



Statutory Declaration of compliance with requirements on application for registration of a company

Please do not write in this margin

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies

For official use

For official use

[ ] [ ] [ ] [ ]

[ ]

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

Name of company

\* CASTLEFORGE LIMITED

\* Insert full name of Company

I, KIM KUROWSKI signing on behalf of SECRETARIES BY DESIGN LIMITED of 52 MARKET STREET Ashby de la Zouch Leics. LE6 5AN

† delete as appropriate

do solemnly and sincerely declare that I am a [person named as director or secretary of the company in the statement delivered to the registrar under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the above company and of matters precedent and incidental to it 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 125 Edmund Street Business 03 247

Declarant to sign below

the Twenty day of February One thousand nine hundred and Ninety-one before me James Jones

K Kurowski

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

Presenter's name address and reference (if any): KIM & COMPANY (LEGAL SERVICES) LTD 30 CHURCH STREET, BIRMINGHAM. B3 2NP TEL: 021.212.1700 FAX: 021.212.1401

For official Use New Companies Section Post room NC 13 FEB 1991 COMPANIES



**OYEZ**

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# 10

## Statement of first directors and secretary and intended situation of registered office

This form should be completed in black.

Company name (in full)

<b>CN</b>	2584243	For official use	<input type="checkbox"/>
CASTLEFORGE LIMITED			

Registered office of the company on incorporation.

<b>RO</b>	30 CHURCH STREET		
Post town	BIRMINGHAM		
County/Region	WEST MIDLANDS		
Postcode	B3 2NP		

If the memorandum is delivered by an agent for the subscribers of the memorandum mark 'X' in the box opposite and give the agent's name and address.

X

Name			
<b>RA</b>	KIM & COMPANY (LEGAL SERVICES) LIMITED		
30 CHURCH STREET			
Post town	BIRMINGHAM		
County/Region	WEST MIDLANDS		
Postcode	B3 2NP		

Number of continuation sheets attached

To whom should Companies House direct any enquiries about the information shown in this form?

KIM & COMPANY (LEGAL SERVICES) LIMITED			
30 CHURCH STREET			
BIRMINGHAM		Postcode	B3 2NP
Telephone	(021) 212 1700	Extension	/

**Company Secretary** (See notes 1 - 5)

Name \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

**Consent signature**

<b>CS</b>	
	SECRETARIES BY DESIGN LIMITED
<b>AD</b>	
	52 MARKET STREET
Post town	ASHBY DE LA ZOUCH
County/Region	LEICESTERSHIRE
Postcode	LE6 5AN
Country	ENGLAND
I consent to act as secretary of the company named on page 1	
Signed	<i>[Signature]</i> Date 12.2.91

**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

Name \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth

Business occupation

Other directorships

\* Voluntary details

**Consent signature**

<b>CD</b>	
	NOMINEES BY DESIGN LIMITED
<b>AD</b>	
	52 MARKET STREET
Post town	ASHBY DE LA ZOUCH
County/Region	LEICESTERSHIRE
Postcode	LE6 5AN
Country	ENGLAND
<b>DO</b>	
Nationality	<b>NA</b>
<b>OC</b>	U.K. LIMITED COMPANY
<b>OD</b>	
I consent to act as director of the company named on page 1	
Signed	<i>[Signature]</i> Date 12.2.91

**Directors** (continued)

(See notes 1 - 5)

**Name** \*Style/Title  
 Forenames  
 Surname  
 \*Honours etc  
 Previous forenames  
 Previous surname

**Address**

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Date of birth  
 Business occupation  
 Other directorships

\* Voluntary details

**Consent signature**

**CD**

**AD**

Post town  
 County/Region  
 Postcode Country  
**DO** Nationality **NA**

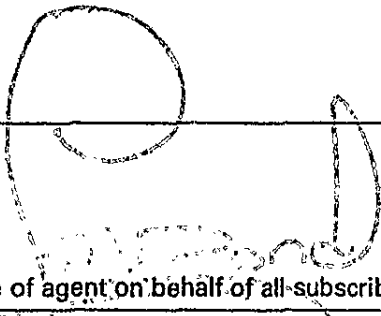
**OC**

**OD**

I consent to act as director of the company named on page 1

Signed Date

Delete if the form is signed by the subscribers.



