

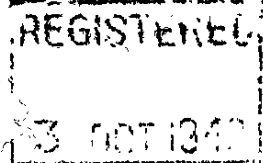
THE COMPANIES ACT, 1929.



A Se.
Companies'
Registration
Fee Stamp
must be
inserted
here.

DECLARATION of Compliance with the requirements of the
Companies Act, 1929, on application for registration of a Company.

Pursuant to Section 15 (2).



Insert the
Name of the
Company.

GASCOYNE HOLDINGS

LIMITED.

Presented by

HICHAISON FRASER & SHEPHERD,

45 Queen Anne's Gate,

Westminster, S.W.1.

The Solicitors' Law Stationery Society, Limited,
22 Chancery Lane, W.C.2, 27 & 28 Walkbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1,
15 Hanover Street, W.1, 19 & 21 North John Street, Liverpool, 2, 77 Colmore Row, Birmingham, 3,
and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

J. ARTHUR JAMES BRIANT

of 46 Nassau Anna's Gate in the City of Westminster.

Here insert:
"A Solicitor of the
Supreme Court"
or in Scotland
an Enrolled Law
"Agent" engaged
"in the formation."

or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary."

Do solemnly and sincerely declare that I am (*) a Solicitor of the
Supreme Court engaged in the formation

of GASCOYNE HOLDINGS

Limited, and that all the requirements of the Companies Act, 1929,
in respect of matters precedent to the registration of the said
Company and incidental thereto 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 18 Warwick Street

in the City of Westminster

the 22nd day of Sept. 1942

Before me.

Arthur James Brient

A. J. Brient

THE STAMP ACT 1891.

(34 & 55 VICT., CH. 39.)

COMPANY LIMITED BY SHARES

Statement of the Nominal Capital.

OF

GASCOYNE HOLDINGS

REGISTERED

3 OCT 1942

LIMITED.

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered.

Presented by

NICHOLSON BARNARD & SHIPMAN

46, Queen Anne's Gate, Westminster, S.W.1.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED,
22 Chancery Lane, W.C.2; 3 Old Jewry, E.C.2; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 77 Colmore Row, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
5 St. James's Square, Manchester, 2; and 157 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

Companies Form 6.

[See Back.]

THE NOMINAL CAPITAL

OF

GASCOYNE HOLDINGS, Limited.

is £ 100, divided into 100

Shares of £1. 0. 0. each.

*Signature Richardson and O'Neil

Description Solicitors for the Company

Dated the 22nd day of September 1942

* This Statement should be signed by an Officer of the Company.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

Gascoyne Holdings Limited

REGISTERED
3 OCT 1942

1.—The name of the Company is "GASCOYNE HOLDINGS 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 acquire, hold, manage, turn to account, deal with and dispose of real and personal property of all descriptions, and in particular shares of other companies whether limited or unlimited, and whether such shares or other property are subject to any trusts, conditions or restrictions or not.
- (B) To accept, undertake and execute trusts of all kinds either gratuitously or for such remuneration as may be thought proper.
- (C) To perform or do all or any of the following operations, acts or things :—
 - (1) To pay all the costs, charges and expenses of the promotion and establishment of the Company.
 - (2) To sell, let, dispose of, or grant rights over all or any property of the Company.
 - (3) To erect buildings, plant and machinery for the purposes of the Company.

24 FEB 1942

- (4) To manufacture plant, machinery, tools, goods or things for any of the purposes of the business of the Company.
- (5) To draw, make, accept, indorse and execute cheques, bills of exchange, promissory notes and other negotiable instruments.
- (6) To borrow or raise money on such terms as to repayment and otherwise as may be thought expedient and in particular either without security or secured by debentures, debenture stock, mortgages, or other security (perpetual or terminable), charged on the undertaking or on all or any of the assets of the Company, including uncalled capital.
- (7) To lend money with or without security; to give guarantees of any kind; and to invest money of the Company in such manner as may be thought fit.
- (8) To enter into arrangements for joint working in business, or for sharing of profits, or for amalgamation, with any other company or any firm or person carrying on any business within the objects of this Company.
- (9) To promote companies.
- (10) To sell the undertaking and all or any of the property of the Company for cash or for stock, shares or securities of any other company or for other consideration.
- (11) To subscribe to or otherwise aid benevolent, charitable, national or other institutions or objects of a public character or which may have any moral or other claims to support or aid by the Company by reason of the locality of its operations or otherwise.
- (12) To distribute in specie assets of the Company properly distributable amongst the members.
- (n) To do all or any of the things hereinbefore authorised either alone or in conjunction with others, or by or through factors, trustees or agents.

