

COPY

Special **Resolution**
(pursuant to Section 141 () of the Companies Act, 1948)†

OF

THOMAS R. HILLS

LIMITED.

Passed the 23rd day of April 19 69 .

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at

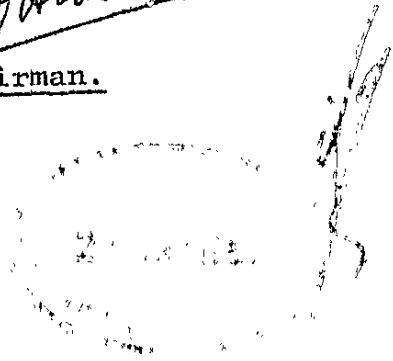
The Registered Office.

on the 23rd day of April 19 69, the following

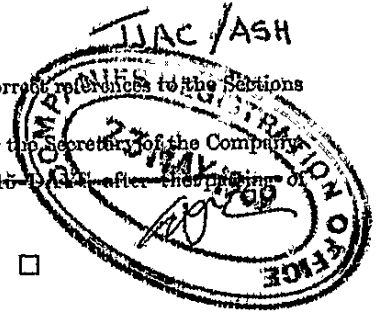
Resolution was duly passed :—

That the new Articles of Association already approved by this Meeting, and for the purposes of identification subscribed by the Chairman thereof, be and the same are hereby adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Regulations thereof.

[Signature]
Chairman.



† Insert "Special" or "Extraordinary" as the case may be.
‡ Where this Form is returned to the Publishers to be printed, they will fill in the correct references to the Sections under which the Resolution was passed.
* This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company.
The copy Resolution must then be filed with the Registrar of Companies within 15 days after the passing of the same.



COMPANY LIMITED BY SHARES

Articles of Association

OF

THOMAS R. HILLS LIMITED.

(Adopted by Special Resolution passed on the
23rd day of April, 1969)

PRELIMINARY.

1. The regulations contained in Table A in the First Schedule to The Companies Act, 1929, shall not apply to the Company.
2. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby; that is to say, Clauses 24, 53 and 75 in Part I of Table A shall not apply to the Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.
3. The Company is a Private Company and Clauses 2, 3, 4 and 5 (but not Clause 1) in Part II of Table A shall also apply to the Company.

SHARE CAPITAL AND SHARES.

4. The Share Capital of the Company at the time of the adoption of these Articles is £10,000, divided into 10,000 Ordinary Shares of £1 each. ✓
5. The Shares shall be under the control of the Directors who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.
6. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

TRANSMISSION OF SHARES.

7. On the death of a Member the Executor or Executors of his Will shall be entitled to be registered as Members of the Company in respect of the Shares of the deceased notwithstanding that they shall not have obtained Probate of the Will of the deceased Member PROVIDED that the Executors shall have produced the original Will to the Secretary of the Company and lodged with him a copy thereof and a Statutory Declaration by one of such Executors or by a Solicitor that the Will is believed to be valid and that no proceedings are pending in respect thereof (other than an application for Probate in common form) and that no caveat has been lodged and no claim has been made and remains subsisting and no facts are known which would or might result in the Will being disputed or being refused Probate; and Clause 30 in Part I of Table A and Clause 3 in Part II of Table A shall be modified accordingly.

GENERAL MEETINGS.

8. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

9. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

VOTES OF MEMBERS.

10. If at any General Meeting a poll is duly demanded on a Resolution to remove a Permanent Director from office, such Permanent Director shall on the poll being taken be entitled to ten votes for each Share of which he is the holder; and Clause 62 in Part I of Table A shall be modified accordingly. Any motion for the removal of two or more Permanent Directors from office shall be submitted to the Meeting as a separate resolution in respect of each of such Directors.

DIRECTORS.

11. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than five.

12. The Directors of the Company at the time of the adoption of these Articles are:-

Clifford John Charles Hills,
Nora Gertrude Hills and
David Clifford Hills.

They shall be Permanent Directors of the Company, and subject to the provisions of Clause 88 in Part I of Table A each of them shall be entitled to hold such office so long as he shall live unless he shall be removed from office under Clause 96 in Part I of Table A; and accordingly Clauses 89 to 94 in Part I of Table A shall not apply to any Permanent Director.

13. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

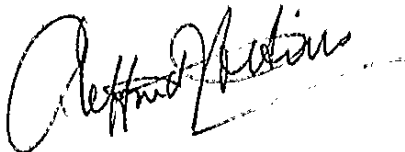
14. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

PROCEEDINGS OF DIRECTORS.

15. At any meeting of Directors each Director shall have one vote for each Share held by him, and votes may be given either personally or by proxy (but a proxy must be one of the Directors and must be appointed in writing under the hand of the appointor).

WINDING UP.

16. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively, and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively; Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

X 

Clifford John Charles Hills
CHAIRMAN.