

Number of }
Company }

39111

[Form No. 41.]

"THE COMPANIES ACT, 1929."

Declaration of Compliance



A
Companies
Registration
Fee Stamp
of 5s.
must be
impressed
here.

WITH THE

REQUIREMENTS OF THE COMPANIES
ACT, 1929,

Made pursuant to Section 15, Sub-Section (2), of The Companies Act, 1929,
on behalf of a Company proposed to be Registered as

NORMAN ISHERWOOD AND

Company
LIMITED.

(See Page 2 of this Form.)

REGISTERED
23 SEP 1935

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

74291-23
TELEPHONE: HOLBORN 0434 (3 LINES).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,
116 TO 118 CHANCERY LANE, LONDON, W.C. 2,
and 13 BROAD STREET PLACE, E.C. 2.

Presented by



Hunter & Prewitt

25 Fenchurch Lane



I James Grime Sherwood
of 1st Church Lane
Whitefield
Lancashire.

NOTE.—This margin is reserved for binding, and must not be written across.
*Here insert—
"A Solicitor
of the Su-
preme Court
(or in Scotland
"an Enrolled
Law Agent")
engaged in
the formation
of" or "A
person named
in the Articles
of Association
as a
Director (or
Secretary)
of."

Do solemnly and sincerely Declare that I am^y

a person named in the
Articles of Association
as a Director of
Norman Sherwood and Partners

LIMITED,

and That all the requirements of The Companies Act, 1929, 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 Bolton in the County
of Lancashire

the 19th day of September

One thousand nine hundred and thirty five

before me,
James Grime Sherwood

A Commissioner for Oaths. †

James G. Sherwood

"The Companies Act, 1929."

DECLARATION OF COMPLIANCE

WITH THE

REQUIREMENTS

OF

THE COMPANIES ACT, 1929.

Number of
Certificate

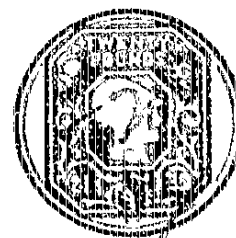
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[Form No. 25.]

THE STAMP ACT, 1891 and THE FINANCE ACT, 1933.

COMPANY LIMITED BY SHARES.



Duty at the
rate of 10s.
for every
£100 must
be impressed
here.

Statement of the Nominal Capital

OF

Norman Sherwood

and Company

LIMITED,

Pursuant to Section 112 of The Stamp Act, 1891; as
amended by Section 41 of The Finance Act, 1933.

(See Page 2 of this Form.)

REGISTERED

23 SEP 1935

The Statement is to be lodged with the Memorandum of Association and
other Documents when the Registration of the Company is applied for.

70710-34

TELEGRAMS: "CERTIFICATE, ESTRAND, LONDON."

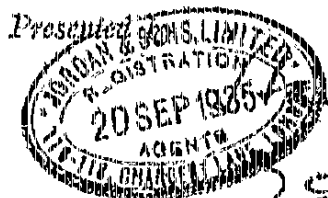
TELEPHONE NO.: HOLBORN 0434 (3 LINES).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 TO 118 CHANCERY LANE, LONDON, W.C. 2,

and 13 BROAD STREET PLACE, E.C. 2.



*for Prelim to
257700000 Bolton*



THE NOMINAL CAPITAL

OF

Norman Sherwood and Company

LIMITED,

is *Four Thousand* Pounds,
divided into *Four Thousand* Shares
of *One* each.

Signature *James G. Sherwood*
Description *Director*

Dated the *19th* day

of *Sept* 19*35*

NOTE: This margin is reserved for binding, and must not be written across.

* * This Statement should be signed by an Officer of the Company.

THE STAMP ACT, 1891 and THE FINANCE ACT, 1933

COMPANY LIMITED BY SHARES.

STATEMENT
OF THE
NOMINAL CAPITAL
OF

Norman Johnson
and Company
LIMITED.

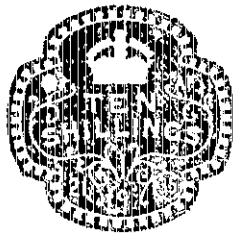
COMPANY LIMITED BY SHARES.

Memorandum

AND

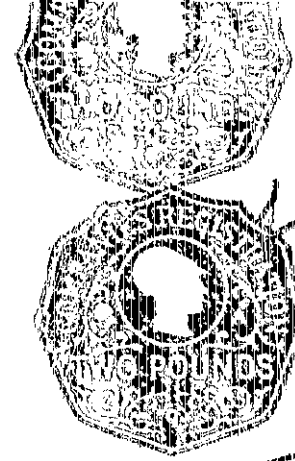
Articles of Association

Norman Isherwood & Company Limited



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"THE COMPANIES ACT, 1929."

COMPANY LIMITED BY SHARES.

Memorandum of Association
OF
and
Norman Isherwood & Company, Limited

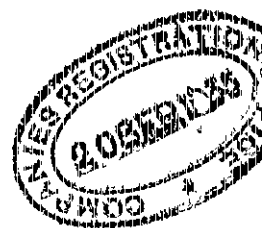
1. The name of the Company is NORMAN ISHERWOOD AND COMPANY, LIMITED.

REGISTERED
23 SEP 1935

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are:—

- (A) To acquire and take over as a going concern the business of Engineers now carried on at Salop Street, Bolton by Norman Isherwood under the style or firm of "Norman Isherwood & Company."
- (B) To carry on the business of automobile, general mechanical textile electrical and hydraulic engineers, ironfounders, steel and brass founders, boiler makers, manufacturers of machinery of all kinds, ball bearing, axles, radiators, shaftings and pulleys, tool makers, metal workers, tin plate and sheet metal workers, millwrights, mill furnishers, leather merchants, belting manufacturers, lorry builders, coach builders, upholsterers, machinists, fitters, iron and steel converters, smiths, wood workers, builders, painters, general contractors and merchants and to buy, sell, manufacture, repair, convert, alter, let, hire and deal in ball bearings, axles, radiators, shafting, pulleys, machinery, implements and hardware of all kinds.



Presented for filing by:-



- (c) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any Shares, Debentures, Debenture Stock or securities so received.
- (d) To purchase or by other means acquire any freehold, leasehold or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property and any buildings, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (e) To build, construct, maintain, alter, enlarge, pull down, and remove, or replace any buildings, factories, mills, offices, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm or company in doing any of the things aforesaid, and to work, manage, and control the same, or join with others in so doing.
- (f) To improve, manage, cultivate, develop, exchange, let on lease, or otherwise, mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (g) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (h) To lend and advance money or give credit to such person or persons, firm or company and on such terms as may seem expedient, and to give guarantees for any person or persons, firm or company.
- (i) To borrow or raise money in such manner that the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised, or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

(j) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To subscribe for, take, purchase or otherwise acquire and hold, Shares or other interest in or securities of any other Company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.

(l) To act as agents or brokers and as Trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.

(m) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for Shares, Debentures or Securities of any Company purchasing the same.

(n) To distribute among the members of the Company in kind any property of the Company, and in particular any Shares, Debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.

(o) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is £4,000 divided into 4000 Shares of one pound each.

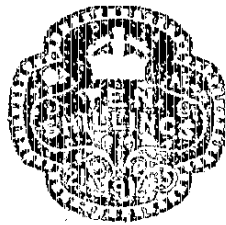
WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
James Brine Sherwood 14 Church Lane Whitefield near Manchester. Engineer	one
Norman Sherwood 83 Harpers Lane Smithalls, Bolton Engineer.	one

DATED this 19th day of September 1935.

WITNESS to the above signatures,

James S. Yates,
25, Piccadilly,
Bolton
Accountants Clerk.



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"THE COMPANIES ACT, 1929."

COMPANY LIMITED BY SHARES.

Articles of Association

OF
and

Norman Isherwood & Company, Limited

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PRELIMINARY.

REGISTERED
23 SEP 1935

1. The Regulations contained in Table "A" in the 1st schedule of the Companies Act 1929 (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby, that is to say, the clauses of Table A numbered 39, 40, 45, 54, 64, 69, 72, 101 and 101 shall not apply to this Company, but in lieu thereof, and in addition to the remaining clauses of Table A the following shall be the regulations of the Company.

2. The Company shall be a private Company, and, accordingly, the following provisions shall have effect.

- (a) The Company shall not offer any Shares or Debentures to the public for subscription.
- (b) The number of the members of the Company (exclusive of persons who are in the employment of the Company, and of persons who having been formerly in the employment of the Company, were, while in such employment and have continued after the determination of such employment, to be members of the Company) shall not at any time exceed fifty.

3. In clause 2 of Table "A" the words "Extraordinary Resolution" shall be substituted for the words "Special Resolution."



SHARE CAPITAL.

4. The original share Capital of the Company is £4,000 divided into 4,000 shares of one pound each, whereof 2,000 shares are Preference Shares and 2,000 shares are Ordinary Shares. The said preference and ordinary shares shall confer on the holders thereof the rights and privileges herein after declared, and such rights and privileges shall be subject to variation or modification in the manner provided by clause 3 of Table A and not otherwise.

5. The said Preference Shares shall confer the right to a fixed Cumulative Preferential dividend at the rate of five per centum per annum, and the right in a winding-up to repayment of Capital and all arrears of dividend (if any) thereon in priority to the Ordinary Shares, but they shall not confer a right to any further participation in Profits or Assets. Subject to the provisions of Section 46 of the Companies Act, 1929, the issued Preference Shares may, at the option of the Company, be redeemed in whole or in part at par at any time after the 30th day of September, 1935, upon three calendar months' notice in writing being given by the Company to the registered holders of the Shares to be redeemed, provided that on redemption of any of the said Shares there shall be paid by the Company to the registered holders thereof, in addition to the par value of the Shares, the arrear. of dividend (if any) thereon, and interest at the rate of Five per centum per annum from the close of the last preceeding financial year to the date of the redemption as aforesaid.

TRANSFER OF SHARES.

6. No Shares shall be sold or transferred by a Shareholder or trustee in Bankruptcy or personal representative of any deceased Shareholder until the rights of pre-emption hereinafter conferred shall have been exhausted.

7. Every Shareholder, personal representative of a deceased Shareholder, or trustee in Bankruptcy, who may desire to sell or transfer any Shares, being property of himself or of any deceased or Bankrupt Shareholder, as the case may be, shall give notice in writing to the Directors that he desires to make such a sale or transfer. Such notice shall constitute the Board his agent for the sale of such Shares to any member or members of the Company at a fair value which shall be determined as hereinafter provided.

8. The Board shall forthwith give notice to each of the Shareholders (other than the Shareholder desiring to sell or transfer the said Shares) stating the number and price of such Shares, and inviting the person to whom the notice is sent to state in writing within twenty-one days from the date of such notice whether he is willing to purchase any, and if so, what maximum number of such Shares. At the expiration of such twenty-one days the Board shall apportion such Shares amongst the Shareholders (if more than one) who shall have expressed their desire to purchase the same, and so far as may be *pro-rata* according to the number of Shares already held by them respectively, or, if there shall be only one such Shareholder, the whole of such Shares shall be sold to him, provided that no Shareholder

shall be obliged to take more than the maximum number of such Shares stated in his answer to the said notice. Upon such apportionment being made, or such one Shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such Shares shall be bound upon payment of the said price to transfer the Shares to the respective Shareholders or to the single Shareholder who shall have agreed to purchase the same.

9. In the event of the whole of such Shares not being sold under the preceding Articles, the party desiring to sell or transfer shall be at liberty to transfer the Shares not so sold to persons who are not Shareholders.

10. At the Ordinary General Meeting in each year the Company shall by Resolution fix the price at which Shares of each class for the time being forming part of the Capital of the Company may be purchased in pursuance of a sale notice. The sum fixed as aforesaid at the Ordinary General Meeting last preceding the services of a sale notice shall, for the purposes of Article 7 and 8, be deemed to be the fair value of any Share comprised in such notice. If no sum shall have been so fixed, the fair value shall be fixed by the Auditors for the time being of the Company.

11. The Directors may at any time in their absolute and uncontrolled discretion refuse to register any transfer of Shares; and Clause 19 of Table A shall be modified accordingly.

BORROWING POWERS.

12. The Directors may raise or borrow money for the purposes of the Company's business, and may secure the repayment of the same, together with any interest or premium thereon, by mortgage or charge upon 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 Bonds, Debentures or Debenture Stock, either charged upon the whole or any part of the assets and property of the Company or not so charged.

13. A Register of the Holders of the Debentures of the Company shall be kept at the Registered Office of the Company, and shall be open to inspection by the Registered Holders of such debentures and of any Member of the Company, subject to such restrictions as the Company in General Meeting may impose.

The Directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

MEETINGS.

14. A General Meeting of the Company shall be held once in every calendar year, at such time (not being more than fifteen months after holding of the last preceding General Meeting) and place as the Directors shall appoint. In default of a General Meeting being so held, a General Meeting may be convened by any two members in the same manner as nearly as possible as that in which meetings are to be convened by the Directors. The aforesaid General Meetings shall be called "Ordinary General Meetings," all other General Meetings shall be called "Extraordinary General Meetings."

15. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business, save as herein otherwise provided, two members personally present shall be a quorum.

VOTES OF MEMBERS.

16. Subject and without prejudice to any special privileges or restrictions for the time being affecting any special class of shares for the time being forming part of the Capital of the Company, every member shall have one vote on a show of hands and in case of a poll shall have one vote for every ordinary share, and one vote for every preference share of which he is the holder. If and so long as the Company shall not have failed to pay in full within twelve months of the due date the dividends accrued due upon the preference shares prior to the date of a meeting of the Company, the holders of the preference shares shall not be entitled to receive any notice of or to attend or vote at such meeting, either in person or by proxy, unless such meeting be convened for the purpose of altering the regulations of the Company in any manner directly affecting the rights of the preference shareholders as a separate class, or of winding up or reducing the capital of the Company. For the purposes of this provision the dividends on the preference shares shall be deemed to accrue due on the 30th day of September and the 31st day of March in every year.

DIRECTORS.

17. The number of the Directors shall be not less than Two nor more than Five.

The following persons shall be the first Directors of the Company :--

Norman Isherwood.

James G. Isherwood.

John Fielding Withnell.

18. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.

19. A Resolution in writing, signed by all the Directors, shall be as valid and effective as if it had been passed at a meeting of Directors duly called and constituted.

20. A Director may enter into contracts or arrangements or have dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement or dealing to which he is a party, or in which he is interested, by reason of his being at the same time a Director of the Company, provided that such Director discloses to the Board at or before the time when such contract, arrangement or dealing is determined upon his interest therein, or if such interest is subsequently acquired, provided that he on the first occasion possible discloses to the Board the fact that he has acquired such interest.

MANAGING DIRECTOR.

21. The Directors may from time to time entrust to and confer upon the Managing Director or Managing Directors all or any of the powers of the Directors (excepting the power to make Calls, forfeit shares, borrow money, or issue Debentures) that they may think fit. But the exercise of all powers by the Managing Director or Managing Directors shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked, or varied.

DISQUALIFICATION OF DIRECTORS.

22. The office of Director shall be vacated :—

- (a) If he becomes bankrupt or insolvent or compound with his creditors ;
- (b) If he becomes of unsound mind or be found a lunatic ;
- (c) If he be convicted of an indictable offence not being an offence under the Road Traffic Act, 1930 or any statutory provision in lieu and modification thereof.
- (d) If he cease to hold the necessary share qualification or do not obtain the same within two months from the date of his appointment ;
- (e) If he absent himself from the meetings of Directors for a period of six calendar months without special leave of absence from the other Directors ;
- (f) If he gives the Directors one calendar month's notice in writing that he resigns his office.

ACCOUNTS.

23. A copy of every Balance Sheet (including every document required by law to be annexed thereto) shall be laid before the Company in General Meeting together with a copy of the Auditor's report.

NOTICES.

24. Where a notice is sent by post it shall be deemed to have been served at the expiration of twenty-four hours after it was posted ; and Clause 103 of Table A shall be modified accordingly.

25. A member who has no registered address within the United Kingdom and has not supplied to the Company an address within the United Kingdom for the giving of notices to him shall not be entitled to receive any notices from the Company.

WINDING UP.

26. With the sanction of an "Extraordinary Resolution" of the members, any part of the Assets of the Company, including any Shares in, or securities of other Companies may be divided among the members of the Company in specie or may be vested in Trustees for the benefit of such members and the Liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any Shares whereon there is any liability.

Names, Addresses and Descriptions of Subscribers.

James Garrie Isherwood
14 Church Lane
Whitefield
near Manchester

Engineer .

Norman Isherwood
83 Harpers Lane
Linsithills Bolton

Engineer .

DATED this 19th day of September 1935.

WITNESS to the above Signatures :—

James S. Yates
25, Redfield
Bolton.

Accountant & Clerk.

DUPLICATE FOR THE FILE.

No.

216375



Certificate of Incorporation

I Hereby Certify,

That

NORMAN ISHLERWOOD AND COMPANY, LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this twenty-third day of September One Thousand Nine Hundred and thirty-five,

W A McKend

W A McKend, Registrar of Companies.

Certificate
received by

E. J. Graham

Date 23/9/35

DIRECTORS:
H. G. PULEY
J. E. POWELL

70
P. 116
ROMFO 10 49312

H. G. PULEY

BUILDING CONTRACTORS

(ROMFORD) LTD.