(E) To do all such other 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 £100, divided into 100 shares of £1 each.

WE, the several persons whose names, addresses and descriptions 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.
The Right Hon Edgar Algernon Herbert Grosvenor Viscount Cecil of Chelwood Chelwood Gate Haywards Heath Grove Peers of the Realm	one
The Right Hon: Hugh Richard Deane Gascogne Baron Quickswood The Lodge Eton College Windsor Peer of the Realm	one

Dated this 18th day of September, 1942.

Witness to the Signatures of— the above

Robert F. Skirrow
Solicitor to the above
146 Queen Anne's Gate Westminster S.W.1
Whitins

~~Witness to the signature of—~~



THE COMPANIES ACT, 1929.

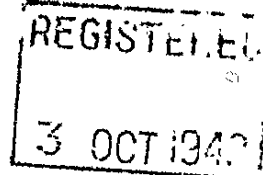


COMPANY LIMITED BY SHARES.

Articles of Association

OF

Gascoyne Holdings Limited



PRELIMINARY.

1.—The regulations contained in Table A in the First Schedule to the Companies Act, 1929 (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, the clauses of Table A numbered 30 to 33 inclusive, 35, 60, 64, 65, 66, 69, 71, 73 to 80 inclusive, 101, 104 and 107 shall not apply to this Company, but in lieu thereof and in addition to the remaining clauses of Table A (varied as hereinafter appearing) the following shall be the regulations of the Company.

2.—The Company shall be a "Private Company," and accordingly the following provisions shall have effect :—

- (A) The Company shall not offer any of its shares or debentures to the public for subscription.
- (B) The number of the members of the Company (not including persons who are in the employment of the Company and persons who having been formerly in the employment of the Company, were while in that employment and continued after the determination of that employment to be members of the Company) shall not at any time exceed fifty : provided that where two or more persons hold one or more shares in the Company jointly for the purposes of this provision they shall be treated as a single member.

24 SEP 1942

- (c) The right to transfer the shares in the Company shall be restricted in manner hereinafter appearing.

SHARE CAPITAL AND SHARES.

3.—The shares shall be under the control of the Directors, but no share (other than those for which the Company's Memorandum of Association has been subscribed) shall be issued without the consent of all the Directors.

4.—The lien conferred by Clause 7 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 several joint holders.

5.—No share (whether fully paid or not) shall be transferred without the consent of all the Directors, and Clause 19 of Table A shall be modified accordingly.

6.—In Clause 22 of Table A the words "except that" and all the following words shall be deemed to be omitted.

7.—Any person becoming entitled to a share as mentioned in Clauses 21 and 22 of Table A, and not being a member of the Company, shall on the request of the Directors and on payment to him of a sum equal to the amount paid up on the share transfer the share to such person as the Directors shall nominate for that purpose.

GENERAL MEETING.

8.—The quorum for the transaction of business at any General Meeting shall be two members present in person or by proxy, and Clause 45 of Table A shall be modified accordingly.

9.—The provisions of Clause 46 of Table A shall have effect, although only one member be present at the adjourned meeting, and although that member be present by proxy only.

VOTES OF MEMBERS.

10.—A poll shall be taken whenever demanded by any member present in person or by proxy and entitled to vote, and Clause 50 of Table A shall be modified accordingly.

DIRECTORS.

11.—The number of Directors shall not exceed four. So long as the number of members of the Company does not exceed four every member of the Company shall (subject to the provisions of the Companies Act, 1929, and Clause 72 of Table A) be a Director.

12.—A Director may (with the knowledge and approval of the other Directors but subject to the provisions of Section 149 of the above-mentioned Act) enter into any contract or arrangement with the Company, and Clause 72 of Table A shall accordingly be modified by the omission of paragraph (c) and the proviso thereto. A Director may also appoint another Director or any other person approved by the Board to be his substitute or attorney subject to the same conditions and in the same manner as if the Directors were trustees and Section 25 of the Trustee Act 1925 were applicable; but it shall not be necessary to file any such power of attorney in the Central Office of the Supreme Court.

