



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number

**145795**

The Registrar of Companies for Scotland hereby certifies that

**RATIOTECH LIMITED**

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

Given at Companies House, Edinburgh, the

**9 AUGUST 1993**

**J. HENDERSON**

Registrar of Companies



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

To the Registrar of Companies  
(Address: overleaf)

For official use

— — —

| | |

+ + +

145795

Name of company

\* RATIO TECH LIMITED

STEPHEN MABBOTT

of 82 MITCHELL STREET

GLASGOW

G1 3NA

do solemnly and sincerely declare that I am a [Sole officer engaged in the formation of the company]†  
[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 GLASGOW

Declarant to sign below

the 21<sup>st</sup> day of June

One thousand nine hundred and **NINETY-THREE**

before me JOHN J. [illegible]

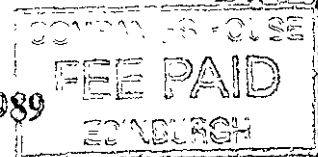
~~A Notary Public for the State of California~~

Presentor's name address and  
reference (if any):

STEPHEN MABBOTT ASSOCIATES  
82 MITCHELL STREET  
GLASGOW  
G1 3NA  
Tel: 041 221 7070

For official Use  
New Companies Section

Post room



**THE COMPANIES ACTS 1985 to 1989**

**PRIVATE COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

of

**RATIOTECH LIMITED**

1. The name of the Company is **RATIOTECH LIMITED**
2. The Company's registered office is to be situated in Scotland
3. The objects for which the Company is established are:-
  - (A) To carry on in Scotland and elsewhere any or all of the businesses of consultant engineers, production planners, engineering technicians, surveyors, quantity surveyors, geometrical and dimensional controllers, quality assurance controllers; to provide design and technical, project management and consultancy services to the petro-chemical, oil, natural gas, aerospace, aeronautical, marine, automotive, process and packaging industries, the mechanical, electrical, electronic, general engineering, manufacturing and building industries; to act as advisors and consultants regarding all site supervision and commission work for all commercial and industrial contractors and to provide skilled staff and design engineers in this connection; general traders, manufacturers, distributors, importers, exporters, wholesalers and retailers of goods, wares, produce, products, commodities and merchandise of every description; mail order specialists, credit and discount traders, cash and carry traders, manufacturers' agents, commission and general agents, brokers, factors, warehousemen and agents in respect of raw materials, manufactured goods, provisions and general produce; contract buyers, consultants and advisers; general business consultants, market research specialists, experts and advisers in business, office and other systems, cost analysis efficiency techniques, marketing and sales promotion, management, commercial social and other undertakings and technical, economic and financial matters affecting commerce and industry; to undertake, perform and carry out all kinds of commercial trading and financial operations.

- (B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.
- (C) 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, patents, patent rights, licences, secret processes, machinery, plant, stock-in trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (D) To borrow or raise or secure the payment of money in such manner as the Company shall think fit for the purpose of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (E) For the purposes of or in connection with the business of the Company to mortgage and charge the undertaking and all or any of the real and personal property and assets, present and 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 and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance. 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 or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (F) To give indemnity for, or to guarantee, support or secure the performance of all or any of the obligations of any person or company whether by personal covenant or by mortgage, charge or lien on the whole or any part of the undertaking, property and assets of the Company both present and future including its uncalled capital or by all or any of such methods; and in particular, but without limiting the generality of the foregoing, to give indemnity for, or to guarantee, support or secure whether by personal covenant or by any such mortgage, charge, or lien, or by all or any of such methods, the performance of all or any of the obligations (including the repayment or payment of the principal and premium of and interest on, any securities) of any company which is for the time being the Company's Holding or Subsidiary company as defined by Section 736 of the Companies Act 1985 or otherwise associated with the Company in business.
- (G) To receive money on deposit or loan upon such terms as the Company may approve and to guarantee the obligations and contracts of any person or corporation.

