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COMPANIES FORM No. 12

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

12

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use

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Name of company

* KT564 Limited

* insert full
name of CompanyI, Jacqueline Coxof Huttons Buildings146 West StreetSheffield S1 1FWdelete as
appropriatedo solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company~~†[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it 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 1835Declared at 2 Lee Croft
Sheffield

Declarant to sign below

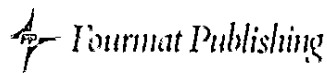
the sixteenth day of OctoberOne thousand nine hundred and ninety-onebefore me R. G. [signature]A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.Presentor's name address and
reference (if any):Kershaw Tudor
Huttons Buildings
146 West Street
Sheffield S1 1FW

JC

For official Use
New Companies Section

17 OCT 1991

Post room



10

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

This form should be completed in black.

Company name (in full)

CN

2656967

For official use **H**

KT564 Limited

Registered office of the company on
incorporation.

RO

Huttons Buildings

146 West Street

Post town Sheffield

County/Region South Yorkshire

Postcode S1 1FW

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.

☐

RA

Name

Post town

County/Region

Postcode

Number of continuation sheets attached

☐

To whom should Companies House
direct any enquiries about the
information shown in this form?

Miss J Cox

Huttons Buildings, 146 West Street,

Sheffield

Postcode S1 1FW

Telephone 0742-766700

Extension 2247

Company Secretary (See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CS Miss

Jacqueline

Cox

NONE

NONE

AD 81 Manchester Road, Deepcar

Post town Sheffield

County/Region South Yorkshire

Postcode S30 5QX

Country United Kingdom

I consent to act as secretary of the company named on page 1

Consent signature

Signed

Jacqueline Cox

Date 16/10/91

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CD Mr

Mark Philip

Ridler

NONE

NONE

AD 35 Oakdale Road, Netheredge

Post town Sheffield

County/Region South Yorkshire

Postcode S7 1SL

Country United Kingdom

Date of birth

DO 01 01 95 7

Nationality NA British

Business occupation

OC Solicitor

Other directorships

OD None

I consent to act as director of the company named on page 1

* Voluntary details

Consent signature

Signed

MP Ridler

Date 16/10/91

Directors (continued)

(See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CD	Miss
	Jacqueline
	Cox
	NONE
	NONE
AD	81 Manchester Road, Deepcar
	Post town Sheffield
	County/Region South Yorkshire
	Postcode S30 5QX
	Country United Kingdom
DO	2 0 0 9 5 2
	Nationality NA British
OC	Legal Executive
OD	None
I consent to act as director of the company named on page 1	
Signed	<i>Jacqueline Cox</i> Date 16/10/91

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers Date

Delete if the form
is signed by an
agent on behalf of
all the subscribers.All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.Signed *Mr R. Cox*

Date 16/10/91

Signed *Jacqueline Cox*

Date 16/10/91

Signed

Date

Signed

Date

Signed

Date

Signed

Date

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

KT564 LIMITED



2656967

1. The Company's name is KT564 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 the business of a general commercial company.
 - (b) 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.
 - (c) To purchase, take on lease or in exchange, hire or by any other means acquire and hold for any tenure, estate or interest and to take options over any property real or personal wherever situate or rights or privileges of any kind in, over or in respect of any property which may appear suitable, necessary or convenient for any business or activity of the Company.
 - (d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions, and the like, and to hold, disclaim, alter, modify, use, turn to account or manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions, designs or rights which the Company may acquire or propose to acquire.
 - (e) To acquire or undertake the whole or any part of the business, goodwill, assets and liabilities of any person, firm, or company carrying on or proposing to carry on any the businesses which the Company is authorised to carry on or which can be carried on in conjunction therewith and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
 - (f) To hold, improve, manage, construct, repair, develop, exchange, let on lease, share of profit, royalty or otherwise, mortgage, charge, sell,

- dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with or dispose of all or any part of the property and rights of the Company.
- (g) To invest and deal with the monies of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (h) To lend and/or advance money and/or give financial accommodation and/or credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), and to receive money on deposit or loan upon any terms.
- (i) To guarantee or secure, or to do both, whether by personal undertaking or covenant, or by lien, or by mortgaging or charging all or any part of the undertaking, property or assets present and future or uncalled capital of the Company, or by all or any of such methods, the performance of any contract or obligation of, or the payment of money by, the capital or principal of, or dividends or interest on, any stocks, shares, debentures or other securities of, any person firm or company, and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's holding company or any subsidiary of the Company or of the Company's holding company, or otherwise associated with the Company in business and generally to give security, guarantees and indemnities.
- (j) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security of whatsoever nature upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, lien or security of whatsoever nature to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (k) To create, draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (l) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (m) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) or any person, firm or company that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government, authority, person, firm or company any charters, decrees, rights, privileges, contracts, licences or concessions which the Company may think desirable and to carry out, exercise and comply therewith.
- (n) To sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, scrip, bonds, notes, obligations or

- securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and funds, loans, debentures, debenture stocks, scrip, bonds, notes, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- (o) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- (p) To promote any other company for the purpose of acquiring the whole or part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations 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 or securities of any such company as aforesaid.
- (q) 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.
- (r) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (s) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (t) To pay all or any expenses incurred in connection with the promotion, formation, incorporation of, and raising money for, the Company, or the issue of its capital 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 or other securities of the Company.
- (u) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or

non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support, maintain and contribute to profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

- (v) To subscribe or guarantee money for any national, local, charitable, benevolent, public, general or useful object, or for any exhibition for any purpose which may be considered likely directly or indirectly to further any of the objects of the Company.
- (w) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.
- (x) To distribute among the members of the Company in specie or in kind any property of the Company of whatever nature but so that no distribution amounting to a reduction of capital shall be made except with such sanction (if any) as may be required by the law for the time being in force.
- (y) To procure the Company to be registered or recognised in any part of the world.
- (z) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (aa) To do all such other things as may be incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

- (1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects 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.
- (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each sub-clause contained the objects of a separate company.
- (3) The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

- (4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

4. The liability of the members is limited.
5. The Company's share capital is £100 divided into 100 shares of £1.00 each.

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 shares shown opposite our respective names.

Names and Addresses
of Subscribers

Number of Shares
taken by each
Subscriber

M P Ridler
M P Ridler
Huttons Buildings
146 West Street
Sheffield
S1 1FW

1

J Cox
J Cox
Huttons Buildings
146 West Street
Sheffield
S1 1FW

1

Total shares taken

2

Dated: 16 October 1991

Witness to the above Signatures: *T L Senior*

T L Senior
Huttons Buildings
146 West Street
Sheffield
S1 1FW

THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
KT564 LIMITED

Preliminary

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied by or are inconsistent with these Articles. Any reference in these Articles to a Regulation shall be construed as a reference to the Regulation of that number contained in Table A.
- (b) Regulation 1 shall apply to the construction of these Articles as if in the final sentence of Regulation 1, "Articles" shall be substituted for "regulations".

Allotment of Shares

2. (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (d) below) allot, grant options over or otherwise dispose of the same to such persons, on such terms and in such manner as they think fit.
- (b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to allot or issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members. The foregoing provisions of this paragraph (b) shall have effect subject to Section 80 of the Act.

- (c) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- (d) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot (such expression being construed in accordance with Section 80 of the Act) relevant securities (as defined in Section 80(2) of the Act) of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Company may make an offer or agreement which would or might require relevant securities (as so defined) of the Company to be allotted after such authority shall have expired. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

Shares

- 3. The lien conferred by Regulation 8 shall attach also to fully paid up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 shall be modified accordingly.
- 4. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

Transfer of Shares

- 5. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of Regulation 24 in Table A shall not apply to the Company.

General Meetings and Resolutions

- 6. (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Regulation 38 shall be modified accordingly.

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

- (b) Notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.
- (c) Regulation 40 shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.

- (d) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.
- (e) Regulation 41 shall not apply to the Company.

Appointment of Directors

7. (a) Regulation 64 shall not apply to the Company.
- (b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of the Directors shall be one, a sole Director shall have authority to exercise all the powers, authorities and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Regulation 89 shall be modified accordingly.
- (c) The Directors shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) shall not apply to the Company.
- (d) No person shall be appointed a Director at any General Meeting unless either:-
- (i) he is recommended by the Directors; or
 - (ii) not less than fourteen nor more than thirty five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.
- (e) Subject to paragraph (d) above, the Company may by Ordinary Resolution appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
- (f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

Borrowing Powers

8. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

Alternate Directors

9. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Regulation 66 shall be modified accordingly.
- (b) A Director, or any such other person as is mentioned in Regulation 65 may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

Disqualification of Directors

10. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Regulation 81 shall be modified accordingly.

Gratuities and Pensions

11. (a) The Directors may exercise the powers of the Company conferred by Clause 3(u) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.
- (b) Regulation 87 shall not apply to the Company.

Proceedings of Directors

12. (a) A Director who pursuant to Regulation 85 has declared at a meeting of the Directors the nature of his interest in a contract, proposed contract or arrangement with the Company, may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- (b) Regulations 94 to 97 (inclusive) shall not apply to the Company.