13.—A Memorandum in writing signed by all the Directors for the time being shall be as effective for all purposes as a resolution of the Directors passed at a meeting duly convened, held and constituted. Every such Memorandum shall be pasted in or attached to the minute book.

THE SEAL.

14.—The Seal of the Company shall not be affixed to any instrument except by the authority of the Directors and in the presence of the Secretary, or such other person as the Directors may appoint for the purpose; and every instrument so sealed shall be attested or countersigned by at least one Director, in addition to the Secretary or such other person as aforesaid.

SECRETARY.

15.—The Directors may from time to time by resolution appoint a temporary substitute for the Secretary, who shall be deemed to be the Secretary during the term of his appointment.

NOTICES.

16.—A member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices from the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

The Right Hon. Sir Gerald Gordon Robert Gaseyne
 Viscount Cecil of Chelwood
 Chelwood Gate Richmond Heath
 Surrey Peer of the Realm

The Right Hon. Hugh Richard
 Heakcote Gaseyne Baron
 Quickswood The Lodge
 Eton College
 Peer of the Realm Windsor

Dated this 18th day of September, 1942.

Witness to the Signature of — the above

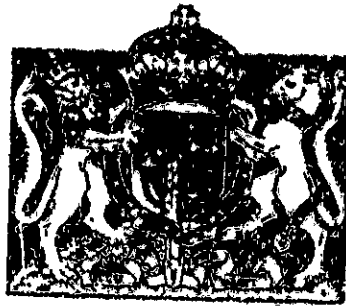
Lot. E. Strickland

Link to Mrs. Strickland, 46 Queen Anne's Gate Westminster, S.W.1

Witness to the Signature of —

Strickland

No. 278453



Certificate of Incorporation

I Hereby Certify,

GASCOIN HOLDINGS LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company
Limited.

Given under my hand at London this third day of October

Thousand Nine Hundred and eighty.

P. Martin
Registrar of Companies

Certificate received by

Date

Regd. Post

5-10-

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

-of-

GASCOYNE HOLDINGS LIMITED

(Passed 18th April, 1978)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on the Eighteenth day of April 1978 the following Special Resolutions were proposed and duly passed.

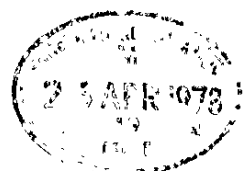
RESOLUTIONS

1. That the Articles of Association of the Company shall be amended by the substitution of the following Article for the existing Article numbered 11.

"The number of Directors shall be not less than two"

2. That notwithstanding that the total number of Directors of the Company may have at any time exceeded that permitted by the Company's Articles of Association all acts of each and every Director of the Company since January 1st 1969 shall be and are hereby approved, ratified and confirmed to the extent that those acts, or any such act, would have been a valid act had he or they been validly appointed since that date.

.....*S. A. L. M. J.*.....
Director.



COMPANY LIMITED BY SHARES

Articles of Association

OF

Gascoyne Holdings Limited

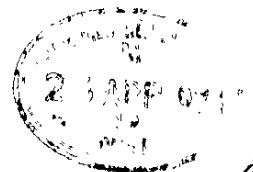
(as amended by a Special Resolution dated
18th April 1978)

PRELIMINARY.

1.—The regulations contained in Table A in the First Schedule to the Companies Act, 1929 (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, the clauses of Table A numbered 30 to 33 inclusive, 35, 60, 64, 65, 66, 69, 71, 73 to 80 inclusive, 101, 104 and 107 shall not apply to this Company but in lieu thereof and in addition to the remaining clauses of Table A (varied as hereinafter appearing) the following shall be the regulations of the Company.

2.— The Company shall be a "Private Company", and accordingly the following provisions shall have effect:—

- (A) The Company shall not offer any of its shares or debentures to the public for subscription.
- (B) The number of the members of the Company (not including persons who are in the employment of the Company and persons who having been formerly in the employment of the Company, were while in that employment and continued after the determination of that employment to be members of the Company) shall not at any time exceed fifty : provided that where two or more persons hold one or more shares in the Company jointly for the purposes of this provision they shall be treated as a single member.



- (C) The right to transfer the shares in the Company shall be restricted in manner hereinafter appearing.

SHARE CAPITAL AND SHARES.