Signature of agent on behalf of all subscribers Date 12.2.91

Delete if the form is signed by an agent on behalf of all the subscribers.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

2584243



**THE COMPANIES ACT 1985**

**PRIVATE COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

OF

**CASTLEFORGE LIMITED**

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1. The Company's name is "Castleforge Limited"
2. The Company's Registered Office is situated in England and Wales.
3. The Company's objects are:-
  - a. To carry on the business of general merchants and traders, designers, developers, manufacturers and distributors of and dealers in goods, services and commodities of every description; to act as financiers, concessionaires, and to purchase or otherwise acquire, deal in or dispose of shares, debentures, stocks, bonds, loans, and any other securities, franchises, patents, licences and all manner of proprietary rights from time to time and as may be seen fit; as shipping and forwarding agents, importers, and exporters of and brokers in all kinds of commodities; to acquire by purchase, lease, exchange or otherwise for development, management and resale land, buildings and property of every description and to carry on all or any of the businesses of building and civil engineering contractors, estate and property developers, estate agents and manager, mortgage and insurance brokers, surveyors, valuers, and dealers in plant and machinery, vehicles and appliances of all kinds; to act as haulage contractors and provide land, sea and air transport services for the carriage of passengers, livestock and freight, as warehousmen, storers, packers, wholesalers and retailers in all manner of goods and to generally carry on such business as may be required by the Company in connection with the above objects.

OB:GENERAL.

NW1100 P8  
001592

b To acquire and take over any businesses or undertakings carried on upon, or in connection with any land or building which the Company may have acquired or desire or propose to acquire or carry on or dispose of, remove or put an end to any such business or otherwise deal with it as may seem expedient.

c To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or assets.

d To purchase or by any other means acquire any freehold, leasehold, or other property or any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and building, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels or things and any form of real or personal property or rights 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, offices, factories, mills, 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 these things, and to work, manage and control these or join with others in so doing.

f To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licenses, trade marks, designs, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licenses or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

g To acquire 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 acquisitions to accept all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or 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 these acts or things or property acquired, any Shares, Debenture, 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.

company, firm, or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges and concessions.

o To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company whether or not having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.

p 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.

q To remunerate any person, firm or company rendering services to this Company, either by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

r To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm or company, to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.

s To support and subscribe to any charitable or public objects, and any institution, society, or club which may be for the benefit of the Company or its employees or any such other company or person as mentioned below, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors or Officers of, or who are or have been employed by, or who are serving or have served the Company or any company which is a subsidiary of the Company or is allied to or associated in business with the Company or with any such subsidiary company or any business acquired by the Company, and to the wives, widows, children, and other relatives and dependants of such persons to make payment towards insurance, and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their wives, widows, children and other relatives and dependants.

t To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or

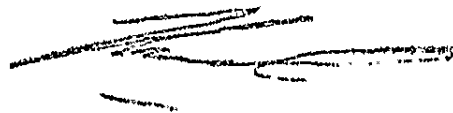
WE, the subscribers to this Memorandum, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set out opposite our respective names.

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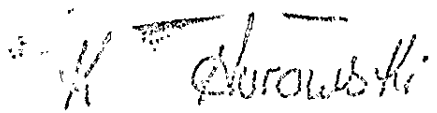
**Names and addresses of subscribers**

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	No. Of Shares taken By Each Subscriber
Nominees By Design Limited 52 Market Street Ashby de la Zouch LE6 5AN	ONE



Secretaries By Design Limited 52 Market Street Ashby de la Zouch LE6 5AN	ONE
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DATED this 12 day of February 1991.

WITNESS to the above signatures : Fiona Bond  
52 Market Street  
Ashby de la Zouch  
LE6 5AN





4 4.1 After the initial allotment of shares by the Directors any further shares proposed to be issued will be offered to the Members in proportion ( so far as possible ) to the number of the existing shares held by each of them unless the Company by Special Resolution otherwise directs. The offer will be made by notice specifying the number of shares offered, and a period ( of not less than fourteen days ) within which the offer, if not accepted, will be deemed to be declined.

