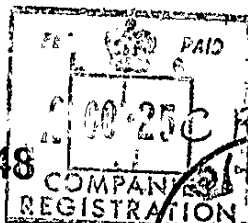


No. of Company.....



RMC/17726

Form No. 41

## THE COMPANIES ACT, 1948

DECLARATION of Compliance with the requirements of the Companies Act, 1948, on Application for registration of a Company.

Pursuant to Section 15(2).

A 5/- Companies Registration Fee Stamp must be impressed here

Name of Company.....

PRIVILBRIM GARAGES

Limited.

I, Thomas Arthur Herbert, of 156 Strand, London, W.C.2, do solemnly  
and sincerely  
declare that I am (a) a person named in the Articles of Association as Secretary of

PRIVILBRIM GARAGES

Limited.

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at 7, NEW SQUARE,

LINCOLN'S INN, LONDON, W.C.2

the 25th day of January, 1965.

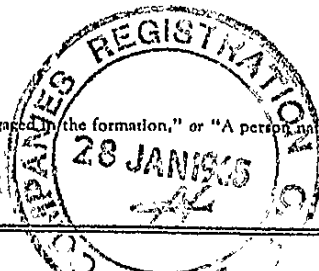
before me.

*R. Mackford*

(b) A Commissioner of Oaths.

(a) "A Solicitor of the Supreme Court" (or in Scotland "a Solicitor") "engaged in the formation," or "A person named in the Articles of Association as a Director or Secretary,"

(b) or Notary Public or Justice of the Peace.



Presented by

**BUSINESS ECONOMY PRODUCTS LTD.**

Company Registration Agents and Printers

156 STRAND, LONDON, W.C.2 Telephones: Temple Bar 8377/8378

NOTE: This margin is reserved for Birm. Reg. and must not be written across.

No. of Company.....

836733 / 2

RMC/17726

Form No. 25

THE STAMP ACT, 1891  
AND  
THE FINANCE ACT, 1933



PRIVILBRIM GARAGES

LIMITED

STATEMENT of the Nominal Capital made pursuant to Section 112 of the Stamp Act, 1891.  
(Note.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100  
—Section 41, Finance Act, 1933).

This Statement is to be filed with the Memorandum of Association, or other Document,  
when the Company is registered.

The NOMINAL CAPITAL of

PRIVILBRIM GARAGES

Limited

is £100, divided into 100 shares of £1 each.

Signature

*Thos A. Herbert*

Description Secretary

Date 25th January, 1965.

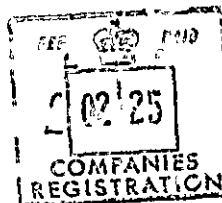
Presented by

BUSINESS ECONOMY PRODUCTS LTD.

Company Registration Agents and Printers

156 STRAND, LONDON, W.C.2 Telephones: Temple Bar 8377, 8378, 2294, 2295

The Companies Act, 1948

C.R. £2.-5  
Gen. 10/-

COMPANY LIMITED BY SHARES

9.



## Memorandum of Association

OF

PRIVILBRIM GARAGES LIMITED 836733/3

5 FEB 1965

1. The Name of the Company is:- "PRIVILBRIM GARAGES LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:-
  - (a) To carry on the business of garage proprietors, and to manufacture, own, buy, sell, let on hire, repair and generally deal in motor cars, vans, lorries, coaches and omnibuses, motor cycles, motor scooters, mopeds, bicycles, and mechanically propelled vehicles of every description, including ships, boats, and vessels of all kinds; engines, bodies, tyres, fittings, petrol, oil and all kinds of fuel, accessories, components, apparatus and requisites concerned with the manufacture, running, upkeep, repair or use of such vehicles; motor body builders and painters; motor, precision, mechanical, radio, television, radar, electronic, electrical and general engineers; metal and alloy workers, manufacturers, dealers in radio apparatus and accessories, and to act as travel, booking and tourist agents, haulage contractors and carriers of goods and persons in every way; and to carry on any other trade or business (manufacturing or otherwise) which may, in the opinion of the Company, be conveniently carried on in connection with all or any of the above businesses, or may be calculated either directly or indirectly, to enhance the value of any of the Company's property or assets or the general business of the Company, and to carry on all or any of the said businesses either together as one business or as separate and distinct businesses in any part of the world, whether as principals, trustees, manufacturers, wholesalers or retailers, agents, or otherwise.
  - (b) To carry on the business or businesses of exporters and importers of any goods, materials or things connected with all or any businesses carried on by the Company at any time, and to clean, grow, sell, buy, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, machinery, tools, substances, materials and things necessary or convenient for carrying on any such businesses, whether as principals, agents, trustees, manufacturers, mail order specialists, advertising agents and contractors, hire purchase financiers or otherwise in all their respective branches.

1.

BUSINESS ECONOMY PRODUCTS LTD.  
COMPANY REGISTRATION AGENTS AND PRINTERS  
156 STRAN LONDON, W.C.2.  
TEL: 4377 8378

2.

- (c) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (d) To purchase, sell, exchange, improve mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and/or deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop, or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the property or business so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licenses or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company, and to grant rights thereout.
- (g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interest in, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

2.

- (i) To lend money to such persons, upon such terms and/or security and subject to such conditions as may be desirable.
- (j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit directors or ex-directors, employees or ex-employees of the Company or the dependants or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To distribute any property of the Company in specie among the members.

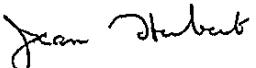
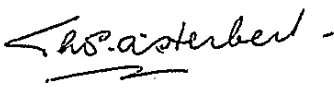
- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

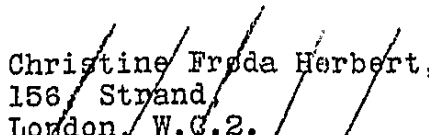
5. The Share Capital of the Company is £100 divided into 100 shares of £1 each, with power to increase or divide the shares in the capital for the time being, into different classes, having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

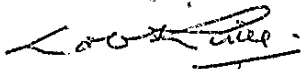
WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
 Jean Herbert, 156, Strand, London, W.C.2.  Company Director.	1  ONE
 Thomas Arthur Herbert, LL.B., 156, Strand, London, W.C.2.  Barrister-at-Law.	1  ONE

DATED the 4th day of January, 1965.

WITNESS to the above signatures:-

  
 Christine Froda Herbert,  
 156, Strand,  
 London, W.C.2.  
 Company Director.

  
 Robert Little,  
 19 Walker Street,  
 Edinburgh, 3.

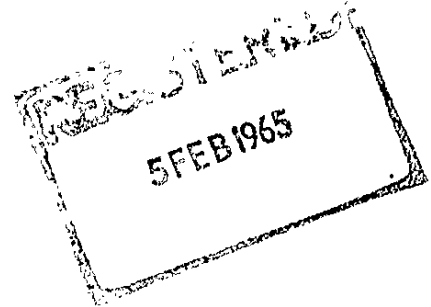
COMPANY LIMITED BY SHARES



## Articles of Association

OF

PRIVILBRIM GARAGES LIMITED  
---



### PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the Clauses in Part I of Table A numbered 24, 53 and 75 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.

2. The Company is a Private Company and accordingly Clauses 2, 3, 4, 5 and 6 in Part II of Table A shall apply to the Company.