REGISTERED ENGLAND
NUMBER 530693
INCORPORATED IN ENGLAND
SHEPHERD ROAD, ROMFORD, ESSEX

82, EASTERN AVENUE EAST,
ROMFORD, ESSEX, RM1 4DT.

July 25th. 1974.

The Registrar,
Companies Registration Office,
55-71, City Road,
LONDON. EC1Y 1BB.

Your Ref. DEF 3 530692.

Dear Sir,

We are in receipt of your communication dated 22nd. July regarding up to date Annual Return of the above Company.

On receipt of your previous communication we were in touch with our Auditors, Shelley Pinnick & Co., of 73-5, Mortimer Street, London, WC. and they assured us that the necessary forms had been completed and sent to you. We ourselves signed these forms late in May. We are again communicating with our Auditors on the matter in order to make sure that the returns in question are in your possession.

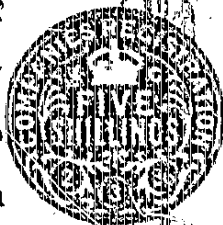
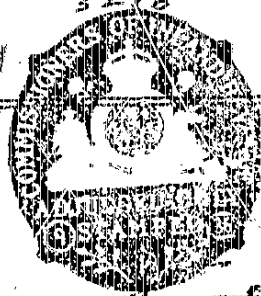
Yours faithfully,
For and on behalf of:-
H. G. PULEY (ROMFORD) LTD.,

H. G. Puley (Chairman)

26 JUL 1974
12.00 PM '74

call file.

305275



AGREEMENT made the twentieth day of
November. One thousand nine hundred and thirty
 BETWEEN NORMAN ISHERWOOD of 93 Harpers Lane Bolton
 the County of Lancaster carrying on business as an
 Engineer under the style or firm of Norman Isherwood &
 Company (hereinafter called "the Vendor") of the one part
 and NORMAN ISHERWOOD & COMPANY LIMITED whose registered
 Office is at Salop Street Bolton (hereinafter called "the
 Company") of the other part WHEREAS the Company was on
 the twenty third day of September One thousand nine
 hundred and thirty five incorporated under the Companies
 Act 1929 as a private Company with a nominal capital of
 Four thousand pounds divided into two thousand Preference
 Shares of £1 each and Two thousand Ordinary shares of £1
 each for the object of acquiring and carrying on the said
 business

IT IS HEREBY AGREED as follows :-

1. THE Vendor will sell and the Company will purchase the
 said business of Engineers now carried on by the Vendor
 at Salop Street and Bella Street Bolton as a going
 concern and the following assets thereof

(a) The goodwill

(b) The leasehold hereditaments described in the
 Schedule hereto and the fixed plant and machinery and

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other fixtures thereon.

(c) The benefit of all subsisting contracts.

(d) The stock in trade movable plant and machinery books of account books of reference to customers and other books and documents and effects

(e) Trade marks designs patents and licences and policies of insurance of any kind (subject where necessary to the consent of the office)

(f) All other property and assets of the Vendor relating to the said business except as hereinafter provided

2. THERE is excepted and reserved out of the assets hereby agreed to be sold as aforesaid A sum to be ascertained in manner hereinafter provided in respect of profits of the said business from the 1st day of October last until the date hereof

3. THE Profits of the business for the year ending thirtieth day of September next shall be ascertained in due course and shall be deemed to have accrued from day to day. The said profits shall be apportioned between the Vendor and the Company as on the date hereof and the apportioned part of the said profits for the period from the first day of October last to the date hereof, shall be paid by the Company to the Vendor forthwith after the same shall have been ascertained as aforesaid

4. THE Company accepts such title as the Vendor has to the premises without investigation. _____

5. THE Company shall pay satisfy and discharge all the Mortgage and other debts and liabilities of the Vendor in respect of the said business subsisting on the date hereof and shall indemnify the Vendor from all actions proceedings claims and demands in respect thereof

6. THE consideration for the said sale is Two thousand one hundred and forty five pounds which shall be satisfied by the issue to the Vendor or his nominees in such proportions as the Vendor shall direct of Two thousand Ordinary Shares of £1 each in the capital of the Company credited as fully paid and Numbered 1 to 2000 inclusive and the balance in Cash _____

7. THE purchase shall be completed on the seventeenth day of December at which time the Company shall hand to the Vendor Certificates for the said shares and the Vendor and all other necessary parties shall execute and do all such deeds and things as may be necessary for effectually vesting the said business and premises in the Company

8. UNTIL actual completion the Vendor shall carry on the said business as a going concern on behalf of the Company and shall account to and be indemnified by the Company accordingly _____

9. THE costs of all parties of and incidental to this agreement the formation and registration of the Company and the Conveyance and Assignment to the Company shall be borne by the Company _____

10. THE Company shall file this agreement and any return or further Agreement that may be necessary with the Registrar of Companies pursuant to the Companies Act 1929 within the time therein prescribed _____

IN WITNESS whereof the Vendor has set his hand and seal and the Company has hereunto caused its Common Seal to be hereunto affixed the day and year first before written _____

THE SCHEDULE BEFORE REFERRED TO

ALL THAT piece or parcel of ground situate in or abutting upon Salop Street Bolton aforesaid and more particularly delineated and described in and by a plan drawn in the margin of an Underlease dated the first day of May One thousand eight hundred and seventy seven and made between John Mellowdew of the first part Eliza Spencer and the said John Mellowdew of the second part the said Eliza Spencer and Selina Spencer of the third part and John Cooper and William Cooper of the fourth part and thereon distinguished by being edged red Together with the buildings erected thereon and occupied

本報告之內容係根據本會所屬之「台灣省勞工服務中心」及「台灣省勞工服務中心」之調查結果，並參考相關資料而彙編而成，其內容之真實性與準確性，本會不負任何法律上之責任。本報告之內容，除供本會參考外，亦供社會大眾參考之用。本報告之內容，除供本會參考外，亦供社會大眾參考之用。

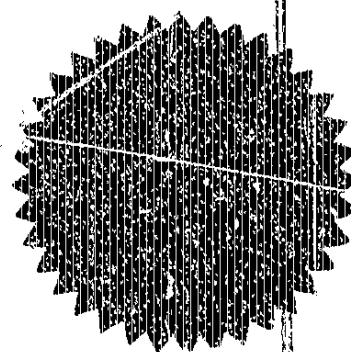
（资料来源：根据《中国统计年鉴》、《中国农村统计年鉴》、《中国人口统计年鉴》、《中国固定资产投资统计年鉴》、《中国财政统计年鉴》、《中国金融统计年鉴》、《中国贸易统计年鉴》、《中国旅游统计年鉴》、《中国教育统计年鉴》、《中国卫生统计年鉴》、《中国体育统计年鉴》、《中国文化统计年鉴》、《中国新闻出版统计年鉴》、《中国广播影视统计年鉴》、《中国邮电统计年鉴》、《中国交通统计年鉴》、《中国能源统计年鉴》、《中国环境统计年鉴》、《中国气象统计年鉴》、《中国地质统计年鉴》、《中国农业统计年鉴》、《中国林业统计年鉴》、《中国渔业统计年鉴》、《中国畜牧业统计年鉴》、《中国工业统计年鉴》、《中国建筑业统计年鉴》、《中国房地产业统计年鉴》、《中国商业统计年鉴》、《中国餐饮业统计年鉴》、《中国住宿业统计年鉴》、《中国娱乐业统计年鉴》、《中国旅游业统计年鉴》、《中国交通运输业统计年鉴》、《中国信息传输业统计年鉴》、《中国金融业统计年鉴》、《中国房地产业统计年鉴》、《中国公共管理和社会组织统计年鉴》、《中国其他行业统计年鉴》等整理。）

Norman Sherwood

of

Norman Sherwood
James B. Sherwood

Accepted
12/2/2011



Dated *20th November* 1935

2200 2
1 copy

MESSRS NORMAN ISHERWOOD & COMPANY.

-----and-----

NORMAN ISHERWOOD & CO. LIMITED.

A G R E E M E N T for sale and purchase
of the business of Norman Isherwood &
Company.

Hulton Bailey & Bolton:
B o l t o n.

83, Harpers Lane,
BOLTON.

1st February, 1936.

The Secretary,
Messrs. Norman Isherwood & Co., Ltd.,
Salop Street,
BOLTON.

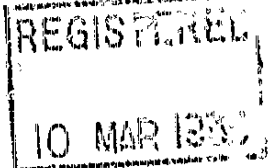
Sir,

With reference to the 2,000 Ordinary Shares to be
allotted under the Purchases and Sales Agreement between myself,
trading as Norman Isherwood & Co., and Norman Isherwood & Co.,
Ltd., dated 20th November, 1935, this letter authorises you to
issue Shares as follows :-

1,998 Shares to myself.

1 Share to James Grize Isherwood.

1 " to John Fielding Withmell.



Yours faithfully,

Norman Isherwood.

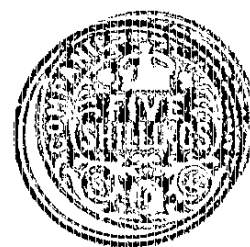
*Horton Bailey Bolton
25 Wood St.
Bolton*

333

Number of } 305,275. 19.
Company

[Form No. 28.]

"THE COMPANIES ACT, 1929."



A
Companies
Fees Stamp
of 5s.
must be
impressed
here.

**Notice of Consolidation, Division, Sub-Division,
or Conversion into Stock of Shares**

(Specifying the Shares so Consolidated, Divided, Sub-Divided,
or Converted into Stock)

OR OF THE

Re-conversion into Shares of Stock

(Specifying the Stock so Re-converted)

OR OF THE

Redemption of Redeemable Preference Shares,

OR OF THE

Cancellation of Shares

(Otherwise than in connection with a Reduction of Share Capital
under Section 55 of The Companies Act, 1929)

OF

Norman Isherwood & Co.,

LIMITED.

Pursuant to Section 51 of The Companies Act, 1929.

(See Page 2 of this Form.)

TELEGRAMS: "CERTIFICATE, ESTRAND, LONDON."

TELEPHONE NUMBER: HOLBORN 0434 (3 LINES).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers

116 CHANCERY LANE, LONDON, W.C. 2

And 13 BROAD STREET PLACE, E.C. 2

Presented by

*Wesley, Pilling & Co.
25, Lincenfield,
Bristol*

A 167

To THE REGISTRAR OF COMPANIES.

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

Edman Sherwood & Co., , LIMITED,

hereby gives you Notice in accordance with Section 51 of The Companies

Act, 1929, that* *1,272 of the Redeemable Preference Shares*
of £1 each of this Company numbered 479 to 1750
have been Redeemed.

Signature *James G. Sherwood*
Director
Officer
(State whether Director, Manager, or the Secretary of the Company.)

Dated the *First*
day of *October*, 19*42*

*e.g. In the case of Consolidation and Division, "the 1000 Preference £10 Shares of this Company numbered 1 to 1000 have been Consolidated and Divided into 500 Preference Shares of £20 each, numbered 1 to 500." In the case of Conversion into Stock, "the 10,000 Ordinary Shares of £5 each of this Company numbered 1 to 10,000 have been Converted into £50,000 Ordinary Stock." In the case of Re-conversion into Shares, "the £50,000 Ordinary Stock of this Company has been Re-converted into 10,000 Ordinary Shares of £5 each numbered 1 to 10,000." In the case of Sub-Division, "each of the 5000 Ordinary Shares of £5 each has been Divided into 5 Shares of £1 each." In the case of Redemption, "500 of the Redeemable Preference Shares of £1 each of this Company numbered 1 to 500 have been Redeemed." In the case of Cancellation, "2500 of the Ordinary Shares of the Company which have not been taken or agreed to be taken have been Cancelled."

"The Companies Act, 1929."

Notice

OF CONSOLIDATION DIVISION, SUB-
DIVISION, OR CONVERSION INTO STOCK
OF SHARES OR OF THE RECON-
VERSION INTO SHARES OF STOCK, OR
OF THE REDEMPTION OF REDEEMABLE
PREFERENCE SHARES OR OF THE
CANCELLATION OF SHARES,

OF

Norman Ashwood & Co.

LIMITED.

Number of } 203 275
Company } 128

(Form No. 28)

The Companies Act, 1948



A
companies
es Stamp
of 5s.
must be
impressed
here

Notice of Consolidation, Division, Sub-Division, or Conversion into Stock of Shares

(Specifying the Shares so Consolidated, Divided, Sub-Divided,
or Converted into Stock)

OR OF THE

Re-conversion into Shares of Stock

(Specifying the Stock so Re-converted)

OR OF THE

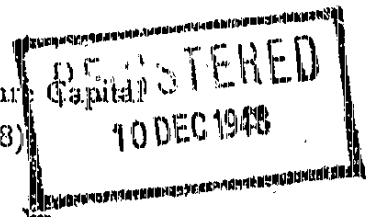
Redemption of Redeemable Preference Shares,

OR OF THE

Cancellation of Shares

(Otherwise than in connection with a Reduction of Share
under Section 66 of The Companies Act, 1948)

OF



Norman Sherwood and Company
LIMITED

Pursuant to Section 62 of The Companies Act, 1948.

ograms: "CERTIFICATE, ESTRAND, LONDON"

Telephone Number: HOLBORN 0434 (6 lines)

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers and Publishers

116 Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2.

sent by

Bayne Picking & Co.
25. Abchurch Lane,

Bocton A1208



To The Registrar of Companies.

Norman Isherwood
and Company, LIMITED,

hereby gives you Notice in accordance with Section 62 of The Companies Act, 1948, that*

728 of the Redeemable Preference Shares of £1 each of the Company Numbered 1 — 478 and 1751 — 2000 have been Redeemed.

Signature *James G. Isherwood*
Secretary
Officer
(State whether Director or the Secretary of the Company.)

Dated the *3rd*
day of *Dec*, 19*48*

* e.g. In the case of Consolidation and Division "the 1000 Preference Shares of £10 each of this Company numbered 1 to 1000 have been Consolidated and Divided into 500 Preference Shares of £20 each, numbered 1 to 500." In the case of Conversion into Stock, "the 10,000 Ordinary Shares of £5 each of this Company numbered 1 to 10,000 have been Converted into £50,000 Ordinary Stock." In the case of Re-conversion into Shares "the £50,000 Ordinary Stock of this Company has been Re-converted into 10,000 Ordinary Shares of £5 each numbered 1 to 10,000." In the case of Sub-division "each of the 5000 Ordinary Shares of £5 each has been Divided into 5 Shares £1 of each." In the case of Redemption "500 of the Redeemable Preference Shares of £1 each of this Company numbered 1 to 500 have been Redeemed." In the case of Cancellation, "250 of the Ordinary Shares of the Company which have not been taken or agreed to be taken have been Cancelled."

NOTE: The examples set out above will require amendment when distinctive numbers of shares are not used.

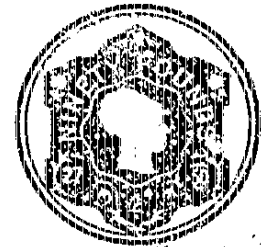
NOTE.—This margin is reserved for binding and must not be written across.

Number of } 305,275 / 28
Company

Form No. 26

THE STAMP ACT, 1891; THE REVENUE ACT, 1903;
and THE FINANCE ACT, 1933

COMPANY HAVING A SHARE CAPITAL



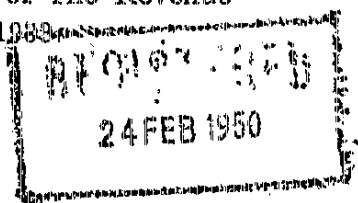
Inland Revenue
Duty Stamp
to be
impressed
here.

Statement of Increase of the Nominal Capital

OF

NORMAN SHERWOOD and Company
LIMITED

Pursuant to Section 112 of The Stamp Act, 1891; Section 5 of The Revenue
Act, 1903; and Section 41 of The Finance Act, 1933



Statement has to be registered with the Notice of Increase in the Nominal Capital and
and copy of the Resolution authorising the Increase required under Section 53 of The Companies
Act, 1948.

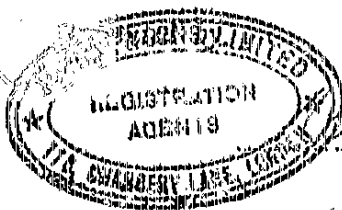
no. J32643

Address: "CERTIFICATE, ESTRAND, LONDON."

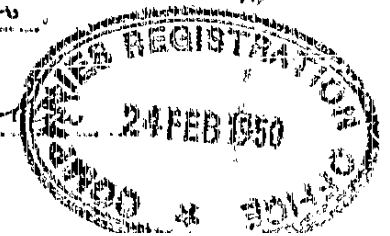
Telephone No.: HOLBORN 0434 (6 lines)

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,
110 Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2



Super Printing Co.
24 Beaufort Road



THE NOMINAL CAPITAL

OF

NORMAN ISHERWOOD AND COMPANY LIMITED,
has, by a Resolution of the Company dated the *10th* day
of *February*, 19*50*, been increased by the addition thereto of
the sum of *Eighteen Thousand* Pounds,
divided into *Preference Shares* Shares
of *One Pound* each
beyond the Registered Capital of *Four Thousand*
Pounds

Signature *James G. Isherwood*
Description *Director & Secretary*

Dated the *21st* day
of *February* 19*50*

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

*** This Statement should be signed by an Officer of the Company.*

129.



