

**Registered Number: 906680**

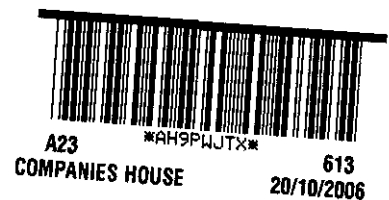
**The Companies Acts 1948**

**COMPANY LIMITED BY SHARES**

# **MEMORANDUM OF ASSOCIATION**

*of*

**MMC GROUP LIMITED**



**WATSON BURTON LLP  
1 ST JAMES' GATE  
NEWCASTLE UPON TYNE NE99 1YQ  
TEL: 0191 244 4214  
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**The Companies Act 1948**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**of**  
**MMC GROUP LIMITED**

1. The name of the Company is "MMC GROUP 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 carry on business as importers, agents for the sale of, and dealers in grinding and cutting off discs, grinding and cutting machinery of all kinds; to undertake the servicing, inspection, and testing of chains and cables generally; dealers in pottery wheels and sundries, machines and machinery generally, machine parts, machine and other tools, jigs, gears, gauges, moulds, dies, presses, implements, scientific and other instruments, forgings, castings, plates, nails, screws, boilers, engines, motor cars, lorries, trucks and other vehicles, motor car bodies, aeroplanes and other aircraft, and accessories and spare parts therefor; engineering equipment, requisites and supplies, ironmongery, hardware, household appliances, fittings, equipment and utensils, radio and television goods, plastic goods and metal goods of every description.
  - (b) To carry on business as light and general engineers, precision, mechanical, motor, aeronautical, electrical, electronic and constructional engineers, iron and brass founders, blast furnace proprietors, grinders, millers, metal makers, refiners and workers, sheet metal workers, panel beaters, metal stampers, metal piercers and workers, millwrights, wheelwrights, galvanizers, oxy-acetylene, electric and spot welders, japanners, annealers, enamellers, cellulose sprayers, electro and chromium platers, polishers, metal finishers, potters, joiners, woodworkers, plastic moulders and

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\* The present name of the Company was adopted by special resolution passed on 21 December 2001

workers, ironmongers, hardware dealers, warehousemen, storage contractors, carriers, and as haulage contractors.

- (2) To carry on or acquire any business similar to the businesses above mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (3) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trademarks, designs, patterns, patents, copyright or licences, or any other real or personal property or any right, privilege, option, estate or interest.
- (4) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
- (5) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage, control or work any railways, tramways, roads, canals, docks, locks, wharves, stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business, or to join with others in doing any of the things aforesaid.
- (6) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property, and assets including the uncalled Capital of the Company.
- (7) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the Shares in the Company's Capital, or any Debentures, Debenture Stock or other Securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (8) Upon the issue of any Shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by Shares or options to take Shares, or by Debentures, Debenture Stock or other

Securities, persons subscribing for Shares or procuring subscriptions for Shares.

- (9) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes, or other negotiable instruments.
- (10) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions, or secret processes which may be useful for the Company's objects, and to grant licences to use the same.
- (11) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (12) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign State.
- (13) To establish or promote any company for the purpose of 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 the Company.
- (14) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm or company carrying on any business of a nature similar to that which this Company is authorised to carry on.
- (15) To amalgamate with any company having objects similar to those of this Company.
- (16) To sell or dispose of the whole undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for Shares, Debentures or Securities of any other company having objects altogether or in part similar to those of this Company.
- (17) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition or for any public, general, or useful object which the Directors may think desirable or advantageous to the Company.

- (18) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (19) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.
- (20) Subject to the provisions of Section 54 of the Companies Act, 1948, to lend and advance money to such persons, *firms or companies, and on such terms as may seem expedient* and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.
- (21)\* Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity, and so as to be an independent object of the Company, to guarantee and give indemnities in respect of the performance of the obligations and/or the discharge of the liabilities of any person or company including (without limiting the generality of the foregoing) any company which is for the time being the Company's holding company or subsidiary (both as defined by the Companies Act 1985) ("the holding company" and "subsidiary" respectively) or a subsidiary of the Company's holding company or otherwise associated with the Company in business and in respect of any obligations and/or liabilities including the payment of capital or principal together with any premium of and any dividends or interest on or other payment in respect of loans, credits, stocks, shares or securities or other obligations or liabilities of any nature whatsoever and without limiting the generality of the foregoing obligations and/or liabilities for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or for the time being the Company's holding company due, owing or incurred to bankers or any other person by any company, firm or person, and in particular, (but not by way of limitation) by the Company's holding company or a subsidiary of the Company or of the Company's holding company or any company which is contemplated to

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\* Inserted by special resolution passed on 7 September 2006

become the Company's holding company, or otherwise associated with the Company in business or of any company, firm or person which the directors of the Company shall think appropriate or for any purpose whatsoever as the Company sees fit.

- (22)\* To support or secure whether by personal covenant or creating mortgages, charges or liens upon all or any part of the undertaking, property or assets of the Company (present and future) including any uncalled capital of the Company or both such means, on such terms as may seem expedient, any obligations of the Company itself (whether as principal or surety) and/or any other person, firm or company including (without limiting the generality of the foregoing) the obligations of the Company's holding company or associated company or otherwise generally and as the Company sees fit.
- (23) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this 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 lend money to, guarantee the contracts of, or otherwise assist, any such person or company.
- (24) To take, or otherwise acquire, and hold shares, debentures, debenture stock or other securities in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (25) To grant bonuses, gratuities, pensions or charitable aid to persons employed by the Company.
- (26) To distribute any of the property of the Company among its Members in specie.
- (27) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

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\* Inserted by special resolution passed on 7 September 2006

**\*AND** so that: -

- (a) None of the provisions set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such provision and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this clause, or by reference to or inference from the name of the Company.
  - (b) Each of the sub-clauses of this clause shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other sub-clause.
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.

<b>NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.</b>	<b>No. of Shares taken by each Subscriber.</b>
Michael McCullagh 136A High St Marske-By-The Sea, Redcar Yorkshire Engineer	ONE
Ingeborg Maria McCullagh	ONE

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*\* Inserted by special resolution passed on 7 September 2006*

136A High Street	
Marske-by-The Sea, Redcar Yorkshire	
Housewife	
TOTAL SHARES TAKEN.	TWO

Dated this 10<sup>th</sup> day of May 1967

Witness to the above Signatures:- (H.C. MAKEPEACE)

H. Makepeace

Chartered Accountant

3 Baker Street

Middlesbrough