### SHARES

3. The shares in the initial and any increased capital shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

### LIEN

4. The lien conferred by Clause II in Part I of Table A shall attach to fully paid up shares, and to all shares 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.

### GENERAL MEETING

5. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

6. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

#### DIRECTORS

7. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than five. If at any time there shall only be one Director of the Company, he or she may act as sole Director, exercising all the powers, authorities and discretions vested in the Directors.

8. Any Director may appoint any person approved by the Board to be an alternate Director, and such appointment shall have effect, and such appointee while he holds office as an Alternate Director shall be entitled to notice of meetings of Directors, and in the absence of the Director appointing him to attend and vote thereat accordingly, but he shall not require any qualification and he shall ipso facto vacate office if and when the Director appointing him vacates office as Director or removes the alternate Director from office; and any appointment or removal under this Clause shall be effected by notice in writing to the Company under the hand of the Director making the same. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.

9. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such clause were omitted therefrom.

10. Clause 84(5) in Part I of Table A shall be read and construed as if the words "or his firm" appearing in the last line of such sub-clause were omitted therefrom.

11. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

#### WINDING UP

12. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the shares held by them respectively and the balance (if any) shall be distributed among the Members in proportion to the number of shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.



FIRST DIRECTORS

13. The first Directors of the Company shall be determined in writing by the Subscribers of the Memorandum of Association.

FIRST SECRETARY

14. The first Secretary of the Company shall be Thomas Arthur Herbert.

---

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

---

*Jean Herbert*

Jean Herbert,  
156 Strand,  
London, W.C.2.

Company Director.

*Thos. A. Herbert*

Thomas Arthur Herbert, LL.B.,

156 Strand,  
London, W.C.2.

Barrister-at-Law.

---

DATED the 4th day of January, 1965.

WITNESS to the above signatures:-

*Robert Little*  
Robert Little,  
19 Walker Street,  
Edinburgh, 3.

Secretary.

DUPLICATE FOR THE FILE.

No. 835733



# Certificate of Incorporation

I Hereby Certify that

PRIVILBRIM GARAGES LIMITED

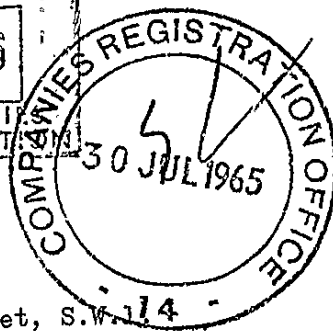
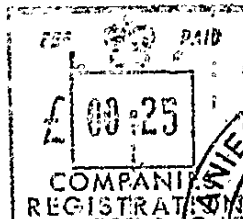
is this day incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this FIFTH DAY OF FEBRUARY  
ONE THOUSAND NINE HUNDRED AND SIXTY FIVE.

Assistant Registrar of Companies.

Certificate  
received by }

Date



PRIVILBRIM GARAGES LTD. 836733 /8

At a meeting of the Company held at 11 Carteret Street, S.W. 14 at 10.0 a.m. on Wednesday, 28th July, 1965 the following resolution was passed as a Special Resolution.

"Resolved that the name of the Company be changed to B.M.W. Concessionaires England Ltd."

**REGISTERED**

30 JUL 1965

P. L. Hynes Secretary

We certify that the Company has not since the date of the incorporation of the Company issued any invitation to the public to subscribe for any Shares or Debentures of the Company.

D. B. Nicholas Director

P. L. Hynes Secretary

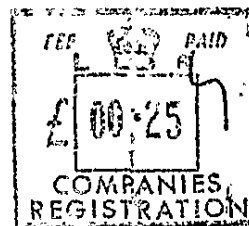
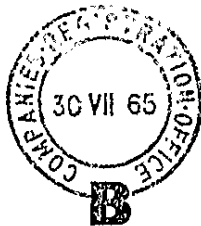
We further certify that, to the best of our knowledge and belief, the conditions mentioned in subsection (2) of section one hundred and twenty-nine of the Companies Act 1948, are satisfied at the date of this return and have been satisfied at all times since incorporation.

D. B. Nicholas Director

P. L. Hynes Secretary

60

No. 836733



Reference: C.R. 98/5343/65

BOARD OF TRADE

**COMPANIES ACT, 1948**

PRIVILBRIM GARAGES LIMITED

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to

B.M.W. CONCESSIONAIRES ENGLAND LIMITED

**REGISTERED**

**5 AUG 1965**

Signed on behalf of the Board of Trade

this FIFTH DAY OF AUGUST

ONE THOUSAND NINE HUNDRED AND SIXTY FIVE.

C.60

2333 Wt.44366 D.4133 12M 2/65 T.P. Gp.658.

Authorised in that behalf by the  
President of the Board of Trade

6

DUPLICATE FOR THE FILE

No. 836733 / 9



## Certificate of Incorporation on Change of Name

Whereas

**PRIVILERIM GARAGES LIMITED**

was incorporated as a limited company under the  
**COMPANIES ACT, 1948,**  
on the **FIFTH DAY OF FEBRUARY, 1965**

**And Whereas** by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

**Now therefore** I hereby certify that the Company is a limited company incorporated under the name of

**B.M.W. CONCESSIONAIRES ENGLAND LIMITED**

Given under my hand at London, this **FIFTH DAY OF AUGUST**  
**ONE THOUSAND NINE HUNDRED AND SIXTY FIVE.**

Certificate received by

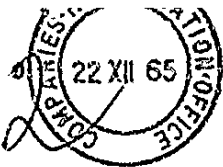
*nos f*

Date

*5/8/65*

*L.S. Whitfield*  
Assistant Registrar of Companies.

No. 836733



THE COMPANIES ACT 1948

Company Limited by Shares

ORDINARY RESOLUTION

of

B.M.W. CONCESSIONAIRES ENGLAND LIMITED

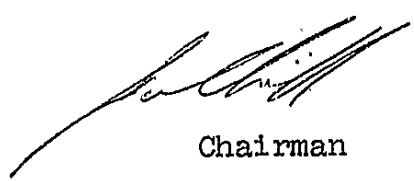
REGISTERED

15 DEC 1965

AT an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held on the 16th day of November 1965 the following Resolution was duly passed as an Ordinary Resolution:-

RESOLUTION

That the authorised capital of the Company be increased to £50,000 by the creation of an additional 49,900 shares of £1 each.

  
Chairman

WE HEREBY CERTIFY THAT THIS DOCUMENT  
WAS PRINTED BY TYPE PROCESS ( *Multilink* )

NEPBURN & SONS LIMITED  
BASILDON HOUSE  
7-11 MOORGATE, E.C.2. *Hall*

Number of  
Company } 836733



Form No. 10.

## THE COMPANIES ACT 1948

### Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the  
Name  
of the  
Company {

B.M.W. CONCESSIONAIRES ENGLAND

REGISTERED

15 DEC 1965

LIMITED

NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

Presented by

Bircham & Co.,

150 Cheapside, E.C.2.

To THE REGISTRAR OF COMPANIES.

~~B.M.W. Concessionaires England~~

Limited, hereby gives you notice, pursuant to

\* "Ordinary,"  
"Extra-ordinary," or  
"Special".

