

# THE COMPANIES ACTS 1948 to 1967

## Declaration of Compliance

with the requirements of THE COMPANIES ACT 1948,  
when applying for Registration of a Company.

NAME OF  
COMPANY

.....W.E. BESWICK..(MANUFACTURING).....

..... Limited

( Pursuant to Section 15(2) of the Companies Act 1948 )

PRESENTED BY

N. Harris & Co

European House

202 Blackfriars Road,

London, S.E.1

..... Presentor's Reference .....



**LEWIS, COATES & LUCAS LTD**

Law and Company Agents  
Law Stationers and Printers

38-40 FEATHERSTONE STREET, LONDON E.C.1.

DECLARATION  
OF COMPLIANCE

[Pursuant to Section 15 (2)  
of the Companies Act 1948]

I, .....PERCY CUTHBERT GORDON ANDON.....

of .....18 Pollards Hill West,  
London, S.W.16. ....

do SOLEMNLY AND SINCERELY DECLARE that I am

(† In Scotland delete of the  
Supreme Court)

(a) Delete the two alternatives  
not applicable.

(a) ~~a person named in the Articles of Association as a Director~~

(a) ~~a person named in the Articles of Association as Secretary~~

of .....M.E. BESWICK (MANUFACTURING).....

..... 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.

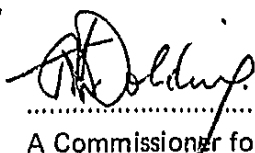
DECLARED at .....180 New Cross.....

.....Road SE14 5AB.....

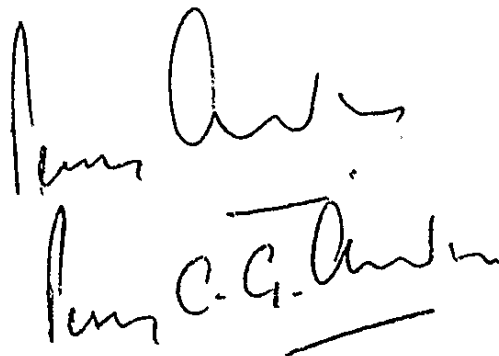
the .....26..... day of .....April.....

19 76.....

Before me,



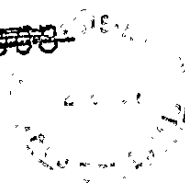
A Commissioner for Oaths  
(or Notary Public or Justice of the Peace)



1269007 16

~~1269007 16~~

102320/8



75

1967

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

# MEMORANDUM OF ASSOCIATION

of

M.E. BESWICK (MANUFACTURING) LIMITED.

1. The name of the Company is "M.E. BESWICK (MANUFACTURING) LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (a) (1) To manufacture from all or any suitable substances, powders for, the coating of metals and other products.
  - (2) To carry on the business of platers and finishers, bronzers, painters, oxidisers, gilders, enamellers, polishers, lacquerers and workers in plastic and all similar processes.



BRITISH COMPANY REGISTRATION AGENTS LTD.  
38 - 40 FEATHERSTONE STREET  
LONDON E.C.1. PC 4782

2.

- (b) To carry on any other business of any description which in the opinion of the directors may be capable of being conveniently or advantageously carried on in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (c) To purchase sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (d) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (e) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company, and to grant rights thereout.
- (f) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (g) To manage develop, sell, lease, mortgage, grant licences or rights of, in, or over or otherwise turn to account or in any other manner deal with or dispose of the undertaking and all or any of the property or assets of the Company with power to accept shares, debentures or securities of, or interests in, any other company.
- (h) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (i) To invest, lend, or otherwise deal with unemployed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.
- (j) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such means, the performance of, the obligations of and the repayment or payment of the principal amounts and of any premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by section 154 of the Companies Act 1948 or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the Company in business.
- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (l) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.

3.

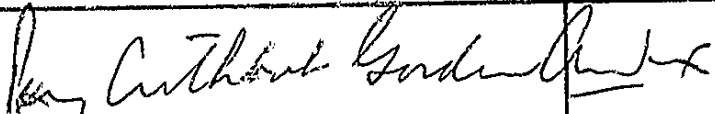
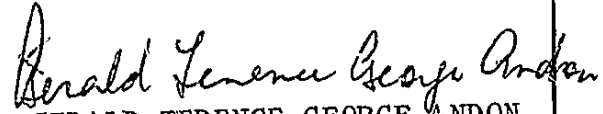
- (o) To remunerate employees of the Company out of or in proportion to the profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.
- (p) To pay the costs and expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same in whole or in part by others.
- (q) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place, or assist in so doing, the whole or part of the shares or securities of such company.
- (r) To remunerate the directors of the Company in any manner the Company may think fit and to pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist financially, whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.
- (s) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (t) To act as or through trustees, agents, secretaries, managers, brokers or sub-contractors, and to perform the duties of any office undertaken by the Company.
- (u) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (v) To distribute any property of the Company in specie among the members.
- (w) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and the objects therein mentioned shall be neither limited nor restricted by reference to or inference from any other sub-clause or the name of the Company and neither shall they or any of them be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the Members is limited.

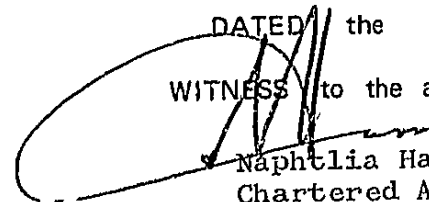
5. The share capital of the Company is £1,000 divided into 1,000 Shares of One pound each. Subject and without prejudice to any special rights or privileges for the time being attached to any special class of issued shares any of the shares in the original capital of the Company for the time being unissued, and any new shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may from time to time be determined by the Company.

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

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
 PERCY CUTHBERT GORDON ANDON 18 Pollards Hill West, London, S.W.16. Company Director.	ONE ONE
 GERALD TERENCE GEORGE ANDON 22a Thornton Road, London, S.W.12. Company Director.	One. ONE

DATED the 26 day of April 1976

WITNESS to the above Signatures :-

  
Naphtlia Harris,  
Chartered Accountant,  
Eurocount House,  
202 Blackfriars Road,  
London, S.E.1.

1269009/6

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

# ARTICLES OF ASSOCIATION

of

M.E. BESWICK (MANUFACTURING) LIMITED

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## PRELIMINARY

1. Subject as hereinafter provided the regulations set out in Part I and Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A") shall apply to the Company..
2. The following regulations of Table A shall not apply to the Company videlicet :- 22, 24, 40 to 43 inclusive, 53, 58, 75, 79, 84(2), 84(4), 88 and 130 of Part I thereof, and regulation 3 of Part II thereof.

