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my }

388466/1

REGISTERED

29 JUN 1944

[Form No. 41.

"THE COMPANIES ACT, 1929."

Declaration of Compliance



A
Companies
Registration
Fee Stamp
of 5s.
must be
impressed
here.

WITH THE

REQUIREMENTS OF THE COMPANIES
ACT, 1929,

pursuant to Section 15, Sub-Section (2), of The Companies Act, 1929,
on behalf of a Company proposed to be Registered as

COMMERCIAL CREDIT BANK (LTD)

LIMITED.

110-69134

grams: "Certificate, Estrand, London."

Telephone No.: Holborn 0434

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 CHANCERY LANE, LONDON, W.C. 2,

ROAD STREET PLACE, E.C.2, and 28^A MOSTYN STREET, LLANDUDNO.

ed by



I

WILLIAM HAMILTON

of 7, 30th PARADE, THE CITY

OF LEEDS

*Here insert-
"A Solicitor
of the Su-
preme Court
(or in Scotland
"an Enrolled
Law Agent")
engaged in
the formation
of" or "A
person named
in the Articles
of Association
as a
Director (or
Secretary)
of."

Do solemnly and sincerely Declare that I am* a Solicitor of the

Supreme Court engaged in the formation of

Commercial Credit Trust (Leeds)

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 the City of Leeds

the 24th day of June

One thousand nine hundred and 1924

before me,

A Commissioner for Oaths.†

† or Notary Public or Justice of the Peace.

NOTE. This space is reserved for filing and must not be used.

29 JUN 1944

[Form No. 25.]

of
ite

388/466/2

THE STAMP ACT, 1891, and THE FINANCE ACT, 1933.

COMPANY LIMITED BY SHARES.



Duty at the
rate of 10s.
for every
£100 must
be impressed
here.

Statement of the Nominal Capital

OF

COMMERCIAL CREDIT TRUST (LIMITS)

LIMITED,

ent to Section 112 of The Stamp Act, 1891; as
amended by Section 41 of The Finance Act, 1933.

Statement is to be lodged with the Memorandum of Association and
Documents when the Registration of the Company is applied for.

HQ-71571

"CERTIFICATE, ESTRAND, LONDON."

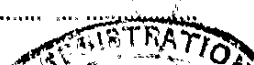
Telephone No.: HOLBORN 0434.

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 CHANCERY LANE, LONDON, W.C. 2

AD STREET PLACE, E.C.2, and 28A MOSTYN STREET, LLANDUDNO.



THE NOMINAL CAPITAL

OF

COMMERCIAL CREDIT TRUST (LIMITS) LIMITED,

is FIVE THOUSAND Pounds,

divided into FIVE THOUSAND Shares

of ONE POUND each.

Signature Leslie S. Jackson

Description DIRECTOR

Dated the 23rd day

of July 1944

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

NOTE--This margin is reserved for binding, and must not be written across.



COMPANY LIMITED BY SHARES



Memorandum of Association

OF

Commercial Credit Trust (Leeds) LIMITED.

1. The Name of the Company is "COMMERCIAL CREDIT TRUST (LEEDS) 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 carry on the trades or businesses of Credit Traders, Check Traders, Collectors, Providers of all kinds of Credit Facilities, Hirers, Letters on Hire-purchase, Bankers, Capitalists, Financiers, Brokers, Concessionaires, and Financial and Commercial Agents.

(B) To carry on the trades or businesses of Merchants of and Dealers in Clothing and Wearing Apparel, Boots, Shoes, and other Footwear, Leather Goods, Rubber and Elastic goods, fancy Goods, Stationery, Cosmetics, Perfumery, Soaps, Toilet and Sanitary Articles, and Commodities and Articles and things of all kinds required for household or personal use and adornment, Furniture of every description, Upholstery, Beds, Bedding, Carpets, Rugs, Mats, Floor Coverings, Haberdashery, Art Needlework and Knitting Yarn, Drapery, Curtains, Blinds, Table and other Linen, Cutlery, Electro-plated Goods, Ironmongery, Hardware, and Garden Implements, China Ware, Glass, Crockery, Earthenware, Pottery, Curiosities, Antiques, Musical Instruments, Electrical Goods and Appliances, Radio Sets, Gramophones and Accessories, Plastic Products, Goods, and Appliances, Plant and Machinery of all descriptions, Coal, Coke, and other Domestic Fuel, Household and Domestic Furnishings, Perambulators, and Baby Carriages, Handbags, and Travelling Goods of all descriptions, Jewellery, Silver and Plate, Clocks and Watches, Books, Toys, Games and Sports Goods, Bicycles and Accessories, Motor Vehicles, Steam, Petrol, and Diesel Engine-driven Vehicles, Jet-propelled Vehicles, and Vehicles and Conveyances of every kind, Aircraft, including Jet-propelled Aircraft, and all Motor and Aircraft Accessories and Components, Photographic and Optical Goods and Accessories, and Projection Apparatus, Appliances, Utensils,



Articles, Fittings, Commodities, Supplies, and Goods of every description, Complete House Furnishers, Packers, Removers, Storers, Warehousemen, and Distributors of Furniture and other Goods, Furniture Depository Proprietors, Haulage Contractors, General Carriers, Railway and Forwarding Agents, and Exporters and Shipping Agents.

- (c) To buy or otherwise acquire, deal in, turn to account, mortgage, convert, exchange, sell, assign, surrender or otherwise dispose of property and assets of all kinds including hire-purchase agreements, credit-sale agreements, book debts, check trading debts, secured and unsecured debts, stocks, shares, debentures, mortgages, policies, contracts, options, claims, bonds, and other negotiable securities and instruments.
- (d) To carry on any other trades or businesses the functions or objects of which are reasonably similar to or identifiable with or capable of being conveniently merged with or carried on in common with those of the foregoing trades or businesses.
- (e) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (f) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (g) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (h) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to

carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give, or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

- (I) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (J) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (K) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (L) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (M) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (N) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (O) To enter into any arrangements with any Governments or authorities (supreme, municipal, local,

or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.

- (P) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (Q) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (R) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (S) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (T) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employés, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any persons who may have been Directors of or may have served the Company, or to the wives, children, or other relatives or dependents of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any of such persons or of their wives, children, or other relatives or dependents.
- (U) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

- (v) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (w) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (x) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.
- (y) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is Five Thousand Pounds, divided into Five Thousand Shares of One Pound each.

Dated the 23rd day of June, 1944.

W. Harrison,
Secretary.

388466/4



"The Companies Act, 1929."

LIMITED BY SHARE



Articles of Association
OF
Commercial Credit Trust (Leeds)
LIMITED.

RECIST RED

29 JUN 1944

PRELIMINARY:

1. The Regulations contained in Table A in the First Schedule to The Companies Act, 1929, shall not apply to this Company.

2. In these Articles, unless the context otherwise requires—

"The Act" shall mean The Companies Act, 1929, and every other Act incorporated therewith, or any Act or Acts of Parliament substituted therefor; and in case of any such substitution the references in these presents to the provisions of the Act shall be read as references to the provisions substituted therefor in the new Act or Acts of Parliament.

"The Register" shall mean the Register of Members to be kept as required by Section 95 of the Act.

"Month" shall mean calendar month.

"Paid up" shall include "credited as paid up."

"United Kingdom" shall mean Great Britain and Northern Ireland.

"Seal" shall mean the Common Seal of the Company.

"Office" shall mean the Registered Office for the time being of the Company.

"Secretary" shall include any person appointed to perform the duties of Secretary temporarily.

"In writing" shall include printed, lithographed, and type-written.

Words and expressions which have a special meaning assigned to them in the Act shall have the same meaning in these presents.

Words importing the singular number only shall include the plural, and the converse shall also apply.

Words importing males shall include females.

Words importing individuals shall include corporations.

3. No part of the funds of the Company shall directly or indirectly be employed in the purchase of or in loans upon the security of the Company's Shares, but nothing in this Article shall prohibit transactions mentioned in the proviso to Section 45 (1) of the Act.

4. 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 have continued after the determination of that employment to be Members of the Company) shall not at any time exceed fifty.
- (C) The right to transfer Shares in the Company shall be restricted in the manner hereinafter provided.

5. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any Shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any Shares in the Company at any rate not exceeding Ten per centum of the price at which the said Shares are issued.

SHARE CAPITAL.

6. The original Share Capital of the Company is Five Thousand Pounds, divided into Five Thousand Shares of One Pound each.

SHARES AND CERTIFICATES.

7. Without prejudice to any special rights previously conferred on the Holders of existing Shares in the Company, any Share in the Company may be issued with such preferred, deferred, or other special rights, or such restrictions, whether in regard to Dividend, voting, return of Capital, or otherwise, as the Company may from time to time by Ordinary Resolution determine.

8. Any Preference Share may, with the sanction of a Special Resolution, be issued on the terms that it is, or at the option of the Company is liable, to be redeemed.

9. Subject to the provisions of Article 39 hereof, the Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

10. The Directors may make arrangements on the issue of Shares for a difference between the Holders of such Shares in the amount of Calls to be paid and in the time of payment of such Calls.

11. The Company shall be entitled to treat the person whose name appears upon the Register in respect of any Share as the absolute owner thereof, and shall not be under any obligation to recognise any trust or equity or equitable claim to or partial interest in such Share, whether or not it shall have express or other notice thereof.

12. Every Member shall be entitled, without payment, to one Certificate under the Seal for all the Shares registered in his name or, in the case of Shares of more than one class being registered in his name, to a separate Certificate for each class of Shares so registered. Every Certificate shall specify the number and class of Shares in respect of which it is issued and the distinctive numbers of such Shares and the amounts paid up thereon respectively. Every such Certificate shall be delivered to the Member within two months after the allotment or lodging with the Company of the transfer, as the case may be, of the Shares comprised therein.

13. If any Member shall require additional Certificates he shall pay for each additional Certificate such sum, not exceeding One Shilling, as the Directors shall determine.

14. If any Certificate be defaced, worn out, lost, or destroyed, a new Certificate may be issued on payment of One Shilling or such less sum as the Directors may prescribe, and the person requiring the new Certificate shall surrender the defaced or worn-out Certificate, or give such evidence of the loss or destruction of the Certificate and such indemnity to the Company as the Directors think fit.

JOINT HOLDERS OF SHARES.

15. Where two or more persons are registered as the Holders of any Share they shall be deemed to hold the same as joint tenants with benefit of survivorship, subject to the provisions following:—

- (A) The Company shall not be bound to register more than three persons as the Holders of any Share.
- (B) The joint Holders of any Share shall be liable, severally as well as jointly, in respect of all payments which ought to be made in respect of such Share.
- (C) On the death of any one of such joint Holders the survivor or survivors shall be the only person or persons recognised by the Company as having any title to such Share; but the Directors may require such evidence of death as they may deem fit.
- (D) Any one of such joint Holders may give effectual receipts for any Dividend, Bonus, or return of Capital payable to such joint Holders.
- (E) Only the person whose name stands first in the Register as one of the joint Holders of any Share shall be entitled to delivery of the Certificate relating to such Share, or to receive notices from the Company, or to attend or vote at General Meetings of the Company, and any notice given to such person shall be deemed notice to all the joint

Holders; but any one of such joint Holders may be appointed the proxy of the person entitled to vote on behalf of such joint Holders, and, as such proxy, to attend and vote at General Meetings of the Company.

CALLS ON SHARES.

16. The Directors may from time to time make Calls upon the Members in respect of all moneys unpaid on their Shares, provided that no Call shall exceed one fourth of the nominal amount of the Share, or be made payable within one month after the date when the last instalment of the last preceding Call shall have been made payable; and each Member shall, subject to receiving fourteen days' notice at least, specifying the time and place for payment, pay the amount called on his Shares to the person and at the times and places appointed by the Directors. A Call may be made payable by instalments.

17. A Call shall be deemed to have been made at the time when the resolution of the Directors authorising such Call was passed.

18. If the Call payable in respect of any Share or any instalment of a Call be not paid before or on the day appointed for payment thereof, the Holder for the time being of such Share shall be liable to pay interest on the same at such rate, not exceeding Ten per centum per annum, as the Directors shall determine from the day appointed for the payment of such Call or instalment to the time of actual payment; but the Directors may if they shall think fit waive the payment of such interest or any part thereof.

19. If by the terms of the issue of any Shares, or otherwise, any amount is made payable at any fixed time or by instalments at any fixed times, whether on account of the amount of the Shares or by way of premium, every such amount or instalment shall be payable as if it were a Call duly made by the Directors, of which due notice had been given; and all the provisions hereof with respect to the payment of Calls and interest thereon, or to the forfeiture of Shares for nonpayment of Calls, shall apply to every such amount or instalment and the Shares in respect of which it is payable.

20. The Directors may if they think fit, receive from any Member willing to advance the same all or any part of the moneys uncalled and unpaid upon any Shares held by him; and upon all or any of the moneys so paid in advance the Directors may (until the same would, but for such advance, become presently payable) pay interest at such rate (not exceeding, without the sanction of the Company in General Meeting, Six per centum per annum) as may be agreed upon between the Member paying the moneys in advance and the Directors.

TRANSFER AND TRANSMISSION OF SHARES.

21. The instrument of transfer of any Share in the Company shall be in writing, and shall be executed by or on behalf of the transferor and transferee, and duly attested, and the transferor shall be deemed to remain the Holder of such Share until the name of the transferee is entered in the Register in respect thereof.

22. Shares in the Company shall be transferred in the following form, or in any usual or common form of which the Directors shall approve:—

I, A. B., of _____, in consideration
of the sum of £ _____ paid
to me by C. D., of _____
(hereinafter called "the said transferee"), do hereby
transfer to the said transferee the Share [or
Shares] numbered _____ in the undertaking
called "COMMERCIAL CREDIT TRUST (LEEDS)
LIMITED," to hold unto the said transferee, subject
to the several conditions on which I hold the same;
and I, the said transferee, do hereby agree to take
the said Share [or Shares] subject to the conditions
aforesaid.

As witness our hands the _____ day of _____, 19 ____.

Witness to the signatures of &c.

23. No Member shall be entitled to transfer any Share otherwise than in accordance with the following provisions:—

- (A) A Member desirous of selling his Shares or any of them (hereinafter called "the selling Member") shall give a notice (hereinafter called "the notice of sale") to the Secretary of the Company containing an offer to sell the same, and stating the number and class of Shares which he desires to sell and the price which he is willing to accept for such Shares.
- (B) The Secretary shall thereupon send to each of the other Members of the Company a circular containing the same particulars, and naming a day (being fourteen days after the service on him of the notice of sale) on or before which offers to purchase the same will be received. If on or before the day so named offers to purchase all or any of the Shares referred to in the notice of sale at the price named shall be received from Members of the Company by the Secretary, he shall, as agent for the selling Member and the proposing purchaser or purchasers, declare a contract of sale to be concluded and shall give notice thereof to the selling Member and the purchaser or purchasers.
- (C) If the offers for purchase shall together constitute offers to purchase a greater number of Shares than those offered for sale, the Shares offered for sale shall be divided among the proposing purchasers in the proportions as nearly as possible in which they already hold Shares in the Company: Provided that no proposing purchaser shall be liable to take more Shares than those he shall have offered to purchase, and any Shares which cannot be so divided as aforesaid without creating fractions shall be apportioned by lot among the proposing purchasers. The selling Member and the Members declared to be the purchasers of the Shares shall give effect to the contract or contracts so made as aforesaid by the execution of proper transfers and the payment of the purchase price.