Indemnity

13. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be

- liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(b) Regulation 118 shall not apply to the Company.

NAMES AND ADDRESSES OF SUBSCRIBERS

1. M P Ridler
Huttons Buildings
146 West Street
Sheffield
S1 1FW

MP Ridler

2. J Cox
Huttons Buildings
146 West Street
Sheffield
S1 1FW

J Cox

Dated: *16 October 1991*

Witness to the above signatures:

T L Senior

T L Senior
Huttons Buildings
146 West street
Sheffield
S1 1FW

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2656967

I hereby certify that

KT564 LIMITED

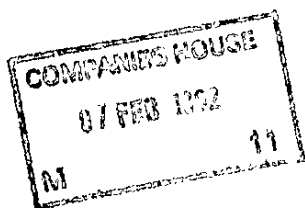
is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 23 OCTOBER 1991

A handwritten signature in cursive script, appearing to read 'F. A. Joseph'.

F. A. JOSEPH

an authorised officer



COMPANIES ACT 1985

COMPANY LIMITED BY SHARES



SPECIAL & ORDINARY RESOLUTIONS

OF

KT564 LIMITED

Passed the 5th day of February 1992

At an Extraordinary General Meeting of the above named Company duly convened and held on the above date the following Resolutions were passed as Special or Ordinary Resolutions as indicated below:-

SPECIAL RESOLUTIONS

1. That the name of the Company be, and is, changed to VISCOUNT CATERING LIMITED subject to the approval of the Registrar of Companies to such name.
2. That the Memorandum of Association be amended by the deletion of the existing sub-clause 3(a) and the inclusion of the following sub-clause in its place:-
 - "3. (a) To carry on the business of manufacturers, importers, exporters and suppliers of catering equipment, refrigerators, cooking appliances, and all other appliances which may be used in the catering industry; to act as proprietors of restaurants, hotels, refreshment and tea rooms, wine bars, cafes, snack bars and coffee shops and bars, and as inn and lodging-house keepers, licensed victuallers, wine, beer and spirits merchants, brewers, distillers and importers and manufacturers of aerated, mineral and artificial waters and other drinks, and as caterers and contractors; bakers, confectioners, tobacconists, butchers, fishmongers, dairymen, grocers, poulterers, greengrocers and ice cream manufacturers, and to manufacture, buy, sell, refine, prepare, grow, import, export and deal in provisions of all kinds, to establish and provide all kinds of facilities and amenities for customers and others, and in particular club rooms, reading and writing rooms, games and sports accommodation, changing rooms, lockers and safe deposits, telephones, stores and shops and to carry on business as a general commercial company."

JJS
13/2.

2656967

ORDINARY RESOLUTION

3. That the authorised share capital of the Company be increased from £100 divided in 100 ordinary shares of £1.00 each to £500,000 by the creation of 499,900 ordinary shares, such shares shall rank pari passu in all respects with the existing shares in the Company.

.....*J. Melic*.....
Director

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2656967

I hereby certify that

KT564 LIMITED

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

VISCOUNT CATERING LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 13 FEBRUARY 1992


MRS. L. PARRY

an authorised officer

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 black lettering

To the Registrar of Companies

For official use

Company number

--	--	--	--

2656967

Name of company

* KT564 LIMITED

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 5 February 1992 the nominal capital of the company has been
increased by £ 499,900 beyond the registered capital of £ 100

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:

Such shares shall rank pari passu in all respects with the existing
ordinary shares of the Company.

Please tick here if
continued overleaf

--

† delete as
appropriate

Signed

[Signature]

[Director][Secretary]† Date

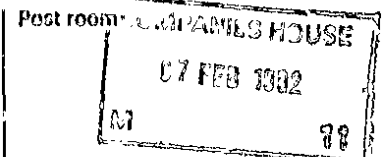
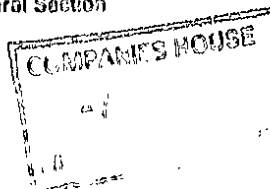
[Date]

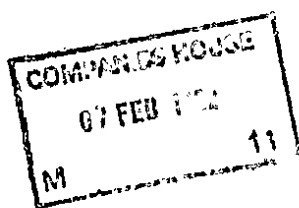
Presenter's name address and
reference (if any):

Kershaw Tudor
Huttons Buildings
146 West Street
Sheffield S1 1FW

JC

For official Use
General Section





COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL & ORDINARY RESOLUTIONS

OF

KT564 LIMITED

Passed the 5th day of February 1992

At an Extraordinary General Meeting of the above named Company duly convened and held on the above date the following Resolutions were passed as Special or Ordinary Resolutions as indicated below:-

