

THE COMPANIES ACTS 1948 TO 1980

Declaration of compliance with the requirements on application for registration of a company

41a

Please do not write in this binding margin



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

*Insert full name of Company

†Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

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

2019020

Name of Company

SIF ENTERPRISE BACHY LIMITED

I, PETER ROY HARRINGTON

of 1/2 GRAY'S INN PLACE, GRAY'S INN, LONDON WC1R 5DZ

do solemnly and sincerely declare that I am† A SOLICITOR OF THE SUPREME COURT AND A PARTNER IN THE FIRM OF KIDD RAPINET
of *

and that all the requirements of the Companies Acts 1948 to 1980 in respect of the registration of the said company and of matters precedent 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

REDFERNS

Declared at 3 GRAYS INN PLACE

GRAYS INN

the 25 day of February LONDON WC1R 5DZ

One thousand nine hundred and eighty-six

before me

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

Signature of Declarant

[Handwritten signature]

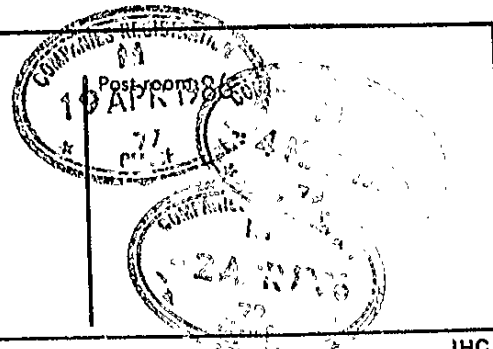
JOHN H. LEWIS

COMMISSIONER FOR OATHS

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

KRB (SECRETARIES) LIMITED
1/2 GRAY'S INN PLACE
GRAY'S INN
LONDON WC1R 5DZ

For official use
New companies section



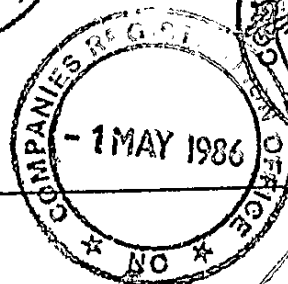
17/3
The Companies Act 1985

Company Limited by Shares

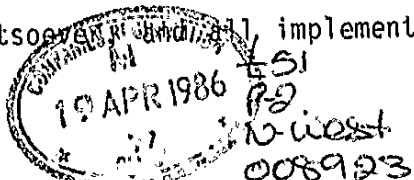
MEMORANDUM OF ASSOCIATION

of

SIF ENTERPRISE BACHY LIMITED



1. The name of the Company is "SIF Enterprise Bachy Limited."
2. The Company's Registered Office is to be situated in England and Wales.
3. The objects for which the Company is established are :-
- (a) (1) To carry on the trade or business of builders and contractors for construction work of any kind including all boring, drilling works, all injections of any products and, in particular, of cement intended for the strengthening and for the drying up, of drainage and of lowering of the ground water surface, of draughts; the putting into application of special processes within the field of foundation work, in particular piles and walls moulded in the ground; all work including trenches moulded in the ground; the construction and the sale of the equipment which is required for the purpose of the carrying out of the work coming within the scope of its specialised fields.
- (2) To purchase or otherwise acquire lands, houses, offices, workshops, buildings and premises for the purpose of such trade or business.
- (3) To purchase or otherwise acquire or to carry on the manufacture of bricks, stone or other building material of any kind whatsoever and all implements, machinery,



bulldozers, tractors, cranes, transport vehicles, scaffolding and all things used by builders and contractors,

- (4) To purchase or otherwise acquire and to carry on the manufacture of portable buildings for use as offices storage or any other purpose connected with the work of builders and contractors.
- (b) To carry on any other business of any description which in the opinion of the directors may be capable of being conveniently or advantageously carried on in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (c) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (d) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (e) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company, and to grant rights thereof.
- (f) To enter into partnership or amalgamate with any person or

body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance or other working arrangements as may seem desirable.

