

Number of  
Company

613259/1

Form No. 41

# THE COMPANIES ACT, 1948



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

DECLARATION of Compliance with the requirements of the  
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the  
Name of the  
Company.

NORMAN INSURANCE COMPANY  
LIMITED

led by

CRAWLEY & DE REYA

158 FENCHURCH STREET

E.C.3.

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;  
38-30 John Dalton Street, Manchester, 2; 31 Charles Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, WALTER RUDOLPH EDGAR FISCHL

of 158 Fenchurch Street, London, E.C.2.

(a) Here insert:  
"A Solicitor of the  
"Supreme Court"  
(or in Scotland "a  
Solicitor") "engaged  
"in the formation"

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

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

of NORMAN INSURANCE COMPANY

Limited,

And that all the requirements of the Companies Act, 1948, 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 15/11 Lime Street

in the City of London

the 15<sup>th</sup> day of October

one thousand nine hundred and fifty

Before me,

W R E. Fischl

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

Number of  
Company

613259/1

Form No. 25.

# THE STAMP ACT 1891.

(54 & 55 Vict. (Ch. 39.))



COMPANY LIMITED BY SHARES.

## Statement of the Nominal Capital OF

NORMAN INSURANCE COMPANY

LIMITED.

REGISTERED

20000000

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 89 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

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

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

Presented by

CRAWLEY & DE BEYA

158 FENCHURCH STREET  
E.C.3.

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.

# THE NOMINAL CAPITAL

OF

NORMAN INSURANCE COMPANY

Limited.

is £ 1000, divided into:

1000

Shares of

£1.

each

Shares of

each

\*Signature

Frederick A. P. P. P.

Description

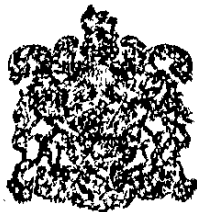
Solicitor engaged in the formation of the company.

Dated the 10th day of October 1958

\*This Statement should be signed by an Officer of the Company, or by the Solicitor(s) engaged in the formation.

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

No.

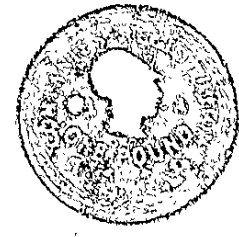
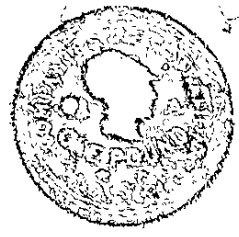


## Certificate of Incorporation.

I HEREBY CERTIFY that NORMAN INSURANCE  
COMPANY LIMITED is this day Incorporated under the  
Companies Act, 1948, and that the Company is Limited.

GIVEN under my hand at London this                      day  
of                      One thousand nine hundred and fifty eight.

*Registrar of Companies.*



COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

NORMAN INSURANCE COMPANY LIMITED

1. The name of the Company is "NORMAN INSURANCE COMPANY LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :-
  - (1) To carry on the business of insurance and reinsurance and guarantee of any and every kind and in particular but without prejudice to the generality of the foregoing to carry on all or any of the following businesses that is to say marine aircraft motor transit fire storm accident employers liability failure of issue burglary robbery theft third party indemnity fidelity life and endowment insurance and insurance against all insurable hazards.
  - (ii) To grant annuities of all kinds whether dependent on human life or otherwise and whether perpetual or terminable immediate or deferred absolute contingent or otherwise.
  - (iii) To insure members of the public against marine and transit risks of all kinds, and for that purpose to make or effect insurance on ships, vessels, boats, aircraft and craft of all kinds and on goods, merchandise, live or dead stock, luggage, effects, specie, bullion or other property, respondentia and voluntary interests, missions, profits and freights in which the persons so insured are interested as owners, managing owners, mortgagees, agents or otherwise
  - (iv) To insure members of the public against injury or damage to or loss of motor cars, motor cycles, motor scooters, or mechanically propelled vehicles or ord-

5342

inary bicycles or tricycles and against liabilities or claims in respect of the negligent or other driving or riding of the same and the costs and legal and other expenses of any actions in respect thereof or in any other respect, and to undertake the conduct of any such actions, and to pay such costs and expenses.