The Companies Act, 1948

COMPANY LIMITED BY SHARES

(COPY)

Special Resolutions

(Pursuant to The Companies Act, 1948, Sections 10, 61 and 141)

OF

Norman Isherwood & Company LIMITED

Passed the 10th day of February, 1950

14 MAR 1950

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Folds Road Works, Folds Road, Bolton, in the County of Lancaster, on the 10th day of February, 1950 the following SPECIAL RESOLUTIONS were duly passed:—

1. "That the Directors be and they are hereby authorised to issue as Preference Shares of £1 each the 2,000 Shares of £1 each which the Company has power to issue by virtue of the redemption on the 30th day of September, 1942, of the 1,272 Preference Shares of £1 each and on the 30th day of September, 1948, of the 728 Preference Shares of £1 each in the original Capital of the Company; that the new Preference Shares shall (subject to the provisions of Section 58 of The Companies Act, 1948) be redeemable in the manner provided by the Articles of Association of the Company; and that there shall be attached to the new Preference Shares the rights, privileges and conditions declared by the Articles of Association of the Company."
2. "That the Share Capital of the Company be increased from £4,000 (divided into 2,000 Preference Shares of £1 each and 2,000 Ordinary Shares of £1 each) to £22,000 by the creation of 18,000 additional Preference Shares of £1 each, ranking in all respects *pari passu* with the 2,000 existing Preference Shares; and that, subject to any direction to the contrary that may be given by the Company in General Meeting, the Directors be authorised to issue such additional Preference Shares to such persons, on such terms and conditions, and in such manner as they may think fit."
3. "That the said 18,000 additional Preference Shares be issued by the Directors on the terms that they shall be redeemable in the manner provided by the Articles of Association of the Company."

14 MAR 1950

4. "That the Articles of Association of the Company be altered as follows:—

(i) By deleting Article 4 and by substituting therefor the following new Article:—

4. The Share Capital of the Company at the time of adoption of this Article is £22,000, divided into 20,000 Preference Shares of £1 each and 2,000 Ordinary Shares of £1 each. The said Preference Shares and Ordinary Shares shall confer on the Holders thereof the rights and privileges hereinafter declared, and such rights and privileges shall be subject to variation or modification in the manner provided by Clause 3 of Table A, and not otherwise.

(ii) By substituting the year '1950' for the year '1935' in Article 5.

(iii) By inserting immediately after Article 22 the following new Article, to be numbered 22A, under the heading 'Capitalisation of Profits':—

22A. (i) The Company in General Meeting may, upon the recommendation of the Directors, resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's Reserve Funds or Reserve Accounts, or to the credit of the Profit and Loss Account, and accordingly, that such sum be set free for distribution among the Members who would have been entitled thereto if distributed by way of Dividend and in the same proportions on condition that the same be not paid in cash but be applied in paying up in full unissued Shares of the Company to be allotted and distributed, credited as fully paid up, to and among such Members (or their nominees) in the proportions aforesaid, and the Directors shall give effect to such Resolution.

(ii) Whenever such a Resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid Shares, and generally shall do all acts and things required to give effect thereto with full power to the Directors to make such provision by the issue of Fractional Certificates or by the payment in cash or otherwise as they think fit for the case of Shares becoming distributable in fractions, and also to authorise any person to enter on behalf of all the Members entitled thereto into an Agreement with the Company providing for the allotments to them respectively (or their nominees), credited as fully paid up, of any further Shares to which they may be entitled upon such capitalisation, and any Agreement made under such authority shall be effective and binding on all such Members."

Norman Isherwood, Chairman.

Presented to the Registrar of Companies
on the *14th* day of *March*, 1950.



JORDAN & SONS, LIMITED,

COMPANY REGISTRATION AGENTS, PRINTERS, AND PUBLISHERS,

CHANCERY LANE, LONDON, W.C.2, AND 13 BROAD STREET PLACE, E.C.2.—REGD. NO. 148

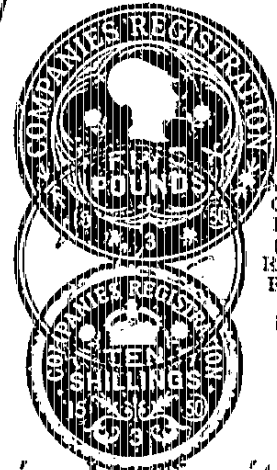
Number of
Company

305,275 | 30

Form No. 10.

The Companies Act, 1948

COMPANY HAVING A SHARE CAPITAL



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Companies
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(including
Registration
Fee of 5s.)
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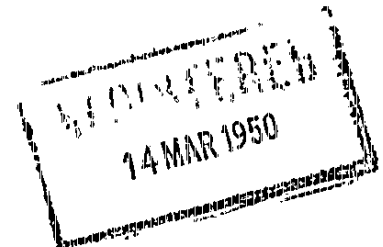
Notice of Increase in the Nominal Capital

OF

NORMAN ISHERWOOD AND COMPANY

LIMITED

Pursuant to Section 63 of The Companies Act, 1948



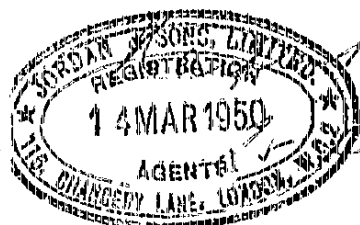
Telegrams: "CERTIFICATE, ESTRAND, LONDON."

Telephone No.: HOLBORN 0631 (6 lines)

JORDAN & SONS, LIMITED

Company Registration Agents, Printers, and Publishers
116 Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2

Presented by



Presented by
curried
Boetia



Notice of Increase in the Nominal Capital

OF

NORMAN ISHERWOOD AND COMPANY Limited.

TO THE REGISTRAR OF COMPANIES.

The above-named Company hereby gives you notice, pursuant to Section 63 of The Companies Act, 1948, that by (a) a SPECIAL Resolution of the Company dated the 10th day of February 1950 the Nominal Capital of the Company has been increased by the addition thereto of the sum of £18000, beyond the Registered Capital of £4000.

The additional Capital is divided as follows:—

Number of Shares.	Class of Share (b).	Nominal Amount of each Share.
<u>18000</u>	<u>Redeemable Preference Shares</u>	<u>£1.</u>

The conditions (e.g., voting rights, dividends, &c.) subject to which the new Shares have been or are to be issued are as follows:—

Ranking in all respects pari passu with the existing Preference Shares.

Signature

Description (c)

James H. Isherwood
Director & Secretary

Dated the 10th day
of February 1950.

(d) Insert "an Ordinary," "an Extraordinary," or "a Special," as the case may be.

(b) If any of the new Shares are Preference Shares state whether they are redeemable or not.

(c) State whether Director or Secretary of the Company.

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

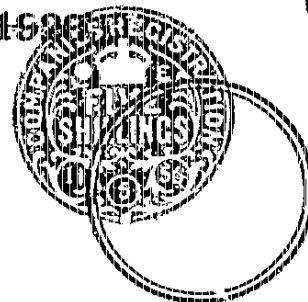
Number of
Company

305275/40

[Form No. 28.]

1948

"THE COMPANIES ACT, 1929"



A
Companies
Fee Stamp
of 5s.
must be
impressed
here

Notice of Consolidation, Division, Sub-Division,
or Conversion into Stock of Shares

(Specifying the Shares so Consolidated, Divided, Sub-Divided,
or Converted into Stock)

OR OF THE

Re-conversion into Shares of Stock

(Specifying the Stock so Re-converted)

OR OF THE

Redemption of Redeemable Preference Shares

OR OF THE

Cancellation of Shares

(Otherwise than in connection with a Reduction of Share Capital
under Section 55 of The Companies Act, 1929)

OF

NORMAN ISHERWOOD & CO
LIMITED.

Pursuant to Section 62 of The Companies Act, 1948

REGISTRARS: "CERTIFICATE, ESTRAND, LONDON."

TELEPHONE NUMBER: HOLBORN 0434

JORDAN & SONS, LIMITED,

334

Company Registration Agents, Printers, and Publishers

116 CHANCERY LANE, LONDON, W.C. 2,

AND 13 BROAD STREET PLACE, E.C.2.

Presented by

Mayn B. ...

25. ACRES FIELDS



To THE REGISTRAR OF COMPANIES.

Norman Listerwood & Co., LIMITED,

hereby gives you Notice in accordance with Section 51 of The Companies

Act, 1929, that* *Four Thousand and Twenty*

£1 Cumulative Preference Shares of this
company numbered 9861 to 13880
have been redeemed

NORMAN LISTERWOOD & CO., LTD.

Signature

H. J. Jenkins

Officer

Secretary

(State whether Director, Manager, or the Secretary of the Company.)

Dated the *7th*

day of *May*, 19*26*.

* e.g. In the case of Consolidation and Division, "the 1000 Preference £10 Shares of this Company numbered 1 to 1000 have been Consolidated and Divided into 500 Preference Shares of £20 each, numbered 1 to 500." In the case of Conversion into Stock, "the 10,000 Ordinary Shares of £5 each of this Company numbered 1 to 10,000 have been Converted into £50,000 Ordinary Stock." In the case of Re-conversion into Shares, "the £50,000 Ordinary Stock of this Company has been Re-converted into 10,000 Ordinary Shares of £5 each numbered 1 to 10,000." In the case of Sub-Division, "each of the 5000 Ordinary Shares of £5 each has been Divided into 5 Shares of £1 each." In the case of Redemption, "500 of the Redeemable Preference Shares of £1 each of this Company numbered 1 to 500 have been Redeemed." In the case of Cancellation, "2500 of the Ordinary Shares of the Company which have not been taken or agreed to be taken have been Cancelled."

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

No. 305275 / 57

THE COMPANIES ACT, 1929
THE COMPANIES ACT, 1948

Resolutions

OF

NORMAN ISHERWOOD & COMPANY LIMITED
REGISTERED

Passed the ^{25th} day of March, 1965.

1- APR 1965

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Dennis House, Mansden Street, Manchester, 2, on ~~Thursday~~ ^{Friday} the ~~nineteenth~~ ^{twenty-fifth} day of March, 1965, the following Resolutions were passed as SPECIAL RESOLUTIONS of the Company:—

RESOLUTIONS

1. THAT the capital of the Company be increased to £24,000 by the creation of 2,000 new Ordinary Shares of £1 each.

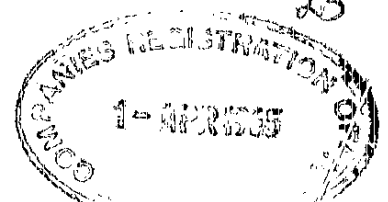
2. THAT it is desirable to capitalise the sum of £2,000 (being part of the sum standing to the credit of the Company's Profit and Loss Account) and accordingly that the Directors be and they are hereby authorised and directed to capitalise such sum and apply the same in paying up in full at par the 2,000 new Ordinary Shares of £1 each in the capital of the Company such new Ordinary Shares to be appropriated as capital and allotted and distributed to and among the persons who at the close of business on the 1st day of March, 1965 were the registered holders of the 2,000 issued Ordinary Shares of £1 each in the capital of the Company in proportion of one such Ordinary Share of £1 for every Ordinary Share of £1 held on the said date.

3. THAT conditionally upon the foregoing Resolutions numbered 1 and 2 above being duly passed as Special Resolutions and forthwith upon the allotment of the 2,000 new Ordinary Shares of £1 each referred to in Resolution number 2 above being effected each of the 2,000 Ordinary Shares of the Company of £1 each in issue prior to the passing of Resolution number 2 above be hereby converted into one 5% Preference Share of £1 and that the 2,000 5% Preference Shares resulting from such conversion shall have attached thereto the rights and privileges set out in the Articles of Association of the Company as proposed to be altered by the next following Resolution.

4. THAT the Articles of Association contained in the printed document submitted to this Meeting and for the purpose of identification subscribed by the Chairman thereof be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the entire exclusion of all existing Articles of Association thereof.

DATED this ^{twenty-fifth} day of March, 1965.

Whore
Chairman of the Meeting



These are the new Articles of Association referred to in a
Special Resolution of Norman Isherwood & Company Limited passed
on the 25th day of March 1965

No. 305275

W. J. Ridsdale
Chairman of the Meeting

THE COMPANIES ACT, 1929

AND

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

NEW

Articles of Association

OF

**NORMAN ISHERWOOD & COMPANY
LIMITED**

(Adopted by Special Resolution passed on the ^{25th}~~19~~ day of March, 1965.)

Incorporated the 23rd day of September, 1935.

J. W. RIDSDALE,

IMPERIAL CHEMICAL HOUSE,

MILLBANK,

LONDON, S.W.1.

THE COMPANIES ACT, 1929

AND

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

NEW

Articles of Association

OF

**NORMAN ISHERWOOD & COMPANY
LIMITED**

(Adopted by Special Resolution passed on the 25th day of March, 1965)

PRELIMINARY.

1. The regulations contained in Part I of Table A in the First Schedule of the Companies Act, 1948, with the exceptions of regulations 53, 75, 77, 78, 79, 82, 84, 88, 89, 90, 91, 92, 93, 94, 95, 96 and 97 shall apply to the Company. Part II of the said Table A shall not apply to the Company.

PRIVATE COMPANY.

2. The Company is a Private Company, and accordingly:—

- (A) The right to transfer shares in the Company shall be restricted in manner hereinafter appearing.
- (B) The number of members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company, were, while in that employment, and, after the determination of that employment, have continued to

be members of the Company) shall be limited to fifty, Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purposes of this paragraph be treated as a single member,

- (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- (d) The Company shall not have power to issue share warrants to bearer.

SHARE CAPITAL.

3. (A) The Capital of the Company at the date of the adoption of these Articles is £24,000 divided into 20,000 5% Cumulative Redeemable Preference Shares of £1 each 2,000 5% Preference Shares of £1 each and 2,000 Ordinary Shares of £1 each. The said 5% Cumulative Redeemable Preference Shares and 5% Preference Shares and Ordinary Shares shall confer on the holders thereof the rights and privileges and subject to them the restrictions and provisions following namely:—

- (i) The said 5% Cumulative Preference Shares shall confer the right to a fixed cumulative preferential dividend at the rate of 5 per centum per annum and the right in a winding-up to repayment of capital and all arrears of dividend (if any) thereon in priority to the 5% Preference Shares and the Ordinary Shares but they shall not confer the right to any further participation in profits or assets. Subject to the provisions of Section 46 of the Companies Act 1929 the issued 5% Cumulative Redeemable Preference Shares may at the option of the Company be redeemed in whole or in part at par at any time after the 30th day of September 1935 upon three calendar months' notice in writing being given by the Company to the registered holders of the 5% Cumulative Preference Shares to be redeemed. Provided that on redemption of any of the said Shares there shall be paid by the Company to the registered holders thereof in addition to the par value of the Shares arrears of dividend (if any) thereon and interest at the rate of 5 per centum per annum from the close of the last preceding financial year to the date of the redemption as aforesaid.
- (ii) The holders of the 5% Preference Shares shall be entitled subject to the rights of the 5% Cumulative Redeemable Preference Shares in priority to any payment of dividend

on any other class or classes of share to a fixed preferential dividend at the rate of 5 per centum per annum and the right in a winding up to repayment of capital in priority to the Ordinary Shares. Subject thereto and to any special rights which may be attached to any class of shares hereafter issued the profits of the Company available for dividend and resolved to be distributed shall be distributed among the holders of the Ordinary Shares rateably according to the amount paid up on such Shares.

- (iii) The 5% Cumulative Redeemable Preference Shares and the 5% Preference Shares shall not confer the right to receive notice of or to be present or to vote either in person or by proxy at any General Meeting unless at the date of the notice convening the Meeting the preference dividend thereon shall have remained unpaid for six months after any half-yearly date fixed for payment thereof or unless a Resolution is to be proposed for abrogating or directly and adversely varying any of the rights or privileges of the holders of such Shares as a class in either of which events every member who is present in person shall have one vote per Share for each 5% Cumulative Redeemable Preference Share and each 5% Preference Share held by him. For the purposes of this provision the dividend on the said 5% Cumulative Redeemable Preference Shares and the said 5% Preference Shares shall be deemed to be payable half-yearly on the 30th day of September and the 31st day of March in every year.

(b) Save as the Company may by Ordinary Resolution otherwise direct, all unissued shares shall be at the disposal of the Directors, and they may allot, grant options over or otherwise deal with or dispose of the same to such persons at such times and generally on such terms as they think proper, but so that no shares shall be issued at a discount except in accordance with the Act.

TRANSFER OF SHARES.

4. The Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share whether fully paid or not.

PROCEEDINGS AT GENERAL MEETINGS.

5. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds

to business; save as herein otherwise provided, two members present in person or by proxy shall be a quorum.

6. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as effective as if the same had been passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more persons.

DIRECTORS.

7. The number of Directors shall not be less than two and all Directors shall be appointed by Marston Excelsior Limited. The method of appointment shall be by notice in writing to the Secretary of the Company signed by a duly authorised officer of Marston Excelsior Limited.

8. Marston Excelsior Limited shall be entitled at any time and from time to time by notice in writing to the Secretary of the Company to remove any Director or Directors including any person or persons who are Directors of the Company at the date of adoption of these Articles of Association and by the like notice to appoint any other person or persons to be a Director or Directors in the place of the Director or Directors so removed or in place of any Director or Directors vacating office. Marston Excelsior Limited may also in a similar manner appoint additional Directors.