## SHARES

3. The directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration and upon such terms and conditions as they may determine, but so that, except as provided by section 57 of the Act, no shares shall be issued at a discount.

## LIEN

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

## TRANSFER AND TRANSMISSION OF SHARES

5. The instrument of transfer of any share shall be executed by or on behalf of the transferor and (except in the case of the transfer of a fully paid share) by or on behalf of the transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

6. (1) Subject as in these Articles provided, any share may be transferred to any member of the Company and any share may be transferred by a member to his or her wife or husband, descendant, parent, brother or sister, nephew or niece or to the trustees of a settlement created inter vivos by such member whereunder no person is or may be a beneficiary who is not his or her wife or husband or any such relative as aforesaid and any share of a deceased member may be transferred to his or her widow or widower or any such relative as aforesaid or transferred to or placed in the names of his or her personal representatives or trustees if (but only if) it will be held by them upon trusts created by such member's will or arising on his or her intestacy whereunder no person is or may be a beneficiary who is not his or her widow or widower or any such relative as aforesaid and where any share is held upon such trusts as aforesaid it may upon the appointment of a new trustee or new trustees thereof be transferred to him or them or to the continuing and new trustees thereof. In any such circumstances (but subject as aforesaid) the provisions of paragraph (5) of this article shall not apply save to ensure that the number of members shall not exceed the limit prescribed by regulation 2 of Part II of Table A or to prevent a transfer of shares on which the Company has a lien. For the purpose of this paragraph "descendant" shall include an adopted child.

(2) Save as aforesaid, a share shall not be transferred unless it first be offered to the other members at a fair value to be fixed at the cost of the Company by the Company's auditors. A member (hereinafter referred to as a "retiring member") wishing to transfer a share or shares otherwise than as aforesaid shall give notice thereof in writing to the Company and such notice (hereinafter referred to as a "transfer notice") shall constitute the Company his agent for the sale in accordance with the provisions of this article of the share or shares comprised therein at the fair value fixed as aforesaid. A transfer notice may not be withdrawn except with the consent of the directors. After the fixing as aforesaid of the fair value of the share or shares comprised in a transfer notice, the directors shall proceed to seek a purchaser or purchasers therefor amongst the other members (including any of their own body who are members). In the case of competition amongst the other members therefor, the same shall be apportioned amongst those wishing to purchase the same as nearly as may be in proportion to their respective holdings of shares, but so that no member shall be required to purchase more shares than he has expressed his willingness to purchase. Any question of difficulty shall be resolved by the directors in such manner as they think most beneficial to the Company.

(3) Upon the finding of a purchasing member or members the Company shall give notice thereof to the retiring member and the sale or sales shall be completed within seven days thereafter. If the retiring member fails so to complete any such sale, the directors shall nominate some person to transfer the share or shares comprised in such sale to the purchasing member and shall receive the purchase money and register the purchasing member as the holder of such share or shares and issue to him a certificate therefor. The retiring member shall deliver to the Company his certificate or certificates comprising or including such shares or share and shall thereupon be paid the purchase-money and any necessary balance certificate shall be issued to him.

(4) If within twenty-eight days after the fixing of the fair value as aforesaid no purchasing member has been found for the share or shares or some of the shares comprised in the transfer notice, the directors shall give notice thereof to the retiring member and in such case, and also if a purchasing member has failed duly to complete his purchase, the retiring member may at any time within six months after such notice was given to him, but subject to the provisions of paragraph (5) of this article, transfer the share or shares in question to any person and for any consideration.



(5) Subject as in this Article otherwise provided, the directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

(6) Any direction, whether by way of renunciation, nomination or otherwise, by a member entitled to an allotment of shares, to the effect that such shares or any of them be allotted or issued to some person other than himself shall for the purposes of this article be deemed to constitute a transfer of the share or shares comprised in such direction and, except in the case of a transfer permitted by paragraph (1) of this article, shall be deemed to constitute a transfer notice comprising such share or shares and the foregoing provisions of this article shall apply accordingly.

## PROCEEDINGS AT GENERAL MEETINGS

7. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

## DIRECTORS

8. The number of the directors shall not be less than two nor more than five but the Company in general meeting may increase or reduce these limits. The first directors shall be PERCY CUTHBERT GORDON ANDON, GERALD TERENCE GEORGE ANDON and ERIC ALOYSIOUS BASSETT.
9. A person may be appointed or elected a director notwithstanding that he shall have attained the age of 70 years and no director shall be liable to vacate office by reason of his attaining or having attained that or any other age.

## BORROWING POWERS OF DIRECTORS

10. The directors may at their own discretion and upon such terms in all respects as they think fit raise or borrow money for the purposes of the Company's business and may mortgage or charge the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital, and may issue debentures, debenture stock, mortgages or other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

## POWERS AND DUTIES OF DIRECTORS

11. Subject to the provisions of section 199 of the Act, a director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a director. A director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

### ALTERNATE DIRECTOR

12. Any director being or being about to go outside the United Kingdom may by notice in writing to the Company appoint some other person approved by all the other directors to be his alternate or substitute director during his absence, such alternate director having in all respects the same rights (other than any right to remuneration) and powers as the appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him and may also be removed by notice in writing to the Company given by a majority of the other directors.

### DISQUALIFICATION OF DIRECTORS

13. The office of director shall be vacated if the director :-

- (A) Fails to obtain his share qualification (if any) within one month from the date of his appointment or thereafter ceases at any time to hold his share qualification.
- (B) Becomes bankrupt or suspends payment or compounds with his creditors.
- (C) Becomes prohibited from being a director by reason of any order made under section 188 of the Act.
- (D) Becomes of unsound mind.
- (E) Is absent from directors' meetings for six calendar months without reasonable excuse and without the consent of the other directors and they resolve that he vacate office.
- (F) Resigns his office by notice in writing to the Company.

### AUDIT

14. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 161 of the Act and section 14 of the Companies Act 1967.

### INDEMNITY

15. Subject to section 205 of the Act and in addition to such indemnity as is contained in regulation 136 of Table A, every director, officer, or official of the Company shall be indemnified out of the funds of the Company against all costs, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

Names, Addresses and Descriptions of Subscribers.

*Percy Cuthbert Gordon Andon*

PERCY CUTHBERT GORDON ANDON

18 Pollards Hill West,  
London, S.W.16.

Company Director.

*Gerald Terence George Andon*

GERALD TERENCE GEORGE ANDON

22a Thornton Road,  
London, S.W.12.

Company Director.

DATED the *26* day of *April* 1976

WITNESS to the above Signatures :-

*Naphthia Harris*  
Naphthia Harris,  
Chartered Accountant,  
Eurocount House,  
202 Blackfriars Road,  
London, S.E.1.