- (v) To insure members of the public against third party risks of all kinds.
- (vi) To insure members of the public against loss of property owned by them by burglary or theft, by housebreaking or larceny, and against loss or injury or damage to the property or effects (carried on board ship) of mariners and marine passengers.
- (vii) To insure members of the public against loss or damage from breakage of plate glass or any other description of glass, whether in windows, fittings, mirrors or in whatever way used.
- (ix) To insure members of the public against loss or injury to houses or other property owned or occupied by them caused by enemy aircraft.
- (x) To insure members of the public against injury or damage or to loss of aeroplanes and aerial vehicles of all kinds, and against liabilities or claims in respect of the negligent or other driving of the same or against loss or damage to property carried in any such vehicle and the costs and legal expenses of any actions in respect of any such matters or in respect of any other matters and to undertake the conduct of any such or any other actions and to pay such costs and expenses.
- (xi) To reinsure reassure or counterinsure or counter-assure all or any risks and to undertake all kinds of reinsurance re-assurance counterinsurance or counter-assurance connected with any of the business aforesaid.
- (xii) To give to any class or section of those who assure, or have other dealings with the company, any rights over or in relation to any fund or funds, or a right to participate in the profits of the company, or in the profits of any particular branch or part of its business, or any other special privileges,

advantages or benefits.

- (xiii) To carry on the business of general insurance and reinsurance brokers in all its branches and to act as agents of and to represent underwriters and insurance companies generally.
- (xiv) To secure, effect and carry on directly or indirectly either for its own account or for the account of others, or as brokers or agents the business of general insurance and reinsurance of all descriptions and of every kind.
- (xv) To carry on the business of underwriting agents and insurance managers in all their branches.
- (xvi) To act as agents or managers for any insurance company, club or association or for any underwriter or syndicate of underwriters and to collect premiums, contributions and insurance payments of all kinds.
- (xvii) To act as agents in connection with any claim or claims under insurance policies of all kinds whether marine or general or any other kind of insurance policy or policies and in connection with all contracts or reinsurance, to furnish or procure to be furnished bail bonds, to give notices on behalf of principals in England or abroad, to institute and prosecute legal proceedings in connection with such claim or claims, to deal with underwriters insurance companies, policy holders and all persons interested in such claim or claims or under such policies or contracts.
- (xviii) To carry on any other business or trade which can or may be advantageously carried on in conjunction with the business referred to in (i) - (xvii) above or which may be calculated directly or indirectly to enhance the Company's business or property and for the above purposes or any of them to acquire by any means and carry on such existing business as a going concern.
- (xix) To buy, take on lease or hiring agreement or otherwise acquire land or any other property, real or personal, movable or immovable or any interest in such property and to sell, lease, let on hire, develop such property or otherwise turn the same to the advantage of the Company.

- (xx) To take out, apply for and acquire by original grant or by transfer or assignment or otherwise letters patent, brevets d'invention, licences, concessions, secret processes and inventions and develop the same or grant licences in respect thereof or otherwise turn the same to the advantage of the Company.
- (xxi) To erect, construat, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (xxii) To invest the money of the Company in any manner that the Company may think fit.
- (xxiii) To enter into partnership or joint purse agreements or to make any agreement or arrangement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such company, firm or person.
- (xxiv) To sell the whole or any part of the undertaking of the Company for cash, shares, debentures or any other consideration.
- (xxv) To acquire by purchase or otherwise and either for cash, shares or debentures in the Company or for any other consideration any other business or any interest therein which in the opinion of the Company may be conveniently or profitably combined with the business of the Company.
- (xxvi) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.
- (xxvii) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities.
- (xxviii) To draw, make, endorse, accept, discount and negotiate bills, notes, warrants and negotiable instruments of all kinds.
- (xxix) To remunerate any company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.

