

Company Number 373599



**THE COMPANIES ACT, 1929**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**of**  
**HURLIN LIMITED**

(As amended by Special Resolutions dated 1st October 1998)

1. The name of the Company is "HURLIN LIMITED"
2. The Registered Office of the Company will be situate in England
3. The Objects for which the Company is established are:-
  - (1) (a) To carry on the business of dealers in machinery of all kinds, metals, timber, engines, boilers, electrical apparatus, textile machinery, agricultural machinery, building materials of all kinds, and to undertake the demolition and erection of buildings and dismantling and erection of machinery.
  - (b) To manufacture, repair, buy, sell, hire, let on hire or otherwise deal in plant, machines and machinery of every description, forgings, castings, guns, projectiles, plates, boilers, engines, stoves, presses, implements, gears, tools, motor cars, motor lorries, omnibuses, coaches, railway carriages and trucks and other vehicles, aeroplanes, seaplanes, air ships and other aircraft, metal goods of every description, ironmongery and hardware and wireless goods.
  - (c) To carry on business as ironfounders, brass founders, metallurgists, metal refiners, spinners, turners, perforators, polishers and platers, sheet metal workers, metal stampers, die casters, die sinkers, art metal workers, metal welders, oxidisers, bronzers, lacquerers, enamellers, ironmongers, hardware dealers, mechanical, electrical and general engineers, blacksmiths, tinsmiths, joiners and woodworkers, wood and timber merchants and builders and decorators merchants.

2. To carry on or acquire any businesses similar to the businesses above mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (3) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, designs, patterns, patents, copyright or licences or any other real or personal property or any right, privilege, option, estate or interest.
- (4) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
- (5) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage, control or work any railways, tramways, roads, canals, docks, locks, wharves, stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business, or to join with others in doing any of the things aforesaid.
- (6) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property, and assets including the uncalled Capital of the Company.
- (7) To remunerate any person, firm or company, for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's Capital, or any Debentures, Debenture Stock or other Securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (8) Upon the issue of any Shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by Shares or options to take Shares, or by Debentures, Debenture Stock or other Securities, persons subscribing for Shares or procuring subscriptions for shares.
- (9) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes or other negotiable instruments.
- (10) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions, or secret processes which may be useful for the Company's objects, and to grant licences to use the same.
- (11) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the

Company.

- (12) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign State.
- (13) To establish or promote any company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (14) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm, or company carrying on any business of a nature similar to that which this Company is authorised to carry on.
- (15) To amalgamate with any company having objects similar to those of this Company.
- (16) To sell or dispose of the whole undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for Shares, Debentures or Securities of any other company having objects altogether or in part similar to those of this Company.
- (17) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition or for any public, general or useful object which the Directors may think desirable or advantageous to the Company.
- (18) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (19) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.
- (20) Subject to the provisions of Section 45 of the Companies Act, 1929, to lend and advance money to such persons, firms or companies, and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.
- (21) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to

benefit this Company, and to lend money to, guarantee the contracts of, or otherwise assist, any such person or company.

- (22) To take, or otherwise acquire, and hold shares, debentures, debenture stock or other securities in 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.
- (23) To grant bonuses, gratuities, pensions or charitable aid to persons employed by the Company.
- (24) To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property, assets, rights and revenues (present and future) and uncalled capital of the Company or by both such methods or by any other means whatever, the discharge and performance respectively of the liabilities and obligations of and the repayment or payment of any monies whatever by any person, firm or company, including (but not limited to):-
  - (i) the discharge and performance respectively of any liabilities and obligations whatever of, and the repayment or payment of any monies whatever owed by, any company which is for the time being or is likely to become the Company's holding company or a subsidiary of the company or another subsidiary of the Company's holding company (the terms "holding company" and "subsidiary" having the meanings given to them by Section 736 of the Companies Act 1985) or otherwise associated with the Company in business; and
  - (ii) the discharge and performance respectively of any liabilities and obligations incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's holding company (as that term is defined by Section 736 of the Companies Act 1985) insofar as the giving of any such guarantee or other support or security is not prohibited by law; and
  - (iii) the repayment or payment of the principal amounts of, and all premiums, interest and dividends on, any borrowings and securities.
- (25) To the extent that the same is permitted by law, to give financial assistance for the purpose of the acquisition of shares in the Company or in the Company's holding company (as that term is defined by Section 736 of the Companies Act 1985) for the time being and/or for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition and to give such assistance by means of a gift, loan or

guarantee, indemnity, the provision of security or otherwise howsoever permitted by law.

- (26) To distribute any of the property of the Company among its Members in specie.
- (27) To do all such things as are 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 £2,000 divided into 2,000 Shares of £1 each. Any Shares in the original Capital and any new Shares may be divided into different classes and may be issued with any special rights, preferences, conditions or disqualifications as regards Dividends, Capital, voting, or other matters attached thereto as may be provided by the Company's Articles of Association for the time being, provided always that no such special rights, preferences, conditions, or disqualifications so attached shall be altered, affected, or interfered with except in the manner provided in Clause 3 of Table A in the First Schedule to the Companies Act, 1929.

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.

\*By a Special Resolution dated 17th November 1964 744 Ordinary Shares of £1 each were converted into 744 Preference Shares of £1 each.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	No of Shares taken by each Subscriber
<p>John Thomas Roberts 77 Victoria Street Grimsby</p> <p>Corporate Accountant</p>	ONE
<p>Phylis Marie Green 4 Tyler Avenue Grimsby</p> <p>Cashier</p>	ONE

Dated this Twentyfirst day of April 1942

Witness to the above Signatures

Arthur James ?  
77 Victoria Street  
Grimsby

Corporate Accountant