- (g) To manage develop, sell, lease, mortgage, grant licences or rights of, in or over or otherwise turn to account or in any other manner deal with or dispose of the undertaking and all or any of the property or assets of the Company with power to accept shares, debentures or securities of, or interests in, any other company.
- (h) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (i) To invest, lend, or otherwise deal with unemployed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.
- (j) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such means, the performance of, the obligations of and the repayment or payment of the principal amounts and of any premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act 1948 or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in business
- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.

- (l) To draw, accept, endorse, issue or execute promissory notes bills of exchange, bills of lading, warrants and other negotiable, transferable, or mercantile instruments.
- (m) To purchase, subscribe for or otherwise acquire and hold shares, stocks or other interests in or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place 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.
- (o) To remunerate employees of the Company out of or in proportion to the profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.
- (p) To pay the costs and expenses of or incidental to the promotion and establishment of the company, or to contract for the payment of the same in whole or in part by others.
- (q) To promote any company to acquire the whole or any part of the assets or liabilities of this Company or for any other purpose which may seem desirable in the interests of the Company and to subscribe, acquire, underwrite or place or assist in so doing the whole or part of the shares or securities of such Company.
- (r) To remunerate the directors of the Company in any manner the Company may think fit and to pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist

financially, whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees of the Company, or their dependants or relatives, or for charitable purposes generally.

PROVIDED ALWAYS that any power which the Company enjoys under Section 74 of the Companies act 1980 or these presents to make provision in connection with the cessation or transfer to any person of the whole or any part of the undertaking of the Company or any of its subsidiaries for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries shall only be exercised by the Company with the sanction of a Special Resolution.

- (s) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (t) To act as or through trustees, agents, secretaries, managers, brokers or sub-contractors and to perform the duties of any office undertaken by the Company.
- (u) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (v) To distribute any property of the Company in specie among the members.
- (w) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and the objects therein mentioned shall be neither limited nor restricted by reference to or inference from any other sub-clause or the name of the Company and neither shall they or any of them be deemed to be merely subsidiary to the objects contained 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 One Pound (£1.00) each. Subject and without prejudice to any special rights or privileges for the time being attached to any special class of issued shares any of the shares in the original capital of the Company for the time being unissued, and any new shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may from time to time be determined by the Company.

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 Description of Subscribers	Number of Shares taken by each Subscriber
Peter Roy Harrington Solicitor 1/2 Gray's Inn Place London, WC1R 5DZ	One
Paul Daniel Taylor Solicitor 1/2 Gray's Inn Place London, WC1R 5DZ.	One

DATED the 26th day of February, 1936

WITNESS to the above Signatures :-

P. Chandler

P. Chandler

24 Sanson Street

London SE5

Secretary

The Companies Act 1985

Company Limited by Shares

ARTICLES OF ASSOCIATION

of

SIF ENTERPRISE BACHY LIMITED

2019020
~~2019020~~

PRELIMINARY

1. Subject as hereinafter provided the Regulations incorporated in Table A set out in the Schedule to The Companies (Tables A to F) Regulations 1985 shall apply to the Company.

2. Regulations 3,8,24,35,64,73 to 77 (inclusive), 94 to 97 (inclusive), the second and third sentences of Regulation 79 and the last sentence of Regulation 84 of Table A shall not apply to the Company but the Regulations hereinafter contained together with the remaining Regulations of Table A shall, subject to the modifications hereinafter expressed, constitute the Regulations of the Company.

3. Any reference in these Regulations to an enactment shall be construed as a reference to that enactment as amended or extended by or under any other enactment.