- (H) To apply for, purchase or otherwise acquire and hold, use, develop, sell, licence or otherwise dispose of or deal with patents, copyrights, designs, trade marks, brevets d'invention and concessions and the like and any interest therein.
- (I) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (J) To invest and deal with the monies of the Company not immediately required for the purposes of its business or securities in or upon such investments, and in such manner as may from time to time be determined.
- (K) To form, promote, finance or assist any other company whether for the purpose of acquiring all or any of the undertaking, property and assets of the company or for any other purpose which may be considered expedient.
- (L) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant royalty, share of profits or otherwise, grant licences, easements and other rights in or over and in any other manner deal with or dispose of the undertakings and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (M) To subscribe for, purchase or otherwise acquire and hold shares, stock, debentures or other securities of any other company.
- (N) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation 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 for the time being the Company's Holding or Subsidiary Company as defined by Section 736 of the Companies Act 1985, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents 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 well-being of the Company or any such other company as aforesaid, or of any such persons 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 objects and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (O) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting 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.

- (P) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities 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, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (Q) To enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession 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 which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (R) To acquire, purchase, take over and undertake part or all of the business, property, assets and liabilities and transactions of any firm, person or company carrying on any business which this Company is authorised to carry on or which can be carried on in conjunction therewith or is capable of being conducted so as directly or indirectly to benefit the Company or to advance its interests generally.
- (S) To distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company 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.
- (T) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable) to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1) (a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.
- (U) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, contractors, trustees or otherwise.

And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anywise limited by reference to or inference from any other paragraph or the name of the Company and the provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects of a separate and distinct company.

4. The liability of the members is limited.
5. The share capital of the Company is £100 divided into 100 shares of £1 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

---

STEPHEN MABBOTT  
82 MITCHELL STREET  
GLASGOW  
G1 3NA



ONE

Company Registration Agent

PETER JOHN TRAINER  
HOGARTH HOUSE  
43 QUEEN STREET  
EDINBURGH  
EH2 3NY



ONE

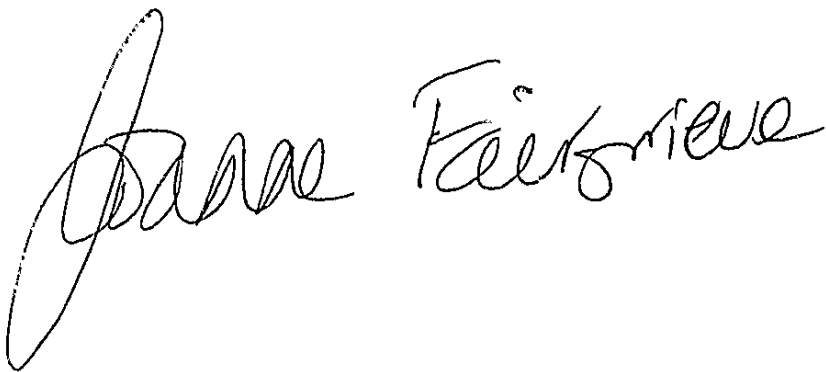
Company Registration Agent

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DATED the 21st June 93

Witness to the above Signatures:-

JOANNE FAIRGRIEVE  
HOGARTH HOUSE  
43 QUEEN STREET  
EDINBURGH  
EH2 3NY



Company Registration Agent



**THE COMPANIES ACTS 1985 to 1989**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**of**

**RATIOTECH LIMITED**

**PRELIMINARY**

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendments) Regulations 1985 (SI 1985 No. 1052) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.  
  
(b) In these Articles the expression "The Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any Shares in or Debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any Shares in or Debentures of the Company with a view to all or any of those Shares or Debentures being offered for sale to the public.

**ISSUE OF SHARES**

3. The Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise dispose of or deal with any unissued shares and relevant securities (as defined by Section 86 (2) of the Act) to such persons and generally on such terms and in such manner as they think fit.

4. Any original shares for the time being unissued and any new shares from time to time to be created and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of existing shares held by them respectively unless the Company in General Meeting shall otherwise determine. Such offer shall be made by notice in writing specifying the number of shares offered and limiting a period (being not less than fourteen days) within which the offer, if not accepted will be deemed to be declined. After the expiration of such time, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer.
5. In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) inclusive of the Act shall not apply to the Company.
6. The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

#### SHARES

7. The lien conferred by Clause 8 in Table A shall attach also to all the paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing 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, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.
8. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

#### TRANSFER OF SHARES

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

Clause 24 of Table A shall not apply.

### APPOINTMENT OF DIRECTORS

10. (a) Clause 64 in Table A shall not apply to the Company.
- (b) Unless and until the Company in General Meeting shall otherwise determine there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors generally and Clause 89 in Table A shall be modified accordingly.
- (c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.
- (d) No person shall be appointed a Director at any General Meeting unless either
- (i) he is recommended by the Directors, or
  - (ii) not less than fourteen nor more than thirty five clear days before the date appointed for the General Meeting, notice signed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment together with notice signed by that person of his willingness to be appointed.
- (e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
- (f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.
- (g) A person may be appointed a Director notwithstanding that he has attained the age of 70 years and no Director shall be liable to vacate office by reason only of his attaining or having attained that or any other age.