4.2 After the expiration of that period, the shares deemed to be declined will be offered ( again in the proportion to their shareholding ) to the persons who have, within the period specified, accepted all the shares offered to them pursuant to clause 4.1 . This further offer will be made in the same manner and specify the same period for acceptance as the original offer.

4.3 Any shares not accepted pursuant to clause 4.1 and clause 4.2 or not capable of being offered except by way of fractions and any shares released from the provisions of this Article by a Special Resolution of the Company will be under the control of the Directors. They may allot, grant options over or otherwise dispose of these shares to such persons, on such terms, and in such manner as they think fit. However, these shares must not be disposed of on terms which are more favourable to the subscribers to them than the terms on which they are offered to the Members. In accordance with Section 91 of the Act, Sections 89 and 90 of the Act will not apply to the Company.

5 Subject to Articles 4 the Directors are authorised in accordance with Section 80 of the Act to exercise any power of the Company (and in particular the power contained in Article 3 of these regulations ) to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the share capital created on the incorporation of the Company. This power will be exercisable at any time before the date of the fifth anniversary of incorporation of the Company. After this date the authority will expire except that the Directors may allot shares after the expiry in pursuance of any agreement or offer to allot made before the date of expiry. This authority may be revoked, varied or renewed ( but not for more than five years at a time ) by Ordinary Resolution.

6 Subject to the provisions of Chapter VII of Part V of the Act any shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

7 Subject to Chapter VII of Part V of the Act the Company may purchase its own shares ( including redeemable shares ) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.

8 Subject to Chapter VI of Part V of the Act the Company may give financial assistance for the purpose of or in connection with any acquisition of shares made or to be made in the Company or its Holding Company for the time being.

#### **TRANSFER OF SHARES**

9 The Directors, in their absolute discretion and without assigning any reason whatsoever, may decline to register the transfer of any share whether or not it is a fully paid share.

#### **PROCEEDINGS AT MEETINGS**

10 10.1 All meetings other than the Annual General Meeting of the Company shall be referred to as Extraordinary General Meetings. All business transacted at an Extraordinary General Meeting of the Company shall be referred to as special and will be subject to regulation 38 of Table A.

10.2 Notices convening any General Meeting shall comply with Section 372(3) of the Act thereby notifying Members of their right to appoint proxies.

10.3 No business shall be transacted at a General Meeting unless a quorum comprising of at least two members who are also entitled to vote is present. If such a quorum is not present within half an hour of the time appointed for an adjourned meeting then notwithstanding the provisions in regulation 41 of Table A the meeting may be dissolved .

#### **VOTES OF MEMBERS**

11 Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every Member present in person will have one vote, and on a poll every Member will have one vote for each share of which he is a holder.

#### **DIRECTORS**

12 A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company will declare the nature of his interest at a meeting of the Directors in accordance with Section 317 (1) of the Act. A Director who has disclosed his interest may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such director will be counted in the quorum present at any meeting at which such contract or proposed contract or arrangement is being considered. Regulations 94, 95 and 98 of Table A will not apply to the Company.

13 13.1 Other than the office of Auditor, a Director may hold any other office or profitable position with the Company in conjunction with his office of Director for such period and on such terms ( as to remuneration and otherwise ) as the Directors may determine.

13.2 The Directors will not be subject to retirement by rotation. Regulations 73 to 75 of Table A will not apply and all other references in Table A to retirement by rotation shall be disregarded.

13.3 Any Director may act by himself or through his firm in a professional capacity for the Company. He or his firm will be entitled to remuneration for professional services as if he were not a Director; although this does not authorise a Director to act as Auditor for the Company.

13.4 The Company will not be subject to Section 293 of the Act, and accordingly any person may be appointed or elected as Director whatever his age. No Director will be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

14 The office of a Director will be vacated : -

14.1 if by notice in writing to the Company he resigns the office of Director;

14.2 if he becomes bankrupt or insolvent, or enters into an arrangement with his creditors.

14.3 if he becomes of unsound mind;

14.4 if he is prohibited from being a Director by any order made under Section 188 of the Act;

14.5 if he is removed from office by a resolution duly passed under Sections 295 to 300 (inclusive) of the Act.