PRIVATE COMPANY

4. The Company is a private company and accordingly:-

(a) no shares in or debentures of the Company shall be offered to the public (whether for cash or otherwise); and

(b) no shares in or debentures of the Company shall be allotted, nor shall any agreement to allot such shares or debentures be made, (whether for cash or otherwise), with a view to all or any of such shares or debentures being offered for sale to the public, and sections 58(3), 59 and 60 of the Act shall apply for the purposes of this Regulation as they apply to the Act.

INTERPRETATION

5. In Regulation 1 of Table A there shall be inserted before the words "office" and "secretary" the word "the" and between the words "regulations" and "the Act" the words "and in any regulations adopting in whole or in part the same".

SHARES

6. Subject to the provisions of the next following Regulation the Directors are authorised for the purposes of section 80 of the Act to exercise the power of the Company to allot shares to the amount of the authorised but unissued share capital of the Company at the date hereof and the Directors may allot, grant options over or otherwise dispose of such shares to such persons, on such terms and in such manner as they think fit provided always that:-

(i) save as provided in sub-paragraph (ii) of this Regulation the authority given in this Regulation to the Directors to exercise the power of the Company to allot shares shall expire five years after the date of incorporation of the Company;

(ii) the Members in General Meeting may by Ordinary Resolution:-

(a) renew the said authority (whether or not it has been previously renewed) for a period not exceeding five years, but such Resolution must state (or restate) the amount of shares which may be allotted under such renewed authority or, as the case may be, the amount remaining to be allotted thereunder, and must specify the date on which the renewed authority will expire

(b) revoke or vary any such authority (or renewed authority);

(iii) notwithstanding the provisions of sub-paragraphs (i) and (ii) of this Regulation the Company may make an offer or agreement which would or might require shares to be allotted after such authority has expired and in pursuance of such an offer or agreement the Directors may allot shares notwithstanding that such authority or renewed authority has expired.

In this Regulation any reference to the allotment of shares shall include a reference to the grant of any right to subscribe for, or to convert any security into shares, but shall not include any reference to the allotment of shares pursuant to such a right.

7. In accordance with section 91 of the Act sections 89(1), and 90(1) to (6) of the Act are excluded from applying to the Company. Any shares for the time being unissued shall be offered to the Members in proportion as nearly as may be to the number of existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. Such offer shall be made by written notice specifying the number of shares offered and specifying a period (not being less than fourteen days) within which the offer, if not accepted, will lapse and determine. After the expiration of that period, or on receipt of an intimation in writing from the offeree that he declines to accept the shares so offered, the Directors may in accordance with the provisions of these Regulations allot, grant options over or otherwise dispose of the same to such persons, on such terms and in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid, allot 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 the same cannot in the view of the Directors effectually be offered in the manner aforesaid.

8. Subject to Chapter VII of the Act, and to Regulation 12, the Company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.

9. Subject to Chapter VII of the Act, any shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, at the option of the Company or the shareholder, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine, and whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.

10. Subject to Chapter VI of the Act, the Company may give financial assistance for the purpose of or in connection with any acquisition of shares made or to be made in the Company or its holding company.

LIEN

11. The lien conferred by Regulation 8 of Table A shall attach to all shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders. The Company shall have

a first and paramount lien on every share (not being fully paid) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (including fully paid shares) registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders for all moneys presently payable by him or his estate to the Company: but the Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this Regulation. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

TRANSFER OF SHARES

12. (a) No share or beneficial ownership of a share shall be transferred nor shall the Company purchase any of its own shares pursuant to Regulation 8 unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

(b) Any member proposing to transfer any share or beneficial ownership of a share (hereinafter called "the vendor") shall give notice in writing (hereinafter called "the transfer notice") to the Company of such proposal. The transfer notice shall specify the sum which, in the vendor's opinion constitutes the fair price of each share specified therein, and shall constitute the Company the vendor's agent for the sale of such share or shares (hereinafter called "the said shares") in one or more lots at the discretion of the Directors to the Members (other than the vendor), at that price save that if the Directors do not accept that the sum specified by the vendor constitutes the fair price of the said shares they shall instruct the Auditors of the Company (who shall act as experts and not as arbitrators so that any provision of law or statute relating to arbitration shall not apply) to certify by certificate in writing (hereinafter called "the certificate of value") the value in their opinion of the said shares as between a willing seller and a willing buyer, and in such a case the transfer notice shall nevertheless constitute the Company the vendor's agent for the sale of the said shares but at the price certified in the certificate of value.