# THE COMPANIES ACTS 1948 to 1967

## Notice of the Situation of the Registered Office OR OF ANY CHANGE THEREIN

NAME OF  
COMPANY

M.E. BESWICK (MANUFACTURING)

Limited

( Pursuant to Section 107 of the Companies Act 1948 )

PRESENTED BY

N. Harris, &amp; Co.

Eurocount House

202 Blackfriars Road,

London, S.E.1.

Presentor's Reference

**LEWIS, COATES & LUCAS LTD**Law and Company Agents  
Law Stationers and Printers

38-40 FEATHERSTONE STREET, LONDON E.C.1.

NOTICE of the Situation of the  
REGISTERED OFFICE  
or of any Change therein.

TO THE REGISTRAR OF COMPANIES

M.E. BESWICK (MANUFACTURING)

Limited

hereby gives you notice, in accordance with Section 107  
of the Companies Act 1948, that the Registered Office  
of the Company is situate at :—

18 Manor Grove,

London, S.E.15.

Signed



Director

State whether Director or Secretary

Dated

the 26<sup>th</sup> day of April 1976

( The Full Postal Address of the Registered Office must be stated )

1269009 15

Company Number

FORM No. 2

# THE COMPANIES ACTS 1948 to 1967

## Particulars of Directors and Secretaries

NAME OF COMPANY ..... M.E. BESWICK (MANUFACTURING) .....

..... Limited

( Pursuant to Section 200 of the Companies Act 1948 )

PRESENTED BY

N. Harris & Co

Europe Court House,

202 Abchurch Lane,

London, S.E.1.

..... Presentor's Reference .....



**LEWIS, COATES & LUCAS LTD**

Law and Company Agents  
Law Stationers and Printers

38-40 FEATHERSTONE STREET, LONDON E.C.1.

PARTICULARS of the Persons who are  
Directors\* of the Company at the Date of  
this Return

1. NAME (In the case of an individual, present Christian name † or names and surname, and any former Christian name or names and surname. ‡ In the case of a corporation, the corporate name.)	2. Nationality	3. USUAL RESIDENTIAL ADDRESS (In the case of a corporation, the registered or principal office)	4. Business occupation and particulars of other directorships §	5. Date of Birth ¶
<del>PERCY CUTHBERT GEORGE ANDON</del> <i>GORDON</i>	British	18 Pollards Hill West, London, S.W.16.	Director of M.E. Beswick Limited, Purpose Products Limited, Britannia Plastic Coatings Co. Limited Andon Group of Companies Limited.	
GERALD TERENCE GEORGE ANDON	British	22a Thornton Road London, S.W.12.	Director of M.E. Beswick Limited, Purpose Products Limited, Britannia Plastic Coatings Co. Limited Andon Group of Companies Ltd	
ERIC ALOYSIOUS BASSETT	British	44 Meadway, Staines, Middx.	<del>Sales Representative</del>	

PARTICULARS of the Person who is the  
Secretary\* of the Company at the Date  
of this Return.

1. NAME (In the case of an individual, present Christian name † or names and surname, and any former Christian name or names and surname. ‡ In the case of a corporation, the corporate name.)	2. USUAL RESIDENTIAL ADDRESS (In the case of a corporation, the registered or principal office)
ALFRED DOUGLAS CHARLES LAMBERT	2 Pine Drive, Ingatestone, Essex,

Dated the *26* day of *April* 197*6* (Signature) *[Signature]* (a) Director / (b) Secretary (Delete (a) or (b))

\* 'former Christian name' and 'former surname' do not include in the case of —  
(a) a peer or person usually known by a British title different from his surname, the name by which he was known previous to the adoption of or succession to the title, or —  
(b) any person, a former Christian name or surname where that name or surname was changed or disused before the person bearing the name attained the age of 18 years or has been changed or disused for a period of not less than 20 years or, (c) a married woman the name or surname of which she was known previous to the marriage.

† 'Director' includes any person who occupies the position of a director by whatever name called, and any person in accordance with whose directions or instructions the directors of the company are accustomed to act.  
‡ 'Christian name' includes a forename, and 'surname', in the case of a peer or person usually known by a title different from his surname, means that title.  
§ Directorships — The names of all bodies incorporated in Great Britain of which the director is also a director, should be given, except bodies corporate of which the company making the return is the wholly-owned subsidiary or bodies

corporate which are the wholly-owned subsidiaries either of the company or of another company of which the company is the wholly-owned subsidiary. A body corporate is deemed to be the wholly-owned subsidiary of another if it has no members except that other and that other's wholly-owned subsidiaries and its or their nominees. If the space provided in the form is insufficient, particulars of other directorships should be listed on a separate statement attached to this form.  
¶ Dates of birth need only be given in the case of a company which is subject to section 185 of the Companies Act 1948, namely a company which is not a private company or which,

being a private company, is the subsidiary of a body corporate incorporated in the United Kingdom which is neither a private company nor a company registered under the law relating to companies for the time being in force in Northern Ireland and having provisions in its constitution which would if it had been registered in Great Britain, entitle it to take as a private company.  
‡ Where all the partners in a firm are joint secretaries the name and principal office of the firm may be stated.



## CERTIFICATE OF INCORPORATION

No. 1269009

I hereby certify that

**M.E. BESWICK (MANUFACTURING) LIMITED**

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at Cardiff the 15TH JULY 1976

*D. A. Pendlebury*  
D. A. PENDLEBURY

*Assistant Registrar of Companies*



N HARRIS, FCA, FCCA, ATII

**N. HARRIS & CO.**  
CHARTERED ACCOUNTANTS

719

EUROCOUNT HOUSE  
202, BLACKFRIARS ROAD  
LONDON SE1 8NJ  
Telephone: 01-928 3765 (4 lines)

Your Ref:

Our Ref: NH/SMS/1340

5th August 1982.

The Directors,  
M.E. Beswick (Manufacturing) Ltd.,  
18, Manor Grove,  
London, SE15 1BR

1269009/28

Dear Sirs,

We hereby resign from the office of Auditors of M.E. Beswick (Manufacturing) Ltd., and acknowledge that we have no claim against the Company in respect of compensation for loss of office or on any account whatsoever.

We have not carried out any 1982 interim audit, nor have we been involved in the preparation of or in fact seen any interim figures that may have been used in the course of negotiations. Subject to this we are not aware of any circumstances connected with our resignation which we consider should be brought to the notice of the Members or Creditors of the Company.

We confirm that we shall write to Messrs. Coopers & Lybrand advising them that we know of no professional reason why they should not accept the office of Auditors of the Company.