SPECIAL RESOLUTIONS

1. That the name of the Company be, and is, changed to VISCOUNT CATERING LIMITED subject to the approval of the Registrar of Companies to such name.
2. That the Memorandum of Association be amended by the deletion of the existing sub-clause 3(a) and the inclusion of the following sub-clause in its place:-
 3. (a) To carry on the business of manufacturers, importers, exporters and suppliers of catering equipment, refrigerators, cooking appliances, and all other appliances which may be used in the catering industry; to act as proprietors of restaurants, hotels, refreshment and tea rooms, wine bars, cafes, snack bars and coffee shops and bars, and as inn and lodging-house keepers, licensed victuallers, wine, beer and spirits merchants, brewers, distillers and importers and manufacturers of aerated, mineral and artificial waters and other drinks, and as caterers and contractors; bakers, confectioners, tobacconists, butchers, fishmongers, dairymen, grocers, poulterers, greengrocers and ice cream manufacturers, and to manufacture, buy, sell, refine, prepare, grow, import, export and deal in provisions of all kinds, to establish and provide all kinds of facilities and amenities for customers and others, and in particular club rooms, reading and writing rooms, games and sports accommodation, changing rooms, lockers and safe deposits, telephones, stores and shops and to carry on business as a general commercial company."

JSS
13/2.

2656967

ORDINARY RESOLUTION

3. That the authorised share capital of the Company be increased from £100 divided in 100 ordinary shares of £1.00 each to £500,000 by the creation of 499,900 ordinary shares, such shares shall rank pari passu in all respects with the existing shares in the Company.

.....*J. J. J.*.....
Director

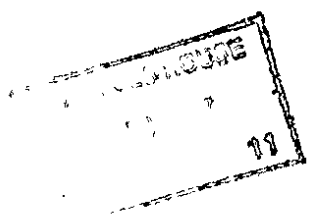
THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

VISCOUNT CATERING LIMITED

- 
1. The Company's name is VISCOUNT CATERING 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 the business of manufacturers, importers, exporters and suppliers of catering equipment, refrigerators, cooking appliances, and all other appliances which may be used in the catering industry; to act as proprietors of restaurants, hotels, refreshment and tea rooms, wine bars, cafes, snack bars and coffee shops and bars, and as inn and lodging-house keepers, licensed victuallers, wine, beer and spirits merchants, brewers, distillers and importers and manufacturers of aerated, mineral and artificial waters and other drinks, and as caterers and contractors; bakers, confectioners, tobacconists, butchers, fishmongers, dairymen, grocers, poulterers, greengrocers and ice cream manufacturers, and to manufacture, buy, sell, refine, prepare, grow, import, export and deal in provisions of all kinds, to establish and provide all kinds of facilities and amenities for customers and others, and in particular club rooms, reading and writing rooms, games and sports accommodation, changing rooms, lockers and safe deposits, telephones, stores and shops and to carry on business as a general commercial company.**
 - (b) 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.
 - (c) To purchase, take on lease or in exchange, hire or by any other means acquire and hold for any tenure, estate or interest and to take options over any property real or personal wherever situate or rights or privileges of any kind in, over or in respect of any property which may appear suitable, necessary or convenient for any business or activity of the Company.

* By a Special Resolution passed at an Extraordinary General Meeting duly convened and held on 5 February 1992 the name of the Company was changed from KT564 Limited to Viscount Catering Limited.

** By a Special Resolution passed at an Extraordinary General Meeting duly convened and held on 5 February 1992 the Memorandum of Association was amended by the deletion of the existing sub-clause 3(a) and the inclusion of the above sub-clause 3(a) in its place.

- (d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions, and the like, and to hold, disclaim, alter, modify, use, turn to account or manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions, designs or rights which the Company may acquire or propose to acquire.
- (e) To acquire or undertake the whole or any part of the business, goodwill, assets and liabilities of any person, firm, or company carrying on or proposing to carry on any the businesses which the Company is authorised to carry on or which can be carried on in conjunction therewith and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (f) To hold, improve, manage, construct, repair, develop, exchange, let on lease, share of profit, royalty or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with or dispose of all or any part of the property and rights of the Company.
- (g) To invest and deal with the monies of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (h) To lend and/or advance money and/or give financial accommodation and/or credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), and to receive money on deposit or loan upon any terms.
- (i) To guarantee or secure, or to do both, whether by personal undertaking or covenant, or by lien, or by mortgaging or charging all or any part of the undertaking, property or assets present and future or uncalled capital of the Company, or by all or any of such methods, the performance of any contract or obligation of, or the payment of money by, the capital or principal of, or dividends or interest on, any stocks, shares, debentures or other securities of, any person firm or company, and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's holding company or any subsidiary of the Company or of the Company's holding company, or otherwise associated with the Company in business and generally to give security, guarantees and indemnities.
- (j) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security of whatsoever nature upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and

also by a similar mortgage, charge, lien or security of whatever nature to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