(c) If the Auditors are instructed to certify the fair value as aforesaid the Company shall, as soon as it receives the certificate of value, furnish a copy thereof to the vendor. The cost of obtaining the certificate of value shall be borne by the Company.

(d) Upon the price being fixed as aforesaid (whether by reference

to the vendor's opinion of the fair price or by reference to the certificate of value) the Company shall forthwith by notice in writing (hereinafter called "the offer notice") inform each Member (other than the vendor) of the number and price of the said shares and shall invite each such Member to apply in writing to the Company within 21 days of the date of despatch of the offer notice (which date shall be specified therein) for such maximum number of the said shares (being all or any thereof) as he shall specify in such application.

(e) If such Members shall within the said period of 21 days apply for all or (save as otherwise provided in the transfer notice) any of the said shares, the Directors shall allocate the said shares (or so many of them as shall be applied for) to or amongst the applicant Members in proportion as nearly as may be to the number of shares in the Company of which they are registered or unconditionally entitled to be registered as holders provided that no applicant Member shall be obliged to take more than the maximum number of shares specified by him as aforesaid. If any shares shall not be capable without sub-division of being allocated to the Members in proportion to their existing holdings, the same shall be allocated to the applicant Members, or some of them, in such proportions or in such manner as may be determined by lots drawn in regard thereto and the lots shall be drawn in such manner as the Directors think fit.

(f) The Company shall forthwith give notice of such allocations (hereinafter called "the allocation notice") to the vendor and to the Members to whom the said shares have been allocated and shall specify in the allocation notice the place and time (being not earlier than 14 and not later than 28 days after the date of the despatch of the allocation notice, which shall be specified therein) at which the sale of the said shares so allocated shall be completed.

(g) The vendor shall be bound (upon payment of the purchase price due in respect thereof) to transfer the shares comprised in the allocation notice to the purchasing Members named therein at the place and time therein specified; and if in any case the vendor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase price on his behalf, and may authorise some person to execute a transfer of such shares in favour of the purchasing Member. The receipt of the Company for the purchase price shall be a good discharge to the purchasing Member. The Company shall forthwith pay the purchase price into a separate bank account in the Company's name and shall hold the purchase price

and any interest earned thereon in trust for the vendor.

(h) During the 6 months following the expiry of the period of 21 days referred to in paragraph (e) of this Regulation the vendor shall be at liberty subject nevertheless to the provisions of paragraph (i) of this Regulation to transfer to any person (including, but subject to Regulation 8, the Company) and at any price (not being less than the price fixed under paragraph (b) of this Regulation) any of the said shares not allocated by the Directors as aforesaid.

(i) The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

13. The instrument of transfer of a fully paid share shall be executed by or on behalf of the transferor and in the case of a share which is not fully paid, the instrument of transfer shall in addition be executed by or on behalf of the transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.

PROCEEDINGS AT GENERAL MEETINGS

14. In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, vote instead of him and that such proxy need not also be a Member. Regulation 38 of Table A shall be modified accordingly.

15. Proxies may be deposited at the Registered Office of the Company at any time before the time of the Meeting for which they are to be used unless otherwise specified in the notice convening such Meeting. Regulation 62 of Table A shall be modified accordingly.

DIRECTORS

16. The first Director or Directors of the Company shall be the person or persons named in the statement delivered under Section 10 of the Act.

17. Unless and until otherwise determined by the Company in General Meeting there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whenever there shall be only one Director of the Company such Director may act alone in exercising all the powers, discretions and authorities vested in the Directors, and Regulation 89 of

Table A shall be modified accordingly.

