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The Companies Acts 1908 to 1929

The Companies Act 1985

and

The Companies Act 1989

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

(As altered by a Special Resolution passed on 23 April 1956,
a Resolution of the Directors dated 16 September 1981,
a Special Resolution passed on 17 May 1989,
a Special Resolution passed on 10 October 1991 and
a Special Resolution passed on 3rd August 1998)

of

FLARE GROUP plc

1. The name of the Company is "Hewitt Group plc"
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:

(A) To control and co-ordinate by the holding of shares or securities or in any other manner the activities of subsidiary and other Companies engaged in any business or activity which the Company is authorised to carry on hereunder or which may appear to the Company to be capable of being carried on so as directly or indirectly to benefit the Company; and generally to invest the moneys of the Company in or otherwise to acquire and hold for investment, shares, stocks, debentures, debenture stock, scrip, bonds, obligations, notes, securities and investments issued or granted by any company, corporation, trust firm or person constituted or carrying on business in any part of the world, and in the funds or loans or other securities and investments of or issued or guaranteed by any government, state, dominion, public body or authority in any part of the world; and to acquire by purchase or otherwise for any estate or interest and to hold for investment, real and personal property of every description.

(B) To carry on either in connection with the business aforesaid or as distinct and separate businesses the business or businesses of

By Special Resolution duly passed on 10th October 1991, the name of
the Company was changed from J Hewitt & Son (Fenton) P.L.C. to Hewitt
Group plc

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manufacturing and dealing in bricks, tiles, pipes, firehearth, surrounds, grates, firebacks, firegrate backs, mantelpieces, sanitary fittings, pottery utensils, refractory products of all kinds and all articles made or capable of being made from brick, stone, marl, artificial stone, china, porcelain, terra-cotta, clay, plaster, cement, mortar, concrete, earthenware, iron, steel, brass, copper, bronze, aluminium, tin, wood, or from compositions of all or any of such materials.

(C) To carry on the businesses of general manufacturers, smelters, builders and contractors, manufacturing chemists, sanitary engineers, iron and metal workers, decorators, dealers in stone, sand, marl, lime, bricks, tiles, hardware and other building requisites.

(D) To manufacture, process, import, export, deal in and store any goods and other things and to carry on the business of manufacturers, processors, importers, exporters and storers of and dealers in any goods and other things.

(E) To acquire and exploit lands, mines and mineral rights and to acquire, explore for and exploit any natural resources and to carry on any business involving the ownership or possession of land or other immovable property or buildings or structures and to construct, erect, install, enlarge, alter and maintain buildings, plant and machinery and to carry on business as builders, contractors and engineers.

(F) To provide services of all descriptions and to carry on business as advisers, consultants, brokers and agents of any kind.

(G) To advertise, market and sell the products of the Company and of any other person and to carry on the business of advertisers or advertising agents or of a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind.

(H) To provide technical, cultural, artistic, educational, entertainment or business material, facilities, information or services and to carry on any business involving any such provision.

(I) To lend money and grant or provide credit and financial accommodation to any person and to deposit money with any person and to carry on the business of a banking, finance or insurance company.

(J) To invest money of the Company in any investment and to hold, sell or otherwise deal with investments or currencies or other financial assets and to carry on the business of a property or investment company and to acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company.

(K) To enter into any arrangements with any government or authority or person and to obtain from any government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out, exercise and comply with the same.

(L) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities.

(M) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest,

dividends and other moneys payable on or in respect of any securities or liabilities of, any person, including (without prejudice to the generality) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company.

(N) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with, or to cooperate or participate in any way with, or to take over or assume any obligation of, or to assist or subsidise any person.

(O) To accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities, whether negotiable or otherwise.

(P) To apply for and take out, purchase, take licences of or otherwise acquire any trade and service marks and names, designs, patents, patent rights, inventions, processes, know-how and information and to carry on the business of an inventor, designer or research organisation.

(Q) To sell, exchange, mortgage, charge, let, grant licences, easements, options and other rights over, and in any other manner deal with or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality) for any securities or for a share of profit or a royalty or other periodical or deferred payment.