#### POWERS OF DIRECTORS

15 In addition to and without limitation of any other powers they have the Directors may : -

15.1 either alone or with any subsidiaries of the Company or companies with which it is associated in business establish and making contributions out of the Company's moneys to any schemes or funds providing pensions, annuities, sickness or compassionate allowances, life assurance benefits, donations, gratuities or other benefits for employees. Employees will include for the purpose of this Article 18 any director who may hold or have held any office or position with the Company and ex-employees of the Company and of any subsidiary or associated company and their wives, widows, relatives or dependants;

15.2 pay, enter into agreements to pay or make grants revocable or irrevocable (whether subject to any terms and conditions) of pensions or other retirement, superannuation, death or disability benefits to employees in addition to any monies due to an employee under a scheme established under Article 15.1. Any pension or benefit granted, pursuant to this Article, may be granted to an employee either before and in anticipation of or upon or at any time after his actual retirement;

15.3 procure the establishment and subsidy of or subscription to and support of any institutions, association, clubs, funds or trusts calculated to be for the benefit of any employee or to advance the interests and well-being of the Company or of any subsidiary or associated company, or its members;

15.4 may make payment for or towards the insurance of these people and subscriptions or guarantees of money for charitable or benevolent, general or useful objects.

### **BORROWING POWERS**

16 The Directors may: -

16.1 exercise all the powers of the Company to borrow money and to mortgage or charge all or part of its undertaking, property, assets (both present and future) and uncalled capital;

16.2 issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligations of the Company or its holding company (if any) or any subsidiary of the Company or its holding company or of any third party.

### **QUORUM**

17 The quorum necessary for the transaction of the business of the Board of Directors may be fixed by the Board, and unless so fixed shall be two, save where there is only one Director of the Company in which case that Director shall be a quorum until such time as the number of Directors is increased to two or more. For the purpose of determining whether the quorum for the transaction of the business of the Board exists, resolutions may be agreed by Directors by telephone and any Director consulted by telephone about the resolution will be counted in the quorum.

### **MANAGING DIRECTORS AND MANAGERS**

18 The Directors may from time to time appoint one or more of their number to the office of Managing Director for such period and on such terms as they think fit. The appointment may be revoked by the Directors at any time and for any reason. A Managing Director's appointment, will automatically be terminated if he ceases from any cause to be a Director.

**SECRETARY**

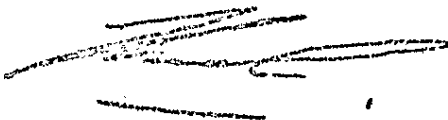
19 The Secretary will be appointed by the Directors on such terms as they think fit, and any Secretary appointed may be removed by them. If at any time there is no Secretary or for any reason no Secretary capable of acting, the Directors may appoint an assistant or deputy Secretary.

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**Names and addresses of subscribers**

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NOMINEES BY DESIGN LIMITED  
52 MARKET STREET  
ASHBY DE LA ZOUCH  
LE6 5AN



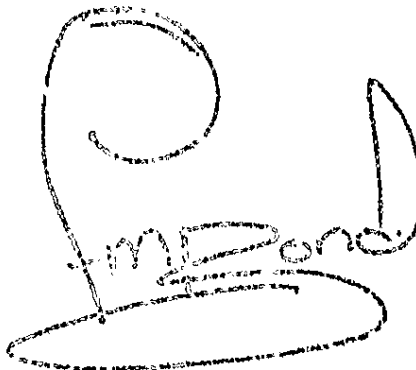
SECRETARIES BY DESIGN LIMITED  
52 MARKET STREET  
ASHBY DE LA ZOUCH  
LE6 5AN



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Dated this 12 day of February 1991.

Witness to the above signatures: FIONA BOND  
52 MARKET STREET  
ASHBY DE LA ZOUCH  
LE6 5AN



**FILE COPY**



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

No. 2584243

I hereby certify that

**CASTLEFORGE LIMITED**

is this day incorporated under the Companies Act 1985 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the 21 FEBRUARY 1991

*F. A. Joseph.*

F. A. JOSEPH

an authorised officer