H 38001 / 78

*The Companies Act 1948.*

COMPANY LIMITED BY SHARES.

# Memorandum of Association

OF

# T. F. & J. H. BRAIME (HOLDINGS) ~~LIMITED~~ P.L.C.

1. The name of the Company is "T. F. & J. H. BRAIME (HOLDINGS) ~~LIMITED~~. P.L.C."

2. The Company is a public limited company.

3. The registered office of the Company will be situate in England.

4. The objects for which the Company is established are— Objects

(A) To acquire the whole issued share capital of T. F. & J. H. Braime Limited for such consideration whether in fully paid shares or otherwise and on such terms and conditions as the Company shall think fit.

(B) To acquire, hold, sell or otherwise dispose of shares, stocks, debentures, debenture stock, bonds and securities of any government, state, company, corporation, municipal or local or other body or authority and vary any of the foregoing investments of the Company.

(C) To carry on the business acquired, to develop and extend the same, and generally to carry on all or any of the following businesses: mechanical, hydraulic, locomotive, automobile and general engineers, iron, steel and malleable founders, brass founders and finishers, smelters, forgers, stampers, pressers, piercers, sheet iron, steel, brass and copper rollers, tinners, copper smiths, braziers, die-makers, sinkers, galvanisers, enamellers, wire drawers and workers, metal workers, manufacturers of implements and other machinery, tool makers, chain manufacturers, mill furnishers, ironmongers, manufacturers of hardware of all kinds, wheelwrights, To carry on business as iron founders, etc.

lamp makers, electro-platers, packing case makers, woodworkers and paint and varnish manufacturers in all their respective branches, and to purchase, sell and deal in materials and all appliances required in and connected with any of the said businesses and the trading in and disposing of any articles manufactured by the Company whilst carrying on any of such businesses.

Acquire lands buildings, etc.

(D) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest, any lands, buildings, easements, rights, privileges, concessions, machinery, patents, plant, stock-in-trade and any real and personal property of any kind necessary or convenient for the Company's business.

Erect buildings, etc.

(E) To erect, construct, lay down, enlarge, alter and maintain any buildings, works and machinery necessary or convenient for the Company's business.

Borrow money and secure same by mortgage or charge on undertaking, etc.

(F) To borrow or raise or secure the payment of money for the purposes of the Company's business, and with a view thereto to mortgage and charge the undertaking and all or any of the real and personal property, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, debentures or debenture stock, payable to bearer or otherwise, and either permanent or redeemable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

Issue and deposit securities

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company.

Receive deposits and loans and guarantee debts and contracts

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.

Make advances and act as bankers

(I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.

Grant pensions, etc.

(J) To establish or concur or join with any other company, being a subsidiary company of the Company or a company allied or associated in business with the Company or any such subsidiary company, in establishing or assisting in establishing or contribute to any schemes or funds for providing pensions, sickness or compassionate allowances, life assurances or other benefits for officers and employees or ex-officers or ex-employees of the Company, or any such other company as aforesaid, or formerly engaged in any business acquired by the Company, and their wives, widows, families or dependants or any class of such persons, and to pay or make grants revocable or irrevocable of pensions, gratuities or other moneys to any such persons as aforesaid, including pensions, gratuities or moneys additional to those, if any, to which they are or may become entitled under any such scheme or fund as aforesaid, and to provide for the welfare of any such persons by clubs or trusts and by providing or subscribing towards places of instruction, recreation and medical and other assistance as the Company shall think fit.

(K) To form, subscribe to or otherwise aid benevolent, religious, scientific, national or other institutions, exhibitions or objects which shall have any moral or other claims to support or aid by the Company by reason of the locality of its operations or otherwise. Support and subscribe to schools and other institutions and trade societies

(L) To make, accept, endorse, discount and execute promissory notes, bills of exchange and other negotiable instruments. Make and accept bills of exchange, etc.

(M) To invest and deal with the moneys of the Company not immediately required in such investments and in such manner as may from time to time be determined. Invest moneys

(N) To pay for any property or rights acquired by the Company, either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue or partly in one mode and partly in another, and generally on such terms as the Company may determine. Pay for property, etc., in cash or shares

(O) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares or debenture capital or other securities of the Company or of any subsidiary company, or in or about the formation or promotion of the Company or of any subsidiary company, or the conduct of its business, and to pay the preliminary expenses of the Company or of any subsidiary company. Pay brokerage and commissions and preliminary expenses

(P) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, Accept payment in cash or shares, etc.

either in cash, by instalments or otherwise, or in shares of any company or corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or by debentures or debenture stock of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, sell or otherwise dispose of any consideration so received, but in no case shall the Company act as stockbrokers or dealers and as such deal in shares.

Enter into partnership or joint purse arrangements, etc.

(Q) To enter into partnership or any arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, or calculated to advance its interests, and to acquire and hold shares, stock or securities of any such company.

Promote other companies

Acquire shares, etc., in such other company

(R) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of or shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold shares, stock or securities of and guarantee the payment of the dividends or capital of any shares or stock or the interest or principal of any securities issued by or any other obligation of any company promoted by this Company or in which this Company may be or may be about to become interested.

Purchase other business or property

(S) To purchase or otherwise acquire and undertake all or any part of the business, property and assets of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of this Company.

Sell or otherwise deal with undertaking

(T) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in respect of and in any other manner deal with or dispose of the undertaking of the Company or any part thereof, or all or any of the property for the time being of the Company, and for any consideration, whether in cash or in shares (fully or partly paid), debentures, debenture stock or other interests in or securities of any company or otherwise.

(u) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by purchase (for fully or partly paid shares or otherwise) of all or a controlling interest in the shares or stock of any such other company, or in any other manner. Amalgamate with other company

(v) To distribute among the members in specie any property of the Company. Distribute property among members

(w) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise. Generally to do things conducive to above objects

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

5. The liability of the members is limited. Liability of members

6. The share capital of the company is £600,000 divided into Capital of Company

(a) 180,000 6 per cent (now 4.2% + tax credit) cumulative Preference shares of £1 each,

(b) 480,000 Ordinary shares of 25p each,

(c) 1,200,000 'A' Ordinary shares of 25p 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 |
|---|---|
| G. L. BRAIME,<br>Shortacres,<br>Moortown,<br>Leeds,<br>Company Director. | One five shilling share |
| R. H. BRAIME,<br>Low Gables,<br>Allerton Park,<br>Leeds,<br>Company Director. | One five shilling share |

Dated this 23rd day of October 1950.

Witness to the above Signatures—

G. S. DOBSON,
Kingsthorpe,
20 Belvedere Avenue,
Alwoodley,
Leeds,
Company Director.