Section 63 of the Companies Act, 1948, that by a \* Ordinary

Resolution of the Company dated the 16th day of November 1965

the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 49,900 beyond the Registered Capital of £ 100

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
49,900	Ordinary	£1

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:—

pari passu with existing shares

\* \* If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

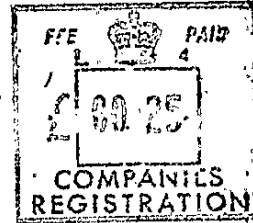
P. G. M. H. J.

State whether Director

SECRETARY

Note.—This margin is reserved for binding and must not be written across





NO. 836733

*CRAG/5281/57* *at 5343/65*

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

REGISTERED

11- JAN 1967

of

B.M.W. CONCESSIONAIRES ENGLAND LIMITED

passed the 30th day of December, 1966.

AT an EXTRAORDINARY GENERAL MEETING  
of the above named Company duly convened and held on  
the 30th day of December 1966 the following Resolution was  
duly passed as a Special Resolution:-

RESOLUTION

That the name of the Company be changed to

B.M.W. CONCESSIONAIRES ~~KG.B.~~ LIMITED

*AG.*

*[Signature]*

DIRECTOR.

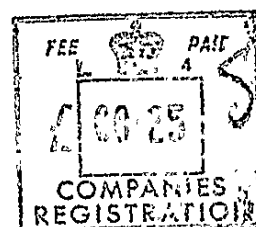
11 JAN 1967

WE CERTIFY THAT THIS DOCUMENT  
HAS BEEN RECORDED BY THE  
ELECTRONIC RECORDS OFFICE

Filed by

*[Signature]*  
BIRCHAM & Co., Solicitors,  
100 CHESTER, LONDON, E.C.2.

No. 836733



Reference: C.R. 98/6945/66

BOARD OF TRADE

COMPANIES ACT, 1948

B.M.W. CONCESSIONAIRES ENGLAND LIMITED

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to

**REGISTERED**

**24 JAN 1967**

B.M.W. CONCESSIONAIRES G.B. LIMITED

Signed on behalf of the Board of Trade

this TWENTY-FOURTH DAY OF JANUARY

ONE THOUSAND NINE HUNDRED AND SIXTY SEVEN.

*L.S. Whitfield*

Authorised in that behalf by the  
President of the Board of Trade

C.60

No. C.172

DUPLICATE FOR THE FILE

No. 836733



# Certificate of Incorporation on Change of Name

Whereas

**B.M.W. CONCESSIONAIRES ENGLAND LIMITED**

was incorporated as a limited company under the

**COMPANIES ACT, 1948**

on the **FIFTH DAY OF FEBRUARY, 1965**

**And Whereas** by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

**Now therefore** I hereby certify that the Company is a limited company incorporated under the name of

**B.M.W. CONCESSIONAIRES G.B. LIMITED**

Given under my hand at London, this **TWENTY-FOURTH DAY OF JANUARY**  
**ONE THOUSAND NINE HUNDRED AND SIXTY SEVEN.**

Certificate received by

Per.....

*L.S. Whisfield.*  
Assistant Registrar of Companies.

Date **24.1.67**

Number of Company: 836733

23

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

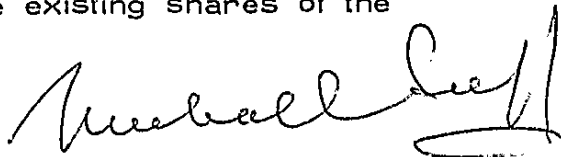
B.M.W. CONCESSIONAIRES G.B. LTD.

Passed the 29th day of February 1968

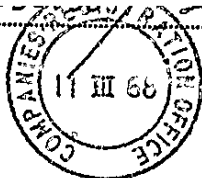
AT an EXTRAORDINARY GENERAL MEETING of the  
above-named Company, duly convened and held at the  
Registered Office of the Company, the subjoined ORDINARY  
RESOLUTION was duly passed, viz:-

RESOLUTION

"That the authorised capital of the Company be  
increased to £400,000 by the creation of an  
additional 350,000 Shares of £1 each ranking  
pari passu with the existing shares of the  
Company."

  
Chairman

Company



PAID

27.50

COMPANIES  
REGISTRATION

£27/10/-

# THE COMPANIES ACT, 1948

## Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the  
Name  
of the  
Company

B.M.W. CONCESSIONAIRES G.B.

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act.)

Presented by

Bircham & Co.,

150 Cheapside,

London, E.C.2.

Document Filer's Reference



Form No. 10

The Solicitors' Law Stationery Society, Limited  
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES,

B.M.W. CONCESSIONAIRES G.B.

\*"Ordinary",  
"Extra-ordinary", or  
"Special".

..... Limited, hereby gives you notice, pursuant to  
..... Section 63 of the Companies Act, 1948, that by a \*..... Ordinary  
Resolution of the Company dated the..... 29th ..... day of..... February 1968  
the Nominal Capital of the Company has been increased by the addition thereto of  
the sum of £..... 350,000 ..... beyond the Registered Capital  
of £..... 50,000 .....

The additional Capital is divided as follows :—

Number of Shares	Class of Share	Nominal amount of each Share
350,000	Ordinary	£1

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 :—

The new shares rank pari passu in all respects  
with the existing shares of the Company

\*\*\* If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature.....

State whether Director  
or Secretary

Solicitors to the Company.....

Dated the..... 6th ..... day of..... March ..... 1968.....

Note.—This margin is reserved for binding and must not be written across

# THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

## Statement of Increase of the Nominal Capital

OF

B.M.W. CONCESSIONAIRES G.B.

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

*NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.*

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Presented by

Document Filer's Reference..... BD

Bircham & Co.,

150 Cheapside,

London, E.C.2.

Form No. 26a

The Solicitors' Law Stationery Society, Limited.  
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

OF

*Signature.*

Dated the 6th day of March 1968

Note—This margin is reserved for binding and must not be written across



Number of Company: 836733

27  
THE COMPANIES ACT 1948

\_\_\_\_\_  
COMPANY LIMITED BY SHARES

\_\_\_\_\_  
ORDINARY RESOLUTION

OF

B.M.W. CONCESSIONAIRES G.B. LIMITED

Passed the 28<sup>th</sup> day of March 1968

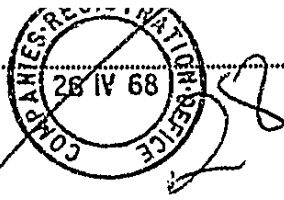
AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at the Registered Office of the Company, the subjoined ORDINARY RESOLUTION was duly passed, viz:-

RESOLUTION

"That the authorised capital of the Company be increased from £400,000 to £850,000 by the creation of an additional 450,000 shares of £1 each ranking pari passu with the existing shares of the Company."

  
CHAIRMAN.

Number of  
Company } 836733



## THE COMPANIES ACT, 1948

### NOTICE OF INCREASE IN NOMINAL CAPITAL

Pursuant to section 63

Insert the  
Name  
of the  
Company { B.M.W. CONCESSIONAIRES G.B.  
LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act.)

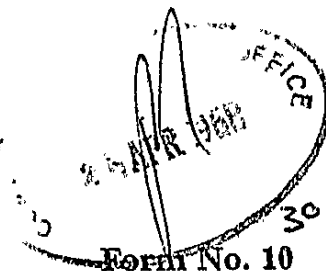
Presented by

MESSRS. BIRCHAM & CO

Document Filer's Reference NLO/RH

ST. VEDAST HOUSE

150 CHEAPSIDE, E.C.2.



Form No. 10

The Solicitors' Law Stationery Society, Limited  
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1.  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES,

B.M.W. CONCESSIONAIRES G.B.