9. Each of the Directors shall hold office until he is removed in manner provided by Article 8 or dies or vacates office under Article 16.

10. A Director shall not be required to hold any shares in the capital of the Company to qualify him for office.

BORROWING POWERS.

11. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS.

12. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising therefrom and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.

13. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such periods and on such terms (as to remuneration or otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or the fiduciary relation thereby established.

14. Any Director may continue to be or become a Director of or hold any other office or place of profit under any other company in which the Company may be interested, but such Director shall unless the Board of Directors shall otherwise direct be accountable for all remuneration, salary, profit, or other benefits received by him as a Director or holder of any other office or place of profit under any such other company. The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them Directors of such company, or voting or providing for the payment of remuneration to the Directors of such company) and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or be about to be, appointed Director of such other company and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

15. Each Director shall have the power to nominate any person approved by Marston Excelsior Limited to act as alternate Director in his place at any meeting of the Directors at which he is unable to be present and at his discretion to remove such alternate Director and upon such appointment being made the alternate Director shall

(except as regards 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 whilst so acting in the place of an absent Director shall exercise and discharge all the duties of the Director he represents but shall look to such Director solely for any remuneration as alternate Director. Any Director of the Company appointed as an alternate Director shall vacate office as such alternate Director if and when the Director by whom he has been appointed vacates his office as Director.

VACATION OF OFFICE BY DIRECTORS.

16. The office of Director shall be vacated if by notice in writing to the Company he resigned his office.

LOCAL MANAGEMENT.

17. The Directors may from time to time provide for the management and transaction of the affairs of the Company in any specified locality whether at home or abroad in such manner as they may think fit and the provisions contained in the two next following Articles shall be without prejudice to the general powers conferred by this Article.

18. The Directors may from time to time and at any time establish any Local Board or Agency for managing any of the affairs of the Company in any such specified locality, and may appoint any persons or body corporate to be members of such Local Board or Managers or Agents, and may fix their remuneration and the Directors may from time to time and at any time delegate to any persons or body corporate so appointed any of the powers, authorities and discretions for the time being vested in the Directors (other than their power to make calls, to forfeit shares, borrow money or issue debentures) and may authorise the members for the time being of any such Local Board or any of them to fill up any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made on such terms and subject to such conditions as the Directors think fit, and the Directors may at any time remove any person or body corporate so appointed and may annul or vary any such delegation.

19. The Company may exercise all the powers conferred by section 35 of the Act to have an official seal for use abroad, and such official seal shall be affixed by the authority and in the presence of and the instruments sealed therewith shall be signed by such persons as the Directors shall from time to time by writing under the seal appoint.

Number of
Company

305275

COMPANIES
REGISTRATION
Form No. 10

THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

REGISTERED

1-APR 1965

Insert the
Name
of the
Company

NORMAN ISHERWOOD & COMPANY LIMITED

LIMITED

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

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

Presented by

J.W. Ridsdale,

Imperial Chemical House,

Millbank, London, S.W.1.

The Solicitors' Law Stationery Society, Limited
32 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 51 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES ACTS AND FORMS

To THE REGISTRAR OF COMPANIES.

NORMAN FISHER WOOD AND COMPANY

Limited, hereby gives you notice, pursuant to

*"Ordinary", Section 63 of the Companies Act, 1948, that by a *Special
"Extra-ordinary" or Resolution of the Company dated the 25th day of March 1965
"Special". the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ 2,000 beyond the Registered Capital
of £ 22,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
2,000	Ordinary	£1

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)
subject to which the new shares have been, or are to be, issued are as follows:—

Pari passu in all respects with the existing ordinary shares
in the capital of the Company

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

Signature _____

State whether Director
or Secretary } _____

Dated the

25

day of

March

1965

Number of
Company } 305275 / 59

Form No. 26a

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

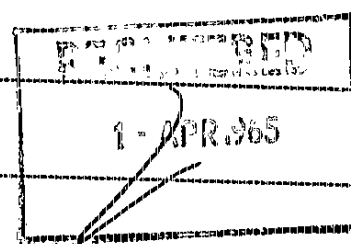


COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

NORMAN ISHERWOOD & COMPANY



LIMITED

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

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

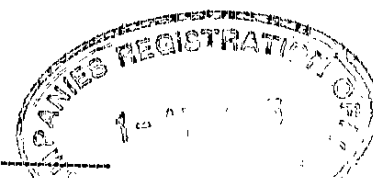
This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is Increased, Interest on the duty at the rate of 5 per cent. per annum from the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

Presented by

J.W. Ridsdale,

Imperial Chemical House,

Millbank, London, S.W.1.



The Solicitors' Law Stationery Society, Limited.

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

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

NORMAN FISHERWOOD & COMPANY Limited

has by a Resolution of the Company dated

25
12th March 1965 been increased by

the addition thereto of the sum of £ 2,000,

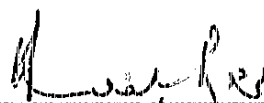
divided into :—

2000 Ordinary Shares of £1 each

Shares of each

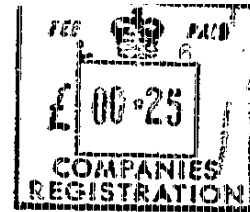
beyond the registered Capital of £22,000

Signature



(State whether Director or Secretary) Director

Dated the 25
12th day of March 1965.



No. 305275

THE COMPANIES ACT, 1929
AND
THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Resolution

OF

AND

**NORMAN ISHERWOOD & COMPANY,
LIMITED**

Passed 11th February, 1966

REGISTERED

19 FEB 1966

At an EXTRAORDINARY GENERAL MEETING of the above-named Company held at Folds Road, Bolton, on Friday, 11th February, 1966, the following Resolution was passed as a SPECIAL RESOLUTION:

THAT the name of the Company be changed to NORMAN ISHERWOOD LIMITED.

DATED this 11th day of February, 1966.

Chairman of the Meeting.



No. 305275



Reference: C.R. 98/866/66

BOARD OF TRADE

COMPANIES ACT, 1948

NORMAN ISHERWOOD AND COMPANY, LIMITED

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

NORMAN ISHERWOOD LIMITED

Signed on behalf of the Board of Trade

this TWENTY-FOURTH DAY OF FEBRUARY

ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

A handwritten signature, likely of the President of the Board of Trade, written in ink.

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

C.60

6 K7753 M737848/1621 10,000 4/64 KP3601

No. C.172

DUPLICATE FOR THE FILE

No. 305275 / 61



Certificate of Incorporation on Change of Name

Whereas

NORMAN ISHERWOOD AND COMPANY, LIMITED

was incorporated as a limited company under the
COMPANIES ACT, 1929,

on the TWENTY-THIRD DAY OF SEPTEMBER, 1935

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

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

NORMAN ISHERWOOD LIMITED

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

Certificate received by

Rest

Revan

Assistant Registrar of Companies.

Date

24/2/66

No. 305275

63

THE COMPANIES ACT, 1929

AND

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Resolution

OF

NORMAN ISHERWOOD LIMITED

Passed 30th December, 1966

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Kynoch Works, Witton, Birmingham, 6 on Friday, 30th December, 1966, the following Resolution was passed as a SPECIAL RESOLUTION:

SPECIAL RESOLUTION

(A) THAT there be created for the purpose of the redemption of the whole of the 15,980 issued 5 per cent. Cumulative Redeemable Preference Shares of £1 each of the Company 15,980 new Ordinary Shares of £1 each ranking for dividend and in all other respects *pari passu* with the existing Ordinary Shares of the Company;

(B) THAT the said 15,980 new Ordinary Shares be offered in the first instance at par to the members of the Company holding Ordinary Shares in proportion as nearly as may be to the number of Ordinary Shares held by them respectively and upon the footing that the full amount of each share taken up shall be paid to the Company on acceptance of the offer and that the Directors be and are hereby directed and empowered to dispose of the shares not taken up in response to such offer as they consider expedient in the interests of the Company.

(C) THAT the Directors be and are hereby directed and empowered to redeem the whole of the said 15,980 issued 5 per cent. Cumulative Redeemable Preference Shares out of the proceeds of the issue of the said 15,980 new Ordinary Shares within the period prescribed in the proviso to subsection (4) of Section 58 of the Companies Act, 1948.

(D) THAT the existing rights and privileges attaching to the 4,020 unissued 5 per cent. Cumulative Redeemable Preference Shares of £1 each of the Company be and are hereby abrogated and varied by the conversion of each of the said 4,020 unissued 5 per cent. Cumulative Redeemable Preference Shares into one Ordinary Share of the Company ranking for dividend and in all other respects *pari passu* with the existing Ordinary Shares of the Company; and

(E) THAT the existing rights and privileges attaching to the 2,000 5 per cent. Preference Shares of £1 each of the Company be and are hereby abrogated and varied by the conversion of each of the said 5 per cent. Preference Shares into one Ordinary Share of the Company, ranking for dividend and in all other respects *pari passu* with the existing Ordinary Shares of the Company, so that the share capital of the Company thereafter shall be £24,000 divided into 24,000 Ordinary Shares of £1 each (of which 19,980 shall have been issued).

DATED this 30th day of December, 1966.

Mr. G. H. ...
Chairman of the Meeting.

No. 305275

166

THE COMPANIES ACT, 1929

and

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

RESOLUTION

of

NORMAN ISHERWOOD LIMITED

REGISTERED
26 APR 1967

Passed 25th April, 1967

At an EXTRAORDINARY GENERAL MEETING of the above-named
Company held at Fordhouses, Wolverhampton on Tuesday, 25th April 1967
the following Resolution was passed as a SPECIAL RESOLUTION :

THAT the name of the Company be changed to MARSTON
RADIATORS LIMITED.

DATED this 25th day of April, 1967.

Mr. Dhan
Chairman of the Meeting.

No. 305275



B

Reference: C.R.

BOARD OF TRADE

COMPANIES ACT, 1948

NORMAN ISHERWOOD LIMITED

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

MARSTON RADIATORS LIMITED

- 1 MAY 1967

Signed on behalf of the Board of Trade

this FIRST DAY OF MAY

ONE THOUSAND NINE HUNDRED AND SIXTY SEVEN.

L.S. Whitfield

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

C.60

No. C.172

DUPLICATE FOR THE FILE

No. 305275



Certificate of Incorporation on Change of Name

Whereas

NORMAN ISHERWOOD LIMITED

was incorporated as a limited company under the

COMPANIES ACT, 1929,

ON the TWENTY-THIRD DAY OF SEPTEMBER, 1935

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

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

MARSTON RADIATORS LIMITED

Given under my hand at London, this FIRST DAY OF MAY
ONE THOUSAND NINE HUNDRED AND SIXTY SEVEN.

Certificate received by

L.S. Whitehead

Assistant Registrar of Companies.

Date

Number of
Company

305275

Form No. 103

THE COMPANIES ACT, 1948

COMPANIES
REGISTRATION

A 5s.
Companies
Registration Fee
Stamp must
be affixed
here.

Notice of Place where Register of Members is kept or of any Change in that Place

(Pursuant to section 110 (3))

Insert the
Name of
Company

Marston Radiators

LIMITED

Section 110 of the Companies Act, 1948, provides that :—

* * * * *

(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place :

Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

Presented by The Secretary,

Marston Radiators Limited,
c/o Kynoch Works,

Witton,

BIRMINGHAM

- 3 JUN 1967

Notice of Place where Register of Members is kept or of any
Change in that Place.

To the REGISTRAR OF COMPANIES.

Marston Radiators

LIMITED

hereby gives you notice, in accordance with subsection (3) of section 110
of the Companies Act, 1948, that the register of members of the Company
is kept at Kynoch Works, Witton, Birmingham 6.

Signature

J. Metcalf

(J. Metcalf)

(State whether

Director or Secretary). Secretary

Dated the 5th day of June 196 7.

No. 305275

21
THE COMPANIES ACT, 1929

AND

THE COMPANIES ACT, 1948

P.C.
COMPANY LIMITED BY SHARES

Resolution

OF

MARSTON RADIATORS LIMITED

Passed 31st May, 1967

RESOLUTION

That the Articles of Association of the Company be and are hereby altered as follows:—

- (A) THAT Article 1 be and is hereby deleted and replaced by the following

"1. The regulations contained in Part I of Table A in the First Schedule of the Companies Act, 1948 with the exceptions of regulations 24, 53, 75, 77, 78, 79, 82, 84, 88, 89, 90, 91, 92, 93, 94, 95, 96 and 97 shall apply to the Company. Part II of the said Table A shall not apply to the Company."

- (B) THAT Article 3 (A) be and is hereby deleted and replaced by the following

"3 (A) The capital of the Company is £24,000 divided into 24,000 Ordinary Shares of £1 each."

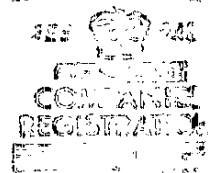
- (C) THAT in Articles 7, 8 and 15 all reference, whenever occurring, to Marston Excelsior Limited be and is hereby deleted and replaced in all cases by Imperial Metal Industries Limited.

DATED this 31st day of May, 1967.

Chairman of the Meeting

REGIST.
7 JUN 1967

Number of } 305275
Company } 76



THE COMPANIES ACT, 1948

NOTICE of CONSOLIDATION, DIVISION, SUB-DIVISION, or CONVERSION
into STOCK of SHARES, specifying the SHARES so Consolidated, Divided, Sub-
divided, or Converted into Stock, or of the Re-Conversion into Shares of Stock,
specifying the Stock so re-converted, or of the Redemption of Redeemable Preference
Shares or of the Cancellation of Shares (otherwise than in connection with a reduction
of share capital under Section 66 of the Companies Act, 1948).

Pursuant to Section 62.

Insert the
Name of
the
Company

Norman Isherwood

LIMITED

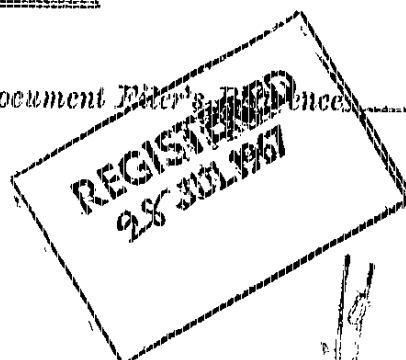
Presented by

Document No. 28

The Secretary, Norman Isherwood Ltd.,

c/o Kynoch Works,

Witton, Birmingham 6.



Form No. 28
(The filing fee is 5s.)

The Solicitors' Law Stationery Society (Limited)
191-193 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 3 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

TO THE REGISTRAR OF COMPANIES.

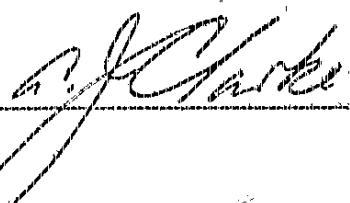
Norman Isherwood

LIMITED

hereby gives you notice in accordance with Section 62 of the Companies Act, 1948,

that the 15,980 issued five per cent Cumulative Redeemable Preference Shares of the Company were redeemed on 31st December 1966.

(Signature)



(A.J. Clarke)

(State whether Director or Secretary) Secretary

Dated the Second day of January 1967

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

No. 305275

91

THE COMPANIES ACT, 1929

AND

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

(Adopted by Special Resolution passed on the
FIRST day of MARCH 1973)

OF

MARSTON RADIATORS LIMITED

Incorporated the 23rd day of September, 1935

J. S. COPP,

Imperial Chemical House,

Millbank,

London, SW1P 3JF

44

12-11-73
62

THE COMPANIES ACT, 1929

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

MARSTON RADIATORS LIMITED

1. The name of the Company is "MARSTON RADIATORS 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 acquire and take over as a going concern the business of Engineers now carried on at Salop Street, Bolton by Norman Isherwood under the style or firm of "Norman Isherwood & Company".
- (B) To carry on the business of automobile, general mechanical textile electrical and hydraulic engineers, ironfounders, steel and brass founders, boiler makers, manufacturers of machinery of all kinds, ball bearings, axles, radiators, shaftings and pulleys, tool makers, metal workers, tin plate and sheet metal workers, millwrights, mill furnishers, leather merchants, belting manufacturers, lorry builders, coach builders, upholsterers, machinists, fitters, iron and steel converters, smiths, wood workers, builders, painters, general contractors and merchants and to buy, sell, manufacture, repair, convert, alter, let, hire and deal in ball bearings, axles, radiators, shaftings, pulleys, machinery, implements and hardware of all kinds.

- (C) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any Shares, Debentures, Debenture Stock or securities so received.
- (D) To purchase or by other means acquire any freehold, leasehold or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property and any buildings, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, plant, live and dead stocks, barges, vessels, or things, and any real or personal property or rights, whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (E) To build, construct, maintain, alter, enlarge, pull down, and remove, or replace any buildings, factories, mills, offices, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm or company in doing any of the things aforesaid, and to work, manage, and control the same, or join with others in so doing.
- (F) To improve, manage, cultivate, develop, exchange, let on lease, or otherwise, mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

- (G) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (H) To lend and advance money or give credit to such person or persons, firm or company and on such terms as may seem expedient, and to give guarantees for any person or persons, firm or company.
- (I) To borrow or raise money in such manner that the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised, or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (J) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (K) To subscribe for, take, purchase or otherwise acquire and hold, Shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (L) To act as agents or brokers and as Trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (M) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for Shares, Debentures or Securities of any company purchasing the same.