- (k) To create, draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (l) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (m) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) or any person, firm or company that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government, authority, person, firm or company any charters, decrees, rights, privileges, contracts, licences or concessions which the Company may think desirable and to carry out, exercise and comply therewith.
- (n) To sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, scrip, bonds, notes, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and funds, loans, debentures, debenture stocks, scrip, bonds, notes, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- (o) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which it may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- (p) To promote any other company for the purpose of acquiring the whole or part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations 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 or securities of any such company as aforesaid.
- (q) 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.
- (r) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

- (g) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (h) To pay all or any expenses incurred in connection with the promotion, formation, incorporation of, and raising money for, the Company, or the issue of its capital 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 or other securities of the Company.
- (u) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support, maintain and contribute to profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.
- (v) To subscribe or guarantee money for any national, local, charitable, benevolent, public, general or useful object, or for any exhibition for any purpose which may be considered likely directly or indirectly to further any of the objects of the Company.
- (w) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.
- (x) To distribute among the members of the Company in specie or in kind any property of the Company of whatever nature but so that no distribution amounting to a reduction of capital shall be made except with such sanction (if any) as may be required by the law for the time being in force.
- (y) To procure the Company to be registered or recognised in any part of the world.
- (z) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or

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

- (aa) To do all such other things as may be incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

- (1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects 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.
- (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each sub-clause contained the objects of a separate company.
- (3) The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
- (4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

4. The liability of the members is limited.

5. The Company's share capital is £100 divided into 100 shares of £1.00 each.***

*** By an Ordinary Resolution passed at an Extraordinary General Meeting of the Company duly convened and held on 5 February 1992 the share capital was increased from £100 divided into 100 shares of £1 each to £500,000 by the creation of 499,900 ordinary shares of £1.00 each such shares shall rank pari passu in all respects with the existing shares in the Company.

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 shares shown opposite our respective names.

Names and Addresses
of Subscribers

Number of Shares
taken by each
Subscriber

M P Ridler
Huttons Buildings
146 West Street
Sheffield
S1 1FW

1

J Cox
Huttons Buildings
146 West Street
Sheffield
S1 1FW

1

Total shares taken

2

Dated: 16 October 1991

Witness to the above Signatures:

T L Senior
Huttons Buildings
146 West Street
Sheffield
S1 1FW

THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
VISCOUNT CATERING LIMITED

(Incorporating all amendments made up to and including 7 February 1992)

Preliminary

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied by or are inconsistent with these Articles. Any reference in these Articles to a Regulation shall be construed as a reference to the Regulation of that number contained in Table A.
- (b) Regulation 1 shall apply to the construction of these Articles as if in the final sentence of Regulation 1, "Articles" shall be substituted for "regulations".

Allotment of Shares

2. (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- (b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to allot or issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to

the subscribers therefor than the terms on which they were offered to the Members. The foregoing provisions of this paragraph (b) shall have effect subject to Section 80 of the Act.

- (c) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- (d) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot (such expression being construed in accordance with Section 80 of the Act) relevant securities (as defined in Section 80(2) of the Act) of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Company may make an offer or agreement which would or might require relevant securities (as so defined) of the Company to be allotted after such authority shall have expired. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

Shares

- 3. The lien conferred by Regulation 8 shall attach also to fully paid up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 shall be modified accordingly.
- 4. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

Transfer of Shares

- 5. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of Regulation 24 in Table A shall not apply to the Company.

General Meetings and Resolutions

- 6. (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Regulation 38 shall be modified accordingly.

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.
- (b) Notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.

- (c) Regulation 40 shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.
- (d) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.
- (e) Regulation 41 shall not apply to the Company.

Appointment of Directors

7. (a) Regulation 64 shall not apply to the Company.
- (b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of the Directors shall be one, a sole Director shall have authority to exercise all the powers, authorities and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Regulation 89 shall be modified accordingly.
- (c) The Directors shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) shall not apply to the Company.
- (d) No person shall be appointed a Director at any General Meeting unless either:-
 - (i) he is recommended by the Directors; or
 - (ii) not less than fourteen nor more than thirty five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.
- (e) Subject to paragraph (d) above, the Company may by Ordinary Resolution appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
- (f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

Borrowing Powers

8. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the

Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

Alternate Directors

9. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Regulation 66 shall be modified accordingly.
- (b) A Director, or any such other person as is mentioned in Regulation 65 may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

Disqualification of Directors

10. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Regulation 81 shall be modified accordingly.