\*"Ordinary",  
"Extra-  
ordinary", or  
"Special".

Limited, hereby gives you notice, pursuant to

Section 63 of the Companies Act, 1948, that by a\* ORDINARY

Resolution of the Company dated the 28th day of MARCH 1968

the nominal capital of the Company has been increased by the addition thereto of

the sum of £ 450,000 beyond the registered capital

of £ 400,000

450 000

400 000

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
450,000	Ordinary	£1

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:—

Pari passu with the existing shares of the Company

\* \* If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature.....

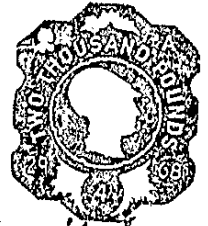
State whether Director  
or Secretary

Dated the 24th day of April 1968

Note.—This margin is reserved for binding and must not be written across

# THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)



COMPANY LIMITED BY SHARES

## Statement of Increase of the Nominal Capital

OF

B.M.W. CONCESSIONAIRES G.B.

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.



*NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.*

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

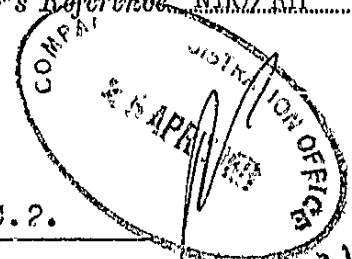
Presented by

Document Filer's Reference NLO/RH

MESSRS. BIRCHAM & CO

ST. VEDAST HOUSE

150 CHEAPSIDE E.C.2.



Form No. 26a

The Solicitors' Law Stationery Society, Limited.

191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

# THE NOMINAL CAPITAL

OF

B.M.W. CONCESSIONAIRES G.B. *Limited*

*has by a Resolution of the Company dated*

28th MARCH 19 68 *been increased by*

*the addition thereto of the sum of £*450,000*,*

*divided into :—*

450,000 *Shares of* £1 *each*

*Shares of* \_\_\_\_\_ *each*

*beyond the registered Capital of* £400,000

*Signature* \_\_\_\_\_

*(State whether Director or Secretary)* \_\_\_\_\_

Dated the 24th day of April 19 68

Note—This margin is reserved for binding and must not be written across

Number of Company: 836733

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

BMW CONCESSIONAIRES G.B. LTD.

Passed the 12th day of March 1971

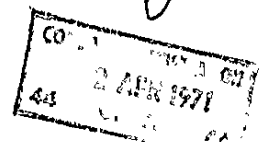
At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at the Registered Office of the Company, the subjoined SPECIAL RESOLUTION was duly passed, viz:-

SPECIAL RESOLUTION

"That Article 7 of the Articles of Association of the Company be amended to read

"the number of Directors shall be not less than one nor more than ten".

Chairman



Number of Company: 836733 <sup>44</sup>

THE COMPANIES ACT 1948

-----  
COMPANY LIMITED BY SHARES  
-----

SPECIAL RESOLUTION

of

BMW CONCESSIONAIRES G.B. LTD

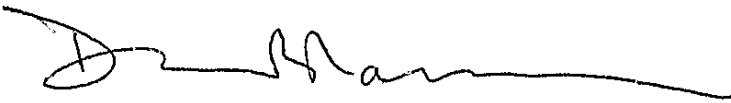
Passed the 7th June 1973.

At an EXTRAORDINARY GENERAL MEETING of the  
above named Company duly convened and held  
at the Registered Office of the Company,  
the subjoined SPECIAL RESOLUTION was duly  
passed, viz:-

SPECIAL RESOLUTION

"That Article 7 of the Articles of Association  
of the Company be amended to read

'the number of Directors  
shall not be less than  
one nor more than fourteen'."

  
Chairman

DCW/jtl



20-1

12735  
Dunbar  
a-1-81

COMPANY LIMITED BY SHARES

B.M.W. CONCESSIONAIRES G.B. LIMITED

PASSED:- 16th December, 1980.

At an Extraordinary General Meeting of the above named Company duly convened and held at 28 Great Tower Street, London EC3R 5DE, the following Resolution was passed as a SPECIAL RESOLUTION:-

"that with the consent of the Secretary of State, the name of the Company be changed to:-

"DEEPSOVAL SERVICES LIMITED".

Donald Hoffman

Secretary



# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 836733

75

I hereby certify that

B.M.W. CONCESSIONAIRES G.B. LIMITED

having by special resolution and with the approval of the Secretary of State changed  
its name, is now incorporated under the name of

DEEPSOVAL SERVICES LIMITED

Given under my hand at Cardiff the

20TH JANUARY 1981

A handwritten signature in cursive script, appearing to read 'E. A. Wilson'.

E. A. WILSON

*Assistant Registrar of Companies*

No. 836733 / ab

DEEPSOVAL SERVICES LIMITED

We, the Undersigned, being together all the Members of the above Company, hereby resolve:

THAT Articles of Association of the Company in the form annexed hereto be and they are hereby adopted as the Articles of Association of the Company to the exclusion of all existing Articles of Association

CH IS M.  
Duly authorised for and  
on behalf of Tozer  
Kemsley & Millbourn  
Automotive Limited

J. L. L.  
Duly authorised for and  
on behalf of Tozer  
Number One Limited

Dated 10th October , 1984



The Companies Acts, 1948 to 1983

COMPANY LIMITED BY SHARES

---

## Articles of Association

of

DEEPSOVAL SERVICES LIMITED  
(adopted by Written Resolution  
passed on 10th October 1984)

---

Incorporated the 5th February 1965

Simmons & Simmons,  
Solicitors,  
14, Dominion Street,  
London EC2M 2RJ

Ref: 5/C33542/JWS



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The Companies Acts, 1948 to 1983

COMPANY LIMITED BY SHARES

## Articles of Association

of

DEEPSOVAL SERVICES LIMITED

(adopted by Special Resolution passed on 10th October 1984)

---

### PRELIMINARY

1. (A) Subject as hereinafter provided, the Regulations contained in Part I of Table A in the Companies Act 1948, as amended at the date of adoption of these Articles, shall except where the same are excluded or varied by or inconsistent with these Articles apply to the Company.

(B) Regulation 87 of Table A shall not apply to the Company.

(C) Unless otherwise indicated, any reference in these Articles to a Regulation of Table A shall mean the Regulation of that number in Part I of Table A.

### INTERPRETATION

2. In these Articles unless the context otherwise requires:-

"these Articles" means these Articles of Association in their present form or as from time to time altered;

"the Companies Acts" means every statute from time to time in force concerning companies insofar as the same applies to the Company;

"Member" means a member of the Company;

"Parent Company" means Tozer Kemsley & Millbourn Automotive Limited.



"Secretary" means any person qualified in accordance with the provisions of the Companies Acts and appointed by the Directors to perform any of the duties of the Secretary including a joint, temporary or assistant secretary;

any words or expressions defined in the Companies Acts in force at the date when these Articles or any part thereof are adopted shall bear the same meaning in these Articles or such other part (as the case may be);

where for any purpose an ordinary resolution of the Company is required, a special or extraordinary resolution shall also be effective, and where an extraordinary resolution is required a special resolution shall also be effective.