3.—The shares shall be under the control of the Directors, but no share (other than those for which the Company's Memorandum of Association has been subscribed) shall be issued without the consent of all the Directors.

4.—The lien conferred by Clause 7 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 several joint holders.

5.—No share (whether fully paid or not) shall be transferred without the consent of all the Directors, and Clause 19 of Table A shall be modified accordingly.

6.—In Clause 22 of Table A the words "except that" and all the following words shall be deemed to be omitted.

7.—Any person becoming entitled to a share as mentioned in Clauses 21 and 22 of Table A, and not being a member of the Company, shall on the request of the Directors and on payment to him of a sum equal to the amount paid up on the share transfer the share to such person as the Directors shall nominate for that purpose.

GENERAL MEETING.

8.—The quorum for the transaction of business at any General Meeting shall be two members present in person or by proxy, and Clause 45 of Table A shall be modified accordingly.

9.—The provisions of Clause 46 of Table A shall have effect, although only one member be present at the adjourned meeting, and although that member be present by proxy only.

VOTES OF MEMBERS

10.—A poll shall be taken whenever demanded by any member present in person or by proxy and entitled to vote, and Clause 50 of Table A shall be modified accordingly.

DIRECTORS.

11.—The number of Directors shall be not less than two.

12.—A Director may (with the knowledge and approval of the other Directors but subject to the provisions of Section 149 of the above-mentioned Act) enter into any contract or arrangement with the Company, and Clause 72 of Table A shall accordingly be modified by the omission of paragraph (G) and the proviso thereto. A director may also appoint another Director or any other person approved by the Board to be his substitute or attorney subject to the same conditions and in the same manner as if the Directors were trustees and Section 25 of the Trustee Act 1925 were applicable; but it shall not be necessary to file any such power of attorney in the Central Office of the Supreme Court.

13.—A Memorandum in writing signed by all the Directors for the time being shall be as effective for all purposes as a resolution of the Directors passed at a meeting duly convened, held and constituted. Every such Memorandum shall be pasted in or attached to the minute book.

THE SEAL.

14.—The Seal of the Company shall not be affixed to any instrument except by the authority of the Directors and in the presence of the Secretary, or such other person as the Directors may appoint for the purpose; and every instrument so sealed shall be attested or countersigned by at least one Director, in addition to the Secretary or such other person as aforesaid.

SECRETARY.

15.—The Directors may from time to time by resolution appoint a temporary substitute for the Secretary, who shall be deemed to be the Secretary during the term of his appointment.

NOTICES.

16.—A member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices from the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

THE RIGHT HON. EDGAR ALGERNON ROBERT GASCOYNE VISCOUNT CECIL OF CHELWOOD,
Chelwood Gate, Haywards Heath, Sussex, Peer of the Realm.

THE RIGHT HON. HUGH RICHARD HEATHCOTE GASCOYNE BARON QUICKSWOOD,
The Lodge, Eton College, Windsor, Peer of the Realm.

Dated this 18th day of September 1942.

Witness to the Signatures of the above—

ROBT. E. FAIRCLOUGH,
Clerk to Messrs. NICHOLSON, FREELAND & SHEPHERD,
46 Queen Anne's Gate, Westminster, S.W.1
Solicitors.

Company No. 376458

THE COMPANIES ACT 1985.
COMPANY LIMITED BY SHARES

Special Resolution

of

Gascoyne Holdings Limited

Dated 22nd January 1986.

We, being all the members of Gascoyne Holdings Limited being entitled to attend and vote at general meetings of the Company HEREBY RESOLVE by way of Written Resolution to have the effect of a Special Resolution, as follows:

SPECIAL RESOLUTION

That the Company adopt the New Memorandum and Articles of Association in the form attached to this resolution and initialled by the signatories to this resolution in substitution for the Company's present Memorandum and Articles of Association.

...Charles Cecil

Lord Edward Charles Vere Cecil

...James Donald Diarmed
The Hon. James Donald Diarmed
Ogilvy.