- (D) If within twenty-one days after the service of the notice of sale on the Secretary the selling Member shall not receive notice that his offer to sell has been accepted on behalf of some Member or Members of the Company, he may within six months from the date of serving the notice of sale (but subject to Article 24 hereof) sell or dispose of the Shares referred to in such notice of sale, or so many of them as shall not have been agreed to be purchased by a Member or Members of the Company, to any other person, provided that such sale or disposal be at a price not less than that named in the notice of sale.
- (E) A notice of sale may be renewed from time to time, but the offer therein contained shall not be withdrawn until the expiration of twenty-one days from the service thereof on the Secretary.
- (F) If any person shall become entitled to any Share by reason of the death or bankruptcy of any Member he shall be bound forthwith to offer the same for sale to the Members of the Company at a fair price, such fair price to be determined by agreement between such person and the Directors, or in default of agreement by the Auditors for the time being of the Company, whose decision shall be conclusive and binding on the Company and on all persons interested in the Share; and so soon as the said fair price shall have been determined the said person shall give to the Secretary a notice of sale in the manner hereinbefore mentioned containing as the price which he is willing to accept the said fair price, and the same results shall follow as in the case of a notice of sale voluntarily given. If the said person shall fail to give such notice of sale the Directors may, as his agents, give the same for him.
- (G) For the purpose of giving effect to any sale pursuant to the foregoing provisions the Directors may authorise some person to transfer the Shares so sold to the purchaser thereof.
- (H) Any Member may, subject to Article 24 hereof, transfer or by Will bequeath any Share held by him to a member or members of his family as hereinafter defined, and in such case the foregoing provisions shall not apply; and in the case of such bequest the legal personal representatives of the deceased Member may, subject as aforesaid, transfer the Shares so bequeathed to the legatee or legatees. For the purposes hereof "a member of the family" of any Member shall include a husband, wife, son, daughter, son-in-law, daughter-in-law, grandchild, or other direct issue of such Member, or a father, mother, brother, sister, father-in-law, mother-in-law, brother-in-law, sister-in-law, nephew, or niece of such Member, but no other person.
- (I) Where any Shares are held upon the trusts of any deed or Will a transfer thereof may be made upon any change or appointment of new trustees, but the Directors may require evidence to satisfy themselves of the facts in relation to such transfer.

24. The Directors shall refuse to register any transfer of Shares made or expressed to be made in contravention of the provisions of the last preceding Article, and may refuse to register any transfer of Shares whereon the Company has a lien, or a transfer of Shares not fully paid to a person of whom they do not approve. The Directors may also suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year. The Directors may decline to recognise any instrument of transfer unless (a) a fee not exceeding Two Shillings and Sixpence is paid to the Company in respect thereof, and (b) the instrument of transfer is accompanied by the Certificate of the Shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. If the Directors refuse to register a transfer of any Shares they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.

25. On the death of any Member (not being one of two or more joint Holders of a Share) the legal personal representatives of such deceased Member shall be the only persons recognised by the Company as having any title to such Share.

26. If within twenty-one days after the service of a notice of sale under the provisions of Article 23 (f) hereof the person having become entitled by reason of the death or bankruptcy of a Member to the Share or Shares specified in the notice of sale shall not receive notice that his offer to sell has been accepted on behalf of some Member or Members of the Company, he shall upon such evidence being produced as may from time to time be required by the Directors, have the right either to be registered as a Member in respect of such Share or Shares, or instead of being registered himself, to make such transfer of the Share or Shares as the deceased or bankrupt person could have made, but the Directors shall in either case have the same right to refuse or suspend registration as they would have had in the case of a transfer of the Share or Shares by the deceased or bankrupt person before the death or bankruptcy.

27. Any person becoming entitled to a Share by reason of the death or bankruptcy of the Holder shall be entitled to the same Dividends and other advantages to which he would be entitled if he were the Registered Holder of the Share, except that he shall not, unless and until he is registered as a Member in respect of the Share, be entitled in respect of it to receive notice of or to exercise any right conferred by Membership in relation to Meetings of the Company.

FORFEITURE OF SHARES AND LIEN.

28. If any Member fail to pay any Call or instalment of a Call on the day appointed for payment thereof, the Directors may at any time thereafter during such time as any part of the Call or instalment remains unpaid serve a notice on him requiring him to pay so much of the Call or instalment as is unpaid, together with interest accrued and any expenses incurred by reason of such nonpayment.

29. The notice shall name a further day (not being earlier than the expiration of fourteen days from the date of the notice) on or before which such Call or instalment and all interest

accrued and expenses incurred by reason of such nonpayment are to be paid, and it shall also name the place where payment is to be made, such place being either the Office, or some other place at which Calls of the Company are usually made payable. The notice shall also state that in the event of nonpayment at or before the time and at the place appointed the Shares in respect of which such Call or instalment is payable will be liable to forfeiture.

30. If the requisitions of any such notice as aforesaid be not complied with, any Shares in respect of which such notice has been given may, at any time thereafter before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect, and any such forfeiture shall extend to all Dividends declared in respect of the Shares so forfeited, but not actually paid before such forfeiture.

31. Any Shares so forfeited shall be deemed to be the property of the Company, and may be sold or otherwise disposed of in such manner, either subject to or discharged from all Calls made or instalments due prior to the forfeiture, as the Directors think fit; or the Directors may, at any time before such Shares are sold or otherwise disposed of, annul the forfeiture upon such terms as they may approve. For the purpose of giving effect to any such sale or other disposition the Directors may authorise some person to transfer the Shares so sold or otherwise disposed of to the purchaser thereof or other person becoming entitled thereto.

32. Any person whose Shares have been forfeited shall cease to be a Member in respect of the forfeited Shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which at the date of the forfeiture were presently payable by him to the Company in respect of the Shares, together with interest thereon at such rate, not exceeding Ten per centum per annum, as the Directors shall appoint, down to the date of payment, but his liability shall cease if and when the Company receive payment in full of the nominal amount of the Shares. The Directors may, if they shall think fit, remit the payment of such interest or any part thereof.

33. When any Shares have been forfeited an entry shall forthwith be made in the Register recording the forfeiture and the date thereof, and so soon as the Shares so forfeited have been sold or otherwise disposed of an entry shall also be made of the manner and date of the sale or disposal thereof.

34. The Company shall have a first and paramount lien upon all Shares held by any Member of the Company (whether alone or jointly with other persons) and upon all Dividends and Bonuses which may be declared in respect of such Shares, for all debts, obligations, and liabilities of such Member to the Company: Provided always that if the Company shall register a transfer of any Shares upon which it has such a lien as aforesaid without giving to the transferee notice of its claim, the said Shares shall, in default of agreement to the contrary between the Company and the transferee, be freed and discharged from the lien of the Company.

35. The Directors may, at any time after the date for the payment or satisfaction of such debts, obligations, or liabilities shall have arrived, serve upon any Member who is indebted or under any obligation or liability to the Company, or upon the

person entitled to his Shares by reason of the death or bankruptcy of such Member, a notice requiring him to pay the amount due to the Company or satisfy the said obligation or liability, and stating that if payment is not made or the said obligation or liability is not satisfied within a time (not being less than fourteen days) specified in such notice, the Shares held by such Member will be liable to be sold; and if such Member or the person entitled to his Shares as aforesaid shall not comply with such notice within the time aforesaid, the Directors may sell such Shares without further notice, and for the purpose of giving effect to any such sale the Directors may authorise some person to transfer the Shares so sold to the purchaser thereof.

36. Upon any sale being made by the Directors of any Shares to satisfy the lien of the Company thereon, the proceeds shall be applied: First, in the payment of all costs of such sale; next, in satisfaction of the debts, obligations, and liabilities of the Member to the Company; and the residue (if any) shall be paid to the person entitled to the Shares at the date of the sale, or as he shall in writing direct.

37. An entry in the Directors' Minute Book of the forfeiture of any Shares, or that any Shares have been sold to satisfy a lien of the Company, shall be sufficient evidence, as against all persons claiming to be entitled to such Shares, that the said Shares were properly forfeited or sold; and such entry, the receipt of the Company for the price of such Shares, and the appropriate Share Certificate, shall constitute a good title to such Shares, and the name of the purchaser or other person entitled shall be entered in the Register as a Member of the Company, and he shall be entitled to a Certificate of title to the Shares and shall not be bound to see to the application of the purchase money, nor shall his title to the said Shares be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture or sale. The remedy (if any) of the former Holder of such Shares, and of any person claiming under or through him, shall be against the Company and in damages only.

ALTERATION OF SHARE CAPITAL.

38. The Company may by Ordinary Resolution increase the Capital by the creation of new Shares, such increase to be of such aggregate amount and to be divided into Shares of such respective amounts as the resolution shall prescribe.

39. Subject to any direction to the contrary that may be given by the resolution effecting the increase of Capital, all new Shares shall before issue be offered to such persons as at the date of the offer are entitled to receive from the Company notices of General Meetings in proportion, as nearly as the circumstances admit, to the amount of the existing Shares then registered in their names. Such offer shall be made by notice specifying the number of Shares offered, and limiting a time (not being less than seven days) within which the offer if not accepted will be deemed to be declined; and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the Shares offered or any specified number of them, the Directors may dispose of the same in such manner as they think most beneficial to the Company. The Directors may also dispose as they think fit of any new Shares which (by reason of the ratio which the

new Shares bear to Shares held by persons entitled to an offer of new Shares) cannot in the opinion of the Directors be conveniently offered under this Article.

40. Any Capital raised by the creation of new Shares shall, unless otherwise provided by the conditions of issue, be considered as part of the original Capital, and shall be subject to the same provisions with reference to the payment of Calls and the forfeiture of Shares on nonpayment of Calls, transfer and transmission of Shares, lien, or otherwise, as if it had been part of the original Capital.

41. The Company may by Ordinary Resolution—

- (A) Subdivide its existing Shares or any of them into Shares of smaller amount than is fixed by the Memorandum of Association: Provided that in the subdivision of an existing Share the proportion between the amount paid and the amount (if any) unpaid on each reduced Share shall be the same as it was in the case of the Share from which the reduced Share is derived;
- (B) Consolidate and divide its Capital or any part thereof into Shares of larger amount than its existing Shares;
- (C) Cancel any Shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

42. The Company may by Special Resolution reduce its Share Capital and any Capital Redemption Reserve Fund in any manner authorised by law.

MODIFICATION OF RIGHTS.

43. If at any time the Capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may, subject to the provisions of Section 61 of the Act, be modified, abrogated, or varied with the consent in writing of the Holders of three fourths of the issued Shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the Holders of the Shares of the class. To every such separate General Meeting the provisions of these regulations relating to General Meetings shall, *mutatis mutandis*, apply, but so that at every such separate General Meeting the quorum shall be two persons at least, holding or representing by proxy one third of the issued Shares of the class, and that any Holder of Shares of the class present in person or by proxy may demand a poll.

BORROWING POWERS.

44. The Directors may raise or borrow for the purposes of the Company's business such sum or sums of money as they think fit, and may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled Capital, or by the issue, at such price as they may think fit, of Bonds, Debentures, or Deben^{ture} Stock either charged upon the whole or any part

of the property and assets of the Company or not so charged, or in such other way as the Directors may think expedient.

45. Any Bonds, Debentures, Debenture Stock, or other securities issued or to be issued by the Company shall be under the control of the Directors, who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

46. The Company may, upon the issue of any Bonds, Debentures, Debenture Stock, or other securities, confer on the creditors of the Company holding the same, or on any trustees or other persons acting on their behalf, a voice in the management of the Company, whether by giving to them the right of attending and voting at General Meetings, or by empowering them to appoint one or more persons to be Directors of the Company, or otherwise as may be agreed.

47. If any Director or other person shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge, or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Director or person so becoming liable as aforesaid from any loss in respect of such liability.

48. A Register of the Holders of the Debentures of the Company shall be kept at the Office, and shall be open to the inspection of the Registered Holders of such Debentures and of any Member of the Company, subject to such restrictions as the Company in General Meeting may from time to time impose. The Directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

GENERAL MEETINGS.

49. A General Meeting of the Company shall be held in each calendar year at such time (not being later than fifteen months after the last preceding General Meeting) and at such place as the Directors shall appoint. In default of a General Meeting being so held a General Meeting may be convened, to be held at any time during the next succeeding month, by any two Members in the same manner as nearly as possible as that in which General Meetings are to be convened by the Directors. The aforesaid General Meetings shall be called "Ordinary General Meetings"; all other General Meetings shall be called "Extraordinary General Meetings."

50. The Directors may whenever they think fit, and they shall upon a requisition made in writing by Members in accordance with Section 114 of the Act, convene an Extraordinary General Meeting. If at any time there shall not be present in England and capable of acting sufficient Directors to form a quorum, the Directors in England capable of acting, or if there shall be no such Directors then any two Members, may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which General Meetings may be convened by the Directors, and the Company at such Meeting shall have power to elect Directors.

51. In the case of an Extraordinary General Meeting called in pursuance of a requisition, unless such Meeting shall have been called by the Directors, no business other than that stated in the requisition as the objects of the Meeting shall be transacted.

52. Subject to the provisions of Section 117 (2) of the Act relating to Special Resolutions, seven days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given), specifying the place, the day, and the hour of meeting, and in case of special business the general nature of such business, shall be given to the Members in manner hereinafter mentioned, or in such other manner (if any) as may be prescribed by the Company in General Meeting.

53. The accidental omission to give notice to any Member, or the non-receipt by any Member of such notice, shall not invalidate the proceedings at any General Meeting.

54. Notwithstanding the provisions of Article 52 hereof, with the written consent of all the Members entitled to receive notice of some particular Meeting, that Meeting may be convened by less than seven days' notice, and in such manner as those Members may think fit.

PROCEEDINGS AT GENERAL MEETINGS.

55. The business of any Ordinary General Meeting shall be to receive and consider the accounts and balance sheets, the reports of the Directors and Auditors, and any other documents required by law to be attached or annexed to the balance sheets, to elect Directors in place of those retiring, to appoint Auditors and fix their remuneration, and to declare a Dividend. All other business transacted at an Ordinary General Meeting, and all business transacted at an Extraordinary General Meeting, shall be deemed special.

56. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; and such quorum shall consist of not less than two Members personally present.

57. If within half an hour from the time appointed for a General Meeting a quorum be not present the Meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place; and if at such adjourned Meeting a quorum be not present within half an hour from the time appointed for the Meeting, the Meeting shall be adjourned *sine die*.

58. The Chairman (if any) of the Board of Directors shall preside as Chairman at every General Meeting of the Company. If there be no such Chairman, or if at any Meeting he be not present within fifteen minutes after the time appointed for holding the Meeting, or is unwilling to act as Chairman, the Members present shall choose one of the Directors present to be Chairman; or if no Director be present and willing to take the chair the Members present shall choose one of their number to be Chairman.

59. The Chairman may, with the consent of any General

Meeting at which a quorum is present (and shall if so directed by the Meeting), adjourn the Meeting from time to time and from place to place; but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for ten days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned Meeting or of the business to be transacted thereat.

60. At any General Meeting every question shall be decided in the first instance by a show of hands; and unless a poll be (on or before the declaration of the result of the show of hands) directed by the Chairman or demanded by at least three Members entitled to vote, or by one Member or two Members so entitled, if that Member or those two Members together hold not less than fifteen per centum of the paid up Share Capital of the Company, a declaration by the Chairman that a resolution has been carried or not carried, or carried or not carried by a particular majority, and an entry to that effect in the Minute Book of the Company, shall be conclusive evidence of the facts, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

61. If a poll be directed or demanded in the manner before-mentioned it shall (subject to the provisions of Article 63 hereof) be taken at such time and in such manner as the Chairman may appoint, and the result of such poll shall be deemed to be the resolution of the Meeting at which the poll was directed or demanded.

62. In the case of an equality of votes at any General Meeting, whether upon a show of hands or on a poll, the Chairman shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote the Chairman shall determine the same, and such determination shall be final and conclusive.

63. A poll demanded upon the election of a Chairman or upon a question of adjournment shall be taken forthwith. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS.

64. Subject to any special terms as to voting upon which any Shares may for the time being be held, upon a show of hands every Member present in person shall have one vote, and upon a poll every Member present in person or by proxy shall have one vote for every Share held by him.

65. If any Member be a person of unsound mind he may vote by his committee, receiver, *curator bonis*, or other legal curator.

66. No Member shall be entitled to vote at any General Meeting unless all Calls or other sums presently payable by him in respect of the Shares held by him in the Company have been paid.

67. Upon a poll votes may be given either personally or by proxy.

68. The instrument appointing a proxy shall be in writing under the hand of the appointor, or of his attorney duly authorised in writing, or if such appointor be a corporation either under its common seal or under the hand of an officer or attorney so authorised. No person shall, subject to the provisions of Article 15 (E) hereof, be appointed a proxy who is not a Member of the Company and qualified to vote: Provided always that another company (whether a company within the meaning of the Act or not) being a Member of this Company may appoint any one of its officers or any other person to be its proxy, and the person so appointed may attend and vote at any Meeting and exercise the same functions on behalf of the company which he represents as if he were an individual Shareholder.

69. The instrument appointing a proxy, and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Office not less than forty-eight hours before the time fixed for holding the Meeting or adjourned Meeting at which the person named in such instrument is authorised to vote, and in default the instrument of proxy shall not be treated as valid. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

70. A vote given or act done in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the appointor or the revocation of the appointment of the proxy, unless notice in writing of such death or revocation shall have been received by the Company before the vote was given or the act was done.

71. An instrument appointing a proxy shall be in the following form, or in any other form of which the Directors shall approve:—

COMMERCIAL CREDIT TRUST (LEEDS) LIMITED.

I, _____ of,
in the County of _____, being a Member
of COMMERCIAL CREDIT TRUST (LEEDS) LIMITED,
hereby appoint _____ of _____,
and failing him, _____ of _____,
as my proxy to vote for me and on my behalf at
the Ordinary (or Extraordinary, as the case may be)
General Meeting of the Company to be held on
the _____ day of _____, 19 _____, and at any
adjournment thereof.

As witness my hand this _____ day of _____, 19 _____.

DIRECTORS.

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

73. The following persons shall be the first Directors of the Company: LESLIE SAGAR JACKSON and STANLEY WHITAKER JACKSON.

74. The qualification of every Director shall be the holding in his own right and as sole Holder of at least one Share of the Company. A Director may act before acquiring his qualification,

but shall acquire his qualification within one month after being appointed a Director.

75. The remuneration of the Directors shall be such sum or sums as may from time to time be determined by the Company in General Meeting.

76. The Directors may award special remuneration out of the funds of the Company to any Director going or residing abroad in the interests of the Company, or undertaking any work additional to that usually required of directors of a company similar to this.

POWERS OF DIRECTORS.

77. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in the formation and registration of the Company, and may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in General Meeting, subject, nevertheless, to the provisions of these Articles and of the Act, and to such regulations, not being inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

DISQUALIFICATION OF DIRECTORS.

78. The office of a Director shall be vacated—

- (A) If he become bankrupt or insolvent or compound with his creditors;
- (B) If he become of unsound mind;
- (C) If he be convicted of an indictable offence, not being an offence under The Road Traffic Act, 1930, or any statutory provision in lieu or modification thereof;
- (D) If he cease to hold the necessary Share qualification or do not obtain the same within one month from the date of his appointment;
- (E) If he absent himself from the Meetings of Directors for a period of six months without special leave of absence from the other Directors;
- (F) If he become prohibited from being a Director by reason of any order made under Sections 217 or 275 of the Act;
- (G) If he give the Company one month's notice in writing that he resigns his office.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Company or an entry shall have been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.

79. A Director may hold any office or place of profit under the Company (other than that of Auditor) in conjunction with the office of Director, and may enter into or be interested in contracts or arrangements with the Company, and may have or be interested in dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement, or dealing to which he is a party or in which he is interested by reason of his being at the same time a Director of the Company, provided that such Director discloses to the Meeting of the Directors at which such contract, arrangement, or dealing is first taken into consideration the nature of his interest therein, or, if such interest is subsequently acquired, provided that he discloses the fact that he has acquired such interest at the next Meeting of the Directors held after such interest was acquired. A Director shall be entitled to vote as a Director in regard to any contract, arrangement, or dealing in which he is interested or upon any matter arising thereout, and his vote shall be counted, and he shall be reckoned for the purpose of constituting a quorum when any such contract, arrangement, or dealing is under consideration. A general notice given to the Directors by a Director to the effect that he is a member of a specified company or firm, and is to be regarded as interested in any contract, arrangement, or dealing which may, after the date of the notice, be entered into or made with that company or firm, shall, for the purpose of this Article, be deemed to be a sufficient disclosure of interest in relation to any contract, arrangement, or dealing so entered into or made.

80. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as the number of Directors is reduced below the number fixed by or pursuant to the Regulations of the Company as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Company, but for no other purpose.

ROTATION OF DIRECTORS.

81. At the Ordinary General Meeting in each year one third of the Directors for the time being, or if their number is not three or a multiple of three then the number nearest to one third, shall retire from office, the Directors to retire in each year being those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election.

82. The Company at the Ordinary General Meeting at which any Director retires in manner aforesaid shall fill up the vacated office, and may fill up any other offices which may then be vacant by electing the necessary number of persons, unless the Company shall determine to reduce the number of Directors in office. The Company may also at any Extraordinary General Meeting, on notice duly given, fill up any vacancies in the office of Director, or appoint additional Directors, provided that the maximum number fixed as hereinbefore mentioned be not exceeded.

83. If at any General Meeting at which an election of

Directors ought to take place, the places of the retiring Directors be not filled up, the retiring Directors, or such of them as have not had their places filled up, shall continue in office until the Ordinary General Meeting in the next year, and so on from time to time until their places have been filled up, unless at any such Meeting it shall be determined to reduce the number of Directors in office.

84. The Company may from time to time in General Meeting increase or reduce the number of Directors, and may also determine in what rotation such increased or reduced number is to go out of office.

85. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Any Director so appointed shall hold office only until the next following Ordinary General Meeting, when he shall retire, but shall be eligible for re-election.

86. The Company may by an Extraordinary Resolution remove any Director before the expiration of his period of office, and may by an Ordinary Resolution appoint another person in his stead. The person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed.

87. Seven days' previous notice in writing shall be given to the Company of the intention of any Member to propose any person other than a retiring Director for election to the office of Director: Provided always that, if the Members present at a General Meeting unanimously consent, the Chairman of such Meeting may waive the said notice, and may submit to the Meeting the name of any person for election.

MANAGING DIRECTORS.

88. The Directors may from time to time appoint one or more of their body to be a Managing Director of the Company, and may fix his or their remuneration either by way of salary or commission or by conferring a right to participation in the profits of the Company, or by a combination of two or more of those modes.

89. Every Managing Director shall, subject to the provisions of any contract between himself and the Company with regard to his employment as such Managing Director, be liable to be dismissed or removed by the Board of Directors, and another person may be appointed in his place.

90. A Managing Director shall not, while he continues to hold that office, be liable to retire by rotation, and he shall not be taken into account in determining the rotation in which the other Directors shall retire or the number to retire, but he shall be subject to the same provisions as regards resignation, removal, and disqualification as the other Directors, and if he cease to hold the office of Director from any cause he shall *ipso facto* cease to be a Managing Director.

91. The Directors may from time to time entrust to and confer upon the Managing Director all or any of the powers of the Directors (excepting the power to make Calls, forfeit Shares, borrow money, or issue Debentures) that they may think fit. But the exercise of all such powers by the Managing Director shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked, or varied.

PROCEEDINGS OF DIRECTORS.

92. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their Meetings as they think fit, and determine the quorum necessary for the transaction of business. Until otherwise determined two Directors shall constitute a quorum. Questions arising at any Meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a Meeting of the Directors. Notice of a Meeting of Directors need not be given to a Director who is not in the United Kingdom.

93. The Directors may elect a Chairman of their Meetings, and determine the period for which he is to hold office; but if no such Chairman be elected, or if at any Meeting the Chairman be not present within five minutes after the time appointed for holding the same, the Directors present shall choose some one of their number to be Chairman of such Meeting.

94. A Memorandum in writing signed by all the Directors for the time being and annexed or attached to the Directors' Minute Book shall be as effective for all purposes as a resolution of the Directors passed at a Meeting duly convened, held, and constituted.

95. The Directors may delegate any of their powers to Committees, consisting of such one or more of their body as they think fit. Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors. The regulations herein contained for the Meetings and proceedings of Directors shall, so far as not altered by any regulations made by the Directors, apply also to the Meetings and proceedings of any Committee.

96. All acts done by any Meeting of the Directors or of a Committee of Directors, or by any persons acting as Directors, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

MINUTES.

97. The Directors shall cause Minutes to be made in books provided for the purpose—

(A) Of all appointments of officers made by the Directors;

(B) Of the names of the Directors present at each

Meeting of the Directors and of any Committee of the Directors;

- (c) Of all resolutions and proceedings at all Meetings of the Company and of Directors and of Committees of Directors.

THE SEAL.

98. The Directors shall forthwith procure a Seal to be made for the Company, and shall provide for the safe custody thereof. The Seal shall not be affixed to any instrument except by the express authority of a resolution of the Board of Directors, and in the presence of at least one Director and of the Secretary, or of such other person as the Directors may appoint for the purpose, and such Director and Secretary, or other person as aforesaid, shall sign every instrument to which the Seal is so affixed in their presence.

DIVIDENDS.

99. Subject to the rights of the Holders of any Shares entitled to any priority, preference, or special privileges, all Dividends shall be declared and paid to the Members in proportion to the amounts paid up on the Shares held by them respectively. No amount paid on a Share in advance of Calls shall be treated for the purpose of this Article as paid on the Share.

100. The Directors shall lay before the Company in General Meeting a recommendation as to the amount (if any) which they consider should be paid by way of Dividend, and the Company may declare the Dividend to be paid, but such Dividend shall not exceed the amount recommended by the Directors.

101. No Dividend shall be paid otherwise than out of the profits of the Company.

102. The Directors may from time to time pay to the Members, or any class of Members, such interim Dividends as appear to the Directors to be justified by the profits of the Company.

103. The Directors may deduct from the Dividends payable to any Member all such sums of money as may be due from him to the Company on account of Calls or otherwise.

104. Notice of any Dividend that may have been declared shall be given to each Member in the manner in which notices of General Meetings are given to the Members.

105. The Company may transmit any Dividend or Bonus payable in respect of any Share by ordinary post to the registered address of the Holder or, in the case of joint Holders, of one of the Holders of such Share (unless he or they shall have given written instructions to the contrary), and shall not be responsible for any loss arising in respect of such transmission.

106. No Dividend shall bear interest as against the Company.

107. The Directors may, with the sanction of the Company in General Meeting, distribute in kind among the Members by way of Dividend any of the assets of the Company, and in particular any shares or securities of other companies to which this Company is entitled: Provided always that no distribution shall be made which would amount to a reduction of Capital except in the manner appointed by law.

RESERVE FUND.

108. The Directors may, before recommending any Dividend set aside out of the profits of the Company such sums as they think proper as a Reserve or Reserves which shall, at the discretion of the Directors, be applicable for meeting contingencies, or for equalising Dividends, or for any other purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (subject to Article 3 hereof) as the Directors may from time to time think fit.

CAPITALISATION OF PROFITS.

109. The Company in General Meeting may at any time and from time to time upon the recommendation of the Directors, pass a resolution to the effect that it is desirable to capitalise any sum forming part of the undivided profits of the Company for the time being and not required for payment of Dividend upon any Preference Shares of the Company, or other Shares issued upon special conditions, whether standing to the credit of the Company's Reserve Fund or otherwise (hereinafter called "the said sum to be capitalised"), and accordingly that the Directors be authorised and directed to appropriate and apply the said sum to be capitalised in paying up in full unissued Shares of the Company of a nominal amount equal thereto and to allot and distribute such Shares credited as fully paid up to and amongst the Members for the time being in the proportions in which they would have been entitled to receive the said sum to be capitalised if the same had been distributed by way of Dividend.

110. When and so often as such a resolution shall have been passed, the Directors may and shall appropriate and apply the said sum to be capitalised in paying up in full unissued Shares of the Company of the nominal amount equal thereto and shall allot and issue such Shares credited as fully paid up amongst the Members in the proportions aforesaid, with full power to the Directors to make such provision by the issue of Fractional Certificates or by payment in cash or otherwise as they think fit, for the case of Shares becoming distributable in fractions and prior to such allotment the Directors may authorise any person on behalf of all the said Members, to enter into an agreement with the Company providing for the allotment to them respectively of such further Shares credited as fully paid up, and any agreement made under any such authority shall be effective and binding on all the said Members.

111. It shall be no objection to any resolution passed under Article 109 that it was passed at the Meeting at which a resolution for increasing the Capital of the Company was passed provided that due notice to propose such first mentioned resolution shall have been given prior to such Meeting.