Gratuities and Pensions

11. (a) The Directors may exercise the powers of the Company conferred by Clause 3(u) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.
- (b) Regulation 87 shall not apply to the Company.

Proceedings of Directors

12. (a) A Director who pursuant to Regulation 85 has declared at a meeting of the Directors the nature of his interest in a contract, proposed contract or arrangement with the Company, may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- (b) Regulations 94 to 97 (inclusive) shall not apply to the Company.

Indemnity

13. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in

defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(b) Regulation 118 shall not apply to the Company.

NAMES AND ADDRESSES OF SUBSCRIBERS

1. M P Ridler
Huttons Buildings
146 West Street
Sheffield
S1 1FW

2. J Cox
Huttons Buildings
146 West Street
Sheffield
S1 1FW

Dated: 16 October 1991

Witness to the above signatures:

T L Senior
Huttons Buildings
146 West street
Sheffield
S1 1FW



COMPANIES FORM No. 224

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

224

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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

--	--	--	--

2656967

Name of company

* insert full name
of company

* KT564 LIMITED

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 along-
side should be
completed as in the
following examples:

Day Month

3	1	0	3
---	---	---	---

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

[Director][Secretary]† Date

5-2-92

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

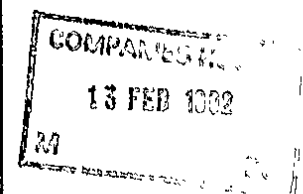
Kershaw Tudor
Huttons Buildings
146 Test Street
Sheffield S1 1FW

JC

For official Use

General Section

Post room



COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTION
OF
VISCOUNT CATERING LIMITED

Passed the 23 day of MARCH 1992

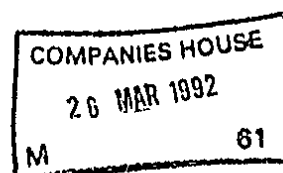
At an Extraordinary General Meeting of the above named Company duly convened and held on the above date the following Resolution was passed as an Ordinary Resolution:-

ORDINARY RESOLUTION

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 of £500,000 provided that the authority hereby given shall expire 5 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.



.....
Director





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

[] [] [] []

2656767

Name of company

*Insert full name
of company

* VISCONTI CATERING LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 23 APRIL 1992 the nominal capital of the company has been
increased by £ 1,000,000 beyond the registered capital of £ 500,000.

†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 (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:

SUCH SHARES SHALL RANK PAR. PASSED IN ALL
RESPECTS WITH THE EXISTING ORDINARY SHARES
OF THE COMPANY

Please tick here if
continued overleaf

☐

Send to Director
Secretary,
Administrator
Administrative
Receiver or Receiver
(Scotland) as
appropriate

Signed

[Signature]

Designation

Director

Date

23.4.92

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

DIWATERS
HALLATSHIRE INVESTMENTS PLC
201 VICTORIA ROAD
SALFORD ST ENDS
SHEFFIELD
S4 7UQ

For official use

General section

Post room



The Solicitors' Law Stationery Society plc 24 Gray's Inn Road London WC1X 8HR

Companies G123

1987 Edition
487 BM
6017157

Company No 2656967

COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTION
OF


VISCOUNT CATERING LIMITED

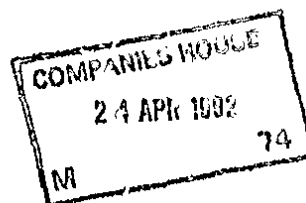
Passed the 23rd day of April 1992

At the Extraordinary General Meeting of the above named Company duly convened and held on the above date the following Resolution was passed as Ordinary Resolution as indicated below:-

ORDINARY RESOLUTION

1. That the authorised share capital of the Company be increased from £500,000 divided into 500,000 ordinary shares of £1.00 each to £1,500,000 by the creation of 1,000,000 ordinary shares of £1.00 each such shares shall rank pari passu in all respects with the existing ordinary shares of the Company.