- (xxx) To grant pensions to employees and ex-employees and Directors and ex-Directors or other Officers or ex-Officers of the Company, their widows, children and dependents and subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable benevolent or public purpose or object.
- (xxxi) To promote or assist in the promotion of any company having objects similar to or complementary to the objects of the company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such Company.
- (xxxii) To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions.
- (xxxiii) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- (xxxiv) To carry on any other kind of Commercial, Industrial, Financial or Mining business.
- (xxxv) To give any guarantee for the payment of money or the performance of any undertaking or condition in relation to debentures, debenture stocks, notes, secured or otherwise, bonds, obligations, shares, stock, loans, investments and other securities placed, also to guarantee the performance of any contract or obligation of any company corporation, authority, firm or person in any manner whatsoever and on any terms as may be considered desirable in the interest of the Company.
- (xxxvi) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.
- (xxxvii) To do all such things in any part of the world either as principal or agent, either alone or in conjunction with any person, firm or company and for that purpose to establish branches, agencies or other representatives whatsoever and wheresoever.

All of the foregoing objects shall be read

and construed as separate and distinct objects and the generality of any such objects shall not be cut down by reference to any other object of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £1,000 divided into 1,000 ordinary shares of £1 each. The Company shall have the power to increase its capital and to divide the shares in capital whether original or increased into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights privileges or conditions and to vary the regulations of the Company as far as necessary to give effect to any such rights, privileges or conditions.

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. |
|------------------------------------------------------------------------------------|--------------------------------------------|
| <i>Edward R. E. Fischl</i>                                                         |                                            |
| <i>Fischl. L.L.B. F.S.C.</i><br><i>158 Fenchurch Street</i><br><i>London E.C.3</i> |                                            |
| <i>Solicitor (Admde L.)</i><br><i>(Firm's)</i><br><i>Charles J. Fishl</i>          | One                                        |
| <i>158 Fenchurch Street</i><br><i>London E.C.3</i><br><i>Solicitor</i>             | One                                        |

DATED this *Third* day of *October* 1958.

WITNESS to the above Signatures :-

*[Signature]* (H. E. Roberts)  
*158 Fenchurch Street*  
*London E.C.3*  
*Solicitor*



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.



## Articles of Association

OF

NORMAN INSURANCE COMPANY LIMITED

REGISTERED

20 OCT 1953

### PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby that is to say, the clauses in Part I of Table A numbered 3, 5, 6, 7, 24, 47, 48, 53, 62, 75, 76, 79, 88, 99, 107 to 110, 113 and 136 shall not apply to this Company, but in lieu thereof, and in addition to the remaining clauses in Part I of Table A, the following shall be the regulations of the Company.

2. The Company is a Private Company, and accordingly clauses 2, 3, 4, 5 and 6 in Part II of Table A shall apply to the Company.

3. 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 except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these Articles or by law otherwise provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

### CAPITAL

4. The original share capital of the Company is £1,000 divided into 1,000 ordinary shares of £1. each.

5. The shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same at such times on such terms and in such manner as they think fit. Shares may be issued at par or at a premium.

6. Unless otherwise determined by the Company in General Meeting any new Shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time 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, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company.

7. Subject to the provision of section 58 of the Companies Act 1948, 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.

8. The lien conferred by clause 11 in 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 shall be the sole registered holder thereof or shall be one of two or more joint holders, and clause 11 in Part I of Table A shall be modified accordingly.

9. An entry in the minute book of the Company 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 entitled to such shares that the said shares were properly forfeited or sold; and such entry, and the receipt of the Company for the price of such shares, shall constitute a good title to such shares, and the name of the purchaser 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. 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.

#### CAPITALISATION OF RESERVES

10. The Company in General Meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any undivided profits of the Company not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend (including profits carried and standing to the credit of any reserve or

reserves or other special account), and accordingly that the Directors be authorised and directed to appropriate the profits resolved to be capitalised to the members in the proportions in which such profits would have been divisible amongst them had the same been applied in paying dividends instead of being capitalised, and to apply such profits on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such members respectively, or in paying up in full unissued shares, debentures or securities of the Company of a nominal amount equal to such profits, such shares, debentures or securities to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid or partly in one way and partly in the other. Provided that the Share Premium Account and a capital redemption reserve account may only be applied hereunder in the paying up of unissued shares to be issued to members as fully paid.

11. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares, debentures or securities, if any, and generally shall do all acts and things required to give effect thereto, 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, debentures or securities becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members interested into an Agreement with the Company providing for the allotment to them respectively, credited as fully paid up, for any further shares to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

#### BORROWING POWERS

12. The Directors may raise, or borrow money for the purposes of the Company's business, and may secure the repayment of the same, together with any interest or premium thereon, by mortgage or charge upon the whole or any part of the undertaking, assets and property of the Company, present or future, including its uncalled or unissued capital, and may issue bonds, debentures, debenture

stock and other securities, either charged upon the whole or any part of the assets and property of the Company or not so charged.

