GURNARD ENGINEERING
~~PRECISE TORQUE LIMITED~~

Passed 12 November, 1959.

At an Extraordinary General Meeting of the members of
the above named Company duly convened and held at Ascot
Drive in the County Borough of Derby on Thursday the
twelfth day of November, 1959, the following resolution
is proposed and duly passed as a Special Resolution,
namely :-

"That the capital of the Company be increased
from £100 divided into 100 Shares of one pound
each to £20,000 by the creation of an additional
19,900 Shares of one pound each to rank pari passu
with the existing shares of the Company in all
respects."

Dated this Twelfth day of November, 1959.

W.E. Beddington
W.E. BEDDINGTON

Chairman

Noted True Copy

W.E. Beddington

Chairman

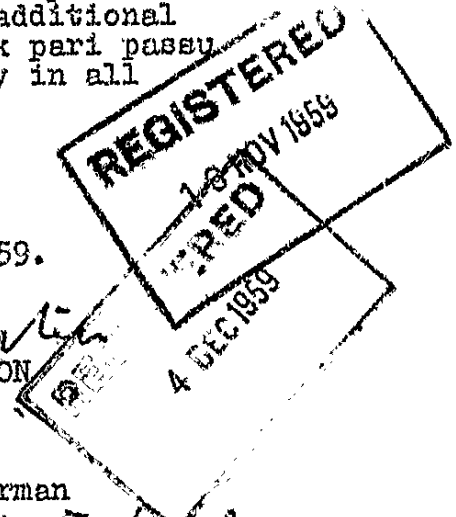
0382

*We certify that, to the best of our
knowledge and belief, the conditions mentioned
in subsection (2) of Section 129 of the Companies
Act 1948 are satisfied at the date of this
return and have been satisfied at
all times since 9 November 1959*

W.E. Beddington Director

W.P. Fowler Secretary

W.P. Fowler



NO. OF COMPANY 641506

THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital.

Pursuant to Section 63.

NAME OF
COMPANY

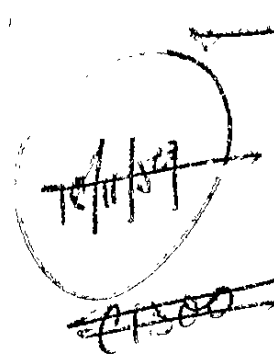
W.A. GURNARD ENGINEERING
~~PRECISE TORQUE~~
LIMITED.

JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.
Cat. No. O.F.10.
SHAW & SONS, LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.
Law Stationers and Company Registration Agents.

P135 F2/35(8)(1)

Presented by

C383



Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

DM
GURNARD ENGINEERING
~~PRIVATE LIMITED~~ LIMITED,
hereby gives you notice pursuant to Section 63 of the Companies Act, 1948,
that by (a) Special Resolution of the Company dated the
12th day of November, 1959 the nominal Capital
of the Company has been increased by the addition thereto of the sum of
£ 19,000 beyond the registered Capital of £ 100

The additional Capital is divided as follows :—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
19,000	—	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 :—

The additional 19,000 shares of one pound each rank *pari passu* with the existing shares of the Company in all respects.

None of the new Shares are Preference Shares, and are (b) [not] redeemable.

(Signature)

W. M. Anderson

(State whether Director, or Secretary)

Director

Dated the 12th day of November, 1959.

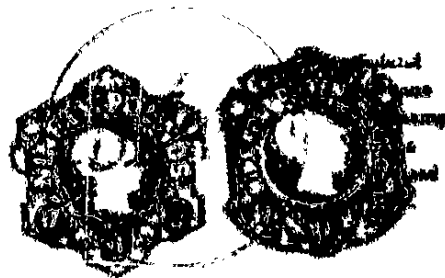
(a) "Ordinary," "Extraordinary" or "Special"

(b) Delete as appropriate.

This margin to be reserved for binding.

NO. OF COMPANY 112

COMPANY HAVING A SHARE CAPITAL.