(R) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose, and to give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of, any securities of the Company or in or about the formation of the Company or the conduct or course of its business.

(S) To establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of the Company, fund, trust or business promoters or managers and of underwriters or dealers in securities, and to act as director of and as secretary, manager, registrar or transfer agent for any other company and to act or carry on business as trustee of any kind and to undertake and execute any trust and any trust business (including the business of acting as trustee under wills and settlements and as executor and administrator).

(T) To grant or procure the grant of donations, gratuities, pensions, annuities, allowances or other benefits, including benefits on death, to any directors, officers or employees of former directors, officers or employees

of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them and to the relations, connections or dependants of any such persons and to other persons whose service or services have directly or indirectly been of benefit to the Company or whom the board of directors of the Company considers have any moral claim on the Company or to their relations connections or dependants, and to establish or support any funds, trusts, insurances or schemes or any associations, institutions, clubs or schools, or to do any other thing likely to benefit any such persons or otherwise to advance the interests of such persons or the Company or its members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly to further

the interests of such persons or the Company or its members or for any national, charitable, benevolent, educational, social, public, general or useful object.

(U) To act as directors or managers of or to appoint directors or managers of any company which is a subsidiary of the Company, or of any other company in which the Company is or may be interested.

(V) To cease carrying on or to wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.

(W) To distribute any of the property of the Company among its creditors and members in cash, specie or kind.

(X) To do all or any of the above things or matters in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

(Y) To carry on any other business or activity and do anything of any nature which in the opinion of the board of directors of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking property or assets or otherwise to advance the interests of the Company or of its members.

(Z) To do any other thing which in the opinion of the board of directors of the Company is or may be incidental or conducive to the attainment of the above objects or any of them.

In this clause "company", except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid or no pay value share, stock, unit, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligations, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the company or the nature of any business carried on by the company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of those paragraphs defined the objects of a separate distinct and independent company.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £12,500, divided into 6,000 Cumulative Participating Preference Shares of £1 each and 6,500 Ordinary shares of £1 each. Such Cumulative Participating Preference Shares shall confer upon the holders thereof the following rights:

(i) During the lifetime of Elizabeth Cruikshank Hewitt of Easedale Trentham in the County of Stafford to

(a) A fixed Cumulative Preferential Dividend of £10 per cent. per annum.

(b) A Capital Preference in winding up.

- (c) After the payment of a dividend of 10 per cent. on the Ordinary Shares the right to participate equally with the Ordinary Shareholders in the remaining profits (if any) of the Company.
- (2) Upon the death of the said Elizabeth Cruikshank Hewitt such Cumulative Participating Preference Shares shall become Ordinary Shares having the same rights only as dividend and Capital Preference as the remaining Ordinary Shares of the Company at such time issued and paid up.

The above rights may be modified in the manner mentioned in Clause 3 of Table A in the First Schedule to the Companies Act, 1929.

NOTES:

- (A) The above-mentioned Elizabeth Cruikshank Hewitt died on the 24 November 1941 and the 6,000 Cumulative Participating Preference Shares of £1 each thereupon became 6,000 Ordinary Shares of £1 each.
- (B) By operation of Resolutions passed from time to time up to and including 3 August 1998, the share capital of the Company has been increased and reorganised and is now (3 August 1998) £12,495,775 divided into 710,000 10 per cent. Cumulative Preference Shares of £1 each, 118,000,000 Ordinary Shares of 10p each and 20,495,775 Non-Voting Deferred Shares of 20p each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Number of shares
taken by each subscriber

J.K. HEWITT
Southleys
Barlston Old Road
Trentham
Staffs

One

Brick Manufacturer

A.E. HEWITT
Grayswood
Tittensor
Staffs

One

China Manufacturer

Dated this third day of January 1930.

Witness to the above Signatures:

P.T. BOWCOCK
Solicitor
Longton
Staffs

This is a print of the Memorandum of Association of the Company as altered by Special Resolution passed by the Company on the 10 October 1991.

P H GREEN

11 October 1991

Secretary

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