#### UNISSUED SHARE CAPITAL

3. Subject to the provisions of the Companies Acts and these Articles and to any direction to the contrary which may be given by ordinary or other resolution of the Company, any unissued shares of the Company forming part of the capital at the date of adoption of these Articles shall be at the disposal of the Directors who may, subject to Article 21(B) of these Articles, offer, allot, grant options over or grant any right or rights to subscribe for such shares or any right or rights to convert any security into such shares or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may determine.

4. (A) For the purposes of section 14 of the Companies Act 1980, the Directors are subject to Article 21(B) and (C) of these Articles) authorised to exercise all powers of the Company to allot relevant securities as defined in the said section up to the amount of the authorised capital at the date of adoption of these Articles. This authority shall expire five years from the date on which the resolution adopting these Articles is passed but may be previously revoked or varied by the Company in general meeting and may from time to time be renewed by the Company in general meeting for a further period not exceeding five years. The Company may make any offer or agreement before the expiry of this authority that would or might require relevant securities to be allotted after this authority has expired and the Directors may allot relevant securities in pursuance of any such offer or agreement as if this authority had not expired.

(B) This Article shall not apply to redeemable shares which shall be governed by the provisions of Article 5.

(C) Sub-sections (1), (6) and (7) of section 17 of the Companies Act 1980 shall not apply.

## REDEEMABLE SHARES

5. Subject to the provisions of the Companies Acts, any shares may, with the sanction of a special resolution, be issued on terms that they are, or at the option of the Company or the Member registered in respect of such shares are liable, to be redeemed on such terms and in such manner as may be provided for by these Articles. Regulation 3 of Table A shall not apply.

## PURCHASE OF OWN SHARES

6. Subject to the provisions of the Companies Acts, the Company may purchase its own shares (including any redeemable shares) and make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

## PROCEEDINGS AT GENERAL MEETINGS

7. Subject to the provisions of the Companies Acts, a resolution in writing expressed to be an ordinary, extraordinary or special resolution signed by or on behalf of all the Members who would be entitled to receive notice of and attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effectual as if it had been passed as such a resolution at a general meeting duly convened and held. Any such resolution may consist of several documents in the like form each signed by or on behalf of one or more Members. Regulation 73A of Table A shall not apply.

8. At any general meeting a poll may be directed by the Chairman or demanded by any Member present in person or by proxy and Regulation 58 of Table A shall be varied accordingly.

9. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every Member present in person and every person present as a proxy for a Member or Members shall have one vote, and on a poll every Member shall have one vote for each share of which he is the holder. Regulation 62 of Table A shall not apply.

## DIRECTORS

10. Unless and until otherwise determined by ordinary resolution, the Directors shall not be less than two in number. Regulation 75 of Table A shall not apply.

## BORROWING POWERS

11. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and assets (including any uncalled capital), or any part thereof, and subject to the provisions of the Companies Acts and these Articles 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 (including the Company's holding company). Regulation 79 of Table A shall not apply.

## POWERS AND DUTIES OF DIRECTORS

12. A Director who to his knowledge is in any way, whether directly or indirectly, interested in a transaction, contract, arrangement or agreement or a proposed transaction, contract, arrangement or agreement with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with section 199 of the Companies Act 1948. Subject where applicable to such disclosure, a Director shall be entitled to vote in respect of any such matter in which he is interested and if he shall do so his vote shall be counted, and he shall be taken into account in ascertaining whether a quorum is present. Paragraph (2) of Regulation 84 of Table A shall not apply, and the remainder of Regulation 84 shall be varied accordingly.

13. A Director present at any meeting shall not be required to sign his name in any book and Regulation 86 of Table A shall be varied accordingly.

## APPOINTMENT AND REMOVAL OF DIRECTORS

14. No Director shall be required to retire or vacate his office, nor shall any person be ineligible for appointment as a Director, solely by reason of his having attained any particular age. Regulation 88 of Table A shall be varied accordingly.

15. Regulations 89 to 97 (inclusive) of Table A shall not apply.

## PROCEEDINGS OF DIRECTORS

16. A resolution in writing signed by or on behalf of all the Directors for the time being in the United Kingdom (provided that number is sufficient to constitute a quorum) shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in the like form each signed by or on behalf of one or more of the Directors. Regulation 106 of Table A shall not apply.

17. Subject to Article 21(C) of these Articles, the Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Directors or the Parent Company (as hereinafter defined) and Regulation 102 of Table A shall be varied accordingly.

18. The Directors may entrust to and confer upon any Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke withdraw, alter or vary all or any of such powers.

#### EXECUTIVE DIRECTORS

19. Subject to the provisions of the Companies Acts, the Directors may from time to time appoint one or more of their body to any executive office (including that of managing director, manager or any other salaried office) for such period and upon such terms as the Directors may determine and may revoke or terminate any such appointment. Any such revocation or termination as aforesaid shall be without prejudice to any claim for damages that such Director may have against the Company, or the Company may have against such Director, for any breach of any contract of service between him and the Company which may be involved in such revocation or termination.

20. Any Director appointed to an executive office shall hold that office on such terms and receive such remuneration (whether by way of salary, commission, participation in profits or otherwise) as shall be determined from time to time by the Remuneration and Emoluments Committee (or any successor thereto) of the Parent Company or by resolution of the Directors of the Parent Company, and either in addition to or in lieu of his remuneration as a Director. Regulations 76, 107, 108 and 109 of Table A shall not apply.

#### POWERS OF PARENT COMPANY

21. Whenever the Parent Company or any subsidiary of the Parent Company, shall be the holder of not less than 90 per cent. of the issued shares the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as against all other provisions of these Articles:-

(A) the Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director appointed following the adoption of these Articles howsoever appointed but so that his removal from office shall be deemed an act of the Company and shall



17. Subject to Article 21(C) of these Articles, the Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Directors or the Parent Company (as hereinafter defined) and Regulation 102 of Table A shall be varied accordingly.

18. The Directors may entrust to and confer upon any Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke withdraw, alter or vary all or any of such powers.

#### EXECUTIVE DIRECTORS

19. Subject to the provisions of the Companies Acts, the Directors may from time to time appoint one or more of their body to any executive office (including that of managing director, manager or any other salaried office) for such period and upon such terms as the Directors may determine and may revoke or terminate any such appointment. Any such revocation or termination as aforesaid shall be without prejudice to any claim for damages that such Director may have against the Company, or the Company may have against such Director, for any breach of any contract of service between him and the Company which may be involved in such revocation or termination.

20. Any Director appointed to an executive office shall hold that office on such terms and receive such remuneration (whether by way of salary, commission, participation in profits or otherwise) as shall be determined from time to time by the Remuneration and Emoluments Committee (or any successor thereto) of the Parent Company or by resolution of the Directors of the Parent Company, and either in addition to or in lieu of his remuneration as a Director. Regulations 76, 107, 108 and 109 of Table A shall not apply.

#### POWERS OF PARENT COMPANY

21. Whenever the Parent Company or any subsidiary of the Parent Company, shall be the holder of not less than 90 per cent. of the issued shares the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as against all other provisions of these Articles:-

(A) the Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director appointed following the adoption of these Articles howsoever appointed but so that his removal from office shall be deemed an act of the Company and shall

have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company;

(B) no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Parent Company;

(C) any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors. Nothing in this Article shall in any way restrict any power or authority conferred upon the members by law or by the other provisions of these Articles.