EMPLOYEES' BENEFITS.

112. In order to carry into effect any profit sharing schemes for the benefit of employes (other than Directors) either of this Company or of any associated company, the Directors shall have power to appropriate for such purpose and on such terms and conditions as they think proper, such profits of this Company as may be necessary for this object, or they may set aside profits for the purpose of creating superannuation or similar funds, or they may pay out of profits part of the amount due in Shares in this Company taken up by employes under a general scheme available for all or any in particular of the employes or may in any other way that is desirable in the interests of the Company utilise the profits of this Company for the benefit and use of employes of this or any associated company. Particulars of any such schemes or grants shall however be declared to the Members at the next succeeding Ordinary General Meeting of the Company.

ACCOUNTS.

113. The Directors shall cause proper books of account to be kept—

- (A) Of all sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place;
- (B) Of all sales and purchases of goods by the Company;
- (C) Of the assets and liabilities of the Company.

114. The Books of Account shall be kept at the Office, or at such other place or places as the Directors may determine, and shall always be open to the inspection of the Directors. The Directors may from time to time by resolution determine whether and to what extent, and at what times and places, and on what conditions the books and accounts of the Company, or any of them, shall be open to the inspection of the Members (not being Directors), and the Members shall have only such rights of inspection as are given to them by the Act or by such resolution as aforesaid.

115. At the Ordinary General Meeting in every year the Directors shall lay before the Company a Profit and Loss Account for the period since the preceding account or (in the case of the first Ordinary General Meeting) since the incorporation of the Company made up to a date not more than six months before such Meeting.

116. A Balance Sheet shall be made out and laid before the Company at the Ordinary General Meeting in every year, as at the date to which the Profit and Loss Account is made up. There shall be attached or annexed to each such Balance Sheet such Documents as are required by law to be attached or annexed thereto, including the Auditors' Report and a report of the Directors with respect to the state of the Company's affairs, the amount (if any) which the Directors recommend should be paid by way of Dividend, and the amount (if any) which they propose to carry to the General Reserve, or Reserve Account shown specifically on the Balance Sheet or to be shown specifically on a subsequent Balance Sheet. The Auditors' Report shall be read at the Meeting and shall be open to inspection as required by Section 129 of the Act.

117. Any Member shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of the last Balance Sheet and Auditors' Report at a charge of Sixpence for every hundred words.

AUDIT.

118. Auditors shall be appointed and their duties regulated in the manner provided by Sections 132, 133, and 134 of the Act.

NOTICES.

119. A notice may be served by the Company upon any Member either personally or by sending it through the post addressed to such Member at his registered address.

120. No Member shall be entitled to have a notice served on him at any address not within the United Kingdom; but any Member whose registered address is not within the United Kingdom may by notice in writing require the Company to register an address within the United Kingdom, which, for the purpose of the service of notices, shall be deemed to be his registered address. A Member who has no registered address within the United Kingdom, and has not given notice as aforesaid, shall not be entitled to receive any notices from the Company.

121. Any notice, if sent by post, shall be deemed to have been served at the expiration of twenty-four hours after the same shall have been posted; and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and stamped and put into the post-office or into any post-box subject to the control of the Postmaster-General.

DISCOVERY OF SECRETS.

122. No Member shall be entitled to require or receive any information concerning the business, trading, or customers of the Company, or any trade secret or secret process or used by the Company, beyond such information as to the accounts and business of the Company as is by these presents or by the Act directed to be laid before the Company in General Meeting, and no Member shall be entitled to inspection of any of the books, papers, correspondence, or documents of the Company except so far as such inspection is authorised by these presents or by the Act.

WINDING UP.

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

124. In a winding up any part of the assets of the Company, including any shares in or securities of other companies, may, with the sanction of an Extraordinary Resolution of the Company, be divided among the Members of the Company in specie, or may be vested in trustees for the benefit of such Members, and the liquidation of the Company may be closed and the Company dissolved, but so that no Member shall be compelled to accept any Shares whereon there is any liability.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

Leslie Sagar Jackson
Joy Cottage
Worston
Huddersley
W. Leeds. Yorkshire.
Director of Limited Companies.

Stanley Whitaker Jackson
Middleham
Middletown Avenue
Huddersley. Yorkshire.
Director of Limited Companies.

Dated the 23rd day of June, 1944.

Witness to the above Signatures—

[Signature]
[Signature]

CERTIFICATE

[Duplicate for the File]

No.

388466

1. LIMITED COMPANY, 1920

COMMERCIAL CREDIT TRUST (DEEDS) LIMITED

in the year 1920, and that the Company
is limited.

Llandudno

xxxxx

twenty-ninth

June day of

One

Forty-four.

P. Austin

Registrar of Companies.

(Continued)

29th June 1944

29th June 1944

29th June 1944

29th June 1944

29th June 1944

29th June 1944

29th June 1944

29th June 1944

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29th June 1944

29th June 1944

29th June 1944

29th June 1944

29th June 1944

INDISTINCT ORIGINAL

COMMERCIAL CREDIT TRUST (LEEDS) LIMITED



At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at the Registered Office of the Company on Friday, the 29th day of April, 1949, the following Resolution was duly passed as a SPECIAL RESOLUTION :—

Resolution.

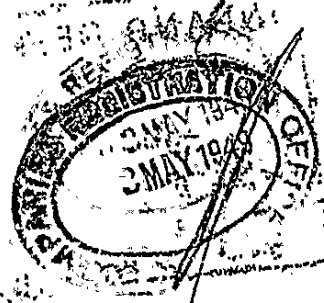
REGISTERED

3 MAY 1949

“That the Articles of Association contained in the printed document which has been produced to the Meeting, and for the purpose of identification subscribed by the Chairman thereof, be and the same are hereby adopted as the Articles of Association of the Company to the exclusion of and in substitution for all the existing Articles thereof.”

Stanley W. Jackson.

Chairman.



No. 388466.

THE COMPANIES ACTS, 1929 to 1948.

COMPANY LIMITED BY SHARES.

~~Memorandum~~

~~ARTICLE~~

New

Articles of Association

OF

Commercial Credit Trust
(Leeds) Limited

(Adopted by Special Resolution passed at an Extraordinary General Meeting of the Company held on the 29th April, 1949.)

Incorporated the 29th June, 1944.

SIMMONS & SIMMONS,

1, THREADNEEDLE STREET,

LONDON, E.C.2.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

New
Articles of Association
OF
Commercial Credit Trust (Leeds)
LIMITED.

(Adopted by Special Resolution passed at an Extraordinary General Meeting of the Company held on the 29th April, 1949.)

PRELIMINARY.

1. The regulations contained in Part I and regulations 2 to 6 inclusive contained in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A"), shall apply to the Company so far as the same are not excluded or varied hereby.

2. Regulations 3, 24, 52, 53, 75, 88, 89, 90, 91, 92, 96, 97 and 135 of Part I of Table A shall not apply to the Company.

SHARES.

3. The capital of the Company at the date of the adoption of these Articles is £5,000 divided into 5,000 shares of £1 each.

4. The shares shall be at the disposal of the Directors, who may allot, grant options over, or otherwise deal with or dispose of them subject to regulation 2 of Part II of Table A to such persons, at such times and generally on such terms and conditions as they think proper, but so that no shares shall be issued at a discount, except in accordance with Section 57 of the Act.

5. Subject to the provisions of Section 58 of the Act any preference shares may with the sanction of a Special Resolution be issued upon the terms that they are, or at the option of the Company are to be liable, to be redeemed.

6. The lien conferred by regulation 11 of Part I of Table A shall attach to fully paid up shares and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of several joint holders.

PROCEEDINGS AT GENERAL MEETINGS

7. All business shall be deemed special that is transacted at an Extraordinary General Meeting. All business that is transacted at an Annual General Meeting shall also be deemed special, with the exception of declaring a dividend, the consideration of the accounts and balance sheet and the reports of the Directors and Auditors and any other documents annexed to the balance sheet, the election of Directors and Auditors and other officers in the place of those retiring, the fixing of the remuneration of the Auditors, the voting of remuneration or extra remuneration to the Directors and any other business which under these Articles or the Statutes ought to be transacted at an Annual General Meeting.

8. A poll shall be taken whenever directed by the Chairman or demanded by one or more Members entitled to vote and regulation 58 of Part I of Table A shall be modified accordingly.

DIRECTORS.

9. Until otherwise determined by a General Meeting, the number of Directors shall be not less than two nor more than ten.

10. The Directors may grant special remuneration to any Director who, being called upon, shall be willing to render any special or extra services to the Company, or to go or reside abroad in connection with the conduct of any of the affairs of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director, and may be payable by way of a lump sum, participation in profits or otherwise as the Directors shall determine.

BORROWING POWERS.

11. The whole of the proviso to regulation 79 of Part I of Table A shall be omitted.

DISQUALIFICATION OF DIRECTORS.

12. The office of a Director shall be vacated :—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of Section 182 of the Act.
- (3) If he absents himself from the meetings of the Directors during a continuous period of six months without special leave of absence from the Directors, and they pass a resolution that he has by reason of such absence vacated office.

- (4) If he becomes bankrupt, or makes any arrangement or composition with his creditors.
- (5) If he is prohibited from being a Director by an order made under any of the provisions of Section 188 of the Act.
- (6) If he becomes of unsound mind.

ROTATION OF DIRECTORS.

13. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy or any other age.

14. Without prejudice to the power of the Company under Section 184 of the Act to remove a Director by Ordinary Resolution, the Company may by Extraordinary Resolution remove any Director and may by Ordinary Resolution appoint another Director in his stead.

15. Without prejudice to the powers of the Directors under regulation 95 of Part I of Table A the Company in General Meeting may by Ordinary Resolution appoint any person to be a Director either to fill a casual vacancy or as an additional Director.

ALTERNATE DIRECTORS.

16. If any Director shall be unable through illness or otherwise to attend any meeting of the Directors or shall be about to leave or shall have left the United Kingdom he may by writing under his hand appoint any other Director or appoint any person (who shall not require a share qualification or be entitled to receive any remuneration from the Company) to be his substitute and every such substitute shall, during such inability or absence of the Director appointing him, be entitled to attend and vote at meetings of the Directors, and generally shall have and exercise all the powers, rights, duties and authorities of the Director appointing him: Provided always that no such appointment of any person not being a Director shall be operative unless and until the approval of two-thirds of the Directors for the time being shall have been given. A Director may at any time revoke the appointment of a substitute appointed by him and (subject to such approval as aforesaid) appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his substitute shall thereupon cease and determine. Any revocation under this clause shall be effected by notice in writing under the hand of the Director making the same and any such notice if left at the registered office of the Company shall be sufficient evidence of such revocation.

EMPLOYEES' BENEFITS.

17. In order to carry into effect any profit-sharing schemes for the benefit of employees, other than Directors, either of this

Company or of any associated company, the Directors shall have power to appropriate for such purpose, and on such terms and conditions as they think proper, such profits of this Company as may be necessary for this object, or they may set aside profits for the purpose of creating superannuation or similar funds, or they may pay out of profits part of the amount due in shares in this Company taken up by employees under a general scheme available for all or any in particular of the employees, or may in any other way that is desirable in the interests of the Company utilise the profits of this Company for the benefits and use of employees of this or any associated company.

NOTICES.

18. In regulation 131 of Part I of Table A the words "in the case of a notice of a meeting" and all the words after the words "the letter containing the same is posted" shall be omitted.

WINDING UP.

19. If the Company shall be wound up, the Liquidator may, with the sanction of an Extraordinary Resolution and any other sanction required by the Act, divide among the Members in specie or in kind the whole or any part of the assets of the Company and any such division may be otherwise than in accordance with the existing rights of the Members, but so that if any division is resolved on otherwise than in accordance with such rights the Members shall have the same right of dissent and consequential rights as if such resolution were a Special Resolution passed pursuant to Section 287 of the Act. A Special Resolution sanctioning a transfer or sale to another company duly passed pursuant to the said Section may in like manner authorise the distribution of any shares or other consideration receivable by the Liquidator amongst the Members otherwise than in accordance with their existing rights, and any such determination shall be binding upon all the Members, subject to the right of dissent and consequential rights conferred by the said Section.

Stanley W. Jackson.

THE COMPANIES ACT, 1948



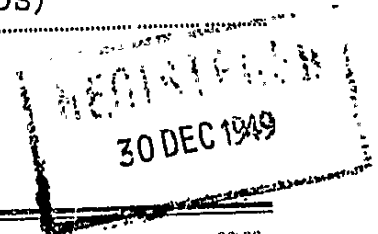
A
Companies
Registration Fee
Stamp of 5s.
must be impressed
here

Notice of Place where the Register of Members is kept, and of any change thereof

Pursuant to Section 110 of The Companies Act, 1948

NAME OF COMPANY

COMMERCIAL CREDIT TRUST (LEEDS)
LIMITED.



11G-96b9G

ms : "CERTIFICATE, ESTRAND, LONDON."

Telephone Number : Holborn 0434 (6 Lines).

JORDAN & SONS, LIMITED,

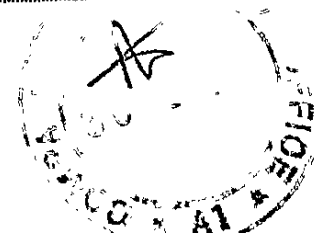
Company Registration Agents, Printers, and Publishers,
6 Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2.

ated by

Leslie Burbidge (Secretary)

Talbot House, Talbot Street,

NOTTINGHAM.



Notice
of
Place where the Register of Members is kept,
and of any change thereof,
of

COMMERCIAL CREDIT TRUST (LEEDS)
LIMITED.

To the Registrar of Companies

COMMERCIAL CREDIT TRUST (LEEDS) LIMITED

hereby gives you Notice, in accordance with Section 110 of The Companies Act, 1948, that the place where the Register of Members is kept is

NOTE.
The Number or Name (if any) of the Premises together with the street or road, town and county should be given, together with the name or style of the Firm or Company having custody (if appropriate).

Talbot House,

Talbot Street, NOTTINGHAM.

Signature

Director/Secretary.
Officer (State whether Director or Secretary.)

Dated the 20th day
of December 19 49

NOTE—This margin is reserved for printing, and must not be written across.

388466/26

No. 388466

The Companies Act, 1948



COMPANY LIMITED BY SHARES

Ordinary Resolution
OF
Commercial Credit Trust (Leeds) Limited

Passed on Monday, 14th September, 1953

REGISTERED
21 SEP 1953

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at Talbot House, Talbot Street, Nottingham, on the 14th day of September, 1953, the following Resolution was passed as an Ordinary Resolution.

IT WAS RESOLVED that the Nominal Capital of the Company be and is hereby increased to £50,000 by the creation of £45,000 Ordinary Shares of £1 each ranking pari passu with the existing Ordinary Shares of the Company.