13. A register of the holders of the debentures of the Company shall be kept at the registered office of the Company and shall be open to inspection by the registered holders of such debentures and of any member of the Company, subject to such restrictions as the Company in General Meeting may 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

14. The Company shall in each year hold a General Meeting, at such time and place as the Directors shall appoint, as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next: Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The aforesaid General Meetings shall be called "Ordinary" Meetings; all other General Meetings shall be called "Extraordinary".

15. Every notice convening a General Meeting shall comply with the provisions of section 136 (2) of the Companies Act 1948 as to giving information to members in regard to their rights to appoint proxies and notices of and other communications relating to any General Meeting which any member is entitled to receive shall be sent to the Auditor for the time being of the Company.

#### VOTES OF MEMBERS

16. On 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: Provided that the holders of Preference Shares shall have no right to receive notice of or to be present or to vote either in person or by proxy at any General Meeting by virtue or in respect of their holdings of Preference Shares unless the preferential dividend shall remain unpaid for six months or unless a resolution is proposed affecting the rights or privileges of the holders of the Preference Shares.

## DIRECTORS

17. The number of Directors shall not be less than two nor more than nine.

18. The first Directors of the Company shall be appointed by the subscribers to the Memorandum of Association or a majority of them by an instrument in writing under their hands.

19. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.

## REMUNERATION OF DIRECTORS

20. The remuneration of a Director shall be such sum as may be decided upon by the Company in General Meeting. Any Director holding office for a part of a year shall be entitled to a proportionate part of such remuneration and this shall apply whether the Director voluntarily resigns or is called upon by the Company to resign, or loses his qualification in any of the ways hereinafter mentioned. The Directors shall also be entitled to be repaid their reasonable travelling and hotel and other expenses incurred in consequence of their attendance at Board Meetings or otherwise in the execution of their duties as Directors.

## DISQUALIFICATION OF DIRECTORS

21. The office of a Director shall be vacated:

- (A) If he ceases to be a Director by virtue of section 182 of the Act.
- (B) If he becomes bankrupt or insolvent or compounds with his creditors.
- (C) If he becomes of unsound mind or is found a lunatic.
- (D) If he absents himself from the meetings of Directors for a period of six calendar months without special leave of absence from the other Directors.
- (E) If he is convicted of an indictable criminal offence, not being an offence under the Road Traffic Acts 1930 to 1936, or any statutory provision in lieu or modification thereof.
- (F) If he gives the Directors 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 Directors 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.

22. A Director 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 reckoned in estimating a quorum when any such contract or arrangement is under consideration; and clause 84 in Part I of Table A shall be modified accordingly.

#### SECRETARY

23. A Secretary shall be appointed by the Directors for such period upon such terms and conditions and at such remuneration as they may think fit and any Secretary so appointed may be removed by them.

#### SEAL

24. The Directors shall provide for the safe custody of the seal, which shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, and in the presence of a Director and of the Secretary or a second Director, or such other person as the Directors may appoint for that purpose, and that Director and the Secretary or second Director or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed as aforesaid.

#### NOTICES

25. In clause 131 of Part I of Table A the words "in the case of a notice of a meeting" and all words after the words "the letter containing the same to be posted" shall be omitted therefrom.

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

#### WINDING UP

27. 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

tions shall first be applied in repaying to the members the amounts paid or credited as paid 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.

28. If the Company shall be wound up whether voluntarily or otherwise, the Liquidator may, with the sanction of an Extraordinary Resolution of the Company and any other sanction required by the Companies Act 1948, divide any part of the assets of the Company, including any shares in other companies, between the members of the Company in specie or kind, or may, with the like consent, vest any part of the assets of the Company 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 or other securities whereon there is any liability.

#### INDEMNITY

29. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted, or in connection with any application under section 448 of the Companies Act 1948 in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Companies Act 1948.