#### NOTICES

22. Any notice or other document (including a share certificate) may be served on or delivered to any Member by the Company either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members, or by delivering it to or leaving it at such registered address, addressed as aforesaid, or by any other means provided such other means have been authorised in writing by the Member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Any notice or other document served or delivered in accordance with these Articles shall be deemed duly served or delivered notwithstanding that the Member is then dead or bankrupt or otherwise under any legal disability or incapacity and whether or not the Company had notice thereof. Any such notice or other document, if sent by first-class post, shall be deemed to have been served or delivered on the day after the day when the same was put in the post, and in proving such service or delivery it shall

be sufficient to prove that the notice or document was properly addressed, stamped and put in the post.

23. Notice of every general meeting shall be given in any manner authorised by or under these Articles to all Members other than such as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, Provided that any Member may in writing waive notice of any meeting either prospectively or retrospectively and if he shall do so it shall be no objection to the validity of such meeting that notice was not given to him. Regulations 131, 132, 133 and 134 of Table A shall not apply.

#### WINDING UP

24. If the Company shall be wound up (whether the liquidation is voluntary, under supervision, or by the Court) the liquidator may, with the authority of an extraordinary resolution and subject to any provision sanctioned in accordance with the provisions of the Companies Acts, divide among the Members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such values as he deems fair upon any assets to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. The Liquidator may, with the like authority, vest the whole or any part of the assets in trustees upon such trusts for the benefit of Members as the Liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability and the Liquidator may make any provision referred to in and sanctioned in accordance with the provisions of the Companies Acts. Regulation 135 of Table A shall not apply.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

JEAN HERBERT

156 Strand,  
London, WC2.

Company Director.

THOMAS ARTHUR HERBERT, LL.B.,

156 Strand,  
London, WC2.

Barrister-at-Law.

---

DATED the 4th day of January, 1965

WITNESS to the above signatures:-

Robert Little,

19 Walker Street  
Edinburgh, 3.

Secretary.

The Companies Acts, 1948 to 1983

COMPANY LIMITED BY SHARES

---

## Articles of Association

of

DEEPSOVAL SERVICES LIMITED  
(adopted by Written Resolution  
passed on 10th October 1984)

---

Incorporated the 5th February 1965

Simmons & Simmons,  
Solicitors,  
14, Dominion Street,  
London EC2M 2RJ

Ref: 5/C33542/JWS

81

Company No: 836733 / 104

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

DEEPSOVAL SERVICES LIMITED

At a duly convened Extraordinary General Meeting of the above-named Company held on 26th February, 1986 the following Resolution was duly passed as a Special Resolution:-

THAT Clause 3 of the Company's Memorandum of Association be amended in the following manner:-

- (i) by renumbering sub-clause (j) thereof sub-clause (j)(i) and
- (ii) by inserting the following new sub-clause to be numbered sub-clause (j)(ii):-

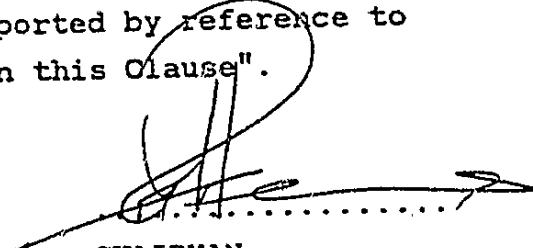
"To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets and rights present and future and uncalled capital of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to capital, principal,

*Certified true copy*

*J. L. Light*  
Company Secretary  
7/3/86



premiums, interest, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company whatsoever including but not limited to any company which is for the time being the holding company (as defined by section 736 of the Companies Act 1985) of the Company or of the Company's holding company or is otherwise associated with the Company in its business, and no limitation to the scope or application of this sub-clause is to be imported by reference to any other sub-clause in this Clause".

  
CHAIRMAN

Ref: E.14817/AXB I521/24.02.86

Jh.

Number of Company: 836733

THE COMPANIES ACT 1948

-----  
COMPANY LIMITED BY SHARES  
-----

SPECIAL RESOLUTION

of

BMW CONCESSIONAIRES G.B. LTD

Passed the 7th June 1973

At an EXTRAORDINARY GENERAL MEETING of the  
above named Company duly convened and held  
at the Registered Office of the Company,  
the subjoined SPECIAL RESOLUTION was duly  
passed, viz:-

SPECIAL RESOLUTION

"That Article 7 of the Articles of Association  
of the Company be amended to read

'the number of Directors  
shall not be less than  
one nor more than fourteen'."

D.C. Blackburn  
Chairman



DCW/jtl

✓  
25486



Number of Company: 836733

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

B.M.W. CONCESSIONAIRES G.B. LIMITED

Passed the 28th day of March 1968

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at the Registered Office of the Company, the subjoined ORDINARY RESOLUTION was duly passed, viz:-

RESOLUTION

"That the authorised capital of the Company be increased from £400,000 to £850,000 by the creation of an additional 450,000 shares of £1 each ranking pari passu with the existing shares of the Company."



CHAIRMAN.



Number of Company: 836733

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

B.M.W. CONCESSIONAIRES G.B. LTD.

Passed the 29th day of February 1968

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at the Registered Office of the Company, the subjoined ORDINARY RESOLUTION was duly passed, viz:-

RESOLUTION

"That the authorised capital of the Company be increased to £400,000 by the creation of an additional 350,000 Shares of £1 each ranking pari passu with the existing shares of the Company."

  
Chairman



Number of Company: 836733

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

BMW CONCESSIONAIRES ENGLAND LTD.

Passed the 16th day of November 1965.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at the Registered Office of the Company, the subjoined ORDINARY RESOLUTION was duly passed, viz:-

RESOLUTION

"That the authorised capital of the Company be increased to £50,000 by the creation of an additional 49,900 shares of £1 each ranking pari passu with the existing shares of the Company;"

M.D. Siell

Chairman.

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

~~ARTICLES OF ASSOCIATION~~ NEW ARTICLES

OF

~~BMW CONCESSIONAIRES GB LTD~~ PERSONAL SERVICES LTD

INCORPORATED

5 FEB. 1965

No. 836733 /105

Business Economy Products Ltd.  
156, Strand, London, W.C.2.  
and  
19, Walker Street, Edinburgh 3

CERTIFIED A TRUE COPY

*John*  
SECRETARY/DIRECTOR



9.