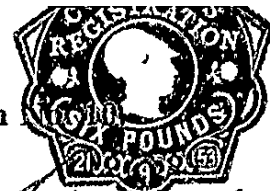

FREDERIC JAMES,
Chairman.



Number of
Company

388466/27

Form



THE COMPANIES ACT 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
name
of the
company

COMMERCIAL CREDIT TRUST (LIMITED)

LIMITED



NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

entered by

The Secretary

Tallor House

Tallor Street Nottingham



The Solicitors' Law Stationery Society, Limited,
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

To THE REGISTRAR OF COMPANIES.

COMMERCIAL CREDIT TRUST (LEEDS)
LIMITED

~~Limited~~, hereby gives you notice, pursuant to
Section 63 of the Companies Act, 1948, that by a * ordinary
Resolution of the Company dated the 14th day of SEPTEMBER 1953.
the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ 45,000
beyond the Registered Capital of £ 5,000.

* "Ordinary,"
"Extra-
ordinary," or
"Special".

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
<u>45,000</u>	<u>ORDINARY</u>	<u>£1</u>

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)
subject to which the new shares have been, or are to be, issued are as follows:—
ISSUING PAR PASSIM WITH THE EXISTING ordinary
SHARES.

** If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

State whether Director
or Secretary

Dated the

18th

day of

September

1953

Note.—This margin is reserved for binding and must not be written across

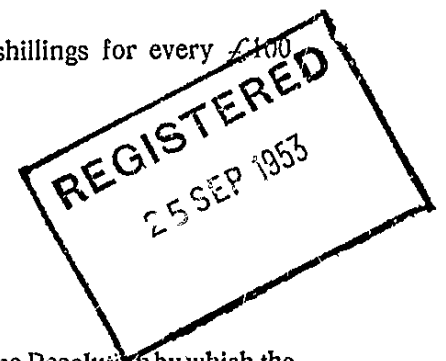


.....COMPANY, LIMITED.

Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891.

—The Stamp duty on an increase of Nominal Capital is Ten shillings for every £100

ction of £100—Section 41, Finance Act, 1933).



This statement is to be filed within 15 days after the passing of the Resolution by which the
ered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per
per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

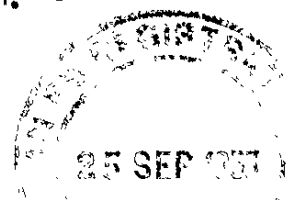
NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the
of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

ted for registration by

.....

.....Nottingham.

Stamps
L.C.S. 302.



The NOMINAL CAPITAL of.....

23

.....Company, Limited,

has by a Resolution of the Company dated..... 24th September, 1953.....

been increased by the addition thereto of the sum of £.45,000....., divided into

.....15,000.....shares of £.1.....each, beyond the Registered Capital of

.....Five thousand Pounds.....

Signature.....

Description Secretary.

Date 23rd Sept. 1953.....

NOTE.—This margin is reserved for Binding, and must not be written across.

No. of Company: 92056

388466/82

1970

45

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

COMMERCIAL CREDIT TRUST (LEEDS) LIMITED

(Passed 26th June 1970)

At an Extraordinary General Meeting of the Company
duly convened and held at Universal House
on the 26th day of June 1970 the following
resolution was duly passed as a Special Resolution

SPECIAL RESOLUTION

That the name of the Company be changed to
"WHITEAWAY, LAIDLAW & CO. LIMITED"

.....*Sydney Hoban*.....
Chairman



Filed By:

PAISNER & CO.
44 BEDFORD SQUARE
LONDON, W.C.1

(580-7091)

Ref 45



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 388466 / 83.

I hereby certify that

COMMERCIAL CREDIT TRUST (LEEDS) LIMITED

having by special resolution and with the approval of the Board of Trade changed its name, is now incorporated under the name of

WHITEAWAY, LAIDLAW & CO. LIMITED

Given under my hand at London the **14th JULY, 1970.**


(F. L. KNIGHT)

Assistant Registrar of Companies

466 / 86

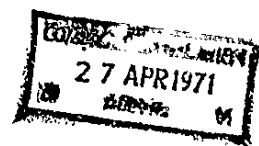
WHITEAWAY LAIDLAW & CO. LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the above Company duly convened and held at Universal House, Tottenham Court Road, London W.1. at 12 o'clock noon on 26 April 1971 the following Resolution was duly passed as an Ordinary Resolution.

RESOLUTION

That the Share Capital of the Company be increased to 100,000 by the creation of 950,000 Ordinary Shares of £1 each.

For *John Alden*
.....
Director



Notice and Statement* of Increase in Nominal Capital

To the REGISTRAR OF COMPANIES

WHITEAWAY, LAIDLAW & CO. LIMITED

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by an Ordinary Resolution of the Company dated the 15th day of April 1971 the nominal capital of the Company has been increased by the addition thereto of the sum of £ 950,000 beyond the registered capital of £ 50,000

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
950,000	Ordinary	£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows:—

* * If any of the new shares are Preference Shares state whether they are redeemable or not. If the space below is insufficient the conditions should be set out separately by way of annexure.

Pari Passu with existing Ordinary Shares

Signature..... *Sydney Cohen*State whether Director } Director
or Secretary }

Dated the.....day of..... 19 71

Presented by

Presentor's Reference..... 410

PAISNER & CO.,

44, BEDFORD SQUARE,

LONDON, W.C.1,

Form No. 10/10A



No. of Company 388466/98

Form No. 10/10A

THE COMPANIES ACTS 1948 to 1967

Notice and Statement* of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES

WHITEAWAY, LAIDLAW & CO.



Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by a [†] Special Resolution of the Company dated the 20th day of July 1973 the nominal capital of the Company has been increased by the addition thereto of the sum of £ 1,000 beyond the registered capital of £ 1,000,000

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
1,000	Ordinary	£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows:—

pari passu with Existing Ordinary Shares

Signature [Signature]

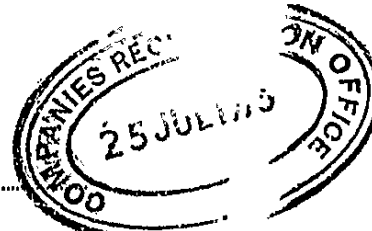
State whether Director or Secretary Director

Dated 20th day of July 1973

Presented by

Presentor's Reference 410

PAISNER & CO.,
44 Bedford Square,
London, W.C.1.



THE COMPANIES ACTS 1948 to 1967
COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS
OF
WHITEAWAY, LAIDLAW & CO. LIMITED
(Passed 16th August, 1973)

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at Universal House, 251-256 Tottenham Court Road, London, W.1., on the 15th day of August, 1973 the following Resolutions were duly passed as ORDINARY RESOLUTIONS:-

ORDINARY RESOLUTIONS

1. That the share capital be increased to £2,000,000 by the creation of 999,000 Ordinary Shares of £1 each.

That it is desirable to capitalise 999,000 being part of the amount standing to the credit of Share Premium Account of the Company and accordingly that forthwith upon the passing of the Resolution Numbered One above such sum be set free for distribution amongst the holders of the issued Ordinary Shares of £1 each of the Company who would have been entitled thereto if distributed by dividend and in the same proportions on condition that the same be not paid in cash but be applied in paying up in full 999,000 Ordinary Shares of £1 each to be allotted and distributed credited as fully paid up to and among such members in the due proportions fractions being disregarded and the Directors shall give effect to such a Resolution.

R. O. Sneddon

R. O. SNEDDON
Director



388466
100.

THE COMPANIES ACT 1929
AND
THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

IT IS HEREBY CERTIFIED that this is a true copy of the
Memorandum of Association of the Company as altered by
Special Resolution passed 20th day of July 1973

Memorandum

(As amended by Special Resolution passed 20th July 1973)

AND

NEW

Articles of Association

(Adopted by Special Resolution passed 20th July 1973)

OF

**WHITEAWAY, LAIDLAW & CO.
LIMITED**

Incorporated the 29th day of June 1944

No. 388466

57

8 OCT 1973

PAISNER & Co.,
44 Bedford Square,
London, WC1B 3DU



Certificate of Incorporation
On Change of Name

No. 388466

I HEREBY CERTIFY that COMMERCIAL CREDIT TRUST (LEEDS) LIMITED having by special resolution and with the approval of the Board of Trade changed its name, is now incorporated under the name of WHITEAWAY, LAIDLAW & CO. LIMITED.

GIVEN under my hand at London the 14th July, 1970.

F.L. KNIGHT
Assistant Registrar of Companies

No. 388466

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

Ordinary Resolution

OF

COMMERCIAL CREDIT TRUST (LEEDS) LIMITED

(Passed on Monday, 14th September, 1953)

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at Talbot House, Talbot Street, Nottingham, on the 14th day of September, 1953, the following Resolution was passed as an ORDINARY RESOLUTION.

It was resolved that the Nominal Capital of the Company be and is hereby increased to £50,000 by the creation of £45,000 Ordinary Shares of £1 each ranking *pari passu* with the existing Ordinary Shares of the Company.

FREDERIC JAMES,
Chairman.

No. 388466

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

OF

COMMERCIAL CREDIT TRUST (LEEDS) LIMITED

(Passed 26th June 1970)

AT an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at Universal House on the 26th day of June 1970 the following resolution was duly passed as a SPECIAL RESOLUTION :-

SPECIAL RESOLUTION

That the name of the Company be changed to WHITEAWAY, LAIDLAW & CO. LIMITED.

S.F. ROBIN
Chairman

No. 388466

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Ordinary Resolution

OF

WHITEAWAY, LAIDLAW & CO. LIMITED

(Passed 21st April 1971)

AT an EXTRAORDINARY GENERAL MEETING of the above Company duly convened and held at Universal House, Tottenham Court Road, London W.1. at 12 o'clock noon on 21st April 1971 the following Resolution was duly passed as an ORDINARY RESOLUTION :-

RESOLUTION

That the Share Capital of the Company be increased to £1,000,000 by the creation of 950,000 Ordinary Shares of £1 each.

SIDNEY F. ROBIN.
Director

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolutions

OF

WHITEAWAY, LAIDLAW & CO. LIMITED

(Passed 20th July 1973)

AT an EXTRAORDINARY GENERAL MEETING of the above Company duly convened and held at Universal House Tottenham Court Road W.1. on the 20th day of July 1973 the following Resolutions were duly passed as SPECIAL RESOLUTIONS:-

SPECIAL RESOLUTIONS

1. That the share capital of the Company be increased to £1,001,000 by the creation of 1,000 Ordinary Shares of £1 each. ✓
2. That the Memorandum of Association of the Company be altered with respect to its objects by deleting sub-clauses (A) to (F) thereof and substituting as sub-clause (A) to (U) the sub-clauses set out in paragraph 3 of the document produced to this Meeting and initialled for identification by the Chairman thereof.
3. That the Articles of Association contained in the document produced to the Meeting be approved and adopted as the Articles of Association of the Company in lieu of the existing Articles thereof.

S.F. ROBIN
Chairman

No. 388466

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Ordinary Resolutions

OF

WHITEAWAY, LAIDLAW & CO. LIMITED

(Passed 16th August, 1973)

AT an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at Universal House, 251-256 Tottenham Court Road, London W.1, on the 15th day of August, 1973 the following Resolutions were duly passed as ORDINARY RESOLUTIONS:-

ORDINARY RESOLUTIONS

1. That the share capital be increased to £2,000,000 by the creation of 999,000 Ordinary Shares of £1 each.
2. That it is desirable to capitalise 999,000 being part of the amount standing to the credit of Share Premium Account of the Company and accordingly that forthwith upon the passing of the Resolution Numbered One above such sum be set free for distribution amongst the holders of the issued Ordinary Shares of £1 each of the Company who would have been entitled thereto if distributed by dividend and in the same proportions on condition that the same be not paid in cash but be applied in paying up in full 999,000 Ordinary Shares of £1 each to be allotted and distributed credited as fully paid up to and among such members in the due proportions fractions being disregarded and the Directors shall give effect to such a Resolution.

S.F. ROBIN
Director.

Still Printed

THE COMPANIES ACT 1929
AND
THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum of Association
OF
**WHITEAWAY, LAIDLAW & CO.
LIMITED**

(As amended by Special Resolution passed 20th July 1973)

- * 1. The name of the Company is "COMMERCIAL CREDIT TRUST (LEEDS) 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 carry on business as bankers financiers and merchants, including (but not so as to qualify the generality of the objects of the Company) the borrowing, raising or taking up of money, lending or advancing money whether secured or not, discounting, negotiating, buying, selling, drawing, accepting and dealing in bills of exchange, promissory notes, coupons, drafts, bills of lading, warrants, debentures, certificates, scrip and other instruments and securities, whether transferable or negotiable, or not; granting and issuing letters of credit and circular notes; buying, selling and dealing in bullion and specie; acquiring, holding, issuing on commission, underwriting, sub-under-writing, obtaining options over and dealing with stocks, funds, shares, debentures, debenture stock, bonds, obligations, securities and investments of all kinds; negotiating loans and advances; receiving money and valuables on deposit, or for safe custody; or otherwise; collecting and transmitting money and securities; managing property; and transacting all kinds of guarantee and agency business commonly transacted by bankers

By a Special Resolution dated the 26th June 1970 the name of the Company was changed to WHITEAWAY, LAIDLAW & Co. LIMITED.