### DISQUALIFICATION OF DIRECTORS

11. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 81 in Table A shall be deemed extended accordingly. A Director need not be a Member of the Company.

## GENERAL MEETINGS AND RESOLUTIONS

12. (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Clause 38 of Table A shall be modified accordingly.

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at any Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Directors and the Auditors.

(b) Every notice convening a General Meeting shall comply with the provisions of Section 372 (3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of any other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.

13. (a) Clause 40 in Table A shall be read and construed as if the words " at the time when the meeting proceeds to business " were added to the end of the first sentence.

(b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such an adjourned General Meeting shall be dissolved.

(c) Clause 41 in Table A shall not apply to the Company.

## ALTERNATE DIRECTOR

14. A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

## BORROWING POWERS

15. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit and subject to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

### GRATUITIES AND PENSIONS

16. (a) The Directors may exercise the powers of the Company conferred by Clause 3 (N) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.
- (b) Clause 87 in Table A shall not apply to the Company.

### PROCEEDINGS OF THE DIRECTORS

17. Provided that the nature of his interest is declared at a meeting of the board, or otherwise in accordance with the Companies Act 1985, no director is disqualified by his office from contracting with the Company nor is any contract or arrangement entered into on behalf of the Company in which any director is in any way interested liable to be avoided nor is any director so contracting or being so interested liable to account to the Company for any profit realised thereby.

### THE SEAL

18. (a) The Company may have a seal if it so wishes. Insofar as the Company has a seal it shall only be used with the consent of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is to be affixed and unless otherwise so determined it shall be signed by a Director and also by the Company Secretary or by a second Director. The Obligation under Clause 6 of Table A relating to the sealing of share certificates shall only apply if the Company has a seal, Clause 101 of Table A shall not apply to the Company.

(b) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad and such powers shall be vested in the Directors.

### INDEMNITY

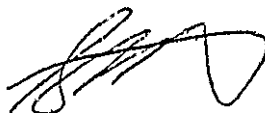
19. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 (1) of the Act.

(b) Clause 118 in Table A shall not apply to the Company.

Names, Addresses and Descriptions of Subscribers

---

STEPHEN MABBOTT  
82 MITCHELL STREET  
GLASGOW  
G1 3NA



Company Registration Agent

PETER JOHN TRAINER  
HOGARTH HOUSE  
43 QUEEN STREET  
EDINBURGH  
EH2 3NY



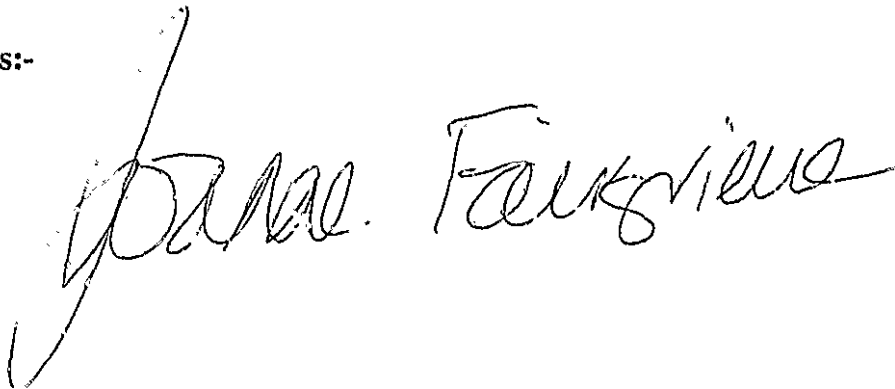
Company Registration Agent

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DATED the 21st June 93

Witness to the above Signatures:-

JOANNE FAIRGRIEVE  
HOGARTH HOUSE  
43 QUEEN STREET  
EDINBURGH  
EH2 3NY



Company Registration Agent

# G

# 10

Statement of first directors  
and secretary and intended  
situation of Registered office

This form should be completed in black.

Company name (in full)

Registered office of the company on  
incorporation.

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.