.....
Director





COMPANIES FORM No. 155(6)a

**Declaration in relation to
assistance for the acquisition
of shares.**

155(6)a

Please do not
write in this
margin

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

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

To the Registrar of Companies

For official use

Company number

--	--	--	--	--

2656267

Name of company

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

* Viscount Catering Limited

*Insert full name
of company

I/W James Gordon Shepherd of 100 Bawtry Road, Bessacarr, Doncaster,
South Yorkshire, DN4 7BW

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

Delete as
appropriate

CITE

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

The business of the company is:

Delete whichever
is inappropriate

CITE

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

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

CITE

[company] [~~company's holding company~~]

It

CITE

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

CITE

The number and class of the shares acquired or to be acquired is: 1,500,000 Ordinary

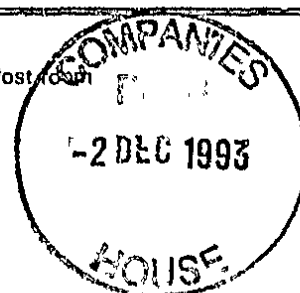
Shares of £1 each

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

IRWIN MITCHELL
ST PETER'S HOUSE
HARTSHEAD
SHEFFIELD S1 2EL
REF: KGC/RP

For official use
General Section

Post room



The assistance is to be given to: (note 2) IMCO (1693) Limited ("IMCO") whose registered office is at Green Lane, Ecclesfield, Sheffield, S31 3ZY

Please do not write in this margin

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

The assistance will take the form of:

- (a) The execution of a Composite Guarantee ("the Guarantee") by the company in favour of National Westminster Bank Plc ("the Bank")
- (b) The execution of a Legal Mortgage ("the Keyman Charge") by the company in favour of the Bank
- (c) The repayment of a loan ("the Loan Repayment") by the company to Hallamshire Investments Plc ("Hallamshire")

The person who ~~has acquired~~ [will acquire]* the shares is:
IMCO

*Delete as appropriate

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

- (a) Under the Guarantee, the company guarantees all present and future liabilities of IMCO and Ecclesfield Properties Limited
- (b) Under the Keyman Charge, the company assigns a Guardian Assurance Life Policy on the life of J G Shepherd by way of mortgage as security for all present and future liabilities of the company to the Bank
- (c) Under the Loan Repayment, the company repays to Hallamshire a loan of £850,000

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

The value of any asset to be transferred to the person assisted is £
The shares in the company to be transferred by Hallamshire to IMCO are valued at £1,350,000

The date on which the assistance is to be given is 24 November 1993

Please do not
write in
this margin

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

Delete either (a) or
(b) as appropriate

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

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

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

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

Declared at Cardiff in the County of
South Wales

the 24th day of November

One thousand nine hundred and ninety three

before me C. H. E. Jones

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

Declarants to sign below

30.5.
[Signature]

NOTES

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



KPMG Peat Marwick

1 The Embankment
Neville Street
Leeds
LS1 4DW

Telephone 0532 313000
Telefax 0332 313200
DX 12097 Leeds 1

The Director
Viscount Catering Limited
Green Lane
Ecclesfield
SHEFFIELD
S30 3ZY

24 November 1993

Dear Sir

**Auditors' report to the director of Viscount Catering Limited
pursuant to Section 156(4) of the Companies Act 1985**

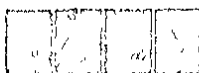
We have examined the attached statutory declaration of the director dated 24 November 1993 in connection with the proposal that the company should give financial assistance for the purchase of 1,500,000 of the company's ordinary shares. We have enquired into the state of the company's affairs so far as necessary for us to review the bases for the statutory declaration.