(N) To distribute among the members of the Company in kind any property of the Company, and in particular any Shares, Debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.

(O) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the members is limited.

*5. The share capital of the Company is £24,000 divided into 24,000 Shares of £1 each.

NOTE:

*1. The share capital of the Company is now as stated in Article 4 of the Articles of Association.

2. The Company was incorporated on 23 September 1935 under the name "Norman Isherwood & Company Limited". By Special Resolution passed 11 February 1966 the name of the Company was changed to "Norman Isherwood Limited". By Special Resolution passed on 25 April 1967 the name of the Company was changed to "Marston Radiators Limited".

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<p>NORMAN ISHERWOOD, 83, Harpers Lane, Smithills, Bolton. Engineer.</p>	<p>One</p>
<p>JAMES GRIME ISHERWOOD, 14, Church Lane, Whitefield, Near Manchester. Engineer.</p>	<p>One</p>

DATED this 19th day of September, 1935.

WITNESS to the above Signatures:-

JAMIE YATES,
25, Acresfield,
Bolton.
Accountant's Clerk.

No. 205275

THE COMPANIES ACT 1929
AND
THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

MARSTON RADIATORS LIMITED

Adopted by Special Resolution passed on the
day of 1973

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule of the Companies Act 1948, with the exceptions of Regulations 22, 24, 53, 75, 77, 78, 79, 80, 82, 84, 86, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 101, 107, 108 and 109 shall apply to the Company. Part II of the said Table A shall not apply to the Company.

DEFINITION

2. In these Articles the term "Parent Company" shall mean Imperial Metal Industries Limited.

PRIVATE COMPANY

3. The Company is a Private Company, and accordingly:-

- (A) The right to transfer shares in the Company shall be restricted in manner hereinafter appearing.
- (B) The number of members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company were, while in that employment, and after the determination of that employment, have continued to be members of the Company) shall be limited to fifty, provided that where two or more persons hold one or more shares in the Company jointly they shall for the purposes of this paragraph be treated as a single member.
- (C) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- (D) The Company shall not have power to issue share warrants to bearer.

SHARE CAPITAL

4. (A) The capital of the Company is £24,000 divided into 24,000 Ordinary Shares of £1 each.
- (B) Save as the Company may by ordinary resolution otherwise direct, all unissued shares shall be at the disposal of the Directors, and they may allot, grant options over or otherwise deal with or dispose of the same to such persons at such times and generally on such terms as they think proper, but so that no shares shall be issued at a discount except in accordance with the Act.

TRANSFER OF SHARES

5. All transfers of shares may be effected in writing in the usual common form or in such other form as the Directors may approve.

6. 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 of members in respect thereof.

7. The Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share whether fully paid or not.

PROCEEDINGS AT GENERAL MEETINGS

8. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two members present in person or by proxy shall be a quorum.

9. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as effective as if the same had been passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more persons.

DIRECTORS

10. The number of Directors shall not be less than two and all Directors shall be appointed by the Parent Company. The method of appointment shall be by notice in writing to the Secretary of the Company signed by a duly authorised officer of the Parent Company.

11. The Parent Company shall be entitled at any time and from time to time by notice in writing to the Secretary of the Company to remove any Director or Directors and by the like notice to appoint any other person or persons to be a Director or Directors in the place of the Director or Directors so removed or in place of any Director or Directors vacating office. The Parent Company may also in a similar manner appoint additional Directors.

12. Each of the Directors shall hold office until he is removed in manner provided by Article 11 or dies or vacates office under Article 11.

13. A Director shall not be required to hold any shares in the capital of the Company to qualify him for office.

BORROWING POWERS

14. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking property and uncalled capital or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

15. Subject to the provisions of Article 23 hereof (which relates to the appointment and powers of a Managing Director) the business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these regulations, required to be exercised by the Company in General Meeting, subject nevertheless to any of these regulations, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

16. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising therefrom and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.

17. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such periods and on such terms (as to remuneration or otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser

or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contractor or arrangement by reason of such Director holding that office or the fiduciary relationship thereby established.

18. Any Director may continue to be or become a Director of or hold any other office or place of profit under any other company in which the Company may be interested, but such Director shall unless the Board of Directors shall otherwise direct be accountable for all remuneration, salary, profit or other benefits received by him as a Director or holder of any other office or place of profit under any such other company. The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them Directors of such company or voting or providing for the payment of remuneration to the Directors of such company) and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be or be about to be appointed Director of such other company and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

19. Each Director shall have the power to nominate any person approved by the Parent Company to act as alternate Director in his place at any meeting of the Directors at which he is unable to be present and at his discretion to remove such alternate Director and upon such appointment being made the alternate Director shall (except as regards 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 whilst so acting in the place of an absent Director shall exercise and discharge all the duties of the Director he represents but shall look to such Director solely for any remuneration as alternate Director. Any person appointed as an alternate Director shall vacate office as such alternate Director if and when the Director by whom he has been appointed vacates his office as Director.

20. The Directors shall cause minutes to be made in books provided for the purpose:-

- (A) of all appointments of officers made by the Directors;
- (B) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
- (C) of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors.

VACATION OF OFFICE BY DIRECTORS

21. The office of Director shall be vacated if the Director:-

- (A) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (B) becomes prohibited from being a Director by reason of any order made under any legislation affecting the Company; or
- (C) becomes of unsound mind or incapacitated by age or infirmity; or
- (D) (not being a person holding an executive office subject to termination if he ceases from any cause to be a Director) shall resign his office by notice in writing to the Company or if (being such a person) he shall tender his resignation and the Directors shall resolve to accept the same; or
- (E) shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period and the Directors resolve that his office be vacated.

PROCEEDINGS OF DIRECTORS

22. The Chairman of the Board shall be appointed from amongst the Directors by the Parent Company who may also at any time and from time to time remove the Chairman and appoint any other person to be Chairman in his place. The method of appointment and removal shall be by notice in writing to the Secretary of the Company signed by a duly authorised officer of the Parent Company. At any time when there is no such Chairman or if at any meeting the Chairman is not present within 5 minutes after the time appointed for holding the same the Directors present may choose one of their number to be Chairman of the meeting.

MANAGING DIRECTOR

23. (A) The Parent Company may at any time and from time to time appoint by notice in writing to the Secretary of the Company by a duly authorised officer of the Parent Company any one or more of the Directors to the office of Managing Director on such terms and for such period as it thinks fit and may similarly revoke such appointment. Notwithstanding the period of such appointment, the appointment shall automatically determine if the Managing Director cease for any cause to be a Director.
- (B) A Managing Director shall receive such remuneration (whether by salary, commission or participation in profits, or partly in one way and partly in another) as the Parent Company may determine.
- (C) The Parent Company shall on appointing a Managing Director determine the powers which he shall be entitled to exercise and in so determining may entrust to and confer upon him all or any of the powers of the Directors upon such terms and conditions and with such restrictions as it thinks fit and either collaterally with or to the exclusion of the powers of the Directors, and the Parent Company may from time to time revoke, withdraw, alter or vary all or any of such powers.

LOCAL MANAGEMENT

24. The Directors may from time to time provide for the management and transaction of the affairs of the Company in any specified locality whether at home or abroad in such manner as they may think fit and the provisions contained in the two next following Articles shall be without prejudice to the general powers conferred by this Article.

25. The Directors may from time to time and at any time establish any Local Board or Agency for managing any of the affairs of the Company in any such specified locality; and may appoint any persons or body corporate to be members of such Local Board or Managers or Agents, and may fix their remuneration and the Directors may from time to time and at any time delegate to any persons or body corporate so appointed any of the powers, authorities and discretions for the time being vested in the Directors (other than their power to make calls, to forfeit shares, borrow money or issue debentures) and may authorise the members for the time being of any such Local Board or any of them to fill up any vacancies therein and to act notwithstanding vacancies. Any such appointment or delegation may be made on such terms and subject to such conditions as the Directors think fit, and the Directors may at any time remove any person or body corporate so appointed and may annul or vary any such delegation.

26. The Company may exercise all the powers conferred by Section 35 of the Act to have an official seal for use abroad, and such official seal shall be affixed by the authority, and in the presence of and the instruments sealed therewith shall be signed by such persons as the Directors shall from time to time by writing under the seal appoint.



Marston Radiators Ltd

Sovereign House, Seacroft Town Centre,
Leeds LS14 6NX
Telephone 0532 640166 Telex 55432

Your ref:

Our ref:

Date:

The Registrar,
Companies Registration Office,
Companies House,
Crown Way,
Maindy,
CARDIFF,
CF4 3UZ.

COMPANY NO. 305275 /104

THE COMPANIES ACT 1948-1967

SPECIAL RESOLUTION OF MARSTON RADIATORS
LIMITED PASSED ON 5TH JULY, 1978.

At an Extraordinary General Meeting of the above-named
Company duly convened and held at IMI Limited, Kynoch
Works, Witton, Birmingham, B6 7BA, on Wednesday, 5th
July, 1978, the following Special Resolution was passed:-

"That the name of the Company be changed
from Marston Radiators Limited to IMI
Marston Radiators Limited."

Dated the Fifth of July One Thousand Nine Hundred and
Seventy Eight.

53

J. R. [Signature]
CHAIRMAN



Lloyds.
013624 f40

No. 305275

1115

THE COMPANIES ACT, 1948 TO 1976

SPECIAL RESOLUTION

of

IMI MARSTON RADIATORS LIMITED

Passed 29 May 1980

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at IMI Limited, Kynoch Works, Witton, Birmingham, B6 7BA, on Thursday, 29th May 1980 the following Special Resolution was passed:-

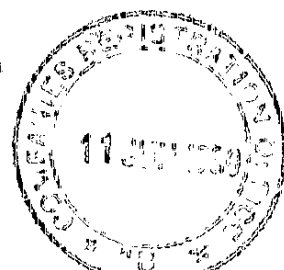
"That the name of the Company be and is hereby changed from IMI Marston Radiators Limited to IMI Radiators Limited."

Dated this 29th day of May 1980

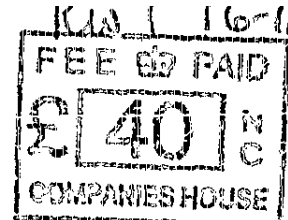
W Lloyd
£80
009215
3 JUN 1980
OFFICE

J. R. R. R.

Chairman



No: 305275



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

of

IMI RADIATORS LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held at Pinsent & Co., Post & Mail House, 26 Colmore Circus, Birmingham on 2nd November 1989, the following resolutions were duly passed, in the case of Resolutions 1, 2 and 5 as SPECIAL RESOLUTIONS and in the case of Resolutions 3 and 4 as ORDINARY RESOLUTIONS:-

SPECIAL RESOLUTIONS

1. THAT the name of the Company be changed to "NIPPONDENSO MANUFACTURING (U.K.) LIMITED".
2. THAT the printed document hereto marked "X" be and it is hereby adopted as the new Articles of Association of the Company in substitution for the existing Articles of Association.

ORDINARY RESOLUTIONS

3. THAT the authorised share capital of the Company be increased from £24,000 to £5,000,000 by the creation of a further 4,976,000 Ordinary Shares of £1 each ranking pari passu in all respects as one class of shares with existing Ordinary Shares in the capital of the Company.

NW/BSC/101782

4. THAT the directors be and they are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Act) up to a maximum nominal amount of £3,980,020 such authority (unless previously revoked or varied by the Company in General Meeting) expiring on 1st November 1994 but may be previously revoked or varied by the Company in General Meeting save that the directors may allot relevant securities pursuant to this authority after that date pursuant to an offer or agreement made by the Company on or before that date.

SPECIAL RESOLUTION

5. THAT (subject to the passing of Resolution 3 above), the directors be and they are hereby empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94 of the Act) pursuant to the authority conferred by Resolution 3 as if sub-section (1) of Section 89 of the Act did not apply to any such allotment.


.....

CHAIRMAN

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 305275

I hereby certify that

IMI RADIATORS LIMITED

having by special resolution changed its name,

is now incorporated under the name of

NIPPONDENSO MANUFACTURING (U.K.) LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 16 NOVEMBER 1989


P. DEVAN

an authorised officer

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

of

IMI RADIATORS LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held at Pinsent & Co., Post & Mail House, 26 Colmore Circus, Birmingham on 2nd November 1989, the following resolutions were duly passed, in the case of Resolutions 1, 2 and 5 as SPECIAL RESOLUTIONS and in the case of Resolutions 3 and 4 as ORDINARY RESOLUTIONS:-

SPECIAL RESOLUTIONS

1. THAT the name of the Company be changed to "NIPPONDENSO MANUFACTURING (U.K.) LIMITED".
2. THAT the printed document hereto marked "X" be and it is hereby adopted as the new Articles of Association of the Company in substitution for the existing Articles of Association.

ORDINARY RESOLUTIONS

3. THAT the authorised share capital of the Company be increased from £24,000 to £5,000,000 by the creation of a further 4,976,000 Ordinary Shares of £1 each ranking pari passu in all respects as one class of shares with existing Ordinary Shares in the capital of the Company.

4. THAT the directors be and they are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Act) up to a maximum nominal amount of £3,980,020 such authority (unless previously revoked or varied by the Company in General Meeting) expiring on 1st November 1994 but may be previously revoked or varied by the Company in General Meeting save that the directors may allot relevant securities pursuant to this authority after that date pursuant to an offer or agreement made by the Company on or before that date.

SPECIAL RESOLUTION

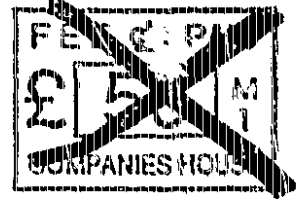
5. THAT (subject to the passing of Resolution 3 above), the directors be and they are hereby empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94 of the Act) pursuant to the authority conferred by Resolution 3 as if sub-section (1) of Section 89 of the Act did not apply to any such allotment.


.....

CHAIRMAN

Baker + McKenna

No. 305275



THE COMPANIES ACT, 1929

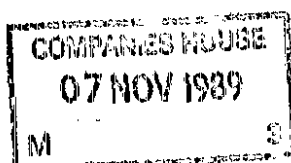
COMPANY LIMITED BY SHARES

Memorandum of Association

OF

NIPPONDENSO MANUFACTURING (U.K.) LIMITED

1. The name of the Company is "Nippondenso Manufacturing (U.K.) 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 acquire and take over as a going concern the business of Engineers now carried on at Salop Street, Bolton by Norman Isherwood under the style or firm of "Norman Isherwood & Company".
 - (B) To carry on the business of automobile, general mechanical, textile, electrical and hydraulic engineers, ironfounders, steel and brass founders, boiler makers, manufacturers of machinery of all kinds, ball bearings, axles, radiators, shaftings and pulleys, tool makers, metal workers, tin plate and sheet metal workers, millwrights, mill furnishers, leather merchants, belting manufacturers, lorry builders, coach builders, upholsterers, machinists, fitters, iron and steel converters, smiths, wood workers, builders, painters, general contractors and merchants and to buy, sell, manufacture, repair, convert, alter, let, hire and deal in ball bearings, axles, radiators, shaftings, pulleys, machinery, implements and hardware of all kinds.



NW/1305/101782



- (C) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any Shares, Debentures, Debenture Stock or securities so received.
- (D) To purchase or by other means acquire any freehold, leasehold or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property and any buildings, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, plant, live and dead stocks, barges, vessels, or things, and any real or personal property or rights, whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (E) To build, construct, maintain, alter, enlarge, pull down, and remove, or replace any buildings, factories, mills, offices, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm or company in doing any of the things aforesaid, and to work, manage, and control the same, or join with others in so doing.
- (F) To improve, manage, cultivate, develop, exchange, let on lease, or otherwise, mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

- (G) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (H) To lend and advance money or give credit to such person or persons, firm or company and on such terms as may seem expedient, and to give guarantees for any person or persons, firm or company.
- (I) To borrow or raise money in such manner that the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised, or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (J) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (K) To subscribe for, take, purchase or otherwise acquire and hold, Share or other interest in or securities of any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (L) To act as agents or brokers and as Trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (M) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for Shares, Debentures or Securities of any company purchasing the same.

(N) To distribute among the members of the Company in kind any property of the Company, and in particular any Shares, Debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.

(O) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the members is limited.

5. The Share Capital of the Company is 5,000,000 divided into 5,000,000 shares of £1 each.

NOTE:

1. The Company was incorporated on 23 September 1935 under the name "Norman Isherwood & Company Limited". By Special Resolution passed 11 February 1966 the name of the Company was changed to "Norman Isherwood Limited". By Special Resolution passed on 25 April 1967 the name of the Company was changed to "Marston Radiators Limited". Pursuant to a Special Resolution, the name was changed on 26 July 1978 to IMI Marston Radiators Limited. Pursuant to a Special Resolution, the name of the Company was changed on 1 July 1980 to IMI Radiators Limited. By Special Resolution passed on 2 November 1989, the name of the Company was changed to "Nippondenso Manufacturing (U.K.) Limited".
2. The Share Capital of the Company was increased from £24,000 to £5,000,000 by Special Resolution passed on 2 November 1989.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
NORMAN ISHERWOOD, 83, Harpers Lane, Smithills, Bolton, Engineer,	One
JAMES GRIME ISHERWOOD, 14, Church Lane, Whitefield, Near Manchester, Engineer.	One

DATED this 19th day of September, 1935.

