

COMPANIES ACT 1929

SPECIAL RESOLUTION

of

JOHN CHAPMAN & CO. (BUILDERS MERCHANTS) LIMITED

Passed the 9th day of December 1991

Alteration of the Company's Memorandum of Association

THAT Clause 3 of the Memorandum of Association of the Company be altered:-

- (a) by deleting from the end of sub-clause (D) thereof the following words:-

"... trademarks, patents, licences, processes, secret or otherwise, and other rights and privileges of any kind necessary to or convenient for any business or undertaking of the Company or calculated to enhance the value of or render more profitable any of its assets property or rights"

and inserting in their place the following words:-

.. including for the avoidance of all doubt the acquisition of any such estate or interest for the use or occupation of any member or director of the Company".

- (b) by inserting immediately before sub-clause (E) thereof the following new sub-clause (E) namely follows:-

"(E) To apply for, register, purchase, or by other means acquire an protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights,

breve d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire".

- (c) by redesignating sub-clauses (E) to (T) thereof as sub-clauses (F) to (U) respectively.

  
CHAIRMAN

276941

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

*JWR Richards.*

JOHN CHAPMAN & CO. (BUILDERS MERCHANTS) LIMITED

1. The name of the Company is "JOHN CHAPMAN & CO. (BUILDERS MERCHANTS) 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 plumbers merchants, builders merchants, oil and colour merchants, domestic and hardware stores, importers, tool factors and wholesale and retail dealers in timber, bricks, sand, ballast and building materials generally, and hardware and tools of every description, ironmongery, furnishing ironmongery, horticultural machinery and instruments, builders ironmongery, metals, stoves, ranges, harness and leather goods, builders castings, cast-iron goods, gas, electric light and water engineers, sanitary engineers, blacksmiths, tinsmiths, metal workers and to repair, convert, alter, let on hire and deal in hardware of all kinds.
  - (B) To carry on the business of warehousemen, and to buy, sell, manufacture, let on hire, repair, alter and deal in all kinds of articles and things required or usually dealt in by persons engaged in such businesses.
  - (C) To carry on any other trade or business whatsoever which may seem to the Company capable of being conveniently carried on in connection with or extension of any of the businesses aforesaid or calculated directly or indirectly to enhance the value of or render more profitable any of the assets property or rights of the Company.

- \*(D) To apply for, purchase, hire, take on lease or in exchange or otherwise acquire and hold for any estate or interest any land, buildings, offices, shops, factories, works, storehouses, wharves, erections, plant, machinery, equipment, stock and materials, and any other real or personal property, and any easements, including for the avoidance of all doubt the acquisition of any such estate or interest for the use or occupation of any member or director of the Company.
- \*(E) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (F) To lay out, establish, build, construct, set up, maintain, alter, enlarge, pull down, remove and replace, either alone or in conjunction with any other person or company, any buildings, offices, shops, factories, storehouses, works, wharves, erections, plant, machinery and equipment necessary to or convenient for any business or undertaking of the Company or calculated to enhance the value of or to render more profitable any of its assets property or rights.
- (G) To purchase or otherwise acquire as a going concern any business which this Company is authorised to carry on, and any stocks, shares or securities of any other company carrying on, or having objects authorising the carrying on of, any business similar to or capable of being advantageously carried on in conjunction with the business of the Company.

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\* Sub-clause (D) was amended by Special Resolution passed on 9<sup>th</sup> December 1991

\* Sub-clause (E) was amended by Special Resolution passed on 9<sup>th</sup> December 1991