#### ALTERNATE DIRECTOR

30. A Director may appoint any person to be an alternate (or substitute) Director and such appointment shall have effect and such appointee whilst he holds office as an alternate Director shall be entitled to notice of meetings of the Directors, and to attend and vote thereat accordingly, and he shall, ipso facto, vacate office if and when the appointor vacates office as a Director or removes the appointee from office and any appointment and removal under this clause

shall be effected by notice in writing under the hand of the Director making the same.

31. An instrument appointing an alternate Director shall be delivered to and retained by the Company and shall, as nearly as circumstances will permit, be in the form or to the effect following :-

**NORMAN INSURANCE COMPANY LIMITED**

"I, "a Director of NORMAN INSURANCE COMPANY LIMITED, in pursuance of the powers contained in the Articles of Association of the Company hereby nominate  
"of to act  
"as alternate Director in my place and to  
"exercise and discharge any of my duties  
"as Director of the Company during my absence from England or my inability to  
"act or attend as a Director.

"AS WITNESS my hand this day  
of 19 ."

If a Director making any such appointment as aforesaid shall cease to be a Director the person appointed by him shall thereupon cease to have any power or authority to act as an alternate Director.

**MANAGING DIRECTOR**

32. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period, on such terms and at such remuneration (whether by way of salary, or commission, or participation in profits, or partly in one way and partly in another) as they may think fit, but his appointment shall be subject to determination, ipso facto, if he ceases from any cause to be a Director, or if the Company in General Meeting resolve that his tenure of the office of Managing Director or Manager be determined. A Director so appointed shall not, whilst holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors.

33. The Directors may from time to time entrust to and confer upon the Managing Director or Managing Directors 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 powers by the Managing Director or Managing

Directors 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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

*Field.*  
*Solicitor.*

*158 Fenchurch Street*  
*London, E.C.3.*

*Candlish & Selby*

*158 Fenchurch Street*  
*London E.C.3.*  
*Solicitors*

DATED this *Third* day of *October* 1958.

WITNESS to the above Signatures :-

*[Signature]*  
*158 Fenchurch Street*  
*London, E.C.3.*  
*Solicitor.*

DUPLICATE FOR THE FILE

No. 613259



## Certificate of Incorporation

I Hereby Certify That

**NORMAN INSURANCE COMPANY LIMITED**

is this day Incorporated under the Companies Act, 1948, and that the  
Company is Limited.

Given under my hand at London this Twentieth day of  
October One Thousand Nine Hundred and Fifty eight.

*L. R. [Signature]*  
Registrar of Companies

Certificate  
received by

*Crawford & Pava (P.A. Kraus)*

Date 21st October 1958

COMPANY LIMITED BY SHARES.



**Ordinary and Special Resolutions**

— OF —

**NORMAN INSURANCE COMPANY  
LIMITED**

Passed the 21st day of March, 1960.

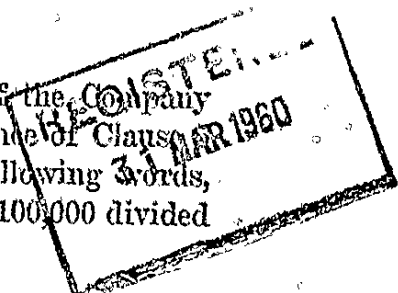
At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on the 21st day of March, 1960, the following Ordinary and Special Resolutions were passed:—

1. AS AN ORDINARY RESOLUTION:

That the share capital of the Company be increased to £100,000 by the creation of 99,000 additional Ordinary Shares of £1 each ranking for dividend and in all other respects *pari passu* with the existing Ordinary Shares in the Company.

2. AS A SPECIAL RESOLUTION:

That the Memorandum of Association of the Company be altered by deleting the existing first sentence of Clause thereof and by substituting therefor the following words, viz.: "The share capital of the Company is £100,000 divided into 100,000 shares of £1 each".



3. AS A SPECIAL RESOLUTION:

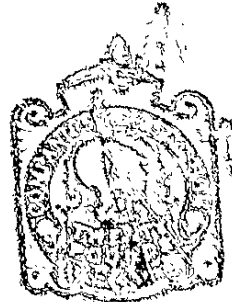
That the Articles of Association of the Company be altered by deleting the existing Article 4 thereof and substituting therefor the following Article, viz.:

"4. The share capital of the Company is £100,000 divided into 100,000 Ordinary Shares of £1 each".