Company No: 376458

The Companies Act 1985

COMPANY LIMITED BY SHARES

NEW MEMORANDUM OF ASSOCIATION

of

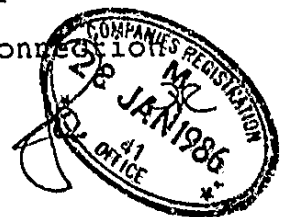
GASCOYNE HOLDINGS LIMITED

Adopted by Special Resolution Dated 22nd January 1986

1. The name of the Company is "GASCOYNE HOLDINGS 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 acquire, hold, manage, turn to account, deal with and dispose of real and personal property of all descriptions, and in particular but without limitation shares of other companies whether limited or unlimited, and whether such shares or other property are subject to any trusts, conditions or restrictions or not.
 - (B) To accept, undertake and execute trusts and nomineehips of all kinds either gratuitously or for such remuneration as may be thought proper.
 - (C) To borrow or raise and to secure the payment of money either for the purpose of or in connection with the business of the Company.

AHP3769L

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with the Company's activities or on behalf of any other company, person or body in such manner as may be thought fit by mortgage or charge or the issue of such other securities on such conditions as may be thought fit and either charged upon the Company's undertaking or all or any of the Company's or any other company, person or body's property and assets (both present and future, including its uncalled capital) or not so charged, and to purchase, redeem or pay off, and collaterally or further to secure or to constitute by a trust deed or other assurance any such securities or obligations of the Company or any other company, person or body.

- (D) To lend money (with or without security) and to guarantee the debts, contracts, engagements, obligations and liabilities of and to subsidise or otherwise financially assist any company, person or body and, without prejudice to the generality of the foregoing, to guarantee or otherwise secure (either with or without the Company receiving any consideration and either with or without a mortgage or charge on all or any part of the undertaking property and assets present and future, including the uncalled capital of the Company) the performance of the obligations and the payment of the capital or principal of and

the dividends or interest on any stock, shares, debentures, debenture stock, notes, bonds or other securities and the payment of debts and other obligations of any other company, person or body.

- (E) To further and to promote all or any of the objects and interests of any associated body. For the purposes of this paragraph E, "associated body" means either (1) any body corporate which is or is about to become or has been a holding company or a subsidiary of the Company or a subsidiary of any such holding company; or (2) any body corporate or other entity wholly or partly owned by the Company or by any person, company or body for whom, directly or indirectly, the Company acts as trustee or nominee; or (3) any person or group of people acting in any capacity for whom the Company acts directly or indirectly as trustee or nominee or for whom the Company provides or has or will provide any service.
- (F) To carry on in any part of the world any other activity or 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 rights.
- (G) To perform or do all or any of the following operations, acts or things:-

- (1) To pay all the costs, charges and expenses of the promotion and establishment of the Company.
- (2) To sell, let, dispose of, or grant rights over all or any property of the Company.
- (3) To erect buildings, plant and machinery for the purposes of the Company.
- (4) To manufacture plant, machinery, tools, goods or things for any of the purposes of the business of the Company.
- (5) To draw, make, accept, indorse and execute cheques, bills of exchange, promissory notes and other negotiable instruments.
- (6) To enter into arrangements for joint working in business, or for sharing of profits, or for amalgamation, with any other company or any firm or person carrying on any business with the objects of this Company.
- (7) To promote companies.
- (8) To sell the undertaking and all or any of the property of the Company for cash or for stock, shares or securities of any other company or for other consideration.
- (9) To subscribe to or otherwise aid benevolent, charitable, national or other institutions or objects of a public character or which may have any moral or other claims to support or aid by the Company by reason of the locality

of its operations or otherwise.

(10) To distribute in specie assets of the Company properly distributable among the members.

(H) To do all or any of the things hereinbefore authorised either alone or in conjunction with others, or by or through factors, trustees or agents.

(I) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them

(J) The objects set forth in each paragraph shall be regarded as independent objects and in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the 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, addresses and descriptions 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, ADDRESS AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
---	--

THE RIGHT HON. EDGAR ALGERNON ROBERT GASCOYNE VISCOUNT CECIL OF CHELWOOD	One
--	-----

Chelwood Gate,
Haywards Heath,
Sussex,

Peer of the Realm

THE RIGHT HON. HUGH RICHARD HEATHCOTE GASCOYNE BARON QUICKSWOOD	One
---	-----

The Lodge,
Eton College,
Windsor,

Peer of the Realm

Dated this 18th day of September, 1942

Witness to the Signatures of the above:-

ROBERT E. FAIRCLOUGH,

Clerk to Messrs. Nicholson, Freeland & Shepherd,
46 Queen Anne's Gate,
Westminster, S.W.1,

Solicitors

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION

- of -

GASCOYNE HOLDINGS LIMITED

(Adopted by Special Resolution passed on 22nd January 1986)

PRELIMINARY

1.1 The Articles hereinafter contained and the regulations contained in Table A as referred to in section 8 of the Act as altered by all amendments to such regulations taking effect prior to the date of the adoption of these Articles ("Table A") shall, subject as hereinafter provided, constitute the Articles of Association of the Company.