WITNESS to the above Signatures:-

JAMES S. YATES,
 25, Acresfield,
 Bolton,
 Accountant's Clerk.

No. 305275

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

OF

IMI RADIATORS LIMITED

(adopted by Special Resolution passed on
2nd November 1989)

PRELIMINARY

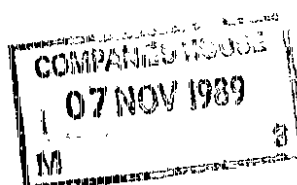
1. Subject as hereinafter provided and except insofar as the same are excluded or modified by these Articles, the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company and, together with these Articles, shall constitute the Articles of the Company, to the exclusion of all other regulations and articles.

INTERPRETATION

2. Unless the context otherwise requires, words and expressions which bear particular meanings in Table A shall bear the same respective meanings in these Articles.

SHARE CAPITAL

3. The capital of the Company is £24,000 divided into 24,000 Ordinary Shares of £1 each.



TRANSFER OF SHARES

4. The Directors may in their absolute discretion and without assigning any reason therefore decline to register any transfer of a share whether or not it is a fully paid share. Regulation 24 of Table A shall not apply.

TRANSMISSION OF SHARES

5. The Directors may at any time give notice requiring any person becoming entitled to a share in consequence of the death or bankruptcy of a member to elect to be registered as holder of the share and if the notice is not complied with within ninety days the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been satisfied. Regulation 31 of Table A shall be modified accordingly.

NOTICE OF GENERAL MEETING

6. Regulation 38 of Table A shall apply subject to the omission of the words "or a resolution appointing a person as a director", the addition of the words "in the case of special business" before the words "the general nature" in the penultimate paragraph thereof and the deletion of the last paragraph thereof. Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all members and to the Directors.

PROCEEDINGS AT GENERAL MEETINGS

7. All business shall be deemed special that is transacted at an extraordinary general meeting, and all business that is transacted at an annual general meeting shall also be deemed special with the exception of:-
 - (i) the consideration of the reports of the Directors and Auditors, the accounts and balance sheet, and any other documents required to accompany or to be annexed thereto;
 - (ii) sanctioning and declaring dividends;
 - (iii) the election of Directors to fill vacancies caused by Directors retiring by rotation or otherwise;
 - (iv) the appointment of Auditors where special notice of such appointment as not required by the Act and the fixing of their remuneration;
 - (v) the giving, variation or renewal of any authority to the Board for the purpose of Section 80 of the Act.
8. Regulation 41 of Table A shall apply subject to the addition of the following sentence:

"If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved".

DIRECTORS' APPOINTMENTS AND INTERESTS

15. The penultimate sentence of Regulation 84 of Table A shall not apply.

PROCEEDINGS OF DIRECTORS

16. Regulation 93 of Table A shall apply to the Company subject to the addition of the words "or approved in writing" after the word "signed" in each place that it appears in the said Regulation.
17. Provided that (so far as applicable) he has complied with the provisions of Regulation 85 of Table A and section 317 of the Act, a Director shall be entitled to vote on any resolution in respect of any contract or proposed contract (within the meaning of the said section 317) in which he has, directly or indirectly, an interest or duty and shall be counted in the quorum present at a meeting in relation to any such resolution. Regulations 94 to 96 (inclusive) of Table A shall be modified accordingly.

ASSOCIATE DIRECTORS

18. The Directors may at any time and from time to time appoint any person to be an associate director having such title including the word "director" as the Directors may decide and may at any time remove any person so appointed. A person so appointed shall not be a director of the Company and shall not be a member of the Board. Subject as aforesaid, the directors may define and limit the powers and duties of any Associate directors and may determine their remuneration which may be in addition to their remuneration as managers or employees of the Company.

INDEMNITY

19. Subject to and so far as may be permitted by the Act, but without prejudice to any indemnity to which any person concerned may otherwise be entitled, the Directors, alternate directors, Auditors, Secretary and other officers for the time being of the Company shall be indemnified out of the assets of the Company against any costs, charges, losses, expenses and liabilities incurred by them in the execution and discharge of their duties, including all liability incurred by them as such in defending any proceedings, whether civil or criminal, in which judgment is given in their favour, or in which they are acquitted or in connection with any application under the Act in which relief is granted to them by the Court. Regulation 118 of Table A shall not apply.



COMPANIES FORM No. 123

**Notice of increase
in nominal capital**

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf)

For official use

Company number

☐ ☐ ☐ ☐ ☐

Name of company

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 2nd November the nominal capital of the company has been

increased by £ 4,976,000 beyond the registered capital of £ 24,000.

§ the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

Ordinary Shares of £1 each ranking pari passu in all
respects as one class of shares with existing Ordinary
Shares in the capital of the Company.

Please tick here if
continued overleaf

☐

‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

G. B. Jubb

Designation ‡

*Company
Secretary*

Date

2nd November

1989

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

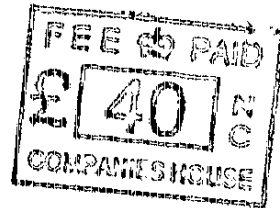
*The Company Secretary,
IMI Radiators Limited,
Marston House,
Otley Road,
SHIPLEY
West Yorkshire BD17 7JR.*

For official Use
General Section

Post room

28/3.

Company No: 305275



THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

NIPPONDENSO MANUFACTURING (U.K.) LIMITED

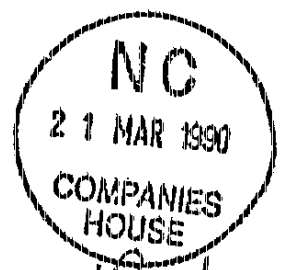
PASSED 16.03.1990

M. Yamamoto
At an EXTRAORDINARY GENERAL MEETING of the above named Company
duly convened and held at Gemeenschapspolderweg, 26-28, 1382
Gr. Weesp, The Netherlands on the 16th day of March 1990,
the following RESOLUTION was duly passed as a SPECIAL
RESOLUTION: -

SPECIAL RESOLUTION

THAT the name of the Company be changed to "ND Marston Ltd".

M. Yamamoto
.....
Chairman



FILE COPY



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 305275

I hereby certify that

NIPPONDENSO MANUFACTURING (U.K.) LIMITED

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

ND MARSTON LTD

Given under my hand at the Companies Registration Office,
Cardiff the 28 MARCH 1990

M. Rose
M. ROSE

an authorised officer

Company number: 305275

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

ND MARSTON LIMITED

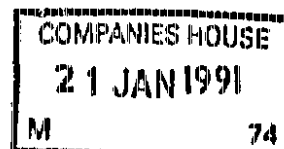
PASSED on 21 December 1990

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held on the 21st day of December 1990 at Marston House, Otley Road, Shipley, West Yorkshire BD17 7JR, the following Resolutions were duly passed as Special Resolution:-

RESOLUTIONS

1. THAT the regulations contained in the printed document attached hereto and marked "Z" be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for all the existing Articles of Association.
2. THAT the 2,250,000 Ordinary Shares of £1 each registered in the name of Nippondenso (Europe) B.V. be and they are hereby re-classified as 2,250,000 "A" Ordinary Shares of £1 each and that the 750,000 Ordinary Shares of £1 each registered in the name of Magneti Marelli Partecipazione S.p.A. be and they are hereby re-classified as 750,000 "B" Ordinary Shares of £1 each.

.....
Chairman



THE COMPANIES ACT 1985
AND
THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ND MARSTON LIMITED
adopted by a special resolution passed
on 21st December 1990

PRELIMINARY

1. These Articles constitute the Articles of the company. Table A is excluded for the purposes of section 8(2) Companies Act 1985.
2. The company is a private company within the meaning of the Companies Act 1985.

INTERPRETATION

3. In these regulations:

"Act" means the Companies Act 1985 as amended by the Companies Act 1989 including any statutory

modification or re-enactment thereof for the time being in force;

"A Directors" means the directors appointed by the A Shareholders pursuant to Article 63;

"associated company" means an associated company within section 774 Income and Corporation Taxes Act 1988;

"Articles" means the Articles of Association of the company;

"A Shares" shall mean A ordinary shares of £1 each in the share capital of the company;

"A Shareholders" shall mean holders of A Shares;

"B Director" means the director appointed by the B Shareholders pursuant to Article 63;

"B Shares" shall mean B ordinary shares of £1 each in the share capital of the company;

"B Shareholders" shall mean holders of B Shares;

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"Directors" means the A Directors and the B Director;

"executed" includes any mode of execution;

"holder" in relation to shares means the member

whose name is entered in the register of members as the holder of the shares;

"member" means an A Shareholder or a B Shareholder or both as the context admits;

"office" means the registered office of the company;

"seal" means the common seal of the company;

"secretary" means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary;

"Subsidiary" means a subsidiary within section 736 of the Act;

"United Kingdom" means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the company.

References herein to writing shall, unless the context otherwise requires, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

SHARE CAPITAL AND VARIATION OF RIGHTS

4. At the date of adoption of these Articles, the authorised share capital of the company is [£5 m.] divided into £3.750 m. A Shares and £1.250 m. B Shares.

5. Save as otherwise provided in these Articles, the A Shares and the B Shares shall rank pari passu in all respects but shall constitute separate classes of shares.
6. Unissued shares in the capital of the company for the time being shall only be allotted as follows:
- (i) upon an allotment of shares, the shares shall be allotted to the existing members pro rata to their existing shareholdings;
 - (ii) on the occasion of each allotment all of the A Shares and B Shares shall be allotted at the same price (not being at a discount) and on the same terms as to date for payment;
 - (iii) no shares of either class shall be allotted otherwise than to members holding shares of the same class without the prior written consent of all the members;
 - (iv) as between holders of shares of the same class the shares of that class being allotted shall be allotted in proportion to such holders' then existing holdings of shares of that class or in such other proportions between them as all the members holding shares of the same class shall agree in writing;
 - (v) the maximum amount of relevant securities (as defined by section 80(2) of the Act) which the Directors may allot, grant options over or otherwise deal with or dispose of pursuant to this Article shall be the authorised but as yet unissued share capital of the company at the date of adoption of these Articles. The authority conferred on the Directors by this Article shall

expire on the day preceding the fifth anniversary of the date of adoption of these Articles.

7. Save as provided in Articles 6 and 10 the Directors shall have no power to issue unissued shares and shall not allot, grant options or subscription or conversion rights over or otherwise dispose of the same.
8. The company may exercise the powers of paying commissions conferred by the Act. Subject to the provisions of the Act, any such commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one way and partly in the other.
9. Except as required by law or as expressly resolved by a resolution of the board of Directors, no person shall be recognised by the company as holding any share upon any trust and (except as otherwise provided by law, the Articles or resolution of the board of Directors) the company shall not be bound by or recognise (even where having notice thereof) any interest in any share except an absolute right to the entirety thereof in the holder.
10. The rights attached to any class of shares in the capital of the company may, whether or not the company is being wound up, be varied only with the consent in writing of the holders of all the issued shares of each class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of each class. Any resolution proposed at any meeting of the board of Directors or of the shareholders of the company that relates to any of the matters referred to below ("a Class Matter") shall be deemed to constitute a variation of the rights attaching to the A Shares as a class and of the rights attaching to the B Shares as a class and shall not be proposed at any such meeting of the board of Directors or of the shareholders

nor be carried into effect without such consent or sanction as aforesaid.

- (a) any increase or decrease in the authorised or issued share capital of the company, or any issue of debentures or other securities convertible into shares in the capital of the company or debentures or any share warrants or any options in respect of such shares, or the making of calls on any shares issued partly paid;
- (b) the issue or allotment of any shares in the capital of the company whether by way of rights or by way of capitalisation of reserves or otherwise howsoever, or the creation or granting of any right to subscribe or convert into any such shares, or any other alteration in the issued or unissued share capital of the company or the rights attaching thereto (whether by consolidation, subdivision, increase, reduction or otherwise howsoever);
- (c) any alteration to the objects or any other provision contained in the company's Memorandum or Articles of Association;
- (d) the approval of any share transfers;
- (e) the doing or permitting or suffering to be done of any act or thing whereby the company may be wound up (whether voluntarily or compulsorily);
- (f) the acquisition, purchase or subscription of shares, debentures, mortgages or securities (or any interest therein) in any company, trust or other body including the creation or acquisition of any subsidiary and the entering into of any partnership

or profit sharing agreement with any third party;
and

- (g) any change in the B Director's responsibilities as established by a board meeting at or prior to the adoption of these Articles.

SHARE CERTIFICATES

- 11. Every member, upon becoming the holder of any shares, shall be entitled to receive within two months of allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) without payment one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first of such reasonable sum as the Directors may determine. Every certificate shall be under seal and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid up thereon. The company shall not be bound to issue more than one certificate for shares held jointly by several persons and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them.
- 12. If a share certificate is defaced, worn-out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of the expenses reasonably incurred by the company in investigating evidence as the Directors may determine but otherwise free of charge, and (in the case of defacement or wearing-out) on delivery up of the old certificate.

LIEN

13. The company shall have a first and paramount lien on every share for all monies (whether presently payable or not) payable at a fixed time or called in respect of that share. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this article. The company's lien on a share shall extend to any amount payable in respect of it.
14. The company may, in such manner as the Directors think fit, sell any shares on which the company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within fourteen clear days after notice has been given to the holder of the share or to the person entitled to it in consequence of the death or bankruptcy of the holder. The notice must demand payment and state that if the notice is not complied with the shares may be sold.
15. To give effect to such a sale the Directors may authorise some person to execute an instrument of transfer of the shares sold to, or in accordance with the directions of, the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity in or invalidity of the proceedings in reference to the sale.
16. The proceeds of the sale, after payment of the costs, shall be applied in payment of so much of the sum for which the lien exists as is presently payable, and any residue shall (upon surrender to the company for cancellation of the certificate for the shares sold and subject to a like lien for any monies not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES AND FORFEITURE

17. Subject to the terms of allotment and to the provisions of Article 10 hereof, the directors may make calls upon the members in respect of any monies unpaid on their shares (whether in respect of nominal value or premium) and each member shall (subject to receiving at least fourteen clear days' notice specifying when and where payment is to be made) pay to the company as required by the notice the amount called on his shares. A call may be required to be paid by instalments. A call may, before receipt by the company of any sum due thereunder, be revoked in whole or part and payment of a call may be postponed in whole or part. A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect whereof the call was made.
18. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed.
19. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
20. If a call remains unpaid after it has become due, the person from whom it is due shall pay interest on the amount unpaid from the day it became due until the day it is paid and shall also pay all costs and expenses incurred by the company as determined by the Directors in order to procure payment of the sums due or in consequence of the non-payment of such sums. The rate of interest shall be that fixed by the terms of allotment of the share or in the notice of the call or, if no rate is fixed, the appropriate rate (as defined by the Act) subject to the right of the Directors to waive payment of such interest and costs and expenses wholly or in part.

21. An amount payable in respect of a share on allotment or at any fixed date, whether in respect of nominal value or premium or as an instalment of a call, shall be deemed to be a call and if it is not paid the relevant provisions of the Articles shall apply as if the amount had become due by virtue of a call.
22. If a call remains unpaid after it has become due, the Directors may give to the person from whom it is due not less than fourteen clear days' notice requiring payment of the amount unpaid together with any interest which may have accrued plus expenses or costs determined in accordance with Article 20. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with the shares in respect of which the call was made will be liable to be forfeited.
23. If the notice is not complied with any share in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the Directors and the forfeiture shall include all dividends or other moneys payable in respect of the forfeited shares and not paid before the forfeiture.
24. No member shall be entitled to receive any dividend or (save as proxy for another member) be present or vote at any general meeting, either personally or by proxy, or exercise any privilege as a member, or be reckoned in a quorum in respect of any share held by him (whether alone or jointly with any other person) if and for so long as he shall have defaulted in payment of any call or other sum for the time being due on such share or any interest or expenses payable in connection therewith.
25. Subject to the provisions of the Act, a forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the Directors think fit either to the person who was before the forfeiture the

holder or to any other person. At any time before sale, re-allotment or other disposition, the forfeiture may be cancelled on such terms as the Directors think fit. Where for the purposes of its disposal a forfeited share is to be transferred to any person the Directors may authorise some person to execute an instrument of transfer of the share to that person.

26. A person any of whose shares have been forfeited shall cease to be a member in respect of them and shall surrender to the company for cancellation the certificate for the shares forfeited but shall remain liable to the company for all moneys which at the date of forfeiture were presently payable by him to the company in respect of those shares with interest at the rate at which interest was payable on those moneys before the forfeiture or, if no interest was so payable, at the appropriate rate (as defined in the Act) plus costs and expenses from the date of forfeiture until payment. The Directors may waive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal.
27. A statutory declaration by a Director or the secretary that a share has been forfeited on a specified date shall be conclusive evidence of the facts stated therein as against all persons claiming to be entitled to the share and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share and the person to whom the share is disposed of shall not be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings in reference to the forfeiture or disposal of the share.