*R. E. Fischl*  
Chairman  
1960

*22808*

# THE COMPANIES ACT, 1948



## Notice of Increase in Nominal Capital

Pursuant to section 63

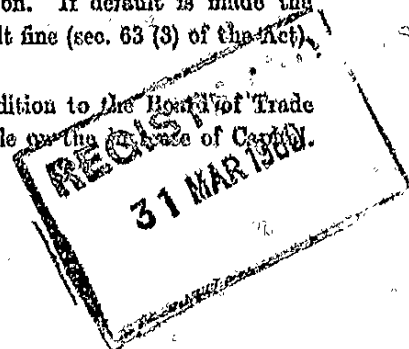
Insert the  
Name  
of the  
Company

NORMAN INSURANCE COMPANY

LIMITED

Norm.—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 (9) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Registrar of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).



sent by

CRAWLEY & DE REYA,

158, FENCHURCH STREET,

LONDON, E.C.3.

The Solicitors' Law Stationery Society, Limited  
Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES.

NORMAN INSURANCE COMPANY

Limited, hereby gives you notice, pursuant to

Section 63 of the Companies Act, 1948, that by <sup>Ordinary</sup> Resolution of the Company dated the 21st day of March 1960

the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 99,000 beyond the Registered Capital of £ 1000

The additional Capital is divided as follows:—

| Number of Shares | Class of Share | Nominal amount of each Share |
|------------------|----------------|------------------------------|
| 99,000           | 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:—

the shares rank for dividend and in all other respects pari passu with the existing Ordinary Shares in the Company

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

Signature

*George A.R.E. Fisher*

State whether Director  
or Secretary

Director & Secretary

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

Number of  
Company 613259 / 129

Form No. 26a

# THE STAMP ACT, 1891

(54 & 55 Vict., Ch. 39)

COMPANY LIMITED BY SHARES

## Statement of Increase of the Nominal Capital OF

NORMAN INSURANCE COMPANY

LIMITED

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

**NOTE.**—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (i) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

signed by

CRAWLEY & DE REYA,

158, Fenchurch Street,

London, E.C.3.

The Solicitors' Law Stationery Society, Limited.

2 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 5 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

REGISTERED  
31 MAR 1960

31 MAR 1960

P2810

# THE NOMINAL CAPITAL

OF

NORMAN INSURANCE COMPANY

Limited

has by a Resolution of the Company dated

21st March 19<sup>60</sup> been increased by

the addition thereto of the sum of £ 99,000

divided into :—

99,000 Ordinary Shares of £1 each

Shares of \_\_\_\_\_ each

beyond the registered Capital of £1000

Signature

*J. R. E. Fiskel*

(State whether Director or Secretary) Director & Secretary

Dated the 21st day of March 19<sup>60</sup>

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

13259

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Ordinary Resolution

— OF —

NORMAN INSURANCE COMPANY  
LIMITED

Passed the 15th day of November, 1963.

At the FOURTH ANNUAL GENERAL MEETING of the Members of the above-named company, duly convened and held at 130, Abchurch Lane, London, E.C.4, on Friday 15th day of November, 1963, the following ORDINARY RESOLUTION in accordance with the Articles of Association was duly passed:—

That pursuant to Section 63 of the Companies Act 1948 the nominal capital of the Company be increased to £500,000 by the creation of a further 400,000 £1 shares, ranking pari passu with the existing £1 shares.

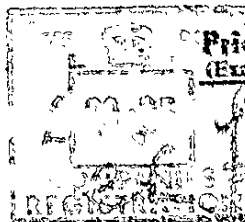
J. SWIRE GRIFFITHS



2774  
2749

Company.....

612959



Price—Three Pence  
(Exclusive of Purchase Tax)  
Form No. 10.

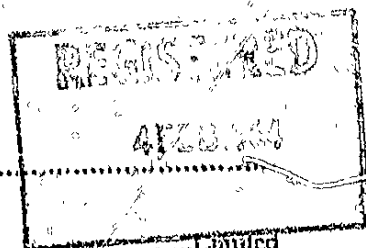
20-5

## THE COMPANIES ACT, 1948.

### NOTICE OF INCREASE IN NOMINAL CAPITAL.

Pursuant to Section 63.