1.2 Regulations 3, 40, 60, 61, 62 and 64, 73 to 78, 80, 87 and 94 to 97 of Table A shall not apply to the Company.

PRIVATE COMPANY

2. The Company is a private limited company and accordingly the Company shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company and shall not allot, or agree to allot,

(whether for cash or otherwise) 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 directors may issue shares in the capital of the Company provided that no issue of shares shall be made unless:-

3.1 all the directors consent to such issue; and

3.2 the issue has been authorised pursuant to section 80 of the Act.

4.1 For the purposes of section 80 of the Act the directors are hereby unconditionally authorised to allot relevant securities (as defined in the said section) at any time or times during the period of five years from the date of adoption of these Articles up to the amount of the share capital remaining unissued at the time of such adoption. The Company may make any offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the directors may allot relevant securities in pursuance of any such offer or agreement.

4.2 Sub-section (1) of section 89 of the Act shall not

apply to the Company.

REDEEMABLE SHARES

5. Subject to the provisions of the Act any shares may be issued on terms that they are, or at the option of the company are, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by special resolution determine.

TRANSFER AND TRANSMISSION OF SHARES

6. The directors may decline to register the transfer of a share (whether fully paid up or not) without assigning any reason therefor and regulation 24 of Table A shall be modified accordingly. The approval of the transfer of any share shall require the consent of all the directors.

7. Any person becoming entitled to a share or shares as mentioned in regulations 29, 30 and 31 of Table A and not being a member of the Company by virtue of any other shareholding, shall on the request of the directors and on the payment to him of a sum equal the amount paid upon such share or shares, transfer such share or shares to such person as the directors may nominate.

8. The directors may require any member or the legal personal representatives of any deceased member or any proposed transferee of shares to supply to the Company such information and evidence as the directors may request

PROCEEDINGS AT GENERAL MEETINGS

9.1 No business shall be transacted at any general meeting unless a quorum of members entitled to vote upon the business to be transacted is present; two such members present in person or by proxy or being a corporation present by its duly authorised representative, shall be a quorum.

9.2 A poll may be demanded at any general meeting by the chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 of Table A shall be modified accordingly.

9.3 Regulation 54 of Table A shall be read and construed as if the words "or by proxy" were inserted after the words "present in person" and as if the words "for each share of which he is the holder" were inserted before the words "and on a poll".

10.1 An instrument appointing a proxy shall be in writing in any usual form or in any other form which the directors may accept and shall be signed by the appointor or his attorney or in the case of a corporation shall be given under its common seal or signed on its behalf by an officer of the corporation or his attorney.

10.2 An instrument appointing a proxy may be deposited at such place (if any) as may be specified for that purpose in

the notice convening the meeting (or, if no place is specified, at the office) at or before the time appointed for the holding of the meeting or adjourned meeting or for the taking of the poll at which it is to be used provided that such instrument shall be deemed to have been duly left at the place and time at which an intimation by telex or cable is received from any member stating that an instrument appointing a proxy has been duly executed by or on behalf of that member and sent to the Company at the place (or the office) where the proxy is to be left. An instrument appointing a proxy may also be produced at the commencement of the meeting at which it is to be used.

DIRECTORS

11. The number of directors shall not exceed 8 but shall not be less than 2.
12. Regulation 84 of Table A shall be read and construed as if the last sentence was omitted therefrom.
13. Regulation 79 of Table A shall be read and construed as if the last two sentences were omitted therefrom.
14. If any director shall be called upon to perform special services or goes or resides abroad for any purpose of the Company, the directors may arrange with such director for such special remuneration for such services either by way of salary, commission or the payment of a lump sum of money or

otherwise as they shall think fit.