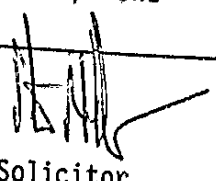
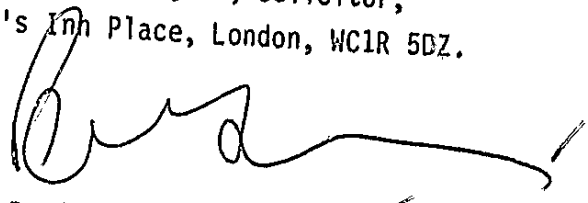
18. A Director who is in any way directly or indirectly interested (whether through persons connected with him as defined in section 346 of the Act or otherwise) in any contract, transaction or arrangement (whether or not constituting a contract and whether actual or proposed) with the Company or in which the Company is otherwise interested, shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 317 of the Act. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract, transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present.

19. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and to issue debentures, debenture stock or any other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

20. In Regulation 87 of Table A there shall be inserted between the words "the directors" and "may" the words "on behalf of the Company".

DIVIDENDS

21. No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of Part VIII of the Act which apply to the Company.

Names, addresses and descriptions of subscribers
 Peter Roy Harrington, Solicitor, 1/2 Gray's Inn Place, London, WC1R 5DZ.
 Paul Daniel Taylor, Solicitor, 1/2 Gray's Inn Place, London, WC1R 5DZ.

Dated the 26th day of February, 1986. /

WITNESS to the above signature:-



P. Chandler,
24 Sansom Street
London SE5
Secretary



THE COMPANIES ACTS 1948 TO 1981

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

Pursuant to sections 21 and 23(2) of the Companies Act 1976

1

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type,
bold block lettering

To the Registrar of Companies

For official use

2019020
~~2019020~~* delete if
inappropriate

Name of Company

SIF ENTERPRISE BACHY	Limited*
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The intended situation of the registered office of the company
on incorporation is as stated below

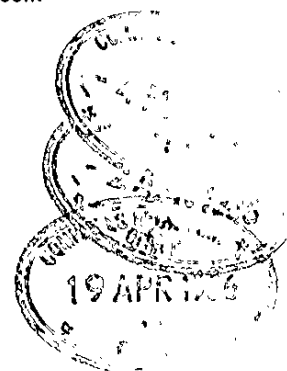
1/2 GRAY'S INN PLACE, GRAY'S INN, LONDON, WC1R 5DZ

If the memorandum is delivered by an agent for the subscribers of
the memorandum please mark 'X' in the box opposite and insert the
agent's name and address below
☐

Number of continuation sheets attached (see note 1)

☐
Presentor's name, address and
reference (if any):KRB (SECRETARIES) LIMITED
1/2 GRAY'S INN PLACE
GRAY'S INN
LONDON WC1R 5DZFor official use
General section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Name (note 3)	PETER ROY HARRINGTON	Business occupation	SOLICITOR
Previous name(s) (note 3)		Nationality	
Address (note 4)	1/2 GRAY'S INN PLACE GRAY'S INN LONDON WC1R 5DZ	BRITISH	
Other directorships †		see attached list	
I hereby consent to act as director of the company named on page 1			
Signature		Date 26th February 1986	

Please do not write in this binding margin



Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948 as amended by section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3)	Business occupation
Previous name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Other directorships †	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Name (note 3)	Business occupation
Previous name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Other directorships †	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Please do not
write in this
binding margin

Important
The particulars
to be given are
those referred to
in section
21(2)(b) of the
Companies Act
1976 and section
200(3) of the
Companies Act
1948. Please
read the notes
on page 4 before
completing this
part of the form.