Yours faithfully,





Please do not write in  
this binding margin ↓

# THE COMPANIES ACTS 1948 TO 1970

## Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

# 10

To the Registrar of Companies

For official use

Company number

21

1269009

Name of Company

M. E. BESWICK (MANUFACTURING)

Limited \*

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

\* delete if  
inappropriate

† delete if  
appropriate

**Note**  
This notice and a  
printed copy of the  
resolution authorising  
the increase must be  
forwarded to the Registrar  
of Companies within  
15 days after the passing  
of the resolution

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by  
(~~ordinary~~ ~~extraordinary~~ ~~special~~) <sup>†</sup> resolution of the company dated 5th August, 1982  
the nominal capital of the company has been increased by the addition thereto of the sum  
of £ 9,000 beyond the registered capital of £ 1,000

A printed copy of the resolution authorising the increase is forwarded herewith.

The additional capital is divided as follows:

Number of shares	Class or share	Nominal amount of each share
90,000	Ordinary	10p

(If any of the new shares are preference shares state whether they are redeemable or not)  
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:

Ranking *pari passu* in all respects with the existing Shares of £1  
each in the Company

Please tick here if  
continued overleaf ☐

Signed [Signature] [Director] [Secretary] <sup>†</sup> Date 5th August, 1982

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

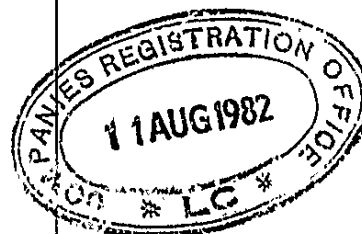
Slaughter and May,  
35 Basinghall Street,  
London, EC2V 5DB

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For official use  
General section

Post room

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No. 1269009

31  
THE COMPANIES ACTS 1948 to 1981



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

MEMORANDUM

and

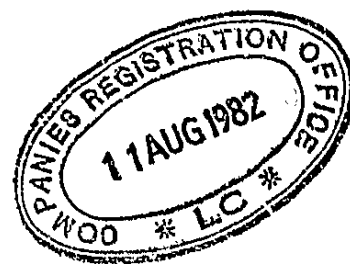
ARTICLES OF ASSOCIATION

of

M. E. BESWICK (MANUFACTURING) LIMITED  
\_\_\_\_\_

Slaughter and May,  
35 Basinghall Street,  
London EC2V 5DB

RDBC/DSS.



THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

# MEMORANDUM OF ASSOCIATION

of

M.E. BESWICK (MANUFACTURING) LIMITED.

---

1. The name of the Company is "M.E. BESWICK (MANUFACTURING) LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (a) (1) To manufacture from all or any suitable substance, powders for, the coating of metals and other products.
  - (2) To carry on the business of platers and finishers, bronzers, painters, oxidisers, gilders, enamellers, polishers, lacquerers and workers in plastic and all similar processes.

- (b) To carry on any other business of any description which in the opinion of the directors may be capable of being conveniently or advantageously carried on in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (c) To purchase sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (d) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (e) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company, and to grant rights thereout.
- (f) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (g) To manage develop, sell, lease, mortgage, grant licences or rights of, in, or over or otherwise turn to account or in any other manner deal with or dispose of the undertaking and all or any of the property or assets of the Company with power to accept shares, debentures or securities of, or interests in, any other company.
- (h) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (i) To invest, lend, or otherwise deal with unemployeed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.
- (j) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such means, the performance of, the obligations of and the repayment or payment of the principal amounts and of any premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by section 154 of the Companies Act 1948 or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the Company in business.
- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (l) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.

3.

- (o) To remunerate employees of the Company out of or in proportion to the profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.
- (p) To pay the costs and expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same in whole or in part by others.
- (q) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place, or assist in so doing, the whole or part of the shares or securities of such company.
- (r) To remunerate the directors of the Company in any manner the Company may think fit and to pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist financially, whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.
- (s) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (t) To act as or through trustees, agents, secretaries, managers, brokers or sub-contractors, and to perform the duties of any office undertaken by the Company.
- (u) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (v) To distribute any property of the Company in specie among the members.
- (w) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and the objects therein mentioned shall be neither limited nor restricted by reference to or inference from any other sub-clause or the name of the Company and neither shall they or any of them be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the Members is limited.

5. The share capital of the Company is £1,000 divided into 1,000 Shares of One pound each. Subject and without prejudice to any special rights or privileges for the time being attached to any special class of issued shares any of the shares in the original capital of the Company for the time being unissued, and any new shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may from time to time be determined by the Company.

NOTE: By a Special Resolution passed on 5th August, 1982 the capital was increased to £10,000 by the creation of 90,000 Ordinary Shares of 10 pence each and the existing Shares of One Pound each were converted into Deferred Shares of One Pound each so that the capital consisted of 90,000 Ordinary Shares of ten pence each and 1000 Deferred Shares of One Pound each.

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.
PERCY CUTHBERT GORDON ANDON, 18 Pollards Hill West, London, S.W.16.  Company Director.	ONE
GERALD TERENCE GEORGE ANDON, 22a Thornton Road, London, S.W.12.  Company Director.	ONE

DATED the 26th day of April, 1976.

WITNESS to the above Signatures :-

NAPHTLIA HARRIS,  
Chartered Accountant,  
Eurocount House,  
202 Blackfriars Road,  
London, S.E.1.

THE COMPANIES ACTS 1948 to 1981.

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

*Chairman*

M.E. BESWICK (MANUFACTURING) LIMITED

(Articles adopted 5th August, 1982 )

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (hereinafter called "Table A") shall, except where the same are excluded or varied by or are inconsistent with these Articles, apply to the Company.

SHARES

2. Subject to any direction to the contrary that may be given by the Company in general meeting all the shares of the Company for the time being unissued (whether forming part of the original or any increased capital) shall be at the disposal of the Directors who may offer, allot, grant options over 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. Section 17(1) of the Companies Act 1980 shall not apply to the allotment by the Company of any equity security as defined by Section 17(1) of that Act

3. The Directors are by this Article authorised to exercise all powers of the Company to allot all relevant securities (within the meaning of Section 14 of the Companies Act 1980): such authority shall be unconditional and for the exercise of such power generally: the maximum amount of relevant securities that may be the subject of allotment under such authority shall be the amount by which the nominal amount of the authorised share capital of the Company exceeded the nominal amount of the issued share capital of the Company at the date of adoption of these Articles, or if these Articles are the Articles applying on incorporation, exceeded the nominal amount of the shares taken by the subscribers to the Memorandum of Association, as the case may be: unless



renewed, such authority will expire on the date five years from the date on which the resolution adopting these Articles is passed or, if these Articles are the Articles applying on incorporation, from the date of incorporation, as the case may be save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot the relevant securities in pursuance of such offer or agreement accordingly; the amount of a relevant security shall in the case of a share in the Company mean its nominal amount, and in the case of a right to subscribe for, or to convert any security into, shares in the Company mean the nominal amount of shares in the Company which would be required to satisfy such right (assuming full exercise).