Norman Insurance Company



Limited

—This notice, accompanied by a printed copy of the Resolution authorising the Increase, must be forwarded to the Registrar of Companies within 15 days after the passing of the said Resolution.

Initiated by

L. Wald,

130 Fenchurch Street,

LONDON, E.C.3.

HT 48450-K0840 2nd Ed W.L.T.O.

16

TO THE REGISTRAR OF COMPANIES.

NATIONAL INSURANCE COMPANY

LIMITED.

hereby gives you notice pursuant to Sect. 63 of the Companies Act, 1948, that by  
(\*) an Ordinary Resolution of the Company dated  
the fifteenth day of November 19 63, the nominal  
Capital of the Company has been increased by the addition thereto of the sum of  
£ 400,000 beyond the registered Capital of £ 100,000

The additional capital is divided as follows:—

| <u>Number of Shares.</u> | <u>Class of Share.</u> | <u>Nominal Amount of each Share.</u> |
|--------------------------|------------------------|--------------------------------------|
| <u>400,000</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:—

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

ranking pari passu with the existing £1 shares

(Signature).....*James G. Smith*.....

(State whether Director,  
or Secretary).....Director.....

Dated the 25th day of November 19 63..

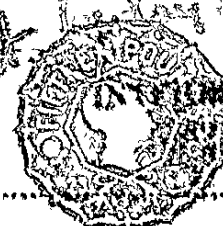
(\*) "Ordinary," "Extraordinary" or "Special."

Margin reserved for auditing.

No. of Company 62255/21

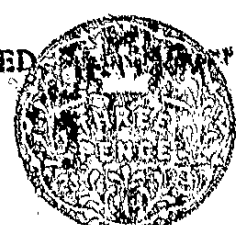


12-1-34  
16-1-34



London Insurance

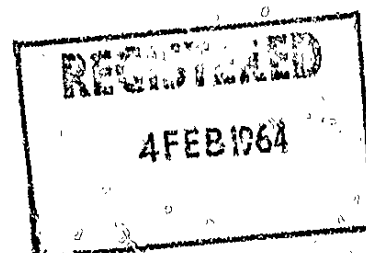
COMPANY, LIMITED



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

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

or fraction 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

Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. 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 filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

Presented for registration by

|                              |          |
|------------------------------|----------|
| SEC. 41(3), FINANCE ACT 1933 |          |
| CREDIT ALLOWED               | £ 500.00 |
| CREDIT ALLOWED               | £ 500.00 |
| INITIALS & DATE              | BA 2/11  |
| REFERENCE No.                | 200 200  |

L. Jald.

130 Fenchurch Street, London, E.C.3.

Stamps  
L.C.S. 303

The NOMINAL CAPITAL of.....Fortman Insurance.....

.....Company, Limited,.....

has by a Resolution of the Company dated.....15th November, 1963......

been increased by the addition thereto of the sum of £.....400,000....., divided into

.....400,000..... shares of £1..... each, beyond the Registered Capital of

One hundred thousand pounds

Signature.....

*James G. Smith*

Description.....Director.....

Date.....20th November, 1963......

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

No. 613259

*The Companies Act, 1948*

COMPANY LIMITED BY SHARES

## Ordinary Resolution

— OF —

### NORMAN INSURANCE COMPANY LIMITED

Passed the 21st day of September 1973

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named company, duly convened and held at Norman Insurance House, Kings Road, Reading, Berks., on Friday 21st day of September, 1973, the following ORDINARY RESOLUTION in accordance with the Articles of Association was duly passed:-

That pursuant to Section 63 of the Companies Act 1948 the nominal capital of the Company be increased to £1,000,000 by the creation of a further 500,000 £1 shares, ranking pari passu with the existing £1 shares.

R C BEESLEY  
Chairman



No. of Company

613252

Form No. 10 10A

## THE COMPANIES ACTS 1948 to 1967

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

\* DELETE "and Statement" in cases where a SEPARATE statement is necessary: see overleaf for notes.