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7) KRB (SECRETARIES) LIMITED	
Previous name(s) (note 3)	
Address (notes 4 & 7) 1/2 GRAY'S INN PLACE, GRAY'S INN, LONDON, WC1R 5DZ	
I hereby consent to act as secretary of the company named on page 1	
Signature <i>P. Chandler</i>	Date 26th February 1986

For and on behalf of KRB (Secretaries) Ltd

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

* as required by
section 21(3) of
the Companies
Act 1976

† delete as
appropriate

Signed by or on behalf of the subscribers of the memorandum*

Signature *[Signature]* [Subscriber] ~~Agent~~† Date 26th February 1986
P.R. HARRINGTON

Signature *[Signature]* [Subscriber] ~~Agent~~† Date 26th February 1986
P.D. TAYLOR

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2019020

I hereby certify that

SIF ENTERPRISE BACHY LIMITED

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

Given under my hand at the Companies Registration Office,
Cardiff the 12TH MAY 1986

D. G. Blackstock

D. G. BLACKSTOCK
an authorised officer

Company No: 2019020

11.00.100
2 40

THE COMPANIES ACT 1985

Company Limited by Shares

SIF ENTERPRISE BACHY LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above named Company held at 1/2 Gray's Inn Place, London WC1R 5DZ on the 15th May 1986 at 11.0 a.m. in the morning the following resolution was passed as a Special Resolution :-

THAT the name of the Company be changed to
SIF ENTREPRISE BACHY LIMITED

10.0

[Signature]

For and on behalf of
KRB (Secretaries) Limited



MAT WEST 140
009890

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2019020

17

I hereby certify that

SIF ENTERPRISE BACHY LIMITED

having by special resolution changed its name, is now
incorporated under the name of

SIF ENTREPRISE BACHY LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the

16TH JUNE 1986

Mr. C. J. Lewis
MR. C. J. LEWIS

an authorised officer

**Notice of accounting reference date
(to be delivered within 6 months of
incorporation)**

Please do not
write in
this margin

Pursuant to section 224 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

T T B

2019020

Name of comp. n /

* SIF ENTREPRISE BACHY LIMITED

* Insert full name
of company

gives notice that the date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

Important

The accounting reference date to be entered alongside should be completed as in the following examples:

Day Month

3 0 0 6

5 April ,
Day Month.

0	5	0	4
---	---	---	---

30 June
Day Month

3	0	0	6
---	---	---	---

31 December
Day Month

3	1	1	2
---	---	---	---

† Delete as appropriate

Signed

[Dk8606K][Secretary]† Date 2nd october 1986

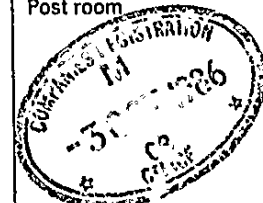
For and on behalf of KRB (Secretaries) Ltd
Signed for and on behalf of KRB (Secretaries) Ltd

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

KRB (Secretaries) Ltd
1/2 Gray's Inn Place
Gray's Inn
LONDON
WC1R 5DZ

For official Use
General Section

Post room



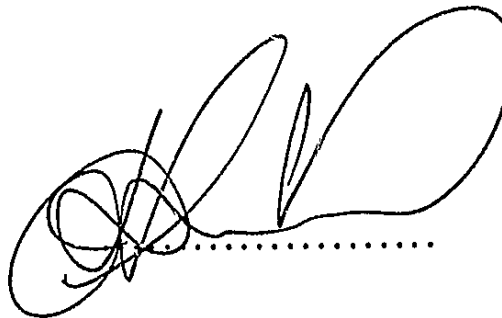

2019020 / 11

SIF ENTREPRISE BACHY LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the Company held at *Sturford House,*
Godalming, Surrey. on

the *24th* day of *November* 1986 the following Resolution
was duly passed as an Ordinary Resolution:-

THAT the capital of the Company be increased from £100 divided
into 100 ordinary Shares of £1 each to £100,000 by the creation
of an additional 99,900 Ordinary Shares of £1 each to rank pari
passu with the existing Ordinary Shares of the Company in all
respects.