**COMPANY LIMITED BY SHARES**

**Memorandum of Association**  
**OF**

**BMW Concessionaires G.B. Ltd.**  
formerly  
**BMW Concessionaires England Limited.**  
formerly  
**Privilbrim Garages Ltd.**

1. The name of the Company is: **BMW Concessionaires G.B. Ltd.**
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:-
  - (a) To carry on the business of garage proprietors, and to manufacture, own, buy, sell, let on hire, repair and generally deal in motor cars, vans, lorries, coaches and omnibuses, motor cycles, motor scooters, mopeds, bicycles, and mechanically propelled vehicles of every description, including ships, boats, and vessels of all kinds; engines, bodies, tyres, fittings, petrol, oil and all kinds of fuel, accessories, components, apparatus and requisites concerned with the manufacture, running, upkeep, repair or use of such vehicles; motor body builders and painters; motor, precision, mechanical, radio, television, radar, electronic, electrical and general engineers; metal and alloy workers, manufacturers, dealers in radio apparatus and accessories, and to act as travel, booking and tourist agents, haulage contractors and carriers of goods and persons in every way; and to carry on any other trade or business (manufacturing or otherwise) which may, in the opinion of the Company, be conveniently carried on in connection with all or any of the above businesses, or may be calculated either directly or indirectly, to enhance the value of any of the Company's property or assets or the general business of the Company, and to carry on all or any of the said businesses either together as one business or as separate and distinct businesses in any part of the world, whether as principals, trustees, manufacturers, wholesalers or retailers, agents, or otherwise.
  - (b) To carry on the business or businesses of exporters and importers of any goods, materials or things connected with all or any businesses carried on by the Company at any time, and to clean, grow, sell, buy, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, machinery, tools, substances, materials and things necessary or convenient for carrying on any such businesses, whether as principals, agents, trustees, manufacturers, mail order specialists, advertising agents and contractors, hire purchase financiers or otherwise in all their respective branches.

(c) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.

(d) To purchase, sell, exchange, improve mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and/or deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop, or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.

(e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the property or business so purchased or acquired.

(f) To apply for, purchase or otherwise acquire any patents, licenses or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company, and to grant rights thereout.

(g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interest in, any other company.

(h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

(i) To lend money, to such persons, upon such terms and/or security and subject to such conditions as may be desirable.

(j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.

(j)(ii) "To guarantee or otherwise support or secure, <sup>7</sup> <sub>ii</sub> either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets and rights present and future and uncalled capital of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to capital, principal, premiums, interest, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company whatsoever including but not limited to any company which is for the time being the holding company (as defined by section 736 of the Companies Act 1985) of the Company or of the Company's holding company or is otherwise associated with the Company in its business, and no limitation to the scope or application of this sub-clause is to be imported by reference to any other sub-clause in this Clause".

~~shall think fit, and in particular by the issue of~~  
debentures or debenture stock, charged upon all or any  
of the Company's property, both present and future, including  
its uncalled capital, and to re-issue any debentures at  
any time paid off.

- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit directors or ex-directors, employees or ex-employees of the Company or the dependants or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To distribute any property of the Company in specie among the members.



ductive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is:- £100 divided into 100 shares of £1 each with power to increase or to divide the shares in the capital for the time being, into different classes, having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

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

Names, Addresses and descriptions of Subscribers	Number of Shares taken by each subscriber
Jean Herbert, 156, Strand, London, W.C.2.  Company Director.	ONE
Thomas Arthur Herbert, LL.B., 156, Strand, London, W.C.2.  Barrister-at-Law.	ONE

DATED the 4th day of January, 1965.

4

WITNESS to the above signatures:-

Robert Little,  
19 Walker Street,  
Edinburgh, 3.

Secretary.

COMPANY LIMITED BY SHARES

**Articles of Association**

OF

**BMW Concessionaires G.B. Ltd.**

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the Clauses in Part I of Table A numbered 24, 53 and 75 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.

2. The Company is a Private Company and accordingly Clauses 2, 3, 4, 5 and 6 in Part II of Table A shall apply to the Company.

SHARES

3. The shares in the initial and any increased capital shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

LIEN

4. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up shares, and to all shares 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.

GENERAL MEETING

5. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

6. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

#### DIRECTORS

7. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than five. If at any time there shall only be one Director of the Company, he or she may act as sole Director, exercising all the powers, authorities and discretions vested in the Directors.

8. Any Director may appoint any person approved by the Board to be an alternate Director, and such appointment shall have effect, and such appointee while he holds office as an Alternate Director shall be entitled to notice of meetings of Directors, and in the absence of the Director appointing him to attend and vote thereat accordingly, but he shall not require any qualification and he shall ipso facto vacate office if and when the Director appointing him vacates office as Director or removes the alternate Director from office; and any appointment or removal under this Clause shall be effected by notice in writing to the Company under the hand of the Director making the same. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.

9. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such clause were omitted therefrom.

10. Clause 84(5) in Part I of Table A shall be read and construed as if the words "or his firm" appearing in the last line of such sub-clause were omitted therefrom.

11. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

#### WINDING UP

12. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the shares held by them respectively and the balance (if any) shall be distributed among the Members in proportion to the number of shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

ARTICLE 13  
13. The first Directors of the Company shall be determined in writing by the Subscribers of the Memorandum of Association.

FIRST SECRETARY

14. The first Secretary of the Company shall be Thomas Arthur Herbert.

---

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

---

Jean Herbert,  
156 Strand,  
London, W.C.2.  
Company Director.

Thomas Arthur Herbert, LL.B.,  
156 Strand,  
London, W.C.2.  
Barrister-at-Law.

---

DATED the 4th day of January, 1965.

WITNESS to the above signatures:-

Robert Little,  
19 Walker Street,  
Edinburgh, 3.

Secretary.

Company Number 836733

THE COMPANIES ACT 1985

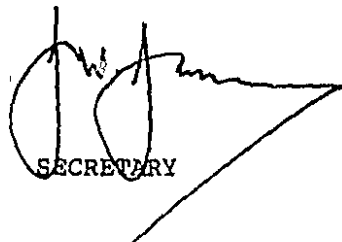
SPECIAL RESOLUTION

O F

DEEPSOVAL SERVICES LIMITED

-----  
PASSED THE 5 SEPTEMBER 1989  
-----

PURSUANT TO SECTION 252 OF THE COMPANIES ACT 1985  
THE COMPANY SHALL BE EXEMPT FROM THE OBLIGATION  
TO APPOINT AUDITORS AS OTHERWISE REQUIRED BY  
SECTION 384 OF THAT ACT

  
SECRETARY

CERTIFIED A TRUE COPY

  
SECRETARY/DIRECTOR

COMPANIES HOUSE  
30 NOV 1989  
M 71

Company No. 836733

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

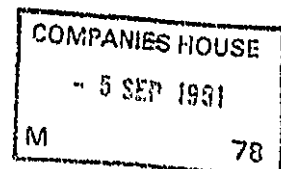
-of-

DEEPSOVAL SERVICES LIMITED

THAT pursuant to Section 381A of the Companies Act 1985 (as amended), we being all the Members of the Company for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company HEREBY RESOLVE as follows:-

RESOLUTIONS

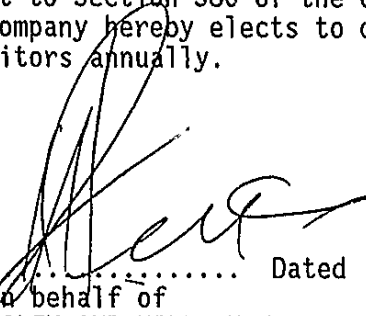
1. THAT : pursuant to Section 80A of the Companies Act 1985 (as amended) the Company hereby elects that the provisions of that section shall apply (instead of the provisions of Section 80(4) and (5) of the said Act) in relation to the giving of the authority under the said Section 80 contained in the articles of association adopted under Resolution 2 below.
2. THAT : the regulations contained in the document (marked "A") attached to these resolutions be hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles thereof.
3. THAT : pursuant to Section 252 of the Companies Act 1985 (as amended) the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting in respect of the financial year ending 31 December 1991 and subsequent financial years until this election is revoked.