- (B) To carry on the trades or businesses of Credit Traders, Check Traders, Collectors, Providers of all kinds of Credit Facilities, Hirers, Letters on Hire-purchase, Bankers, Capitalists, Financiers, Brokers, Concessionaires, and Financial and Commercial Agents
- (C) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give, or accept, by way of consideration for any of the acts or things aforesaid or property acquired, and Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received
- (D) To enter into partnership or into any arrangement for sharing profits, union of interests, joint adventure, co-operation, amalgamation, reciprocal concession or for any other purpose with any person, persons or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which the 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 the Company, and to lend money to guarantee the contracts of and otherwise assist or subsidise any such person, persons or company
- (E) To issue circular notes, bills, drafts and other instruments and securities, whether to bearer or otherwise, and whether providing for the payment of money, or the delivery of bullion, or otherwise, and to make the same or any of them assignable free from equities
- (F) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise that may seem conducive to the Company's objects, or any of them, and to obtain from any such government or authority any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions
- (G) To purchase or by other means acquire any freehold, leasehold, or other property for any estate or interest whatever and any rights, privileges or easements over or in respect of any property and any buildings, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of the business or any other property of the Company
- (H) To acquire by original subscription, tender, purchase, exchange or otherwise and to hold shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any

company constituted or carrying on business in the United Kingdom or in any colony or dependency or possession thereof or in any foreign country, and debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any government, sovereign, ruler, commissioners, public body or authority, whether supreme, municipal, local or otherwise and whether at home or abroad

- (I) To apply for, purchase and otherwise to acquire any patents, brevets d'invention, licensees, secret processes and the like conferring any exclusive or non-exclusive or limited right to use any secret or other invention which may seem capable of being sold, disposed of or worked for the profit or benefit or in the interest of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to sell, dispose of or work the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire
- (J) To administer trust estates and the estates of deceased persons or bankrupt or insolvent estates or estates in liquidation in any part of the world, and to undertake the office of trustee, executor, administrator, assignee, inspector of any similar office, and to perform and discharge the duties of any such office for a commission or other remuneration or otherwise, and to keep for any company, government, authority or body, and register relating to any stocks, funds, shares or securities, or to undertake any duties in relation to the registration of transfers, the issue of certificates or otherwise
- (K) To buy or otherwise acquire, deal in, turn to account, mortgage, convert, exchange, sell, assign, surrender or otherwise dispose of property and assets of all kinds including hire-purchase agreements, credit-sale agreements, book debts, check trading debts, secured and unsecured debts, stocks, shares, debentures, mortgages, policies, contracts, options, claims, bonds, and other negotiable securities and instruments
- (L) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined
- (M) To remunerate and person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient
- (N) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commission to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or other securities of this Company

- (O) To establish support and subscribe to any funds, trusts, institution, society or association which may be for the benefit of the Company or its directors, employees, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any persons who may have been Directors of or may have served the Company, or to the wives, children, or other relatives or dependents of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any of such persons or of their wives, children, or other relatives or dependents
- (P) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place of guarantee the placing of underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid
- (Q) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities or any company purchasing the same
- (R) To distribute among the Members of the Company in kind any property of the Company and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing
- (S) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place
- (T) To carry out all or any of the foregoing objects as principals or agents and by or through trustees, agents or otherwise, and either in co-partnership or upon a joint account, or as a joint venture with any corporation, person, firm or association, and in any part of the world
- (U) To carry on any other trade or business whatever which can in the opinion of the directors be advantageously carried on by the Bank in connection with or as ancillary to any of the above businesses or the general business of the Bank

It is expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause

4. The Liability of the Members is Limited.

* 5. The Share Capital of the Company is Five Thousand Pounds divided into Five Thousand Shares of One Pound each.

- The Share Capital of the Company has subsequently been increased by Resolutions of the Company in the following manner:-

- (a) By an ordinary resolution passed 14th September 1953 to £50,000
- (b) By an ordinary resolution passed 21st April 1971 to £1,000,000
- (c) By a special resolution passed 20th July 1973 to £1,001,000
- (d) By an ordinary resolution passed 16th August 1973 to £2,000,000

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
<p>LESLIE SAGAR JACKSON, Ivy Cottage, Weeton, Huby, nr. Leeds, Yorkshire.</p> <p>Director of Limited Companies</p>	ONE
<p>STANLEY WHITAKER JACKSON, Middleham, Middleton Avenue, Ilkley, Yorkshire.</p> <p>Director of Limited Companies</p>	ONE

DATED the 23rd day of June, 1944.

WITNESS to the above Signatures :-

WM. HARRISON,
Solicitor,
Leeds.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

NEW

Articles of Association

OF

WHITEAWAY, LAIDLAW & CO. LIMITED

(Adopted by Special Resolution passed 20th July 1973)

1. The Regulations contained in Table A to the Companies Act 1929, shall not apply to the Company. The Regulations contained in Part II of Table A in the First Schedule of the Companies Act, 1948 (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these regulations.
 2. Regulations 24, 53, 77, 89 to 97 (inclusive) and 106 in Part I of Table A and Regulation 5 in Part II of Table A shall not apply to the Company.
 - * 3. The share capital of the Company is £1,001,000 divided into 1,001,000 Ordinary Shares of £1 each. ↓
 4. (A) Subject to the provisions of any agreement binding on the Company, and in case of shares other than those constituting the original capital of the Company subject to any directions contained in the resolution of the Company creating the same, the shares of the Company, whether forming part of the original capital of the Company or subsequently created, shall be under the control of the Directors who may allot and dispose of or grant options over them to such person and on such terms as the Directors think fit.
- * By an ordinary resolution passed 16th August 1973 the share capital of the Company was increased to Two Million Pounds by the creation of 999,000 Ordinary Shares of £1 each.

(B) The lien conferred by Clause 11 of Part I of Table A shall extend to fully paid 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. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.

6. Unless and until otherwise determined by the Company in general meeting the Directors shall not be less than two in number.

7. Each Director shall have the power from time to time to appoint with the approval of the Board of Directors (such approval not to be unreasonably withheld) any person to act as an alternate Director in his place at all meetings, in all proceedings in which, and on all occasions when he shall not himself act, and on such appointment being made the alternate Director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. An alternate Director shall be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall *ipso facto* vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this clause shall be effected in writing under the hand of the Director making the same.

8. A Director who declares his interest therein in manner provided by the Act may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted, and he shall be counted in the quorum when any such contract or arrangement is under consideration and paragraphs (2) and (4) of Regulation 84 in Part I of Table A shall not apply to the Company.

9. A resolution in writing signed by all the Directors (other than a Director for the time being absent from the United Kingdom and not represented by an alternate Director) shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors.

10. A Director and alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.

11. No person shall be disqualified from becoming a Director by reason of his attaining or having attained the age of 70 or any other age.

12. The proviso to Regulation 79 in Part I of Table A shall not apply to the Company.

13. A Member or Members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors

either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

14. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, so long as the maximum number of Directors fixed by or pursuant to these Articles is not thereby exceeded.

15. (1) The Directors may from time to time appoint any person to be a Special Director of the Company. Any Special Director so appointed may be given such title as may be determined by the Directors.

(2) The expression "Director" and the expression "Directors" in these Articles shall not mean or include or be construed to mean or include a Special Director or Special Directors appointed under this Article.

(3) A Special Director shall not be required to hold any shares in the Company to qualify him as such.

(4) Save as otherwise agreed between him and the Company the appointment of a person to be a Special Director shall not effect the terms and conditions of his employment by the Company or a subsidiary a fellow subsidiary or a holding company of the Company (if he be so employed) whether as regards duties, remuneration, pension or otherwise.

(5) The Appointment of a Special Director shall be vacated if :-

- (a) by a notice in writing to the Company he resigns the appointment of Special Director;
- (b) he becomes bankrupt or enters into any arrangement with his creditors generally;
- (c) he is found lunatic or becomes of unsound mind;
- (d) he is prohibited by reason of any order of the Court from being a Director;
- (e) he ceases to be in the employment of the Company or a subsidiary a fellow subsidiary or a holding company of the Company in some capacity other than that of a Special Director of the Company;
- (f) the Directors of the Company pass a resolution that he be removed from office as a Special Director.

(6) A Special Director (not being a Director) shall not whilst holding office as Special Director be subject to retirement by rotation or taken into account in determining the rotation of retirement of Directors.

(7) A Special Director shall not be entitled to receive notice of or attend at any meeting of the Directors except when expressly invited by the Directors so to do, and if he does so attend he shall not be entitled to vote at that meeting, and in calculating the number necessary to form a quorum at any meeting of the Directors any Special Director present shall not be counted.

(8) A Special Director shall not except with and to the extent of the previous sanction of the Directors which may in their absolute discretion be withheld or withdrawn at any time be entitled to participate in the exercise of any of the collective powers or duties of the Directors or the Board, or to exercise any of the powers or rights of a Director individually under these Articles (including this Article) or in any way to exercise any control in, over or concerning the affairs of the Company whatsoever provided that no act shall be done by the Directors which would impose any personal liability on any of all of the Special Directors without his or their knowledge and consent.

(9) The appointment, continuance in office, removal, powers and duties and remuneration (if any) of the Special Directors and each of them shall subject to this Article be determined by the Directors in their sole discretion who shall have full power to make such arrangements as they shall think fit.

TO BE FILED

Form No. 10/10A

No. of Company 388466 / 102

THE COMPANIES ACTS 1948 to 1967

Notice ~~and Statement~~* of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES

WHITEAWAY, LAIDLAW & CO. LIMITED

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by an Ordinary Resolution of the Company dated the 16th day of August 1973 the nominal capital of the Company has been increased by the addition thereto of the sum of £ 999,000 beyond the registered capital of £ 1,001,000

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
999,000	Ordinary	£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows:—

PARI PASSU WITH EXISTING ORDINARY SHARES

Signature M. F. Barker

State whether Director } SECRETARY
or Secretary }

Dated the 17th day of September 1973

Presented by

Presentor's Reference 410

Paisner & Co.,

44 Bedford Square

LONDON W.C.1.



* DELETE "and Statement" in cases where SEPARATE statements are not necessary for the purpose.

Insert name of Company

* State whether Ordinary or Extraordinary or Special Resolution.

Many of the new shares are for preference shares state whether they are redeemable or not. If this applies insert the date on which they should be redeemed.

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY
GENERAL MEETING of the above-named Company
will be held at Universal House Tottenham
Court Road W.1. on 20th July 1973 at
4 o'clock when the following Resolutions
will be proposed as SPECIAL RESOLUTIONS :-

SPECIAL RESOLUTIONS

1. That the share capital of the Company be increased
to £1,001,000 by the creation of 1,000 Ordinary Shares
of £1 each
2. That the Memorandum of Association of the Company
be altered with respect to its objects by deleting
sub-clauses (A) to (X) thereof and substituting as
sub-clause (A) to (U) the sub-clauses set out in paragraph
3 of the document produced to this Meeting and initialled
for identification by the Chairman the
3. That the Articles of Association contained in the
document produced to the Meeting be approved and adopted
as the Articles of Association of the Company in lieu
of the existing Articles thereof

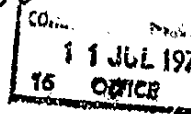
Certified a true copy of the Special
Resolution dated 20th July 1973

BY ORDER OF THE BOARD

S. F. Robin
CHAIRMAN

S. F. ROBIN

Director



DAMAGED DOCUMENT

NO. 388466

128
THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

WHITEAWAY, LAIDLAW & CO. LIMITED

Passed 31st March 1983

At an Extraordinary General Meeting of the above Company
duly convened and held on 31st March 1983
the following Resolution was duly passed as a Special
Resolution of the Company

SPECIAL RESOLUTION

That the Memorandum of Association of the Company with
respect to its objects be altered as follows:-

- (1) BY the addition thereto of the following sub-clause
to clause 3 to be inserted immediately after
sub-clause 3(E) :-

"(E) (ii) To issue stocks funds shares debentures
debenture stock (perpetual or otherwise) bonds and
obligations in respect of the borrowing or raising
of money or otherwise in respect of the carrying on
of the Company's business and to secure the
repayment of any money borrowed raised or owing by
mortgage charge or lien upon all or any of the
property or assets of the Company (both present and
future) including its uncalled capital, and also by
a similar mortgage, charge or lien to secure and
guarantee the performance by the Company or any other
person or company of any obligation undertaken by
the Company or any other person or company as the
case may be."



No.388466

1143

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

- of -

WHITEAWAY, LAIDLAW & CO LIMITED

Passed *16th June* 1987

At an Extraordinary General Meeting of the above Company duly convened and held on *16th June* 1987 the following resolutions were duly passed, No. 1 as an Ordinary Resolution and No. 2 as a Special Resolution

RESOLUTIONS

1. That the nominal capital of the Company be increased from £2,000,000 to £5,000,000 by the creation of 3,000,000 Ordinary Shares of £1 each, such new shares to rank pari passu in all respects with the existing Ordinary Shares in the Company;
2. That the sum of £3,000,000 standing to the credit of the Capital Reserves be capitalised (upon the recommendation of the Directors, it being desirable to do so) and the Directors be authorised to appropriate the said sum of £3,000,000 as capital to and amongst the persons appearing on the Register of Members immediately prior to the passing of

this Resolution as holders of Ordinary Shares such sum to be applied in paying up in full 3,000,000 Ordinary Shares of £1 each of the Company and that such 3,000,000 Ordinary Shares credited as fully paid be allotted and distributed to such persons in the proportion of 3 such new Ordinary Shares for every 2 Ordinary Shares of £1 each then held by such persons respectively and so that the Ordinary Shares to be issued pursuant to this Resolution shall rank in full for all dividends hereafter declared or paid on the ordinary share capital of the Company and in all other respects pari passu inter se for all purposes;

Dated

16th June

1987

A. J. Spittle

CHAIRMAN

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

[114]

388466

Name of company

* WHITEWAY, LAIDLAW & CO. LIMITED

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company

dated 16th June ~~April~~ 1987 the nominal capital of the company has been
increased by £ 3,000,000 beyond the registered capital of £ 2,000,000.§ 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 new Ordinary Shares of £1 each rank pari passu in all respects with
the existing Ordinary Shares of £1 each.Please tick here if
continued overleaf† delete as
appropriate

Signed

M. F. Hurl[Director][Secretary]† Date 16.6.87Presenter's name address and
reference (if any):PAISNER & CO.
BOUVERIE HOUSE
154 FLEET STREET
LONDON EC4A 2DQ

REF: KGS/MS/1037.54

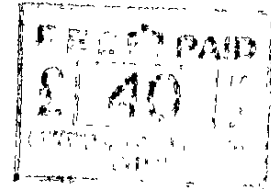
For official Use

General Section

Post room



412



No. 388466

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
of
WHITEAWAY LAIDLAW & CO. LIMITED

(Passed *5th JANUARY* 1988)

At an EXTRAORDINARY GENERAL MEETING of the Company duly
convened and held AT *AMBASSADOR HOUSE, BRISTOL ROAD, TURNER HEATH*
MALEY on the *fifth*
day of *January* 1988 the following Resolution was
duly passed as a Special Resolution

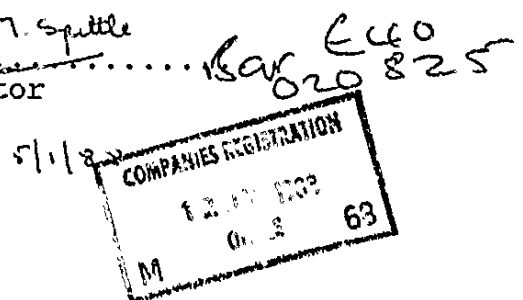
SPECIAL RESOLUTION

THAT the name of the Company be changed to: Whiteaway
Laidlaw Bank Limited *1288 J/KY.*

A7091



a. J. Spittle
.....
Director



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 388466

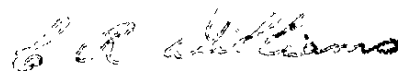
I hereby certify that

WHITEAWAY, LAIDLAW & CO. LIMITED

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

WHITEAWAY LAIDLAW BANK LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 1 FEBRUARY 1938


J. P. WILLIAMS

an authorised officer

THE COMPANIES ACT, 1985

WHITEAWAY LAIDLAW BANK LIMITED

ORDINARY & SPECIAL RESOLUTIONS

PASSED 13th December 1989

At the ANNUAL GENERAL MEETING of the Company, duly convened and held on 13th December 1989, the following Resolutions were duly passed as ORDINARY and SPECIAL RESOLUTIONS

ORDINARY RESOLUTIONS

- 1 That the authorised share capital in the Company be increased from £5,000,000 to £30,000,000 by the creation of 25,000,000 Ordinary Shares of £1 each ranking pari passu in all respects with the existing Ordinary Shares of £1 each in the capital of the Company.
- 2 That the Directors be and are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to allot up to 25,000,000 Ordinary Shares of £1 each in the capital of the Company at any time or times during the period of 5 years from the date of the passing of this resolution and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority.