#### TRANSFER OF SHARES

4. The instrument of transfer of a share shall be signed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof; Provided that in the case of a partly paid share the instrument of transfer must also be signed by the transferee. Regulation 22 of Table A shall not apply to the Company.

#### LIEN ON SHARES

5. In Regulation 11 of Table A the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be deleted.

#### GENERAL MEETINGS

6. Subject to any statutory provisions, a resolution in writing signed by all the Members of the Company who would be entitled to receive notice of and to attend and vote at a general meeting at which such resolution was to be proposed or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and signature in the case of a body corporate which is a Member shall be sufficient if made by a director thereof or by its duly authorised representative. Regulation 73A of Part I of Table A shall not apply.

7. If at any general meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the Chairman of the Meeting, be of sufficient magnitude to vitiate the result of the voting.

8. A poll may be demanded by the Chairman or by any Member present in person or by proxy and Regulation 58 of Table A shall be construed accordingly.

9. In Regulations 49 and 69 respectively of Table A the words "within the United Kingdom" shall be deleted.

#### DIRECTORS

10. Unless and until otherwise determined by the Company in general meeting there shall be at least two Directors. Regulation 75 of Table A shall be construed accordingly.

11. Any Director who by request performs special services or goes or resides outside the country in which he is ordinarily resident for any purposes of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the Directors may determine.

12. The Directors may exercise all the powers of the Company to borrow or raise money, to give guarantees, and to mortgage or charge the Company's undertaking, property and uncalled capital, or any part thereof and subject to Section 14 of the Companies Act 1980 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 its holding company). Regulation 79 of Table A shall not apply.

13. A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 199 of the Act. A general notice to the Board given by a Director to the effect that he is a member of a specified company or firm and is to be regarded as interested in all transactions with such company or firm shall be sufficient declaration of interest under this Article, and after such general notice it shall not be necessary to give any special notice relating to any subsequent transaction with such company or firm, provided that either the notice is given at a meeting of the Directors or the Director giving the same takes reasonable steps to secure that it is brought up and read at the next meeting of the Directors after it is given.

14. Subject to such disclosure as aforesaid, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted and he may

be taken into account in ascertaining whether a quorum is present. Paragraphs (2) and (4) of Regulation 84 of Table A shall not apply.

15. Each Director shall have power by writing under his hand to nominate (1) any other Director or (2) any person approved for that purpose by the other Directors, to act as his alternate Director during his absence, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall, except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director.

16. At any time or from time to time either the holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company by memorandum in writing signed by or on behalf of him or them and left at or sent to the Registered Office of the Company or the Company in general meeting may appoint any person to be a Director or remove any Director from office. Any removal of a Director from office hereunder shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

17. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall (subject to Article 18 hereof) hold office until he is removed pursuant to the last preceding Article.

18. The office of a Director shall be vacated in any of the events following, namely:-

- (a) if he resigns his office by writing under his hand left at the Office or tendered at a meeting of the Board;

- 7
- (b) if he become of unsound mind or become bankrupt or compound with his creditors;
  - (c) if, without leave, he be absent, otherwise than on the business of the Company, from meetings of the Board for six consecutive months, and the Board resolve that his office be vacated;
  - (d) if he be prohibited by law from being a Director;
  - (e) if he cease to be a Director by virtue of the Companies Acts or be removed from office pursuant to these Articles; or
  - (f) if he is requested in writing by all his co-Directors to resign.

19. In Regulation 86 of Table A the words "and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose" shall be deleted, and Regulations 88 to 97 (inclusive) of Table A shall not apply.

20. In Regulation 98 the words "it shall not be necessary to give notice of a meeting of directors to any director for the time being absent from the United Kingdom" shall be deleted.

21. The Directors may from time to time appoint one or more of their number to an executive office (including that of Managing Director, Manager or any other salaried office) for such period and on such terms as they shall think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. Subject to the terms of any such agreement the appointment of any Director as aforesaid shall be ipso facto determined if he cease from any cause to be a Director. Regulation 107 of Table A shall not apply.

22. The Managing Director, Manager or other executive officer as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits or pension or otherwise howsoever, whether similar to the foregoing or not) as the Directors may determine. Regulation 108 of Table A shall not apply.

23. No person shall be disqualified from being appointed or re-appointed a Director of the Company and no Director of the Company shall be required to retire from that office by reason only of the fact that he has attained the age of 70 years, nor need the age of any such person or Director or the fact that any such person or Director is over 70 be stated in any Notice or Resolution relating to his appointment or re-appointment nor shall it be necessary to give special notice under Section 185 of the Act of any resolution appointing, re-appointing or approving the appointment of a Director.

24. The Directors may delegate any of their powers to committees, whether consisting wholly or partly of Directors or otherwise, as they think fit. Any committee so formed shall in exercise of the powers so delegated, conform with any regulations that may be imposed on it by the Directors. Regulation 102 of Table A shall not apply.

#### PROCEEDINGS OF DIRECTORS

25. A resolution in writing signed by all the Directors for the time being present in the United Kingdom or by all the members of a committee of Directors for the time being shall be as valid and effectual as a resolution passed at a meeting of the Directors or, as the case may be, of such committee, duly convened and held, and may consist of several documents in the like form each signed by one or more of the Directors, and signature in the case of a body corporate which is a Director shall be sufficient if made by a director of such body corporate or by its duly authorised representative. Regulation 106 of Table A shall not apply.

#### PENSIONS AND ALLOWANCES

26. The Directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person or in respect of services rendered by him to the Company as Managing Director, Manager or in any other executive office or employment in the Company or

indirectly as an executive officer or employee of any subsidiary or associated company of the Company or of its holding company (if any) or of any predecessor in business of the Company notwithstanding that he may be or may have been a Director, and may make payments towards insurances or trusts for such purposes in respect of any such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person. Regulation 87 of Table A shall not apply.

#### NOTICES

27. Any notice to be given by the Company to any Member, Director or alternate Director shall be given either personally or by sending it by post to him at his registered address (whether within or outside the United Kingdom). Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 72 hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post. In the event of a Member, Director or alternate Director having a registered address outside the United Kingdom, all notices shall be sent to such address by airmail. Regulations 131, 133 and 134 of Table A shall be modified accordingly.

#### INDEMNITY

28. Every Director, alternate Director, Managing Director or other executive officer and Auditor of the Company shall be indemnified out of the funds of the Company against all liabilities incurred by him in such capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted, or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court.