Number of continuation sheets  
attached

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

CN	145795	For official use	<input type="checkbox"/>
RATIC TECH LIMITED			

RO	HOGARTH HOUSE
	43 QUEEN STREET
Post town	EDINBURGH
County/Region	MIDLOTHIAN
Postcode	EH2 3NY

<input checked="" type="checkbox"/>
-------------------------------------

Name	SCOTT'S COMPANY FORMATIONS
RA	HOGARTH HOUSE
	43 QUEEN STREET
Post town	EDINBURGH
County/Region	MIDLOTHIAN
Postcode	EH2 3NY

<input type="checkbox"/>
--------------------------

SCOTT'S COMPANY FORMATIONS			
HOGARTH HOUSE			
EDINBURGH		Postcode	EH2 3NY
Telephone	031-225-4973	Extension	

**Company Secretary**  
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

**Director**  
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

**CS**

PETER JOHN

TRAINER

**AD**

HOGARTH HOUSE, 43 QUEEN STREET,

Post town

EDINBURGH

Postcode

EH2 3NY

Country

SCOTLAND

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

Signed

(Authorised  
Signatory)

Date 21/6/93

**CD**

STEPHEN

MABBOTT

**AD**

82 MITCHELL STREET

Post town

GLASGOW

Postcode

G1 3NA

Country

SCOTLAND

**DO**

17 / 11 / 50

Nationality

**NA**

BRITISH

**OC**

COMPANY REGISTRATION AGENT

**OD**

NONE

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

Signed

(Authorised  
Signatory)

Date 21/6/93

Signature  
of agent  
on behalf  
of all  
subscribers

Signed 21/6/93



SPECIAL RESOLUTION

OF

RATIOTECH LIMITED



At an Extraordinary General Meeting of the Members of the said Company convened and held at  
88a GEORGE STREET EDINBURGH EH2 3DF

on the 9TH day of AUGUST 1993.

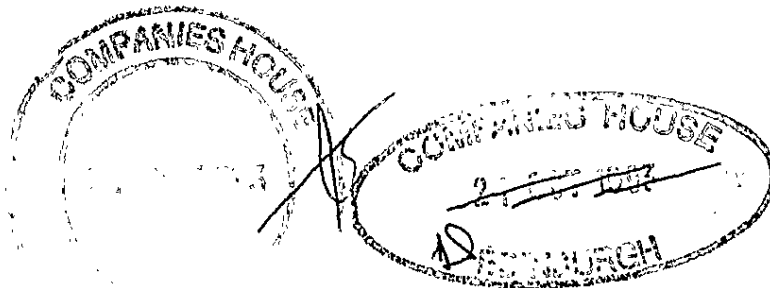
the following Special Resolution was duly passed:-

1/ That the Name of the Company be changed to;

THE EUROPEAN PIPELINE CO. LTD.

2/ That Clause 3(A) of the Memorandum of Association be deleted and the following clause be substituted; SEE ATTACHED

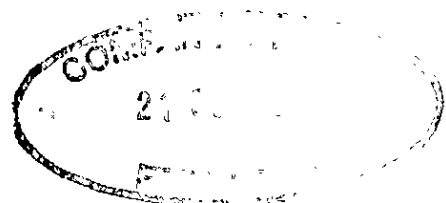
3/ That the Share Capital of the Company be increased from 100 Ordinary Shares of £1.00 each to 500,000 Ordinary Shares of £1.00 each by the creation of 499,900 Ordinary Shares of £1.00 each to rank equally in all respects with existing shares.



Presented by:

SCOTT'S COMPANY FORMATIONS  
88a GEORGE STREET  
EDINBURGH  
EH2 3DF

.....  
DIRECTOR / SECRETARY



To carry on in Scotland and elsewhere all or any of the businesses of pipeline components supply company in all its branches; to act as designers, manufacturers, manufacturers agents, importers, exporters, wholesalers, retailers, dealers in, agents for, and suppliers and distributors of pipeline components of all kinds to the petrochemical, gas and other industries generally; to act as pipeline engineers and contractors; welders, metal workers, blacksmiths and construction engineers and contractors carrying out all forms of welding, metal fabrication and construction; stockholders, wholesalers and retailers of ferrous and non-ferrous metals or by-products or derivatives made therefrom and to act as consultants in relation thereto; refiners, smelters and fabricators of ferrous and non-ferrous metals or by-products or derivatives made therefrom; mechanical engineers, general engineers, fabrication engineers, light engineers, precision engineers, steel fabricators, structural engineers, engineering consultants, production planners, prototype designers, draughtsmen and technicians; designers, distributors, factors, manufacturers, dealers in mouldings, shapings, weldings, pressings, assemblies, repetition work and machined castings, metal founders, converters and moulders, smiths and fitters, galvanisers, platers, annealers and enamellers, assemblers, installers, repairers, maintainers, distributors and agents for the sale of and dealers in girders, boilers, pipes, bands, tubes, tees, unions, collars, flanges, connectors, sockets, valves, radiators and heaters; to undertake