SPECIAL RESOLUTION

- 1 That the Articles of Association of the Company be amended by the addition of the following sentence at the end of Article 4A.

In accordance with Section 91(1) of the Companies Act 1985 Section 89 (1) and 90(1) to (6) (inclusive) shall not apply to any allotment of equity securities (as defined in Section 94 of the said Act) in the Company.



at Spittle
A T SPITTLE
Chairman

G**Notice of increase
in nominal capital****123**

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

--	--	--	--

388466

Name of company

WHITEAWAY LAIDLAW BANK LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 13/12/1989 the nominal capital of the company has been
increased by 25000000.0 beyond the registered capital of 5000000.00

A copy of the resolution authorising the increase is attached.

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

Please tick here if
continued overleaf☐

Signed



Designation

Company
Secretary

Date

15/12/89

Presentor's name address and
reference (if any):For official Use
General Section

Post room

COMPANIES HOUSE	
18 DEC 1989	
M	26

No. 388466

THE COMPANIES ACT 1929
AND
THE COMPANIES ACT 1948
AND
THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

Memorandum

(As amended by Special Resolution passed 20th July, 1973)

AND

NEW

Articles of Association

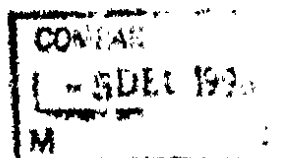
*(Adopted by Special Resolution passed 20th July, 1973
and as amended by Special Resolution passed 13th December, 1989)*

OF

WHITEAWAY LAIDLAW BANK LIMITED

Incorporated the 29th day of June, 1944

PAISNER & CO.,
Bouverie House,
154 Fleet Street,
LONDON EC4A 2DQ





Certificate of Incorporation
on change of name

No. 388466

I HEREBY CERTIFY that COMMERCIAL CREDIT TRUST (LEEDS) LIMITED having by special resolution and with the approval of the Board of Trade changed its name, is now incorporated under the name of WHITEAWAY, LAIDLAW & CO. LIMITED.

GIVEN under my hand at London the 14th July, 1970.

F.L. KNIGHT
Assistant Registrar of Companies



Certificate of Incorporation
on change of name

No. 388466

I HEREBY CERTIFY that WHITEAWAY, LAIDLAW & CO. LIMITED having by special resolution changed its name, is now incorporated under the name of WHITEAWAY LAIDLAW BANK LIMITED.

GIVEN under my hand at the Companies Registration Office, Cardiff the 1st February, 1988.

MRS. C.R. WILLIAMS
an authorised officer

THE COMPANIES ACT 1929
AND
THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

WHITEAWAY LAIDLAW BANK LIMITED

(As amended by Special Resolution passed 20th July 1973)

* 1. The name of the Company is "WHITEAWAY LAIDLAW BANK LIMITED".

2. The registered office of the Company will be situated in England.

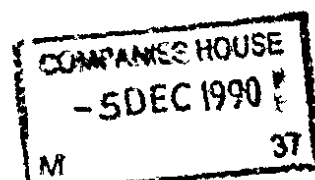
** 3. The objects for which the Company is established are:-

(A) To carry on business as bankers financiers and merchants, including (but not so as to qualify the generality of the objects of the Company) the borrowing, raising or taking up of money, lending or advancing money whether secured or not, discounting, negotiating, buying, selling, drawing, accepting and dealing in bills of exchange, promissory notes, coupons, drafts, bills of lading, warrants, debentures, certificates, scrip and other instruments and securities, whether transferable or negotiable or not; granting

* On the 14th July 1970 the name of the Company was changed from "COMMERCIAL CREDIT TRUST (LEEDS) LIMITED" to "WHITEAWAY, LAIDLAW & CO. LIMITED".

On the 1st February 1988 the name of the Company was changed from "WHITEAWAY, LAIDLAW & CO. LIMITED" to "WHITEAWAY LAIDLAW BANK LIMITED".

** As amended by Special Resolution passed on the 20th July 1973.



and issuing letters of credit and circular notes; buying, selling and dealing in bullion and specie; acquiring, holding, issuing on commission, underwriting, sub-underwriting, obtaining options over and dealing with stocks, funds, shares, debentures, debenture stock, bonds, obligations, securities and investments of all kinds; negotiating loans and advances; receiving money and valuables on deposit, or for safe custody; or otherwise; collecting and transmitting money and securities; managing property; and transacting all kinds of guarantee and agency business commonly transacted by bankers.

- (B) To carry on the trades or businesses of Credit Traders, Check Traders, Collectors, Providers of all kinds of Credit Facilities, Hirers, Letters on Hire-purchase, Bankers, Capitalists, Financiers, Brokers, Concessionaires, and Financial and Commercial Agents.
- (C) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give, or accept, by way of consideration for any of the acts or things aforesaid or property acquired, and Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.
- (D) To enter into partnership or into any arrangement for sharing profits, union of interests, joint adventure, co-operation, amalgamation, reciprocal concession or for any other purpose with any person, persons or company carrying on or engaged in, or about to carry on or engage in, any business or

transaction which the 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 the Company, and to lend money to guarantee the contracts of and otherwise assist or subsidise any such person, persons or company.

- (E) To issue circular notes, bills, drafts and other instruments and securities, whether to bearer or otherwise, and whether providing for the payment of money, or the delivery of bullion, or otherwise, and to make the same or any of them assignable free from equities.
- (F) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise that may seem conducive to the Company's objects, or any of them, and to obtain from any such government or authority any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.
- (G) To purchase or by other means acquire any freehold, leasehold, or other property for any estate or interest whatever and any rights, privileges or easements over or in respect of any property and any buildings, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of the business or any other property of the Company.
- (H) To acquire by original subscription, tender, purchase, exchange or otherwise and to hold shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in the United Kingdom or in any colony or dependency or possession thereof or in any foreign country, and debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any government, sovereign, ruler, commissioners, public body or authority, whether supreme, municipal, local or otherwise and whether at home or abroad.

- (I) To apply for, purchase and otherwise to acquire any patents, brevets d'invention, licences, secret processes and the like conferring any exclusive or non-exclusive or limited right to use any secret or other invention which may seem capable of being sold, disposed of or worked for the profit or benefit or in the interest of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to sell, dispose of or work the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (J) To administer trust estates and the estates of deceased persons or bankrupt or insolvent estates or estates in liquidation in any part of the world, and to undertake the office of trustee, executor, administrator, assignee, inspector of any similar office, and to perform and discharge the duties of any such office for a commission or other remuneration or otherwise, and to keep for any company, government, authority or body, and register relating to any stocks, funds, shares or securities, or to undertake any duties in relation to the registration of transfers, the issue of certificates or otherwise.
- (K) To buy or otherwise acquire, deal in, turn to account, mortgage, convert, exchange, sell, assign, surrender or otherwise dispose of property and assets of all kinds including hire-purchase agreements, credit-sale agreements, book debts, check trading debts, secured and unsecured debts, stocks, shares, debentures, mortgages, policies, contracts, options, claims, bonds, and other negotiable securities and instruments.
- (L) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (M) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them

of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

- (N) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commission to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or other securities of this Company.
- (O) To establish support and subscribe to any funds, trusts, institution, society or association which may be for the benefit of the Company or its directors, employees, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any persons who may have been Directors of or may have served the Company, or to the wives, children, or other relatives or dependants of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any of such persons or of their wives, children, or other relatives or dependants.
- (P) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (Q) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities or any company purchasing the same.

- (R) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (S) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.
- (T) To carry out all or any of the foregoing objects as principals or agents and by or through trustees, agents or otherwise, and either in co-partnership or upon a joint account, or as a joint venture with any corporation, person, firm or association, and in any part of the world.
- (U) To carry on any other trade or business whatever which can in the opinion of the directors be advantageously carried on by the Bank in connection with or as ancillary to any of the above businesses or the general business of the Bank.

It is expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-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.

* On the 14th September 1953 the Share Capital of the Company was increased to £50,000 divided into 50,000 Ordinary Shares of £1 each.

On the 21st April 1971 the Share Capital of the Company was increased to £1,000,000 divided into 1,000,000 Ordinary Shares of £1 each.

On the 20th July 1973 the Share Capital of the Company was increased to £1,001,000 divided into 1,001,000 Ordinary Shares of £1 each.

On the 16th August 1973 the Share Capital of the Company was increased to £2,000,000 divided into 2,000,000 Ordinary Shares of £1 each.

On the 16th June 1987 the Share Capital of the Company was increased to £5,000,000 divided into 5,000,000 Ordinary Shares of £1 each.

On the 13th December 1989 the Share Capital of the Company was increased to £30,000,000 divided into 30,000,000 Ordinary 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
---	---

LESLIE SAGAR JACKSON, Ivy Cottage, Weeton, Huby, nr. Leeds, Yorkshire.	One
---	-----

Director of Limited Companies

STANLEY WHITAKER JACKSON, Middleham, Middleton Avenue, Ilkley, Yorkshire.	One
---	-----

Director of Limited Companies

DATED the 23rd day of June, 1944.

WITNESS to the above Signatures:-

WM. HARRISON,

Solicitor,
Leeds.

THE COMPANIES ACT 1948
AND
THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY SHARES

NEW

Articles of Association

OF

WHITEAWAY LAIDLAW BANK LIMITED

*(Adopted by Special Resolution passed 20th July 1973
and as amended by Special Resolution passed
13th December 1989)*

1. The Regulations contained in Table A to the Companies Act 1929, shall not apply to the Company. The Regulations contained in Part II of Table A in the First Schedule of the Companies Act, 1948 (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these regulations.
2. Regulations 24, 53, 77, 89 to 97 (inclusive) and 106 in Part I of Table A and Regulation 5 in Part II of Table A shall not apply to the Company.
- * 3. The share capital of the Company is £1,001,000 divided into 1,001,000 Ordinary Shares of £1 each.
- ** 4. (A) Subject to the provisions of any agreement binding on the Company, and in case of shares other than

* On the 16th August 1973 the Share Capital of the Company was increased to £2,000,000 divided into 2,000,000 Ordinary Shares of £1 each.

On the 16th June 1987 the Share Capital of the Company was increased to £5,000,000 divided into 5,000,000 Ordinary Shares of £1 each.

On the 13th December 1989 the Share Capital of the Company was increased to £30,000,000 divided into 30,000,000 Ordinary Shares of £1 each.

** As amended by Special Resolution passed on the 13th December 1989.



those constituting the original capital of the Company subject to any directions contained in the resolution of the Company creating the same, the shares of the Company, whether forming part of the original capital of the Company or subsequently created, shall be under the control of the Directors who may allot and dispose of or grant options over them to such person and on such terms as the Directors think fit. In accordance with Section 91(1) of the Companies Act 1985, Sections 89(1) and 90(1) to (6) (inclusive) shall not apply to any allotment of equity securities (as defined in Section 94 of the said Act) in the Company.

(B) The lien conferred by Clause 11 of Part I of Table A shall extend to fully paid 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. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.

6. Unless and until otherwise determined by the Company in General Meeting the Directors shall not be less than two in number.

7. Each Director shall have the power from time to time to appoint with the approval of the Board of Directors (such approval not to be unreasonably withheld) any person to act as an alternate Director in his place at all meetings, in all proceedings in which, and on all occasions when he shall not himself act, and on such appointment being made the alternate Director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. An alternate Director shall be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall *ipso facto* vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this Clause shall be effected

in writing under the hand of the Director making the same.

8. A Director who declares his interest therein in manner provided by the Act may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted, and he shall be counted in the quorum when any such contract or arrangement is under consideration and paragraphs (2) and (4) of Regulation 84 in Part I of Table A shall not apply to the Company.

9. A resolution in writing signed by all the Directors (other than a Director for the time being absent from the United Kingdom and not represented by an alternate Director) shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors.

10. A Director and alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.

11. No person shall be disqualified from becoming a Director by reason of his attaining or having attained the age of 70 or any other age.

12. The proviso to Regulation 79 in Part I of Table A shall not apply to the Company.

13. A Member or Members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

14. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the

existing Directors, so long as the maximum number of Directors fixed by or pursuant to these Articles is not thereby exceeded.

15. (1) The Directors may from time to time appoint any person to be a Special Director of the Company. Any Special Director so appointed may be given such title as may be determined by the Directors.

(2) The expression "Director" and the expression "Directors" in these Articles shall not mean or include or be construed to mean or include a Special Director or Special Directors appointed under this Article.

(3) A Special Director shall not be required to hold any shares in the Company to qualify him as such.

(4) Save as otherwise agreed between him and the Company the appointment of a person to be a Special Director shall not affect the terms and conditions of his employment by the Company or a subsidiary a fellow subsidiary or a holding company of the Company (if he be so employed) whether as regards duties, remuneration, pension or otherwise.

(5) The Appointment of a Special Director shall be vacated if:

- (a) by a notice in writing to the Company he resigns the appointment of Special Director;
- (b) he becomes bankrupt or enters into any arrangement with his creditors generally;
- (c) he is found lunatic or becomes of unsound mind;
- (d) he is prohibited by reason of any order of the Court from being a Director;
- (e) he ceases to be in the employment of the Company or a subsidiary a fellow subsidiary or a holding company of the Company in some capacity other than that of a Special Director of the Company;
- (f) the Directors of the Company pass a resolution that he be removed from office as a Special Director.

(6) A Special Director (not being a Director) shall not whilst holding office as Special Director be subject to retirement by rotation or taken into account in determining the rotation of retirement of Directors.

(7) A Special Director shall not be entitled to receive notice of or attend at any meeting of the Directors except when expressly invited by the Directors so to do, and if he does so attend he shall not be entitled to vote at that meeting, and in calculating the number necessary to form a quorum at any meeting of the Directors any Special Director present shall not be counted.

(8) A Special Director shall not except with and to the extent of the previous sanction of the Directors which may in their absolute discretion be withheld or withdrawn at any time be entitled to participate in the exercise of any of the collective powers or duties of the Directors or the Board, or to exercise any of the powers or rights of a Director individually under these Articles (including this Article) or in any way to exercise any control in, over or concerning the affairs of the Company whatsoever provided that no act shall be done by the Directors which would impose any personal liability on any or all of the Special Directors without his or their knowledge and consent.