TRANSFER OF SHARES

28. The instrument of transfer of a share may be in any usual form or in any other form which the Directors may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid, by or on behalf of the transferee.
29. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.
30. The Directors shall not register the transfer of any share unless prior to such transfer being presented for registration every holder of A Shares for the time being and every holder of B Shares for the time being has consented in writing to that transfer and its terms and to the transferee. Where any such consent is given the Directors shall be bound to register any transfer which is the subject of such consent and which is lodged at the office or such other place as the Directors may appoint.
31. The Directors may decline to recognise any instrument of transfer unless:
 - (i) the instrument of transfer is accompanied by the certificate for the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and
 - (ii) the instrument of transfer is in respect of only one class of share.
32. If the Directors refuse to register a transfer in accordance with Article 30 they shall within two months after the date on which the transfer was lodged with the company send to the transferee notice of the refusal.

33. No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting the title to any share.
34. The company shall be entitled to retain any instrument of transfer which is registered, but any instrument of transfer which the Directors refuse to register shall be returned to the person lodging it when notice of the refusal is given.

GENERAL MEETINGS

35. The company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it. Not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next, provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year.
36. All general meetings other than annual general meetings shall be called extraordinary general meetings.
37. The Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any member of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

38. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Director shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

- (i) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
- (ii) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent in nominal value of the shares giving that right.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

PROCEEDINGS AT GENERAL MEETINGS

39. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. One A Shareholder and one B Shareholder present in person or by proxy shall be a quorum.
40. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at

the same time and place or to such time and place as the Directors may determine. At such adjourned meeting the quorum shall be a shareholder or shareholders holding or representing not less than fifty per cent of the issued share capital of the company unless the business includes consideration of a Class Matter.

41. The chairman, if any, of the board of Directors or in his absence some other Director nominated by the Directors shall preside as chairman of the meeting, but if neither the chairman nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chairman and, if there is only one Director present and willing to act, he shall be chairman.
42. If no Director is willing to act as chairman, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
43. A Director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the company.
44. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the

business to be transacted. Otherwise it shall not be necessary to give any such notice.

45. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, the reports of the Directors and auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
46. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the chairman or any member present in person or proxy and entitled to vote.
47. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried (whether unanimously or by a particular majority) or lost and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
48. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
49. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall not be entitled to a casting vote in addition to any other vote he may have.

50. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
51. To every separate general meeting of the holders of each class of shares the provisions of these Articles relating to general meetings of the company shall mutatis mutandis apply.
52. Subject to the provisions of the Act, a resolution signed or approved in writing by all the members for the time being entitled to receive notice of and attend and vote at general meetings or separate general meetings of any class of members, as the case may be (or being corporations signed or approved by their duly authorised representatives) including where applicable the consent of each class of shares shall be as valid and effective as if the same had been passed at a general meeting of the company or a separate general meeting of such class, as the case may be duly convened and held. Such a resolution or consent may consist of one or more documents in like form each signed or approved by one or more members.

CORPORATIONS ACTING BY REPRESENTATIVES
AT MEETINGS

53. Any corporation which is a member of the company may by resolution of its directors or other governing body or by any representative of the corporation duly authorised in that behalf authorise such person as it thinks fit to act as its representative at any meeting of the company or of any class of members of the company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company.

VOTES OF MEMBERS

54. Subject to any right or restriction attached to any shares, on a show of hands every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote and on a poll every member shall have one vote for every share of which he is the holder except that in the case of a resolution proposed at any general meeting in relation to a Class Matter any holder of A Shares or of B Shares voting against such resolution (whether on a show of hands or a poll) shall be entitled to cast such number of votes as is necessary to defeat the resolution.
55. No member shall vote at any general meeting or at any separate meeting of the holders of any class of shares in the company, either in person or by proxy, in respect of any share held by him unless all moneys presently payable by him in respect of that share have been paid.
56. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
57. On a poll votes may be given either personally or by proxy.
58. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the company.

59. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority may be deposited at the office or such other place as is specified for that purpose in the notice convening the meeting or may be produced at the meeting at which the person named in the instrument proposes to vote.
60. An instrument appointing a proxy shall be in any usual or common form or such other form as the Directors may accept.
61. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll. The Directors may at their discretion treat a faxed or other machine made copy of an instrument appointing a proxy as such an instrument for the purpose of this Article.

NUMBER OF DIRECTORS

62. Unless otherwise determined by ordinary resolution, the number of Directors (other than alternate Directors) shall not be less than two.

63. (A) The A Shareholders shall be entitled to appoint all of the Directors other than the B Director (such Directors to be designated A Directors) and to remove any A Director so appointed and to appoint another A Director in place of any A Director so appointed who, for any reason, ceases to be a Director. The B Shareholders shall be entitled to appoint one Director to be designated a B Director and to remove and replace such B Director as aforesaid.
- (B) The chairman of the board of Directors and the managing director shall be appointed by the A shareholders.
- (C) Any appointment and any removal pursuant to paragraph (A) or paragraph (B) of this Article shall be effected either:-
- (i) by notice in writing signed by all the holders of shares of the relevant class (and in the case of any shareholder being a company signed by any director of such company on its behalf) which notice shall take effect when it has been delivered to the secretary of the company; or
 - (ii) with the sanction of an ordinary resolution passed at a separate general meeting of the holders of the shares of the relevant class.
- (D) The right to appoint and to remove A Directors or the B Director under this Article shall be a class right attached to the A Shares and the B Shares respectively.
- (E) No A Director or B Director shall be appointed or

removed otherwise than pursuant to this Article save as provided by law.

ALTERNATE DIRECTORS

64. Any Director (other than an alternate Director) may appoint any other Director, or any other person approved by resolution of the Directors and willing to act, to be an alternate Director and may remove from office an alternate Director so appointed by him. Any appointment or removal of an alternate Director shall be by notice to the company signed by the Director making or revoking the appointment or in any other manner approved by the Directors.
65. An alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which the Director appointing him is a member, to attend and vote at any such meeting at which such appointor is not personally present, and generally to perform all the functions of his appointor as a Director in his absence but shall not be entitled to receive any remuneration from the company for his services as an alternate Director.
66. An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director.
67. Save as otherwise provided in the Articles, an alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him.
68. Any Director acting as an alternate Director shall have an additional vote for each Director for whom he acts as an alternate Director.

QUALIFICATION SHARES

69. A Director shall not be required to hold any shares in the capital of the company to qualify him for office.

POWERS OF DIRECTORS

70. Subject to the provisions of the Act, the memorandum and the Articles and to any directions given by special resolution, the business of the company shall be managed by the Directors who may exercise all powers of the company. No alteration of the memorandum or Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.
71. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

DELEGATION OF DIRECTORS' POWERS

72. The Directors may delegate any of their powers to any committee consisting of one or more Directors. They may also delegate to any managing director or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings

of a committee with two or more members shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying.

DISQUALIFICATION OF DIRECTORS

73. The office of a Director shall be vacated in any of the following events:

- (i) he becomes prohibited by law from acting as a director;
- (ii) he resigns as a Director, in which event he shall cease to be a Director on the delivery of his resignation to the company;
- (iii) he becomes bankrupt or has a receiving order made against him or makes any arrangement or composition with his creditors;
- (iv) an order is made by a court of competent jurisdiction by reason of his mental disorder for his detention or for the appointment of any person to exercise powers with respect to his property or affairs;
- (v) he is convicted of a criminal offence involving fraud or dishonesty and the Directors resolve that he shall for that reason cease to be a Director;
- (vi) he is removed as a Director in accordance with the provisions of Article 63.

REMUNERATION OF DIRECTORS

74. The Directors shall be entitled to such remuneration as the company may by ordinary resolution determine and,

unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

DIRECTORS' EXPENSES

75. The Directors may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meetings or separate meetings of the holders of any class of shares or of debentures of the company or otherwise in connection with the discharge of their duties.

MANAGING DIRECTOR AND EXECUTIVE DIRECTORS

76. Subject to Article 63(B) the Directors may from time to time appoint one or more of their body to an executive office for such period and on such terms as they think fit and notwithstanding the terms of any agreement entered into in any particular case may revoke such appointment. Any such appointment shall be automatically determined if he ceases to be a Director.
77. A Director holding executive office shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the Directors may determine. Such remuneration shall be deemed to accrue from day to day.

DIRECTORS' INTERESTS

78. Subject to the provisions of the Act, and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office:
- (i) may be a party to, or otherwise interested in, any

transaction or arrangement with the company or in which the company is otherwise interested;

- (ii) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested; and
- (iii) shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

79. For the purposes of Article 78:

- (i) a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and
- (ii) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

DIRECTORS' GRATUITIES AND PENSIONS

80. The Directors may procure the establishment and maintenance of, or participate in, or contribute to any

non-contributory pension or superannuation fund, scheme or arrangement or life assurance scheme or arrangement for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to, any persons who are or shall have been at any time Directors of the company or in the employment or service of the company or of any company which is or was a subsidiary of or associated with the company or of the predecessors in business of the company or any such subsidiary or associated company or the wives, widows, families, relatives or dependants of any such persons.

81. The Directors may also procure the establishment and subsidy of or subscription to and support of any institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or otherwise to advance the interests and well-being of the company or of any such other company as aforesaid, or its members, and may make or procure payments for or towards the insurance of any such persons as aforesaid and subscriptions or guarantees for charitable or benevolent objects or for any exhibition or for any public, general or useful object.

PROCEEDINGS OF DIRECTORS

82. Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the secretary at the request of a Director shall, call a meeting of the Directors. Notices of meetings shall contain an adequate description of the business to be discussed thereat. A Director who is absent from the United Kingdom shall be entitled to receive notice of the meeting. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote except in respect of resolutions

relating to any Class Matter. A Director who is also an alternate Director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.

83. The quorum for the transaction of the business of the Directors shall be a majority of the Directors of which one must be the B Director. If two consecutive board meetings (other than any board meeting at which any Class Matter is to be discussed) have to be adjourned due to no quorum being present, the quorum for the next following such board meeting shall be a majority of the Directors. A person who holds office only as an alternate Director shall, if his appointor is not present, be counted in the quorum.
84. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as the quorum, they may act only for the purpose of calling a general meeting.
85. Unless he is unwilling to do so, the chairman appointed by the A Shareholders pursuant to Article 63(B) shall preside at every meeting of Directors at which he is present. But if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chairman of the meeting.
86. All acts done by a meeting of Directors, or of a committee of Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not

entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

87. A resolution in writing signed or approved by telex or facsimile transmission by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors. A resolution signed by an alternate Director need not also be signed by his appointor and, if it is signed by a Director who has appointed an alternate Director, it need not be signed by the alternate Director in that capacity.

PARTICIPATION IN MEETINGS BY TELEPHONE

88. All or any of the Directors or any committee of Directors may participate in a meeting of the Directors or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or if there is no such group where the chairman of the meeting then is.

SECRETARY

89. Subject to the provisions of the Act, the secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit. Any secretary so appointed may be removed by them.

The Directors may also appoint two or more joint secretaries each of whom shall have full authority to act alone.

90. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the secretary shall not be satisfied by this being done by or to the same person acting both as Director and as, or in place of, the secretary.

MINUTES

91. The Directors shall cause minutes to be made in books kept for the purpose:
- (i) of all appointments of officers made by the Directors; and
 - (ii) of all proceedings at meetings of the company, of the holders of any class of shares in the company, and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting.

THE SEAL

92. The seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or by a second Director. The instrument may be signed or counter-signed before or after the affixing of the seal.

DIVIDENDS

93. Subject to the provisions of the Act, the company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the Directors.
94. Subject to the provisions of the Act, the Directors may pay interim dividends if it appears to them that they are justified by the profits of the company available for distribution.
95. Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid: All dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid; but, if any share is issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly.
96. A general meeting declaring a dividend may, upon the recommendation of the Directors, direct that it shall be satisfied wholly or partly by the distribution of assets and, where any difficulty arises in regard to the distribution, the Directors may settle the same and in particular may issue fractional certificates and fix the value for distribution of any assets and may determine that cash shall be paid to any member upon the footing of the value so fixed in order to adjust the rights of members and may vest any assets in trustees.
97. Any dividend or other moneys payable in respect of a share may be paid by cheque sent by post to the registered address of the person entitled or, if two or more persons are the holders of the share or are jointly

entitled to it by reason of the death or bankruptcy of the holder, to the registered address of that one of those persons who is first named in the register of members or to such person and to such address as the person or persons entitled may in writing direct. Every cheque shall be made payable to the order of the person or persons entitled or to such other person as the person or persons entitled may in writing direct and payment of the cheque shall be a good discharge to the company. Any joint holder or other person jointly entitled to a share as aforesaid may give receipts for any dividend or other monies payable in respect of the share.

98. No dividend or other moneys payable in respect of a share shall bear interest against the company unless otherwise provided by the rights attached to the share.
99. Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the Directors so resolve, be forfeited and cease to remain owing by the company.

ACCOUNTS

100. The Directors shall cause accounting records to be kept in accordance with the Act.
101. The accounting records shall be kept at the registered office or at such other place or places as the Directors think fit and shall always be open to the inspection of the officers of the company.
102. The Directors shall determine whether and to what extent and at what times and places and under what conditions the accounts and books of the company or any of them shall be open to the inspection of members not being Directors, and no such member shall have any right of inspecting any account or book or document of the company

except as conferred by the Act or authorised by the Directors or by the company in general meeting.

103. The Directors shall, in accordance with the Act, cause to be prepared and to be laid before the company in general meeting such profit and loss accounts, balance sheets, and reports as are required by the Act.
104. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the company in general meeting, together with a copy of the auditors' report and directors' report, shall not less than twenty-one days before the date of the meeting be sent to every member of the company.

NOTICES

105. Any notice to be given to or by any person pursuant to the Articles shall be in writing and a notice calling a meeting of Directors shall be in writing giving at least 3 clear business days' notice in the place of receipt.
106. The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders.
107. A member present, either in person or by proxy, at any meeting of the company or of the holders of any class of shares in the company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

108. Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register of members, has been duly given to a person from whom he derives his title.
109. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 72 hours after the envelope containing it was posted.

WINDING UP

110. If the company is wound up, the liquidator may, with the sanction of an extraordinary resolution of the company and any other sanction required by the Act, divide among the members in specie the whole or any part of the assets of the company and may, for that purpose, value any assets and determine how the division shall be carried out as between the members of different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he with the like sanction determines, but no member shall be compelled to accept any assets upon which there is a liability.

INDEMNITY

111. Subject to the provision of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director, managing director, agent, auditor, secretary and other officer for the time being of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is

acquitted or in connection with any application under section 727 of the Act in which relief is granted by the court and every Director, auditor, secretary or other officer of the company shall be entitled to be indemnified by the company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

COMPANY NUMBER: 305275

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

ND MARSTON LTD

PASSED ON 23RD MAY 1991

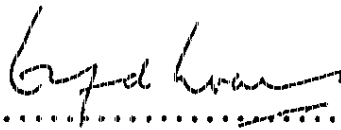
At an Extraordinary General Meeting of the above named Company duly convened and held at Marston House, Otley Road, Shipley on the 23rd day of May 1991, the following resolutions were duly passed, in the case of Resolutions 1 and 2 as ORDINARY RESOLUTIONS and in the case of Resolution 3 as a SPECIAL RESOLUTION.

ORDINARY RESOLUTIONS

1. That the authorised share capital of the Company be increased from £5,000,000 to £20,000,000 by the creation of a further 11,250,000 "A" Ordinary Shares of £1 each ranking pari passu in all respects as one class of shares with existing "A" Ordinary Shares in the Capital of the Company, and 3,750,000 "B" Ordinary Shares of £1 each ranking pari passu in all respects as one class of shares with existing "B" Ordinary Shares in the Capital of the Company.
2. THAT the directors be and they are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Act) up to a maximum nominal amount of £17,000,000 such authority (unless previously revoked or varied by the Company in General Meeting) expiring on 22nd May 1996 but may be previously revoked or varied by the Company in General Meeting save that the Directors may allot relevant securities pursuant to this authority after that date pursuant to an offer or agreement made by the Company on or before that date.

SPECIAL RESOLUTION

3. THAT (subject to the passing of resolution 1 above), the directors be and they are hereby empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94 of the Act) pursuant to the authority conferred by Resolution 2 as if sub-section (1) of Section 89 of the Act did not apply to any such allotment.



.....
Chairman

Company No. 305275

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

ND MARSTON LIMITED

Passed the *23rd* day of *May* 1991

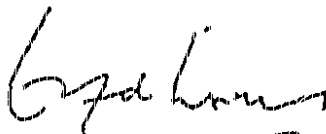
At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Marston House, Otley Road, Shipley, West Yorkshire on Thursday the 23rd day of May 1991 the following resolution was duly passed as a Special Resolution of the Company :-

SPECIAL RESOLUTION

That Article 78 of the Articles of Association of the Company be amended by inserting a new sub-paragraph (i) of Article 78 as follows:-

"(i) may vote on any contract or arrangement or proposed contract or arrangement in which he is interested or upon any matter arising thereout and may be reckoned in estimating a quorum when any such contract or arrangement or proposed contract or arrangement or matter is under consideration."

and by renumbering the existing sub-paragraphs (i), (ii) and (iii) of Article 78 as (ii), (iii) and (iv) respectively.