The Companies Acts

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COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTION

of

M. E. BESWICK (MANUFACTURING) LIMITED

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Passed 5th August, 1982

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At an EXTRAORDINARY GENERAL MEETING of M. E. BESWICK (MANUFACTURING) LIMITED, held at 18 Manor Grove, London, S.E.15 on Thursday, 5th day of August, 1982, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:-

SPECIAL RESOLUTION

That the Articles of Association of the Company be replaced by new Articles of Association in the form produced to the meeting and initialled by the Chairman by way of identification.

G. G. LONGSTAFF  
Chairman

20/9

M.E BESWICK (MANUFACTURING) LTD.

Company No. 1269009

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THE COMPANIES ACTS 1948-1981

COMPANY LIMITED BY SHARES

passed 5th August 1982

At an Extraordinary General Meeting of the Company duly convened and held on 5th August 1982 the following resolutions were duly passed as Special Resolutions:-

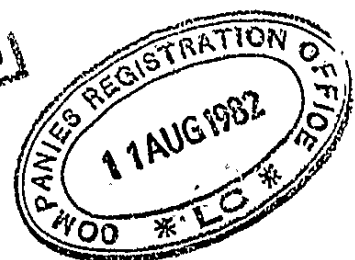
1. That the Articles of Association of the Company be replaced by new Articles of Association in the form produced to the Meeting and initialled by the Chairman by way of identification.

2. That the authorised share capital of the Company be increased from £1,000 to £10,000 by the creation of 90,000 Ordinary Shares of 10p each.

3. That it is desirable to capitalise the sum of £100 being part of the amount standing to the credit of the profit and loss account and accordingly that such sum be set free for distribution among the holders of the issued Shares of £1 each in the capital of the Company in the proportion of 10p for every one existing Share of £1 now held on the footing that the same be not paid in cash but be applied in paying up in full 1000 of the Ordinary Shares of 10p each referred to in Resolution Number 2 above, to be allotted and distributed credited

SLAUGHTER AND MAY  
35, BASINGHALL STREET  
LONDON EC2V 5DB

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as fully paid to and among such members in the proportion of one Ordinary Share of 10p for every one Share of £1 so held.

4. That forthwith after the allotment of the 1000 Ordinary Shares of 10p each referred to in Resolution Number 3 above the 1000 existing Shares of £1 each in the capital of the Company be converted into Deferred Shares of £1 each carrying the rights but subject to the restrictions following, namely:-

- (a) the holders of the Deferred Shares shall have no right as such to receive notice of or to attend or vote at any general meeting of the Company;
- (b) the profits of the Company available for dividend and resolved to be distributed in respect of each financial year or other period of the Company shall be applied first in payment of dividends to the holders of the Ordinary Shares of 10p each in the Company but so that the gross amount so paid in respect of each financial year or other period shall not exceed £10,000,000 and the balance (if any) of such profits shall be distributed by way of dividend as to fifty per cent. thereof to the holders of the said Ordinary Shares and as to fifty per cent. thereof to the holders of the said Deferred Shares;
- (c) on a return of capital on a winding-up or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be applied first in repaying to the holders of such Ordinary Shares the amount paid up on such shares together with a premium of £10,000,000 per share and the balance of such assets shall be distributed among the holders of such Ordinary

Shares and such Deferred Shares rateably according  
to the amount paid up on such shares.



Director

Dated 5th March. 1982

No. 1269009

THE COMPANIES ACTS 1948 to 1981

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COMPANY LIMITED BY SHARES

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MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

M. E. BESWICK (MANUFACTURING) LIMITED

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Slaughter and May,  
35 Basinghall Street,  
London EC2V 5DB

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THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

# MEMORANDUM OF ASSOCIATION

of

M.E. BESWICK (MANUFACTURING) LIMITED.

---

1. The name of the Company is "M.E. BESWICK (MANUFACTURING) LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (a) (1) To manufacture From all or any suitable substance, powders for the coating of metals and other products.
  - (2) To carry on the business of platers and finishers, bronzers, painters, oxidisers, gilders, enamellers, polishers, lacquerers and workers in plastic and all similar processes.

2.

- (b) To carry on any other business of any description which in the opinion of the directors may be capable of being conveniently or advantageously carried on in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (c) To purchase sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (d) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (e) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company, and to grant rights thereout.
- (f) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (g) To manage develop, sell, lease, mortgage, grant licences or rights of, in, or over or otherwise turn to account or in any other manner deal with or dispose of the undertaking and all or any of the property or assets of the Company with power to accept shares, debentures or securities of, or interests in, any other company.
- (h) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (i) To invest, lend, or otherwise deal with unemployed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.
- (j) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such means, the performance of, the obligations of and the repayment or payment of the principal amounts and of any premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by section 154 of the Companies Act 1948 or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the Company in business.
- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (l) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.

- (o) To remunerate employees of the Company out of or in proportion to the profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.
- (p) To pay the costs and expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same in whole or in part by others.
- (q) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place, or assist in so doing, the whole or part of the shares or securities of such company.
- (r) To remunerate the directors of the Company in any manner the Company may think fit and to pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist financially, whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.
- (s) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (t) To act as or through trustees, agents, secretaries, managers, brokers or sub-contractors, and to perform the duties of any office undertaken by the Company.
- (u) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (v) To distribute any property of the Company in specie among the members.
- (w) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and the objects therein mentioned shall be neither limited nor restricted by reference to or inference from any other sub-clause or the name of the Company and neither shall they or any of them be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the Members is limited.

5. The share capital of the Company is £1,000 divided into 1,000 Shares of One pound each. Subject and without prejudice to any special rights or privileges for the time being attached to any special class of issued shares any of the shares in the original capital of the Company for the time being unissued, and any new shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may from time to time be determined by the Company.

NOTE: By a Special Resolution passed on 5th August, 1982 the capital was increased to £10,000 by the creation of 90,000 Ordinary Shares of 10 pence each and the existing Shares of One Pound each were converted into Deferred Shares of One Pound each so that the capital consisted of 90,000 Ordinary Shares of ten pence each and 1000 Deferred Shares of One Pound each.

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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.
PERCY CUTHBERT GORDON ANDON, 18 Pollards Hill West, London, S.W.16.  Company Director.	ONE
GERALD TERENCE GEORGE ANDON, 22a Thornton Road, London, S.W.12..  Company Director.	ONE

DATED the 26th day of April, 1976.

WITNESS to the above Signatures :-

NAPHTLIA HARRIS,  
Chartered Accountant,  
Eurocount House,  
202 Blackfriars Road,  
London, S.E.1.