15. The directors may from time to time determine that in lieu of or in addition to the payment by the Company of remuneration to any director for services or special services of such director, the Company shall pay to any other company which remunerates or contributes to the remuneration of such director a service charge for the services of such director of such amount as shall from time to time be agreed between the directors and such other company.

16. The directors may on behalf and out of the moneys of the Company pay or provide or agree to pay or provide, in addition to any other remuneration, pensions or annuities (either revocable or irrevocable and either subject or not subject to any terms or conditions) gratuities, superannuation, sickness, benevolent, compassionate, welfare or other allowances and benefits, life or endowment assurances or other like benefits for all or any of the directors who hold or have held executive office or salaried employment in the Company or in any company which is or was a subsidiary of the Company or its holding company or allied to or associated with the Company or for any other person or persons who may have served the Company or any such other company as aforesaid or for the spouse or other relative or dependant of any such director or other person. The directors shall also have power to establish and maintain,

and to concur with any company which is or was a subsidiary of the Company or its holding company or allied to or associated with the Company in establishing and maintaining, and to make contributions out of the Company's moneys to schemes, funds, policies or trusts (either contributory or non-contributory) for providing any benefits pursuant to the provisions of this Article. Any director shall be entitled to receive and retain for his own use any such pension, annuity, gratuity, allowance, assurance or other benefit and his right so to do shall not be affected by his being appointed or continuing in office as a director or receiving remuneration as such after the date on or from which the same becomes payable.

DIRECTORS - POWERS AND PROCEEDINGS

17. The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and subject to section 80 of the Act to create and 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.

18. A director, notwithstanding his interest in a particular matter but subject to his complying with section 317 of the Act, shall be entitled as a director to vote in respect of any contract or arrangement he may make with the Company or any contract or arrangement entered into by or on

behalf of the Company in which he is interested or in respect of his appointment to any office or place of profit under the Company or the arrangement or variation of the terms thereof and, if he do so vote, his vote shall be counted and he may, notwithstanding his interest, be taken into account in ascertaining whether a quorum is present at any meeting at which any such contract, arrangement or appointment is considered or the terms thereof are arranged or varied.

19. Any director may participate in a meeting of the directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

20. Regulation 88 of Table A shall be read and construed as if the third sentence was omitted therefrom and there was substituted in its place the words "Notice of every meeting of the directors shall be given to every director provided that any one or more of the directors for the time being may waive his right to receive notices either generally or in respect of any particular meeting or while absent from the United Kingdom".

21.1 Regulation 66 of Table A shall be read and construed as if the last sentence was omitted therefrom and there was

substituted in its place the words "But an alternate director may waive his right to receive notices either generally or in respect of any particular meeting or while absent from the United Kingdom".

21.2 Regulation 67 of Table A shall be read and construed as if the words "by rotation or otherwise" were omitted therefrom.

DISQUALIFICATION OF DIRECTORS

22. Regulation 81 of Table A shall be read and construed as if paragraph (d) was deleted therefrom and there was substituted therefor the following paragraph (d):-

"(d) (not being a director appointed for a fixed and still current term to be a salaried employment or office in the Company) he resigns his office by notice in writing to the Company;"

and as if there was added thereto the following paragraph:-

"(f) the directors resolve that he is physically or mentally incapable of performing his duties."

CAPITALISATION OF PROFITS

23. Paragraph (c) of regulation 110 of Table A shall be read and construed as if the words "or ignore fractions altogether" were inserted after the words "distributable under this regulation in fractions".

NOTICES

24. Regulation 112 of Table A shall be read and construed as if the words "or director" were inserted immediately following the word "member" wherever such word appears in that regulation.

WINDING-UP

25. Regulation 117 of Table A shall be read and construed as if the words "with the like sanction" were inserted immediately before the words "determine how the division shall be carried out".

NAMES AND ADDRESSES OF SUBSCRIBERS

The Right Hon. Edgar Algernon Robert Gascoyne,
Viscount Cecil of Chelwood,
Chelwood Gate,
Haywards Heath
Sussex

Peer of the Realm

The Right Hon. Hugh Richard Heathcote Gascoyne,
Baron Quickswood
The Lodge
Eton College
Windsor

Peer of the Realm

DATED 18th September, 1942

WITNESS to the above signatures:-

Robert E. Fairclough
Messrs. Nicholson Freeland & Shepherd
46 Queen Anne's Gate,
Westminster S.W.1

Clerk