.....


We hereby certify
this to be a true copy
of the original

Kidd Rapinet

Kidd Rapinet 26/11/86

27 NOV 1986

Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 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

[[]] 2

2019020

Name of company

* Insert full name
of company

* SIF ENTREPRISE BACHY LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 24th November 1986 the nominal capital of the company has been increased by £ 99,900 beyond the registered capital of £ 100.

§ the copy must be printed or in some other form approved by the registrar

A copy of the resolution authorising the increase is attached.⁵

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 follow:

99,900 Ordinary £1 Shares to rank pari passu with the existing Ordinary Shares.

† delete as appropriate

Signed

[Director][Secretary]† Date 24/11/86

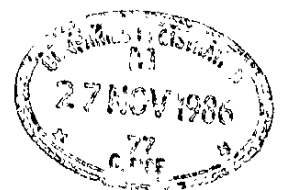
Please tick here if
continued overleaf

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

KRB (Secretaries) Ltd
1/2 Gray's Inn Place,
Gray's Inn,
LONDON WC1R 5DZ

For official Use
General Section

Post room



G

COMPANIES FORM No. 123

**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 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

[] [] [] []

2019020

Name of company

* Insert full name
of company

SIF Entreprise Bachy

Limited

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 26th January 1989 the nominal capital of the company has been
increased by £ 1,650,000 beyond the registered capital of £ 100,000.

A copy of the resolution authorising the increase is attached.†

‡ The copy must be
printed or in some
other form approved
by the registrar

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 follow:

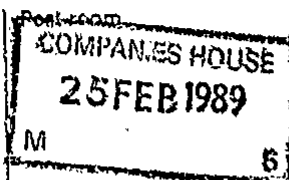
- (A) 900,000 ORDINARY SHARES to RANK PARI PASSU with the existing
ORDINARY SHARES
- (B) 750,000 ORDINARY "B" SHARES and will be redeemable (at par) at
the shareholders option on 1st February 1992 or at one years
notice thereafter

Please tick here if
continued overleaf† do so as
appropriate

Signed


~~(Director)~~ (Secretary) † DatePresenter's name address and
reference (if any):K L PAIN
GODALMING

SIF Entreprise Bachy Limited
Foundation Court,
Godalming Business Centre,
Catteshall Lane, Godalming
Surrey. GU7 1XW.

For official Use
General Section

COMPANY NO. 2019020

SIF ENTREPRISE BACHY LIMITED

RESOLUTIONS of the Board of SIF Entreprise Bachy Limited passed on the 26th day of January 1989 :-

IT WAS RESOLVED THAT :-

SPECIAL RESOLUTIONS

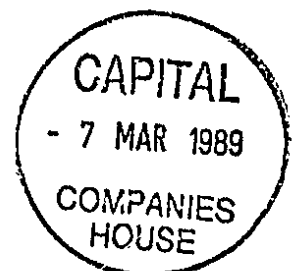
SHARES

(A) INCREASE IN SHARE CAPITAL
SPECIAL RESOLUTION NO. 1

THAT the authorised share capital of the company be increased to £1,000,000 by the creation of 900,000 additional shares of £1 each to rank pari passu with the existing shares. Mr K L Pain seconded the resolution which was put to the meeting and declared carried as a Special Resolution.

(B) ISSUE OF £750,000 OF ORDINARY "B" SHARES WITH REDEMPTION RIGHTS
SPECIAL RESOLUTION NO. 2

THAT 750,000 "B" shares of £1 each be created, and will be redeemable (at par) at the shareholders option on 1st February 1992 or at one years notice thereafter.



G

COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

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

* Insert full name of company

Note
Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form.