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

M.E. BESWICK (MANUFACTURING) LIMITED

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(Articles adopted 5th August, 1982 )

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (hereinafter called "Table A") shall, except where the same are excluded or varied by or are inconsistent with these Articles, apply to the Company.

SHARES

2. Subject to any direction to the contrary that may be given by the Company in general meeting all the shares of the Company for the time being unissued (whether forming part of the original or any increased capital) shall be at the disposal of the Directors who may offer, allot, grant options over 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. Section 17(1) of the Companies Act 1980 shall not apply to the allotment by the Company of any equity security as defined by Section 17(1) of that Act

3. The Directors are by this Article authorised to exercise all powers of the Company to allot all relevant securities (within the meaning of Section 14 of the Companies Act 1980): such authority shall be unconditional and for the exercise of such power generally: the maximum amount of relevant securities that may be the subject of allotment under such authority shall be the amount by which the nominal amount of the authorised share capital of the Company exceeded the nominal amount of the issued share capital of the Company at the date of adoption of these Articles, or if these Articles are the Articles applying on incorporation, exceeded the nominal amount of the shares taken by the subscribers to the Memorandum of Association, as the case may be: unless



renewed, such authority will expire on the date five years from the date on which the resolution adopting these Articles is passed or, if these Articles are the Articles applying on incorporation, from the date of incorporation, as the case may be: save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot the relevant securities in pursuance of such offer or agreement accordingly: the amount of a relevant security shall in the case of a share in the Company mean its nominal amount, and in the case of a right to subscribe for, or to convert any security into, shares in the Company mean the nominal amount of shares in the Company which would be required to satisfy such right (assuming full exercise).

#### TRANSFER OF SHARES

4. The instrument of transfer of a share shall be signed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof; Provided that in the case of a partly paid share the instrument of transfer must also be signed by the transferee. Regulation 22 of Table A shall not apply to the Company.

#### LIEN ON SHARES

5. In Regulation 11 of Table A the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be deleted.

#### GENERAL MEETINGS

6. Subject to any statutory provisions, a resolution in writing signed by all the Members of the Company who would be entitled to receive notice of and to attend and vote at a general meeting at which such resolution was to be proposed or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and signature in the case of a body corporate which is a Member shall be sufficient if made by a director thereof or by its duly authorised representative. Regulation 73A of Part I of Table A shall not apply.

7. If at any general meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the Chairman of the Meeting, be of sufficient magnitude to vitiate the result of the voting.

8. A poll may be demanded by the Chairman or by any Member present in person or by proxy and Regulation 58 of Table A shall be construed accordingly.

9. In Regulations 49 and 69 respectively of Table A the words "within the United Kingdom" shall be deleted.

#### DIRECTORS

10. Unless and until otherwise determined by the Company in general meeting there shall be at least two Directors. Regulation 75 of Table A shall be construed accordingly.

11. Any Director who by request performs special services or goes or resides outside the country in which he is ordinarily resident for any purposes of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the Directors may determine.

12. The Directors may exercise all the powers of the Company to borrow or raise money, to give guarantees, and to mortgage or charge the Company's undertaking, property and uncalled capital, or any part thereof and subject to Section 14 of the Companies Act 1980 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 its holding company). Regulation 79 of Table A shall not apply.

13. A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 199 of the Act. A general notice to the Board given by a Director to the effect that he is a member of a specified company or firm and is to be regarded as interested in all transactions with such company or firm shall be sufficient declaration of interest under this Article, and after such general notice it shall not be necessary to give any special notice relating to any subsequent transaction with such company or firm, provided that either the notice is given at a meeting of the Directors or the Director giving the same takes reasonable steps to secure that it is brought up and read at the next meeting of the Directors after it is given.

14. Subject to such disclosure as aforesaid, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted and he may

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be taken into account in ascertaining whether a quorum is present. Paragraphs (2) and (4) of Regulation 24 of Table A shall not apply.

15. Each Director shall have power by writing under his hand to nominate (1) any other Director or (2) any person approved for that purpose by the other Directors, to act as his alternate Director during his absence, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall, except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director.

16. At any time or from time to time either the holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company by memorandum in writing signed by or on behalf of him or them and left at or sent to the Registered Office of the Company or the Company in general meeting may appoint any person to be a Director or remove any Director from office. Any removal of a Director from office hereunder shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

17. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall (subject to Article 18 hereof) hold office until he is removed pursuant to the last preceding Article.

18. The office of a Director shall be vacated in any of the events following, namely:-

- (a) if he resigns his office by writing under his hand left at the Office or tendered at a meeting of the Board;

- 7
- (b) if he become of unsound mind or become bankrupt or compound with his creditors;
  - (c) if, without leave, he be absent, otherwise than on the business of the Company, from meetings of the Board for six consecutive months, and the Board resolve that his office be vacated;
  - (d) if he be prohibited by law from being a Director;
  - (e) if he cease to be a Director by virtue of the Companies Acts or be removed from office pursuant to these Articles; or
  - (f) if he is requested in writing by all his co-Directors to resign.

19. In Regulation 86 of Table A the words "and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose" shall be deleted, and Regulations 88 to 97 (inclusive) of Table A shall not apply.

20. In Regulation 98 the words "it shall not be necessary to give notice of a meeting of directors to any director for the time being absent from the United Kingdom" shall be deleted.

21. The Directors may from time to time appoint one or more of their number to an executive office (including that of Managing Director, Manager or any other salaried office) for such period and on such terms as they shall think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. Subject to the terms of any such agreement the appointment of any Director as aforesaid shall be ipso facto determined if he cease from any cause to be a Director. Regulation 107 of Table A shall not apply.

22. The Managing Director, Manager or other executive officer as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits or pension or otherwise howsoever, whether similar to the foregoing or not) as the Directors may determine. Regulation 108 of Table A shall not apply.

23. No person shall be disqualified from being appointed or re-appointed a Director of the Company and no Director of the Company shall be required to retire from that office by reason only of the fact that he has attained the age of 70 years, nor need the age of any such person or Director or the fact that any such person or Director is over 70 be stated in any Notice or Resolution relating to his appointment or re-appointment nor shall it be necessary to give special notice under Section 135 of the Act of any resolution appointing, re-appointing or approving the appointment of a Director.

24. The Directors may delegate any of their powers to committees, whether consisting wholly or partly of Directors or otherwise, as they think fit. Any committee so formed shall in exercise of the powers so delegated, conform with any regulations that may be imposed on it by the Directors. Regulation 102 of Table A shall not apply.