- (H) To manage, develop, improve, turn to account, exchange, mortgage, sell, lease, grant licences and rights over or in respect of or otherwise deal with or dispose of the whole or any part of the undertaking property and assets for the time being of the Company for such consideration as the Company may think fit.
- (I) To borrow or raise or secure the payment of money in such manner as the Company may think fit and in particular by mortgaging or charging by debentures or debenture stock, perpetual or otherwise, trust deed, mortgage, instrument of charge or otherwise, the undertaking or all or any part of the property or assets of the Company, whether present or future, and including uncalled capital, and by issuing, whether at par or at a premium or discount, or depositing, any debentures, debenture stock, notes or other instruments constituting an acknowledgement of indebtedness whether creating a charge or not.
- (J) To secure or guarantee by mortgage, charge or otherwise the performance and discharge of any contract, obligation or liability of the Company or of any other person or corporation with whom or which the Company has dealings or having a business or undertaking in which the Company is concerned or interested whether directly or indirectly.
- (K) To receive money on deposit or loan, and to lend money and make advances and give credit to customers and others having dealings with the Company upon such terms as the Company may think fit.
- (L) To invest and deal with moneys of the Company not immediately required in such manner and upon such investments as the Company may from time to time think fit.
- (M) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, warrants and other negotiable instruments.

- (N) To support or subscribe to any charitable or public objects, to grant pensions and other financial assistance to persons employed or formerly employed by the Company or its predecessors in business and the dependents of such persons, and to maintain or contribute to any pension provident or other funds, or any institutions associations societies or clubs, whether existing for purposes connected with trade, benevolence or otherwise, which may benefit or be connected in any way with the Company or its business or employee.
- (O) To promote or concur in promoting any other company for the purpose of acquiring the undertaking or any of the property assets or rights of this Company, or the promotion of which will in any way benefit or advance the interest of this Company, and to underwrite, subscribe for or place any shares or securities of any such company.
- (P) To enter into any partnership or joint adventure, or any agreement for co-operation or sharing or pooling profits, or controlling or limiting profits or output, or otherwise for mutual assistance, with any company, firm or person carrying on or proposing to carry on any business which this Company can carry on, and to amalgamate with any other company or companies in such manner as this Company shall think fit.
- (Q) To pay for any property or rights acquired by this Company either in cash payable as a lump sum or by instalments or otherwise, or in fully or partly paid up shares, or in securities of this Company, or partly in one way and partly in another, and to accept payment for any property or rights sold or otherwise disposed of by this Company either in cash as aforesaid or in fully or partly paid up shares or in securities of any other company or partly in one way and partly in another, and, whether payment is being made or accepted, on such terms generally as the Company shall think fit.
- (R) To distribute among the members in kind any property or assets of the Company which the Company may be competent to distribute.

(S) To do all or any of the above things as principals, agents, trustees, brokers or otherwise and either alone or in conjunction with others, and through or by means of agents, brokers, sub-contractors, trustees or otherwise.

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

(U) Each of the foregoing sub-clauses shall be deemed to be an independent clause and the objects therein mentioned shall not be deemed to be subsidiary merely to any objects mentioned in any other sub-clause.

4. The liability of the Members is limited.

5. The share capital of the Company is £2,500 divided into 2,500 shares of £1 each of which £2,000 shall be cumulative preference shares which shall confer the right to a fixed cumulative preferential dividend at the rate of  $6\frac{1}{2}\%$  per annum on the capital for the time being paid up thereon and the right in a winding up to payment off of capital and arrears of dividend whether declared or undeclared up to the commencement of the winding up in priority to the ordinary shares but shall not confer any further right to participate in profits or assets and the remaining 500 shares shall be ordinary shares.

The Company has power from time to time to increase or reduce its capital and to consolidate or sub-divide the shares into shares of larger or smaller denominations. Any new shares from time to time to be created may from time to time be issued with any such right of preference, whether in respect of dividend or repayment of capital, or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued, or with such deferred rights as compared with any other shares previously issued or then about to be issued, or subject to any such conditions or provisions and with any such right or without any right of voting, and generally on such terms as the Company may from time to time determine, but so that any preferential or special rights attached to issued shares shall not be affected or interfered with except in manner provided in Clause 3 of Table A in the first Schedule to the Companies Act 1929.

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 or respective names.

<u>Names, Addresses and Descriptions of Subscribers</u>	<u>Number of Shares taken by each Subscriber</u>
John Norman Barker, 27 Harrow Road, Carshalton, Surrey.  Merchant	One
John Chapman, 41 Wales Avenue, Carshalton, Surrey.  Merchant	One

Dated the 12th day of June 1933

Witness to the above Signatures:-

C. J. C. Davenport,  
18 Walbrook,  
London EC4.

Solicitor.

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