(9) The appointment, continuance in office, removal, powers and duties and remuneration (if any) of the Special Directors and each of them shall subject to this Article be determined by the Directors in their sole discretion who shall have full power to make such arrangements as they shall think fit.

THE COMPANIES ACT 1929
AND
THE COMPANIES ACT 1948
AND
THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

Memorandum

*(As amended by Special Resolution passed
20th July, 1973)*

AND

NEW

Articles of Association

*(Adopted by Special Resolution passed 2nd
July, 1973 and as amended by Special Resolution
passed 13th December, 1989)*

OF

WHITEAWAY LAIDLAW BANK LIMITED

Incorporated the 29th day of June, 1944

No. 388466

PAISNER & CO.,
Bouverie House,
154 Fleet Street,
LONDON EC4A 2DQ

No. 388466

THE COMPANIES ACT 1929
AND
THE COMPANIES ACT 1948
AND
THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

Memorandum

(As amended by Special Resolution passed 20th July, 1973)

AND

NEW

Articles of Association

*(Adopted by Special Resolution passed 20th July, 1973
and as amended by Special Resolution passed 13th December, 1989)*

OF

WHITEAWAY LAIDLAW BANK LIMITED

Incorporated the 29th day of June, 1944

PAISNER & CO.,
Bouverie House,
154 Fleet Street,
LONDON EC4A 2DQ



Certificate of Incorporation
on change of name

No. 388466

I HEREBY CERTIFY that COMMERCIAL CREDIT TRUST (LEEDS) LIMITED having by special resolution and with the approval of the Board of Trade changed its name, is now incorporated under the name of WHITEAWAY, LAIDLAW & CO. LIMITED.

GIVEN under my hand at London the 14th July, 1970.

F.L. KNIGHT
Assistant Registrar of Companies



Certificate of Incorporation
on change of name

No. 388466

I HEREBY CERTIFY that WHITEAWAY, LAIDLAW & CO. LIMITED having by special resolution changed its name, is now incorporated under the name of WHITEAWAY LAIDLAW BANK LIMITED.

GIVEN under my hand at the Companies Registration Office, Cardiff the 1st February, 1988.

MRS. C.R. WILLIAMS
an authorised officer

THE COMPANIES ACT 1929
AND
THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

WHITEAWAY LAIDLAW BANK LIMITED

(As amended by Special Resolution passed 20th July 1973)

- * 1. The name of the Company is "WHITEAWAY LAIDLAW BANK 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 carry on business as bankers financiers and merchants, including (but not so as to qualify the generality of the objects of the Company) the borrowing, raising or taking up of money, lending or advancing money whether secured or not, discounting, negotiating, buying, selling, drawing, accepting and dealing in bills of exchange, promissory notes, coupons, drafts, bills of lading, warrants, debentures, certificates, scrip and other instruments and securities, whether transferable or negotiable or not; granting

* On the 14th July 1970 the name of the Company was changed from "COMMERCIAL CREDIT TRUST (LEEDS) LIMITED" to "WHITEAWAY, LAIDLAW & CO. LIMITED".

On the 1st February 1988 the name of the Company was changed from "WHITEAWAY, LAIDLAW & CO. LIMITED" to "WHITEAWAY LAIDLAW BANK LIMITED".

** As amended by Special Resolution passed on the 20th July 1973.

and issuing letters of credit and circular notes; buying, selling and dealing in bullion and specie; acquiring, holding, issuing on commission, underwriting, sub-underwriting, obtaining options over and dealing with stocks, funds, shares, debentures, debenture stock, bonds, obligations, securities and investments of all kinds; negotiating loans and advances; receiving money and valuables on deposit, or for safe custody; or otherwise; collecting and transmitting money and securities; managing property; and transacting all kinds of guarantee and agency business commonly transacted by bankers.

- (B) To carry on the trades or businesses of Credit Traders, Check Traders, Collectors, Providers of all kinds of Credit Facilities, Hirers, Letters on Hire-purchase, Bankers, Capitalists, Financiers, Brokers, Concessionaires, and Financial and Commercial Agents.
- (C) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give, or accept, by way of consideration for any of the acts or things aforesaid or property acquired, and Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.
- (D) To enter into partnership or into any arrangement for sharing profits, union of interests, joint adventure, co-operation, amalgamation, reciprocal concession or for any other purpose with any person, persons or company carrying on or engaged in, or about to carry on or engage in, any business or

transaction which the 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 the Company, and to lend money to guarantee the contracts of and otherwise assist or subsidise any such person, persons or company.

- (E) To issue circular notes, bills, drafts and other instruments and securities, whether to bearer or otherwise, and whether providing for the payment of money, or the delivery of bullion, or otherwise, and to make the same or any of them assignable free from equities.
- (F) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise that may seem conducive to the Company's objects, or any of them, and to obtain from any such government or authority any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.
- (G) To purchase or by other means acquire any freehold, leasehold, or other property for any estate or interest whatever and any rights, privileges or easements over or in respect of any property and any buildings, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of the business or any other property of the Company.
- (H) To acquire by original subscription, tender, purchase, exchange or otherwise and to hold shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in the United Kingdom or in any colony or dependency or possession thereof or in any foreign country, and debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any government, sovereign, ruler, commissioners, public body or authority, whether supreme, municipal, local or otherwise and whether at home or abroad.

- (I) To apply for, purchase and otherwise to acquire any patents, brevets d'invention, licences, secret processes and the like conferring any exclusive or non-exclusive or limited right to use any secret or other invention which may seem capable of being sold, disposed of or worked for the profit or benefit or in the interest of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to sell, dispose of or work the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (J) To administer trust estates and the estates of deceased persons or bankrupt or insolvent estates or estates in liquidation in any part of the world, and to undertake the office of trustee, executor, administrator, assignee, inspector of any similar office, and to perform and discharge the duties of any such office for a commission or other remuneration or otherwise, and to keep for any company, government, authority or body, and register relating to any stocks, funds, shares or securities, or to undertake any duties in relation to the registration of transfers, the issue of certificates or otherwise.
- (K) To buy or otherwise acquire, deal in, turn to account, mortgage, convert, exchange, sell, assign, surrender or otherwise dispose of property and assets of all kinds including hire-purchase agreements, credit-sale agreements, book debts, check trading debts, secured and unsecured debts, stocks, shares, debentures, mortgages, policies, contracts, options, claims, bonds, and other negotiable securities and instruments.
- (L) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (M) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them

of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

- (N) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commission to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or other securities of this Company.
- (O) To establish support and subscribe to any funds, trusts, institution, society or association which may be for the benefit of the Company or its directors, employees, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any persons who may have been Directors of or may have served the Company, or to the wives, children, or other relatives or dependants of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any of such persons or of their wives, children, or other relatives or dependants.
- (P) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (Q) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities or any company purchasing the same.

- (R) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (S) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.
- (T) To carry out all or any of the foregoing objects as principals or agents and by or through trustees, agents or otherwise, and either in co-partnership or upon a joint account, or as a joint venture with any corporation, person, firm or association, and in any part of the world.
- (U) To carry on any other trade or business whatever which can in the opinion of the directors be advantageously carried on by the Bank in connection with or as ancillary to any of the above businesses or the general business of the Bank.

It is expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-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.

* On the 14th September 1953 the Share Capital of the Company was increased to £50,000 divided into 50,000 Ordinary Shares of £1 each.

On the 21st April 1971 the Share Capital of the Company was increased to £1,000,000 divided into 1,000,000 Ordinary Shares of £1 each.

On the 20th July 1973 the Share Capital of the Company was increased to £1,001,000 divided into 1,001,000 Ordinary Shares of £1 each.

On the 16th August 1973 the Share Capital of the Company was increased to £2,000,000 divided into 2,000,000 Ordinary Shares of £1 each.

On the 16th June 1987 the Share Capital of the Company was increased to £5,000,000 divided into 5,000,000 Ordinary Shares of £1 each.

On the 13th December 1989 the Share Capital of the Company was increased to £30,000,000 divided into 30,000,000 Ordinary 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

LESLIE SAGAR JACKSON,

One

Ivy Cottage,
Weeton,
Huby,
nr. Leeds,
Yorkshire.

Director of Limited Companies

STANLEY WHITAKER JACKSON,

One

Middleham,
Middleton Avenue,
Ilkley,
Yorkshire.

Director of Limited Companies

DATED the 23rd day of June, 1944.

WITNESS to the above Signatures:-

WM. HARRISON,

Solicitor,
Leeds.

THE COMPANIES ACT 1948
AND
THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY SHARES

NEW

Articles of Association

OF

WHITEAWAY LAIDLAW BANK LIMITED

*(Adopted by Special Resolution passed 20th July 1973
and as amended by Special Resolution passed
13th December 1989)*

1. The Regulations contained in Table A to the Companies Act 1929, shall not apply to the Company. The Regulations contained in Part II of Table A in the First Schedule of the Companies Act, 1948 (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these regulations.
2. Regulations 24, 53, 77, 89 to 97 (inclusive) and 106 in Part I of Table A and Regulation 5 in Part II of Table A shall not apply to the Company.
- * 3. The share capital of the Company is £1,001,000 divided into 1,001,000 Ordinary Shares of £1 each.
- ** 4. (A) Subject to the provisions of any agreement binding on the Company, and in case of shares other than

* On the 16th August 1973 the Share Capital of the Company was increased to £2,000,000 divided into 2,000,000 Ordinary Shares of £1 each.

On the 16th June 1987 the Share Capital of the Company was increased to £5,000,000 divided into 5,000,000 Ordinary Shares of £1 each.

On the 13th December 1989 the Share Capital of the Company was increased to £30,000,000 divided into 30,000,000 Ordinary Shares of £1 each.

** As amended by Special Resolution passed on the 13th December 1989.

those constituting the original capital of the Company subject to any directions contained in the resolution of the Company creating the same, the shares of the Company, whether forming part of the original capital of the Company or subsequently created, shall be under the control of the Directors who may allot and dispose of or grant options over them to such person and on such terms as the Directors think fit. In accordance with Section 91(1) of the Companies Act 1985, Sections 89(1) and 90(1) to (6) (inclusive) shall not apply to any allotment of equity securities (as defined in Section 94 of the said Act) in the Company.

(B) The lien conferred by Clause 11 of Part I of Table A shall extend to fully paid 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. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.

6. Unless and until otherwise determined by the Company in General Meeting the Directors shall not be less than two in number.

7. Each Director shall have the power from time to time to appoint with the approval of the Board of Directors (such approval not to be unreasonably withheld) any person to act as an alternate Director in his place at all meetings, in all proceedings in which, and on all occasions when he shall not himself act, and on such appointment being made the alternate Director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. An alternate Director shall be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall *ipso facto* vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this Clause shall be effected

in writing under the hand of the Director making the same.

8. A Director who declares his interest therein in manner provided by the Act may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted, and he shall be counted in the quorum when any such contract or arrangement is under consideration and paragraphs (2) and (4) of Regulation 84 in Part I of Table A shall not apply to the Company.

9. A resolution in writing signed by all the Directors (other than a Director for the time being absent from the United Kingdom and not represented by an alternate Director) shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors.

10. A Director and alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.

11. No person shall be disqualified from becoming a Director by reason of his attaining or having attained the age of 70 or any other age.

12. The proviso to Regulation 79 in Part I of Table A shall not apply to the Company.

13. A Member or Members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

14. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the

existing Directors, so long as the maximum number of Directors fixed by or pursuant to these Articles is not thereby exceeded.

15. (1) The Directors may from time to time appoint any person to be a Special Director of the Company. Any Special Director so appointed may be given such title as may be determined by the Directors.

(2) The expression "Director" and the expression "Directors" in these Articles shall not mean or include or be construed to mean or include a Special Director or Special Directors appointed under this Article.

(3) A Special Director shall not be required to hold any shares in the Company to qualify him as such.

(4) Save as otherwise agreed between him and the Company the appointment of a person to be a Special Director shall not affect the terms and conditions of his employment by the Company or a subsidiary a fellow subsidiary or a holding company of the Company (if he be so employed) whether as regards duties, remuneration, pension or otherwise.

(5) The Appointment of a Special Director shall be vacated if:-

- (a) by a notice in writing to the Company he resigns the appointment of Special Director;
- (b) he becomes bankrupt or enters into any arrangement with his creditors generally;
- (c) he is found lunatic or becomes of unsound mind;
- (d) he is prohibited by reason of any order of the Court from being a Director;
- (e) he ceases to be in the employment of the Company or a subsidiary a fellow subsidiary or a holding company of the Company in some capacity other than that of a Special Director of the Company;
- (f) the Directors of the Company pass a resolution that he be removed from office as a Special Director.

(6) A Special Director (not being a Director) shall not whilst holding office as Special Director be subject to retirement by rotation or taken into account in determining the rotation of retirement of Directors.

(7) A Special Director shall not be entitled to receive notice of or attend at any meeting of the Directors except when expressly invited by the Directors so to do, and if he does so attend he shall not be entitled to vote at that meeting, and in calculating the number necessary to form a quorum at any meeting of the Directors any Special Director present shall not be counted.

(8) A Special Director shall not except with and to the extent of the previous sanction of the Directors which may in their absolute discretion be withheld or withdrawn at any time be entitled to participate in the exercise of any of the collective powers or duties of the Directors or the Board, or to exercise any of the powers or rights of a Director individually under these Articles (including this Article) or in any way to exercise any control in, over or concerning the affairs of the Company whatsoever provided that no act shall be done by the Directors which would impose any personal liability on any or all of the Special Directors without his or their knowledge and consent.

(9) The appointment, continuance in office, removal, powers and duties and remuneration (if any) of the Special Directors and each of them shall subject to this Article be determined by the Directors in their sole discretion who shall have full power to make such arrangements as they shall think fit.

COMPANIES FORM No. 325

G

Notice of place where register of directors' interests in shares etc. is kept or of any change in that place

325

Note: This notice is not required where the register is and has always been kept at the Registered Office

Pursuant to section 325 of and Schedule 13 paragraph 27 to the Companies Act 1985

To the Registrar of Companies

For official use

Company number

[] [] [] []

388468

Name of company

WHITEAWAY LAIDLAW BANK LIMITED

gives notice that the register of directors' interests in shares and/or debentures, which is kept by the company pursuant to section 325 of the above Act, is [now] kept at:

AMBASSADOR HOUSE, DEVONSHIRE STREET NORTH	
MANCHESTER, LANCs . M60 6BU	
	Postcode

Signed Henry B. Armitage Designation Secretary Date 22 January 1991

Presentor's name address and reference (if any):
H D ARMITAGE
PO BOX 93
AMBASSADOR HOUSE
DEVONSHIRE STREET NORTH
MANCHESTER M60 6BU

For official Use
General Section

Post room

COMPANIES REG
24 JAN 1991
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