Statement of Increase of Nominal Capital.

Pursuant to Section 112 of the Stamp Act, 1891.

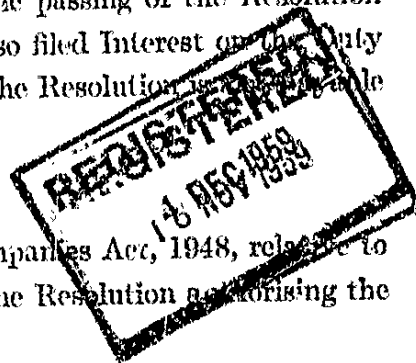
(NOTE. -The stamp duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100--Section 41, Finance Act, 1933.)

NAME OF
COMPANY

LSM JURNARD ENGINEERING
PRECISE TORQUE LIMITED.

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the duty at the rate of 5 per cent. per annum from the passing of the Resolution is payable (s. 5, Revenue Act, 1903).

NOTE. -Attention is drawn to Section 63 of the Companies Act, 1948, relating to the filing of a Notice of Increase and a printed copy of the Resolution authorising the increase.



CAY. No. CA.25.

JORDAN & SONS. LTD.,
110, Chancery Lane, London, W.C.2.

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

F30 51289/51

Presented for registration by

C3824

The Nominal Capital

or

GUYARD ENGINEERING

DIVISION TORQUE

Limited,

has by a Resolution of the Company dated the 12th day
of November, 1959, been increased by the addition thereto of
the sum of Nineteen Thousand Nine Hundred Pounds,
divided into Nineteen thousand Nine hundred Shares
of One Pound each,
beyond the Registered Capital of £100

*Signature

W. M. Henderson

Description

Director

Date 12th November, 1959.

*This Statement must be signed by an officer of the Company.

No. of Certificate
641526

13



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Pursuant to the Companies Act, 1948 Sections 18 & 143)

of

GURNARD ENGINEERING LIMITED

Passed 12 November, 1959.

At an Extraordinary General Meeting of the members of the above named Company duly convened and held at Ascot Drive in the County Borough of Derby on Thursday the 12th day of November, 1959 the following resolution was proposed and duly passed as a Special Resolution, namely :-

"That the name of the Company be and is hereby changed to :-

PRECISE TORQUE LIMITED "



Dated this Twelfth day of November, 1959.

W. E. Reddington
W.E. REDDINGTON

Chairman

Typed True copy

W. E. Reddington

3866

Chairman

I hereby declare that to the best of my knowledge and belief the provisions mentioned in subsection (2) of Section 129 of the Companies Act 1948 are satisfied at the date of this return and have been satisfied at all times since 12th November 1959 *W. E. Reddington* *Director* *W. E. Reddington* *Secretary*

582
617-
Company Number.....641526.....

B

Reference: C.R. 98/4625/59

COMPANIES ACT, 1948



TRADE,

GUINARD ENGINEERING

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 **PRECISE TORQUE LIMITED**

Signed on behalf of the Board of Trade

this twenty-first day of December 19 59

Mr. [Signature]
Authorised in that behalf by the
President of the Board of Trade

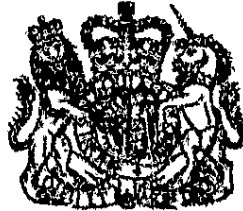
21 DEC 1959

No. C. 60.

PRINTED BY THE GOVERNMENT OF IRELAND

DUPLICATE FOR THE FILE.

641326



Certificate of Incorporation on Change of Name

Whereas

GUERNARD ENGINEERING LIMITED

was incorporated as a limited company under the

Companies Act, 1948,

on the **ninth** day of **November, 1959**

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

PRECISE TORQUE LIMITED

Given under my hand at London, this **twenty-first** day of **December** One thousand nine hundred and **fifty nine.**

A. J. M. M.
ASSISTANT Registrar of Companies

Certificate received by *Porter*

Date

3312