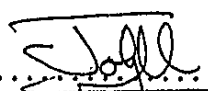


CHAIRMAN'S  
INITIALS

4. THAT : pursuant to Section 366A of the Companies Act 1985 (as amended) the Company hereby elects to dispense with the holding of Annual General Meetings in 1992 and in subsequent years until this election is revoked.

5. THAT : pursuant to Section 386 of the Companies Act 1985 (as amended) the Company hereby elects to dispense with the obligation to appoint Auditors annually.

Signed : .....  ..... Dated : 22 August 1991.....  
For and on behalf of  
TOZER KEMSLEY AND MILLBOURN AUTOMOTIVE LIMITED

Signed : .....  ..... Dated : 22 August 1991.....  
For and on behalf of  
TOWERGATE NOMINEES LIMITED

CHAIRMAN'S  
INITIALS

Company No. 836733

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

DEEPSOVAL SERVICES LIMITED

(Adopted by Written resolutions  
passed on 22 August 1991)

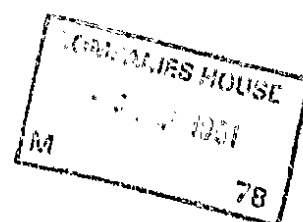
PRELIMINARY

1. The regulations contained in Table A in the Companies (Tables A-F) Regulations 1985 as amended (hereinafter called "Table A") shall apply to the Company save in so far as they are varied or excluded by or are inconsistent with the regulations set out below.
2. Regulation 1 in Table A shall apply in the interpretation of these regulations and these regulations shall be construed as one with the regulations in Table A applying to the Company.

SHARE CAPITAL

3. The authorised share capital of the Company at the date of adoption of these Articles of Association is 850000.00 divided into:-

Ordinary £1 shares of 850000





## ALLOTMENTS AND TRANSFERS OF SHARES

4. (1) The directors are generally and unconditionally authorised (for the purposes of Section 80 of the Act) to exercise all powers of the Company to allot relevant securities as defined in the said Section 80 up to a maximum amount equal to the nominal amount of the share capital of the Company unallotted at the date of adoption of these regulations. This authority is (subject to Section 80A(7) of the Act) given for an indefinite period but in accordance with Section 80A(3) of the Act may be revoked or varied by ordinary resolution.

(2) The restrictions imposed on the allotment of equity securities by Sections 89(1) and 90 of the Act are hereby excluded.

5. (1) Whenever and so long as the Company shall be a wholly-owned subsidiary of another company (in these regulations referred to as "the holding company") then if the holding company shall deliver to the Company a notice in writing signed by a director of the holding company and stating that any share of the Company is held by the registered holder as the nominee of the holding company (or, in the case of a share registered in the name of a deceased or bankrupt holder, was so held at the time of his death or bankruptcy) and naming some other person as having been authorised by the holding company to sign transfers in the place of the holder or the deceased or bankrupt holder, the directors shall be entitled and bound to give effect to any instrument of transfer of that share signed by the person so authorised in all respects as if the instrument were signed by the registered holder of the share or by his personal representatives or trustee in bankruptcy.

(2) Subject as provided in paragraph (1) of this regulation the directors may, in their absolute discretion and without assigning any reason, decline to register any transfer of a share, whether or not it is fully paid. Regulation 24 in Table A shall be varied accordingly.

## PROXIES AND RESOLUTIONS

6. Regulation 53 of Table A shall apply as if the word "executed" included "approved by letter, telex or facsimile transmission".

7. (1) Unless otherwise specified in the notice convening any meeting an instrument appointing a proxy may be deposited at the registered office of the Company at any time before the time of the meeting or be tabled at the meeting, in the case of an adjourned meeting before the time of or at the adjourned meeting and in the case of a poll before the time for taking the poll or at the taking of the poll. The provisions of regulation 62 in Table A shall be extended accordingly.

(2) Any proxy appointed by a member of the Company in accordance with these regulations shall be entitled to vote on a show of hands as well as on a poll, provided that no person present shall be entitled to more than one vote on a show of hands save as provided in regulation 50 of Table A. Regulation 54 of Table A shall be varied accordingly.

## DIRECTORS

8. Unless and until otherwise determined by ordinary resolution the number of directors shall not be subject to any maximum but need not exceed one. If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by the articles of association of the Company. Regulation 89 of Table A shall be varied accordingly and regulation 64 of Table A shall not apply.

9. In regulation 65 of Table A, the words "or any director of any holding company of the Company" shall be inserted immediately before the words "or any other person approved by resolution of the directors and willing to act".

10. Regulations 73-80 (inclusive) and the last sentence of regulation 84 in Table A shall not apply.

11. No director shall be subject to retirement by rotation. A person may be appointed a director whatever may be his age, and shall not be required to vacate his office by reason of his having attained the age of seventy or any other age.

12. 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.

13. The Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.

14. A member or members holding a majority in nominal amount of the ordinary shares of the Company for the time being in issue shall have the power from time to time and at any time to appoint any person or persons as a director or directors either as additional directors or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be made in writing signed by the member or members making the same (and in the case of such member being a corporation signed by any one of its directors or a duly authorised representative on its behalf) and shall take effect upon lodgment at the registered office of the Company or being tabled at a meeting of the directors.

15. The office of a director shall be vacated if the Company shall by ordinary resolution so resolve. Regulation 81 in Table A shall be extended accordingly.

16. Any appointment of a director to any executive office (whether made before or after he became a director) shall terminate if he ceases from any cause to be a director, unless the contract under which he holds office shall expressly provide or the Company shall by ordinary resolution have expressly resolved otherwise; such termination shall be without prejudice to any claim he or the Company may have for damages for breach of any contract of service between him and the Company. Regulation 84 in Table A shall be varied accordingly.

## PROCEEDINGS OF DIRECTORS

17. (1) The directors at any meeting need not be present at one place provided that they are able to hear and communicate with each other by telephone or other instantaneous means throughout the proceedings and both the director or directors present at the place fixed for the meeting and the directors in communication are willing to treat the director or directors in communication as being present. Any reference in these regulations (including those regulations in Table A incorporated herein) to meetings of the directors or committees of the directors shall include a reference to proceedings transacted in accordance with this regulation.

(2) Regulation 93 of Table A shall apply as if the word "signed" included "approved by letter, telex or facsimile transmission".

18. A director may vote and act concerning any matter in which he has, directly or indirectly, an interest or duty whether or not the same is material and conflicts or may conflict with the interests of the Company; and he shall be counted in the quorum present at any meeting notwithstanding such interest or duty. Regulations 94, 95, 97 and 98 of Table A shall not apply.

## DISTRIBUTIONS

19. Subject to the provisions of the Act, and in addition to the provisions of regulation 102 in Table A, the Company may by ordinary resolution direct the distribution of assets other than cash to the members, or direct that any dividend declared pursuant to regulation 102 shall be satisfied wholly or partly by the distribution of assets other than cash, and so that as far as practicable the provisions of these regulations as to the payment of dividends shall apply to such distributions. Regulation 105 in Table A shall be extended accordingly.

## INDEMNITY

20. In addition to the indemnity contained in regulation 118 in Table A, but subject to the provisions of the Act, every director, director holding executive office, auditor, secretary or other officer of the Company shall be entitled to 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 and discharge of the duties of his office.