† delete as appropriate

1. To the Registrar of Companies
(Address overleaf - Note 6)

Company number

2019020

Name of company

* SIF ENTREPRISE BACHY LIMITED

2. gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 1 1 2

3. The current accounting reference period of the company is to be treated as ~~shortened~~[extended]† and ~~is to be treated as having come to an end~~[will come to an end]† on

Day Month Year

3 1 1 2 1 9 9 2

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][parent]† undertaking of

_____, company number _____
the accounting reference date of which is _____

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____
and it is still in force.

6. Signed

Designation: DIRECTOR

Date 7.1.92

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

For official use
D.E.B.

Post room

COMPANIES HOUSE
13 JAN 1992

† Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

BACHY

MINUTES OF AN EXTRAORDINARY GENERAL MEETING OF
SIF ENTREPRISE BACHY LIMITED
HELD FRIDAY 31 JULY 1992
AT HENDERSON HOUSE, BURSCOUGH

Present: C N Harnan (Chairman)
J Benatar) Representing
M Ferre) SIF Entreprise Bachy S A
J Gady)
M D Deary

ORDINARY RESOLUTIONS:

IT WAS RESOLVED:

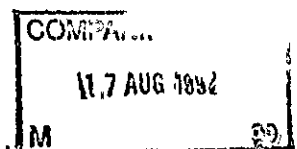
1. THAT the capital of the company be increased from £1,750,000 to £2,250,000 by the creation of 500,000 ordinary shares of £1.00 each to rank pari passu in all respects with the existing shares in the capital of the company.
2. THAT the Directors be and they are hereby generally and unconditionally authorised pursuant to s80 of the Companies Act 1985 to exercise any power of the company to allot and grant rights to subscribe for or to convert securities into shares of the company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed or varied save that the Directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the company before the expiry of this authority.

There being no further business the meeting closed.

C N Harnan
CHAIRMAN

Certified a true copy from the original

M D Deary
SECRETARY



MINUTES OF A BOARD MEETING OF

SIF ENTREPRISE BACHY LIMITED

HELD FRIDAY 31 JULY 1992

AT HENDERSON HOUSE, BURSCOUGH

Present: C N Harnan (Chairman)
J Benatar
M Ferre
J Gady
M D Deary

SHARE ISSUE

IT WAS RESOLVED:

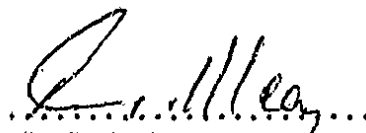
1. THAT 500,000 ordinary shares of £1 each numbered 1,000,002 to 1,500,001 inclusive be allotted to SIF Entreprise Bachy S A who will subscribe in cash for such shares at par.
2. THAT the undermentioned Share Certificates drawn in favour of SIF Entreprise Bachy S A and the allotment made by resolution 1. hereof be approved and that the common seal be affixed thereto:

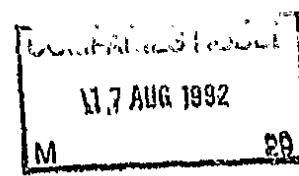
Certificate No. 6, SIF Entreprise Bachy S A, 500,000 ordinary shares numbered 1,000,002 to 1,500,001 inclusive.

There being no further business the meeting closed.


.....
CHAIRMAN

Certified a true copy from the original


.....
SECRETARY





COMPANIES FORM No. 123

**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

For official use

Company number

--	--	--	--

2019020

Name of company

* SIF ENTREPRISE BACHY LIMITED

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 31 JULY 1992 the nominal capital of the company has been
increased by £ 500,000 beyond the registered capital of £ 1,750,000.

‡ the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached.‡

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 follow:

RANKING IN ALL RESPECTS PARI PASSU WITH THE 1,000,000 EXISTING ORDINARY
SHARES OF £1 EACH IN THE CAPITAL OF THE COMPANY.

Please tick here if
continued overleaf☐‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

Designation‡ SECRETARY

Date 31.7.92

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

Post room

COMPANIES HOUSE
17 AUG 1992
29