

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF

WILLIAM G BOALER & SON LIMITED
(as amended by Special Resolution passed on
21st February 1990)

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COMPANIES HOUSE

1. The Company's name is WILLIAM G BOALER & SON LIMITED
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are:-
 - (A) To carry on all or any of the businesses of plumbers, sanitary, heating, hot water, mechanical, electrical, gas and general engineers and contractors, glaziers, painters, decorators, builders and contractors, plumbers', decorators', and builders' merchants, manufacturers of, agents for, and dealers in stoves, ranges, chimney pieces, railings, gates, fences, rainwater goods, cisterns, plumbers' fittings and domestic and other ironmongery and hardware, bricks, slates, tiles, lead, glass, nails, screws and the like, terra cotta, earthenware, drain, and other pipes, sanitary ware, and all classes of fireclay goods, roofing materials, cement, lime, plaster, sand and gravel, and of, for, and in wall papers, paints, colours, dyes, stains, varnishes, enamels, oils and pigments of all kinds, ladders, steps, trestles and other utensils and materials, timber merchants, sawyers and importers of and dealers in hard and soft woods, veneers, mouldings, building woodwork and joinery, carpenters, joiners, turners, coopers and packing case makers, cabinet makers, shop and office fitters, french polishers, metal merchants, workers and dealers, haulage and removal contractors, general warehousemen, store keepers, insurance agents, auctioneers, valuers, surveyors and house, land and estate agents.
 - (B) To carry on all or any of the businesses of general merchants and traders, cash and credit traders, manufacturers' agents and representatives, insurance

brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors and shippers of, and dealers in all products, goods, wares, merchandise and produce of every description, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders and capitalists either on the Company's own account or otherwise, printers and publishers; haulage and transport contractors, garage proprietors, operators, hirers of, and dealers in motors and other vehicles, craft, plant, machinery, tools and equipment of all kinds; and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable.

- (C) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
- (D) To apply for, purchase, register or otherwise acquire and protect and renew, whether in the United Kingdom or elsewhere in any part of the world any patents, patent rights, brevets d'invention, designs, concessions, secret processes, trade marks, service marks, licences, and the like and to alter, disclaim modify, use and turn to account and to manufacture under or grant licence or privileges in respect of the same, and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
- (E) To purchase, take on lease or in exchange, hire or by any other means acquire and take options over any freehold, leasehold or any other real or personal property and any rights or privileges which the Company may think fit

necessary or convenient for the purpose of its business, or may enhance the value of any other property of the Company.

- (F) To acquire and undertake the whole or any part of the business, goodwill, assets, property, and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- (G) To acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, co-operation, joint adventure, union of interest or reciprocal concession with any person or company carrying on or engaged in, or about to carry on or engage in any business or transaction which is capable of being conducted so as directly or indirectly to benefit the Company.
- (H) To enter into any arrangements with any governments or authorities, local, municipal, or otherwise, or any company or person that may seem conducive to the attainment of the Company's objects, or any of them, and to obtain from any such government or authority any rights, charters, licences, privileges or concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply therewith.
- (I) To draw, make, accept, endorse, discount, execute, negotiate and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (J) To invest and deal with the moneys of the Company not immediately required in any manner, and to hold sell or otherwise deal with any investments made.
- (K) To subscribe for, take, or otherwise acquire, and hold shares, stock, debentures, debenture stock or other securities of any other company.
- (L) To establish or promote any other company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company, or for any other purpose which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company and to place or guarantee the

placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such company.

- (M) To advance and lend money or give credit, with or without security to customers and others, to enter into guarantees, contracts or indemnity and suretyships of all kinds, to receive money on deposit or loans and to become security for any persons, firms or companies.
- (N) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of notes, debentures or debenture stock (whether perpetual or not) and to secure the repayment of any money borrowed raised or owing by mortgage, charge or lien upon the whole or any part of the undertakings property and assets of the Company both present and future, including its uncalled capital.
- (O) To stand surety for or to guarantee, support or secure the performance of all or any of the obligations of any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or part of the undertaking property and assets of the Company, both present and future including its uncalled capital or by both such methods; and in particular, but without limiting the generality of the foregoing to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien or by both such methods the performance of all or any of the obligations (including the repayment or payment of the principal and premium of and interest on any securities) 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 another subsidiary (as defined by the said Section) of any such holding company.
- (P) To pay out of the funds of the Company all or any expenses which the Company may lawfully pay with respect to the promotion, formation and incorporation of the Company or to contract with any person firm or company to pay the same and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares, debentures or other securities of the Company.
- (Q) To remunerate any person, firm or company whether by cash payment or by the allotment of shares, debentures or other

securities of the Company credited as paid up in full or in part or otherwise.

- (R) To grant pensions allowances, gratuities and bonuses to the officers, ex-officers (including Directors and ex-Directors) employees or ex-employees of the Company or of any subsidiary allied or associated company or of the predecessors in business of all or any of them or the families dependents or connections of such persons, and to make payments towards insurance and to establish or support or aid in the establishment and support of associations institutions, clubs, funds, trusts and schemes calculated to benefit such persons.
- (S) To subscribe or guarantee money for charitable, benevolent or political objects or for any exhibition or for any useful object of a public or general nature.
- (T) To distribute among the members of the Company any property of the Company of any kind or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital of the Company be made except with the sanction for the time being required by law.
- (U) To procure the Company to be registered or recognised in any part of the world.
- (V) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts and also to act in any of the businesses of the Company in any part of the world through or by means of agents, subcontractors or others.
- (W) To improve, develop, manage, grant rights or privileges in respect of, construct, repair, let on lease or otherwise, exchange, mortgage, charge, dispose of, sell, grant licences in respect of, turn to account, grant options in respect of, or otherwise deal with all or any part of the property and rights of the Company both real and personal.
- (X) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any company purchasing the same.
- (Y) To do all or any of the matters or things aforesaid in any part of the world and to do such matters or things either as principals, agents, contractors or otherwise and by or

through agents, contractors, or otherwise and either alone or in conjunction with others.

- (2) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that

- (i) The objects specified in each sub-clause shall be regarded as independent objects, and they shall not be limited or restricted, except where otherwise expressed in such sub-clauses, by reference to or inference from the terms of any other sub-clause or in the name of the Company but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said sub-clauses defined the objects of a separate and distinct company.
- (ii) The word "Company", except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporated, and whether incorporated, registered, resident or domiciled in the United Kingdom or elsewhere.

- 4. The liability of the members is limited.

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- 5 The authorised share capital of the Company is £1 comprised of 1 ordinary share of £1 *

* Pursuant to a special resolution passed on 30 July 2010, the former authorised share capital of the Company was reduced to £1 comprised of 1 ordinary share of £1

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum: and we agree to take the number of share shown opposite our respective names.

Names and Addresses
of Subscribers

Number of Shares taken
by each Subscriber

St. Peters House Limited
19-21 The Ropewalk
Nottingham
NG1 5DU

(Director)

St. Peters House (Nominees) Limited
19-21 The Ropewalk
Nottingham
NG1 5DU

(Director)

Dated

1989

Witness to the above Signatures:

KAREN ELIZABETH MEDHURST
19-21 The Ropewalk
Nottingham
NG1 5DU.

Solicitor.

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