Chairman



COMPANIES FORM No. 123

**Notice of increase
in nominal capital**

123

Do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Do not complete
this form, preferably
in block lettering

To the Registrar of Companies

For official use

Company number

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305275

Name of company

ND MARSTON LTD

Do not insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 23rd May 1991 the nominal capital of the company has been
increased by £ 15,000,000 beyond the registered capital of £ 5,000,000.

A copy of the resolution authorising the increase is attached.

No copy must be
printed or in some
other form approved
by the registrar

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

11,250,000 "A" Ordinary Shares of £1 each ranking pari passu in all
aspects as one class of shares with existing "A" Ordinary Shares in
the Capital of the Company, and 3,750,000 "B" Ordinary Shares of £1 each
ranking pari passu in all aspects as one class of shares with existing
"B" Ordinary Shares in the Capital of the Company.

Do not delete as
appropriate

Signed

[Director][Secretary]† Date

Please tick here if
continued overleaf

--

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

D Clegg
Company Secretary
ND Marston Ltd
Marston House
Otley Road
Shipley BD17 7JR

For official Use
General Section

Post room

DATED

3rd January

1989

30C.

308275

NIPPONDENSO (EUROPE) B.V.

- and -

NIPPONDENSO MANUFACTURING (UK) LIMITED

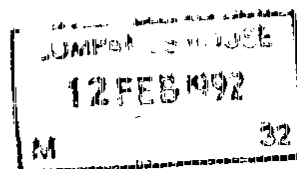
We certify that
there is a true copy
of the original
Baker & McKenzie

16/8/90

ASSIGNMENT

relating to premises at
Otley Road, Baildon
West Yorkshire

Baker & McKenzie
Aldwych House
Aldwych
London WC2B 4JP



THIS ASSIGNMENT is made the ^{3rd} day of ^{March} ~~January~~ One 202214
 Thousand Nine Hundred and Eighty-Nine B E T W E E N

NIPPONDENSO (EUROPE) B.V. whose registered office is
 at Gemeenschapspolderweg 26-28, 1382 Gr. Weesp, Nether
 (hereinafter called "the Vendor") of the first part
 NIPPONDENSO MANUFACTURING (UK) LIMITED whose registered office
 is situate at Marston House, Otley Road, Shipley, West
 Yorkshire (hereinafter called "the Purchaser") of the second
 part

W H E R E A S :

- (1) By a Lease (hereinafter called "the Lease") dated the Second day of November One Thousand Nine Hundred and Eighty-Nine made between IMI Property Investments Limited of the one part and the Vendor of the other part the property described in the Schedule hereto (hereinafter called "the Property") was demised to the Vendor for the term of nine hundred and ninety-nine years from the Second day of November One Thousand Nine Hundred and Eighty-Nine at a consideration of Four Million Five Hundred Thousand pounds (£4,500,000) and at the initial yearly rent of Ten Pounds (£10.00) and subject to the performance and observance of the covenants on the part of the Tenant and the conditions therein contained
- (2) In consideration of the sum of Four Million Five Hundred Thousand pounds and of the covenant on the part of the Purchaser hereinafter contained the Vendor has agreed with the Purchaser for the assignment to it of the Lease for all the residue now unexpired of the said term

NOW THIS DEED WITNESSETH as follows :

1. In pursuance of the said Agreement and in consideration of the sum of Four Million Five Hundred Thousand pounds and the covenant on the part of the Purchaser hereinafter contained the Vendor as

Beneficial Owner hereby assigns unto the Purchaser ALL THAT the Property TO HOLD unto the Purchaser for all the residue now unexpired of the term created by the Lease subject henceforth to the payment of the rents reserved by and the performance and observance of the covenants on the part of the Tenant and the conditions contained in the Lease

2. The Purchaser hereby covenants with the Vendor that the Purchaser or those deriving title under the Purchaser will at all times hereafter pay the rent thereby reserved and perform and observe the covenants on the part of the Tenant and the conditions therein contained and will at all times hereafter keep the Vendor and the Vendor's estate and effects fully indemnified against all proceedings costs claims and demands whatsoever in respect of the said rent covenants and conditions or in any wise relating thereto

IN WITNESS whereof the parties have executed this Deed the day and year first before written

THE SCHEDULE

ALL THAT the premises comprising that piece of land together with the buildings thereon or on part thereof containing 13.22 acres or thereabouts situate at Otley Road, Baildon, West Yorkshire and which is for the purpose of identification only edged red on the plan annexed to the Lease.

EXECUTED on behalf of
NIPPONDENSO (EUROPE) B.V.
by
as attorney in the
presence of :

Name

A. V. L. Pearson

Address

11, Oliver Hill, Mansforth, Leeds

Designation

Secretary

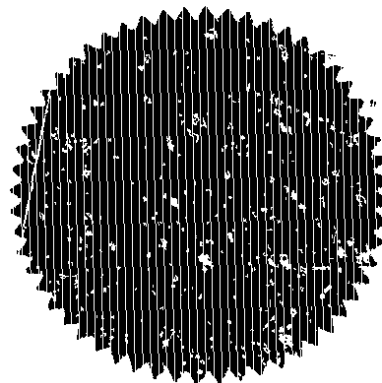
THE COMMON SEAL of
NIPPONDENSO MANUFACTURING
(UK) LIMITED was hereunto
affixed in the presence of)

G. B. Jones

Director

G. B. Jones

Secretary



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

ND MARSTON LTD

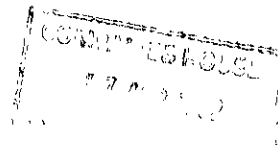
PASSED ON 9TH APRIL 1992

At an Extraordinary General Meeting of the above named Company duly convened and held at Marston House, Otley Road, Shipley on the 9th day of April 1992, the following resolutions were duly passed, as SPECIAL RESOLUTIONS.

SPECIAL RESOLUTIONS

1. IT IS RESOLVED that the directors be and they are hereby empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94 of the Act) as if sub-section (1) of Section 89 of the Act did not apply to any such allotment.
2. IT IS RESOLVED that pursuant to Article 10 of the Articles of Association of the Company, and notwithstanding the provisions of Articles 6(i) and 6(ii) of the Articles of Association of the Company, which are hereby expressly excluded, the Directors of the Company be and are hereby authorised to issue 5,250,000 A Ordinary Shares of £1 each at par in the Company to Nippondenso International (UK) Limited in consideration for a subscription in cash and subject (save as provided above) to the Memorandum and Articles of Association of the Company.
3. IT IS RESOLVED that pursuant to Article 10 of the Articles of Association of the Company, and notwithstanding the provisions of Articles 6(i) and 6(ii) of the Articles of Association of the Company, which are hereby expressly excluded, the Directors of the Company be and are hereby authorised to issue 1,750,000 B Ordinary Shares of £1 each at par in the Company to Magnetti Marelli Partecipazioni SpA in consideration for a subscription in cash and subject (save as provided above) to the Memorandum and Articles of Association of the Company.

.....
Chairman



Notice of increase
in nominal capital

123

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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305275

Name of company

ND Marston Ltd

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 28th April 1993 the nominal capital of the company has been increased by £ 5,000,000 beyond the registered capital of £ 20,000,000.

A copy of the resolution authorising the increase is attached.⁵

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follow:

3,750,000 "A" Ordinary Shares of £1 each ranking pari passu in all respects as one class of shares with existing "A" Ordinary Shares in the Capital of the Company, and 1,250,000 "B" Ordinary Shares of £1 each ranking pari passu in all respects as one class of shares with existing "B" Ordinary Shares in the Capital of the Company.

Please tick here if
continued overleaf☐

Signed

[Director][Secretary]† Date

28.4.93

Presenter's name address and
reference (if any):
Company Secretary
ND Marston Ltd
Marston House
Otley Road
SHIPLE
BD17 7JR

For official Use
General Section

Post room

COMPANIES HOUSE	
05 MAY 1993	
M	2

delete as
appropriate

COMPANY NUMBER: 305275

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTION

OF


ND MARSTON LTD

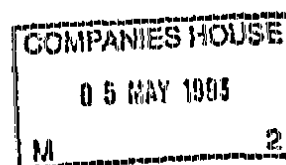
PASSED ON 28TH APRIL 1993

At the Annual General Meeting of the above named Company duly convened and held at Marston House, Otley Road, Shipley on the 28th day of April 1993, the following resolution was duly passed as an ORDINARY RESOLUTION.

ORDINARY RESOLUTION

1. That the authorised share capital of the Company be increased from £20,000,000 to £25,000,000 by the creation of a further 3,750,000 "A" Ordinary Shares of £1 each ranking pari passu in all respects as one class of shares with existing "A" Ordinary Shares in the Capital of the Company, and 1,250,000 "B" Ordinary Shares of £1 each ranking pari passu in all respects as one class of shares with existing "B" Ordinary Shares in the Capital of the Company.


Chairman



COMPANY NUMBER: 305275

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

ND MARSTON LTD

At the Extraordinary General Meeting of the above named Company duly convened and held at Marston House, Otley Road, Shipley on the 29th day of September 1993, the following resolutions were duly passed in the case of Resolution 1 as an ORDINARY RESOLUTION, and in the cases of Resolutions 2, 3 and 4 as SPECIAL RESOLUTIONS.

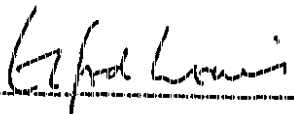
ORDINARY RESOLUTION

1. THAT the Directors be and they are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Act) up to a maximum nominal amount of £25,000,000 such authority (unless previously revoked or varied by the Company in General Meeting) expiring on 29th September 1998 but may be previously revoked or varied by the Company in General Meeting save that the Directors may allot relevant securities pursuant to this authority after that date pursuant to an offer or agreement made by the Company on or before that date.



SPECIAL RESOLUTIONS

2. THAT the directors be and they are hereby empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94 of the Act) pursuant to the authority conferred by Resolution 1, as if sub-section (1) of Section 89 of the Act did not apply to any such allotment.
3. THAT pursuant to Article 10 of the Articles of Association of the Company, and notwithstanding the provision of Articles 6 (i) and 6 (ii) of the Articles of Association of the Company, which are hereby expressly excluded, the Directors of the Company be and are hereby authorised to issue 2,100,000 A Ordinary Shares of £1 each at par in the Company to Nippondenso International (UK) Limited in consideration for a subscription in cash and subject (save as provided above) to the Memorandum and Articles of Association of the Company.
4. THAT pursuant to Article 10 of the Articles of Association of the Company, and notwithstanding the provisions of Articles 6 (i) and 6 (ii) of the Articles of Association of the company, which are hereby expressly excluded, the Directors of the Company be and are hereby authorised to issue 700,000 B Ordinary Shares of £1 each at par in the Company to Magnetti Marelli Partecipazioni SpA in consideration for a subscription in cash and subject (save as provided above) to the Memorandum and Articles of Association of the Company.


Chairman

Company Number: 305275



WRITTEN RESOLUTION

OF

ND MARSTON LIMITED

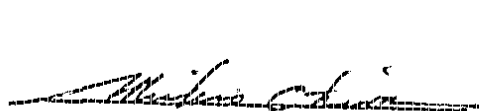
Pursuant to section 381A of the Companies Act 1985 (as amended by the Companies Act 1989) we, the undersigned, being all the members for the time being of the Company entitled to receive notice of and to attend and vote at general meetings of the Company hereby make the following Special Resolution which shall be as valid and effective for all purposes as if the same had been duly passed at an extraordinary general meeting of the Company duly convened and held:-

SPECIAL RESOLUTION

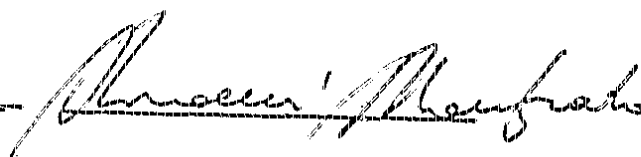
That the Articles of Association of the Company be amended by the deletion of the existing Article 63 and in its place the insertion of the following:-

- "63. (a) The A Shareholders shall be entitled to appoint all of the Directors other than the B Director (such Directors to be designated A directors) and to remove any A Director so appointed and to appoint another A Director in place of any A Director so appointed who, for any reason, ceases to be a Director. The B Shareholders shall be entitled to appoint one Director to be designated a B Director and to remove and replace such B Director as aforesaid.
- (b) The Chairman of the Board of Directors and the Managing Director shall be appointed by the A Shareholders.
- (c) Any appointment and any removal pursuant to paragraph (a) or (b) of the Article shall be effected either :-
- (i) with the sanction of any ordinary resolution passed at a separate general meeting of the holders of the shares of the relevant class held in April of any year ("the April Shareholders Meeting"); or
- (ii) by notice in writing signed by all the holders of shares of the relevant class (and in the case of any shareholder being a company signed by a director of such company on its behalf) which notice shall take effect when it has been delivered to the secretary of the Company.
- (d) Any A Director who is appointed in accordance with provisions of paragraph (c) (i) shall hold office for a period of two years following his appointment. Any A Director who is appointed in accordance with the provisions of paragraph (c) (ii) shall retire from office at the next April Shareholders Meeting.

- (e) The right to appoint and remove A Directors or the B Director under this Article shall be a class right attached to the A Shares and the B Shares respectively.
- (f) No A Director or B Director shall be appointed or removed otherwise than pursuant to this Article save as provided by law.



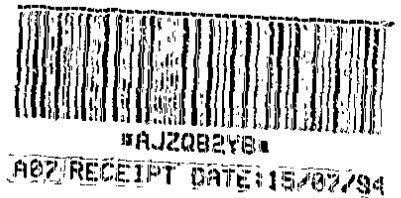
Authorised Representative of
Nippondenso International UK
Ltd



Authorised Representative of
Magneti Marelli Components BV

Dated 21st April 1994

WRITTEN RESOLUTION
OF
ND MARSTON LIMITED



Pursuant to section 381A of the Companies Act 1985 (as amended by the Companies Act 1989) we, the undersigned, being all the members for the time being of the Company entitled to receive notice of and to attend and vote at general meetings of the Company hereby make the following Resolutions which shall be as valid and effective for all purposes as if the same had been duly passed at an Extraordinary General Meeting of the Company duly convened and held:-

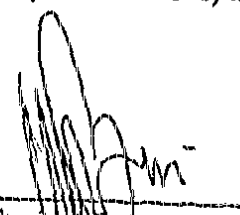
ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be increased from £25,000,000 to £30,000,000 by the creation of a further 3,750,000 "A" Ordinary Shares of £1 each ranking pari passu in all respects as one class of shares with existing "A" Ordinary Shares in the Capital of the Company, and 1,250,000 "B" Ordinary Shares of £1 each ranking pari passu in all respects as one class of shares with existing "B" Ordinary Shares in the Capital of the Company.
2. THAT the Directors be and they are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Act) up to a maximum nominal amount of £30,000,000 such authority (unless previously revoked or varied by the Company in General Meeting) expiring on 24th June 1999 but may be previously revoked or varied by the Company in General Meeting save that the Directors may allot relevant securities pursuant to this authority after that date pursuant to an offer or agreement made by the Company on or before that date.

SPECIAL RESOLUTIONS

3. THAT the directors be and they are hereby empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94 of the Act) pursuant to the authority conferred by Resolution 2, as if sub-section (1) of Section 89 of the Act did not apply to any such allotment.
4. THAT pursuant to Article 10 of the Articles of Association of the Company, and notwithstanding the provision of Articles 6 (i) and 6 (ii) of the Articles of Association of the Company, which are hereby expressly excluded, the Directors of the Company be and are hereby authorised to issue 5,250,000 A Ordinary Shares of £1 each at par in the Company to Nippondenso International (UK) Limited in consideration for a subscription in cash and subject (save as provided above) to the Memorandum and Articles of Association of the Company.
5. THAT pursuant to Article 10 of the Articles of Association of the Company, and notwithstanding the provisions of Articles 6 (i) and 6 (ii) of the Articles of Association of the Company, which are hereby expressly excluded, the Directors of the Company be and are hereby authorised to issue 1,750,000 B Ordinary Shares of £1 each at par in the Company to Magneti Marelli Components BV in consideration for a subscription in cash and subject (save as provided above) to the Memorandum and Articles of Association of the Company.


Authorised Representative of
Nippondenso International (UK) Ltd


Authorised Representative of
Magneti Marelli Components BV

Dated: 27th June 1994

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COMPANIES FORM No. 123

**Notice of increase
in nominal capital**

123

base do not
ite in
s margin

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

[] [] [] []

305275

Name of company

* ND Marston Ltd

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 27th June 1994 the nominal capital of the company has been increased by £ 5,000,000 beyond the registered capital of £ 25,000,000.

A copy of the resolution authorising the increase is attached.

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follow:

3,750,000 "A" Ordinary Shares of £1 each ranking pari passu in all respects as one class of shares with existing "A" Ordinary Shares in the Capital of the Company, and 1,250,000 "B" Ordinary Shares of £1 each ranking pari passu in all respects as one class of shares with existing "B" Ordinary Shares in the Capital of the Company.

he copy must be
rinted or in some
ther form approved
y the registrar

Please tick here if
continued overleaf

☐

Signed

[Signature]

[Director][Secretary]† Date

27.6.94.

delete as
appropriate

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

CC SEC.
ND MARSTON LTD

For official Use
General Section

Post room

Barcode with text: A10 *AV8L23TW* 238
COMPANIES HOUSE 15/08/94