#### PROCEEDINGS OF DIRECTORS

25. A resolution in writing signed by all the Directors for the time being present in the United Kingdom or by all the members of a committee of Directors for the time being shall be as valid and effectual as a resolution passed at a meeting of the Directors or, as the case may be, of such committee, duly convened and held, and may consist of several documents in the like form each signed by one or more of the Directors, and signature in the case of a body corporate which is a Director shall be sufficient if made by a director of such body corporate or by its duly authorised representative. Regulation 106 of Table A shall not apply.

#### PENSIONS AND ALLOWANCES

26. The Directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person or in respect of services rendered by him to the Company as Managing Director, Manager or in any other executive office or employment in the Company or

7

indirectly as an executive officer or employee of any subsidiary or associated company of the Company or of its holding company (if any) or of any predecessor in business of the Company notwithstanding that he may be or may have been a Director, and may make payments towards insurances or trusts for such purposes in respect of any such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person. Regulation 87 of Table A shall not apply.

#### NOTICES

27. Any notice to be given by the Company to any Member, Director or alternate Director shall be given either personally or by sending it by post to him at his registered address (whether within or outside the United Kingdom). Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 72 hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post. In the event of a Member, Director or alternate Director having a registered address outside the United Kingdom, all notices shall be sent to such address by airmail. Regulations 131, 133 and 134 of Table A shall be modified accordingly.

#### INDEMNITY

28. Every Director, alternate Director, Managing Director or other executive officer and Auditor of the Company shall be indemnified out of the funds of the Company against all liabilities incurred by him in such capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted, or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court.

The Companies Acts

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COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTION

of

M. E. BESWICK (MANUFACTURING) LIMITED

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Passed 5th August, 1982

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At an EXTRAORDINARY GENERAL MEETING of M. E. BESWICK (MANUFACTURING) LIMITED, held at 18 Manor Grove, London, S.E.15 on Thursday, 5th day of August, 1982, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:-

SPECIAL RESOLUTION

That the Articles of Association of the Company be replaced by new Articles of Association in the form produced to the meeting and initialled by the Chairman by way of identification.

G. G. LONGSTAFF  
Chairman

14.11.83



THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

M. E. BESWICK (MANUFACTURING) LIMITED

(Registered No. 1269009)

37.

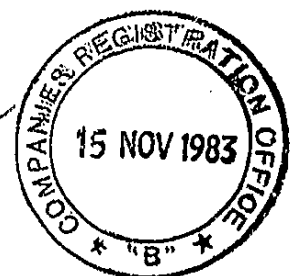
SPECIAL RESOLUTION

Passed 2nd November 1983

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened and held on 2nd November 1983, the following SPECIAL RESOLUTION was duly passed:-

That as from 1st January 1984 the name of the Company be changed to

Becker Powders Limited

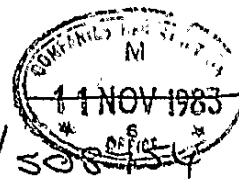


*W. R. ...*

Secretary

Certified to be a true copy of the original Resolution passed on the 2nd November, 1983.

*[Signature]*



WLD R40 / 508-154



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## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1269009 / 38

I hereby certify that

M. E. BESWICK (MANUFACTURING)  
LIMITED

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

BECKER POWDERS LIMITED

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

29TH NOVEMBER 1983

*D. M. Wilkie*  
MRS. D. M. WILKIE

an authorised officer

Coopers  
& Lybrand

1269009/47  
Chartered accountants

43 Temple Row  
Birmingham B2 5JT

a member firm of  
Coopers & Lybrand (International)

Telephone 021-233 1100  
Telex CoLybrand Birmingham  
Telex 337632  
Fax groups 021-236 0139

our reference 408

The Secretary  
Becker Powders Limited  
Baystrait House  
Station Road  
Biggleswade  
Beds SG18 8AL

24 November 1986

Dear Sir

In confirmation of our recent discussions and correspondence with Mr J A F Walker, we hereby give notice that we tender our resignation as auditors of Becker Powders Limited.

In accordance with Section 390 of the Companies Act 1985, we confirm that there are no circumstances connected with our resignation that we consider should be brought to the notice of the members or creditors of Becker Powders Limited.

We enclose a signed copy of this letter so that you may send it to the Registrar of Companies.

Yours truly

*Coopers & Lybrand*



jtw



London Aberdeen Bedford Birmingham Blackburn Bournemouth Bristol Cambridge Cardiff Edinburgh Glasgow Irvine King's Lynn Leeds Leicester Liverpool Maidstone Manchester  
Middlebrough Newcastle upon Tyne Northampton Norwich Nottingham Plymouth Reading Sheffield Southampton Swansea Uxbridge  
A list of members' names is available for inspection at the above address and at Plinthe Court London EC4A 4HT

CON 21530 JJS

akers



JJS  
5/7/89



Registered No. 1269009

Companies Act 1948 - 1983

Company Limited by Shares

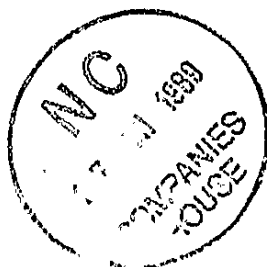
Becker Powders Limited

Passed Wednesday, 21 December 1988

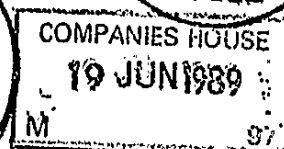
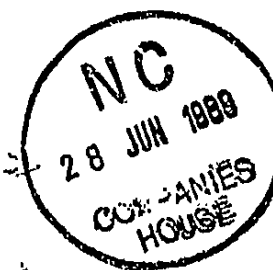
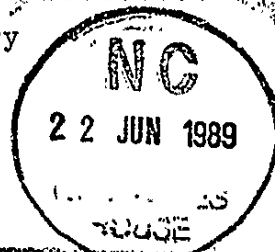
At an Extraordinary General Meeting of the Members of the above named company, duly convened and held on 21 December 1988, the following Special Resolution was duly passed.

That the name of the company be changed to:

BECKER VANGUARD. LIMITED.



Secretary



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169502

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**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1269009

I hereby certify that

**BECKER POWDERS LIMITED**

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

**BECKER VANGUARD LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 5 JULY 1989

*M. Rose*  
M. ROSE

an authorised officer

BECKER VANGUARD LIMITED Company number 01269009

MINUTES OF EXTRAORDINARY GENERAL MEETING HELD 28 MAY 1993

PRESENT ALED ROBERTS AND BILL RISING (BY CONFERENCE PHONE)

Special Resolution

It is hereby agreed that the Annual Accounts for Becker Vanguard will not be audited as Becker Vanguard is a dormant company.

*Aled Roberts.*

ALED ROBERTS  
DIRECTOR  
28 MAY 1993