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

Yours faithfully

KPMG Peat Marwick

KPMG Peat Marwick



Member firm of
KPMG Peat Marwick Gerdiner

Registered in England No. 10111111 Registered Office: 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, 238, 239, 240, 241, 242, 243, 244, 245, 246, 247, 248, 249, 250, 251, 252, 253, 254, 255, 256, 257, 258, 259, 260, 261, 262, 263, 264, 265, 266, 267, 268, 269, 270, 271, 272, 273, 274, 275, 276, 277, 278, 279, 280, 281, 282, 283, 284, 285, 286, 287, 288, 289, 290, 291, 292, 293, 294, 295, 296, 297, 298, 299, 300, 301, 302, 303, 304, 305, 306, 307, 308, 309, 310, 311, 312, 313, 314, 315, 316, 317, 318, 319, 320, 321, 322, 323, 324, 325, 326, 327, 328, 329, 330, 331, 332, 333, 334, 335, 336, 337, 338, 339, 340, 341, 342, 343, 344, 345, 346, 347, 348, 349, 350, 351, 352, 353, 354, 355, 356, 357, 358, 359, 360, 361, 362, 363, 364, 365, 366, 367, 368, 369, 370, 371, 372, 373, 374, 375, 376, 377, 378, 379, 380, 381, 382, 383, 384, 385, 386, 387, 388, 389, 390, 391, 392, 393, 394, 395, 396, 397, 398, 399, 400, 401, 402, 403, 404, 405, 406, 407, 408, 409, 410, 411, 412, 413, 414, 415, 416, 417, 418, 419, 420, 421, 422, 423, 424, 425, 426, 427, 428, 429, 430, 431, 432, 433, 434, 435, 436, 437, 438, 439, 440, 441, 442, 443, 444, 445, 446, 447, 448, 449, 450, 451, 452, 453, 454, 455, 456, 457, 458, 459, 460, 461, 462, 463, 464, 465, 466, 467, 468, 469, 470, 471, 472, 473, 474, 475, 476, 477, 478, 479, 480, 481, 482, 483, 484, 485, 486, 487, 488, 489, 490, 491, 492, 493, 494, 495, 496, 497, 498, 499, 500, 501, 502, 503, 504, 505, 506, 507, 508, 509, 510, 511, 512, 513, 514, 515, 516, 517, 518, 519, 520, 521, 522, 523, 524, 525, 526, 527, 528, 529, 530, 531, 532, 533, 534, 535, 536, 537, 538, 539, 540, 541, 542, 543, 544, 545, 546, 547, 548, 549, 550, 551, 552, 553, 554, 555, 556, 557, 558, 559, 560, 561, 562, 563, 564, 565, 566, 567, 568, 569, 570, 571, 572, 573, 574, 575, 576, 577, 578, 579, 580, 581, 582, 583, 584, 585, 586, 587, 588, 589, 590, 591, 592, 593, 594, 595, 596, 597, 598, 599, 600, 601, 602, 603, 604, 605, 606, 607, 608, 609, 610, 611, 612, 613, 614, 615, 616, 617, 618, 619, 620, 621, 622, 623, 624, 625, 626, 627, 628, 629, 630, 631, 632, 633, 634, 635, 636, 637, 638, 639, 640, 641, 642, 643, 644, 645, 646, 647, 648, 649, 650, 651, 652, 653, 654, 655, 656, 657, 658, 659, 660, 661, 662, 663, 664, 665, 666, 667, 668, 669, 670, 671, 672, 673, 674, 675, 676, 677, 678, 679, 680, 681, 682, 683, 684, 685, 686, 687, 688, 689, 690, 691, 692, 693, 694, 695, 696, 697, 698, 699, 700, 701, 702, 703, 704, 705, 706, 707, 708, 709, 710, 711, 712, 713, 714, 715, 716, 717, 718, 719, 720, 721, 722, 723, 724, 725, 726, 727, 728, 729, 730, 731, 732, 733, 734, 735, 736, 737, 738, 739, 740, 741, 742, 743, 744, 745, 746, 747, 748, 749, 750, 751, 752, 753, 754, 755, 756, 757, 758, 759, 760, 761, 762, 763, 764, 765, 766, 767, 768, 769, 770, 771, 772, 773, 774, 775, 776, 777, 778, 779, 780, 781, 782, 783, 784, 785, 786, 787, 788, 789, 790, 791, 792, 793, 794, 795, 796, 797, 798, 799, 800, 801, 802, 803, 804, 805, 806, 807, 808, 809, 810, 811, 812, 813, 814, 815, 816, 817, 818, 819, 820, 821, 822, 823, 824, 825, 826, 827, 828, 829, 830, 831, 832, 833, 834, 835, 836, 837, 838, 839, 840, 841, 842, 843, 844, 845, 846, 847, 848, 849, 850, 851, 852, 853, 854, 855, 856, 857, 858, 859, 860, 861, 862, 863, 864, 865, 866, 867, 868, 869, 870, 871, 872, 873, 874, 875, 876, 877, 878, 879, 880, 881, 882, 883, 884, 885, 886, 887, 888, 889, 890, 891, 892, 893, 894, 895, 896, 897, 898, 899, 900, 901, 902, 903, 904, 905, 906, 907, 908, 909, 910, 911, 912, 913, 914, 915, 916, 917, 918, 919, 920, 921, 922, 923, 924, 925, 926, 927, 928, 929, 930, 931, 932, 933, 934, 935, 936, 937, 938, 939, 940, 941, 942, 943, 944, 945, 946, 947, 948, 949, 950, 951, 952, 953, 954, 955, 956, 957, 958, 959, 960, 961, 962, 963, 964, 965, 966, 967, 968, 969, 970, 971, 972, 973, 974, 975, 976, 977, 978, 979, 980, 981, 982, 983, 984, 985, 986, 987, 988, 989, 990, 991, 992, 993, 994, 995, 996, 997, 998, 999, 1000

The address for the purposes of Section 4, Business Names Act 1995 is 1 Finsbury Square, London EC2A 3DU. The address for the purposes of Section 10, Companies Act 1985 is 1 Finsbury Square, London EC2A 3DU.