
COMPANY LIMITED BY SHARES.

Memorandum of Association

(as amended by Special Resolution passed the 15th day of March 1965)

OF

F. W. THORPE ~~LIMITED~~

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1. The name of the Company is F. W. THORPE ^{plc} ~~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 conduct, enter into, carry on in the United Kingdom and elsewhere, and in a wholesale or retail capacity, the business of manufacturers, merchants and factors of and dealers in electric lamps and apparatus of every description, and illuminating and heating apparatus of every description, whether designed for use with oil, gas, electricity or otherwise; to carry on the business of manufacturing electrical, mechanical and general engineers, stampers, piercers, toolmakers, die-sinkers, metal brokers, machinists, metallurgists and merchants generally, and to buy, sell, factor, manufacture and deal in machinery, implements, tools and hardware of all kinds; and to carry on any other trade or business whatsoever, whether manufacturing or otherwise which in the opinion of the Company can be advantageously or conveniently carried on by the Company by way of extension of or in connection with the business of the Company, or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of any of the Company's assets, property or rights.
- (B) To act in any other capacity, and to do all or any of the above either as principals, agents, commission agents, contractors, or otherwise.
- (C) To erect, construct, lay down, enlarge, alter and maintain any buildings, works and machinery necessary or convenient for the Company's business.

- (D) To sell, mortgage, assign, convey, let on lease, or otherwise dispose from time to time of all or any of the concessions, rights, interests, lands, roads and premises, plant, machinery or apparatus and other property of the Company, or such part or parts thereof as may be considered expedient.
- (E) To grant any leases, privileges, concessions or rights whatever over, in, upon or affecting any property of the Company.
- (F) To borrow or raise, or secure the payment of money for the purposes of the Company in such manner and on such terms as may seem expedient, and in particular by the issue of debentures or debenture stock, whether perpetual or otherwise, and charged or not charged upon the whole or any part of the property of the Company, both present and future, including its uncalled capital.
- (G) To apply for, purchase or otherwise acquire, any patents, licences, and the like, conferring an exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit this Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.
- (H) To purchase, subscribe for, or otherwise acquire, and to hold the shares, stocks or obligations of any company or corporation in the United Kingdom or elsewhere, and upon a distribution of assets or division of profits to distribute any such shares, stocks or obligations amongst the members of the Company in specie.
- (I) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, shares, stocks and securities of any company, whether limited or unlimited, or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.
- (J) To advance and lend money and assets of all kinds upon such terms as may be arranged, and to receive moneys on deposit, repayable at fixed times or on demand, and generally on such terms as may be arranged.
- (K) To take part in the management, supervision or control of the business, or operations of any company or

undertaking, and for that purpose to appoint and remunerate any Directors, Accountants, or other experts or agents.

- (I) To employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings, and generally of any assets, property or rights.
- (M) To constitute any trusts with a view to the issue of preferred and deferred, or any other special stocks or securities based on or representing any shares, stock or other assets specifically appropriated for the purposes of any such trust, and to settle and regulate, and if thought fit, to undertake and execute any such trusts, and to issue, dispose of, or hold any such preferred, deferred, or other special stocks or securities.
- (N) To transact or carry on all kinds of agency business, and in particular in relation to the investment of money, the sale of property, and the collection and the receipt of money, and the floating of companies and the issue of loans.
- (O) To give any guarantee in relation to the payment of any debentures, debenture stock, bonds, obligations, shares, stocks or securities, or the interest or dividends thereon.
- (P) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority all rights, concessions and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.
- (Q) To enter into partnership or into any arrangement for sharing profits, union of interests, reciprocal concessions, joint adventure, or co-operation 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.
- (R) Generally to purchase, take on lease or in exchange, hire or otherwise acquire, any real or personal property, and any other undertakings, and any rights and privileges which the Company may think necessary or convenient with reference to any of these objects or the acquisition of which may seem calculated directly or indirectly to facilitate the realization of any debentures,

debenture stock, or other securities owned by the Company, or to prevent or diminish any apprehended loss or liability, or which may seem capable of being profitably dealt with by way of re-sale or otherwise, and in particular any land, buildings, policies, patents, licences, business concerns and undertakings, concessions, shares, stock, book debts and other assets.

- (s) To establish and maintain, or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation schemes or funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company, or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or Officers of the Company or of any such other company as aforesaid or any persons in whose welfare the Company or any such other company as aforesaid is or has at any time been interested and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and wellbeing of the Company or of any such other company as aforesaid, or of any such pensions as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid, and to give to any such persons any share or interest in the profits of the Company's business or any branch thereof, and for that purpose to enter into any arrangements the Company may think fit.
- (t) To sell or dispose of the undertaking of the Company or any part thereof, or to amalgamate with any other company for such consideration as the Company may think fit, and in particular for shares (whether fully or partly paid up), debentures or debenture stock, or securities of any other company having objects altogether or in part similar to those of this Company. To form and promote any other company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.

- (t) To invest and deal with the moneys of the Company not immediately required, upon such stocks, shares and securities and in such manner as may from time to time be determined.
- (v) To pay the costs, charges and expenses, preliminary and incidental to the formation, establishment and registration of the Company, or of any other company, and to remunerate any persons or company for services rendered, or to be rendered in relation to the formation and establishment of the Company, or the conduct of its business, or placing or assisting to place, or guaranteeing the placing of or taking any shares in the Company's capital or any debentures, debenture stock, shares, stock or securities, whether issued by the Company or not.
- (w) To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip and other transferable or negotiable instruments.
- (x) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (y) 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.
- (z) To do all such other things as are incidental or conducive to the attainment of the above objects or are usually carried on in connection therewith, and so that the word "Company" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and the intention is that in the construction of this clause the objects set forth in the first paragraph shall, except where otherwise expressed in the same paragraph, be in no wise limited by reference to, or inference from, the terms of any other paragraph of this clause.

4. The liability of the members is limited.

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

6. Any of the said shares for the time being unissued, and any new shares from time to time to be created may from time to time be

* As a result of Resolutions passed 17th March 1941 and 15th March 1965 the share capital of the Company has been increased to £300,000 divided into 3,000,000 Ordinary Shares of 2/- each.

issued with any such guarantee or any such right of preference, whether in respect of dividend or of repayment of capital, or both, or any such other special privileges over any shares previously issued, or then about to be issued, or at such a premium or with such deferred rights as compared with any shares previously issued, or then about to be issued, and subject to any such conditions or provisions and with such right of voting, or without any such right, and generally on such terms as this Company may from time to time determine.

It is hereby certified that this is a true copy of the Memorandum of Association of the Company as amended by Special Resolution passed on the 15th day of March 1965.

K. C. BRANGWIN,

Chairman.

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 Description of Subscribers.	Number of Shares taken by each Subscriber.
<p>FREDERICK WILLIAM THORPE, 20, Whitefields Road, Solihull, Birmingham. Engineer.</p>	<p>One</p>
<p>LIZZIE EMMA THORPE, 20, Whitefields Road, Solihull. Married Woman.</p>	<p>One</p>

Dated the 20th day of August, 1936.

Witness to the above Signatures:—

G. H. WILLCOX,
Solicitor,
Birmingham.