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company Number

**145795**

The Registrar of Companies for Scotland hereby certifies that

**RATIOTECH LIMITED**

having by special resolution changed its name, is now incorporated  
under the name of

**THE EUROPEAN PIPELINE CO. LTD.**

Given at Companies House, Edinburgh, the

**28 OCTOBER 1993**

**J. HENDERSON**

Registrar of Companies



# G

COMPANIES FORM No. 123

## Notice of increase in nominal capital

# 123

Please do not  
write in this  
margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official Use

Company number

--	--	--

145795

Name of company

\* RATIOTECH LIMITED

\*insert full name of  
company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
9TH AUGUST 1993

dated \_\_\_\_\_ the nominal capital of the company has been increased  
499,900 100

by £ \_\_\_\_\_ beyond the registered capital of £ \_\_\_\_\_.

\$ the copy must be  
printed or in some  
other form approved  
by the registrar

*A copy of the resolution authorising the increase is attached. \$  
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the  
new shares have been or are to be issued are as follow:*

The Conditions Subject to which the new shares are to be issued are in all respects the same as those  
to which existing shares are subject.

Please tick here if  
continued overleaf

☐

# Insert Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or Receiver  
(Scotland) as  
appropriate

Signed

Designation#

Date

9/8/93

Presenter's name address and  
reference (if any):

SCOTT'S COMPANY FORMATIONS  
88a GEORGE STREET  
EDINBURGH  
EH2 3DF

For official Use  
General Section

CONF. 145795

22

Post Room

Company No: 145795

COMPANIES ACT 1985

WRITTEN RESOLUTION

OF

THE EUROPEAN PIPELINE CO. LIMITED

We, the undersigned, being all the members of the Company entitled to attend and to vote at general meetings of the Company, HEREBY RESOLVE in terms of Section 381A of the Companies Act 1985 (the "Act"):-

That the Company pursuant to Section 379A of the Act hereby elects for the purposes of:-

- (a) Section 252 of the Act, to dispense with the laying of accounts and reports before the Company in general meeting.
- (b) Section 366A of the Act, to dispense with the holding of annual general meetings.
- (c) Section 386 of the Act, to dispense with the appointment of auditors annually.

Signed by all Shareholders: -

x

*[Signature]*

x

*Brian Thomson*

x

*Alan D. Bruce*

x

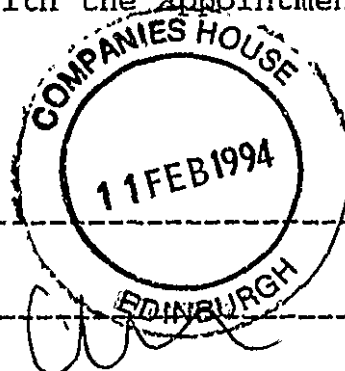
x

x

x

31 / 12

1993



**Notice of accounting reference date**  
(to be delivered within 9 months of incorporation)Please do not  
write in  
this marginPursuant to section 224 of the Companies Act 1985  
as inserted by section 3 of the Companies Act 1989Please complete  
legibly, preferably  
in black type, or  
bold block letteringTo the Registrar of Companies  
(Address overleaf)

Company number

145795

Name of company

\* THE EUROPEAN PIPELINE COMPANY LIMITED

\* insert full name  
of companygives notice that the date on which the company's accounting reference period is to be treated as  
coming to an end in each successive year is as shown below:**Important**  
The accounting  
reference date to  
be entered along-  
side should be  
completed as in the  
following examples:

Day Month

3 0 1 1

5 April  
Day Month

0 5 0 4

30 June  
Day Month

3 0 0 6

31 December  
Day Month

3 1 1 2

‡ Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriateSigned *Brian Thomas*

Designation‡ DIRECTOR

Date 14.4.94

Presenter's name address  
telephone number and reference (if any) D.E.B.

For official use

19 APR 1994

M7

Post room