TO THE REGISTRAR OF COMPANIES

Norman Insurance Company Limited

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by an Ordinary Resolution Resolution of the Company dated the 21st day of September 1973 the nominal capital of the Company has been increased by the addition thereto of the sum of £500,000.00 beyond the registered capital of £500,000.00

COMPANIES  
REGISTRATION

The additional capital is divided as follows:—

Number of Shares

Class of Share

Nominal amount  
of each share

500,000

Ordinary Shares

£1

OFFICE  
COMP  
REG

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:—

Ranking Pari Passu in all respects to the existing Ordinary Shares in the capital of the Company.

12

Signature

State whether Director  
or Secretary

Secretary

Dated the 21st day of September 1973

Presented by

Presentor's Reference

K.W. Haddon, Secretary

Fountain House,

130 Fenchurch Street, EC3P 3BD

COMPANIES REGISTRATION  
26 SEP 1973  
FENCH 3

No. 613259/49

The Companies Act, 1948

COMPANY LIMITED BY SHARES

## Ordinary Resolution

— OF —

### NORMAN INSURANCE COMPANY LIMITED

Passed the 12th day of November 1974

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named company, duly convened and held at Norman Insurance House, Kings Road, Reading, Berkshire, on Tuesday, 12th day of November, 1974, the following ORDINARY RESOLUTION in accordance with the Articles of Association was duly passed:-

That pursuant to Section 63 of the Companies Act 1948 the nominal capital of the Company be increased to £1,400,000 by the creation of a further 400,000 £1 shares, ranking pari passu with the existing £1 shares.

L E Ahlbert OBE,  
Chairman

8 OFFICE 8

No. of Company

613255

50

# THE COMPANIES ACTS 1948 TO 1967

## Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company NORMAN INSURANCE COMPANY Limited\*

hereby gives you notice that by ordinary/~~extraordinary~~/~~special~~\*\* resolution of the company dated the

12th November, 1974, the nominal capital of the company has been increased by the addition thereto of a sum of £ 400,000 beyond the registered capital of £ 1,000,000.

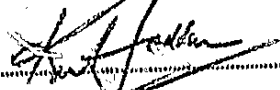
The additional capital is divided as follows:—

| Number of shares | Class of share | Nominal amount of each share |
|------------------|----------------|------------------------------|
| 400,000          | Ordinary       | £1.00                        |

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 shares are preference shares state whether they are redeemable or not)

Ranking pari passu in all respects to the existing Ordinary Shares in the Capital of the Company

Signed



State whether

Director or Secretary ..... Secretary

Date

12th November, 1974

- \* Delete "Limited" if not applicable
- \*\* Delete as necessary

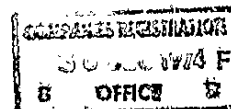
(see notes overleaf)

Presented by:

The Secretary,  
130, Fenchurch Street, London, EC3P 3BD

Presenter's reference:

C.A. 38.



30.11.74 Form No. 10

OFFICE

## NOTES

The Notice and a copy of the resolution authorising the increase must be forwarded to the Registrar of Companies within 15 days after the passing of the resolution.

### Registration fees payable on an increase of share capital

No additional registration fees are payable if the new total of nominal capital does not exceed £2,000. Any increase in the nominal capital which brings the total above this figure of £2,000 attracts an additional fee as follows:—

£1. for every £1,000 or part £1,000 from £ 2,001—£ 5,000  
25p for every £1,000 or part £1,000 from £ 5,001—£100,000  
5p for every £1,000 or part £1,000 from £100,001—£525,000

No fee is payable for increases beyond £525,000

*Printed and Published by*

**Waterlow (London) Limited**

Law Stationers and Company Registration Agents  
Holywell House, Worship Street, London EC2A 2EN

No of Company

613259

Form No. 10

**THE COMPANIES ACTS 1948 to 1967****Notice of Increase in Nominal Capital**

To THE REGISTRAR OF COMPANIES

Insert name  
of Company;  
delete "Limited"  
if not applicable

**NORMAN INSURANCE COMPANY**

(State whether  
Ordinary or  
Extraordinary  
or Special  
Resolution)

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,  
that by a\* an Ordinary Resolution of the Company dated the  
30th day of December 19 76 the nominal capital of the  
Company has been increased by the addition thereto of the sum of £ 1,400,000  
beyond the registered capital of £ 1,400,000

The additional capital is divided as follows:—

| Number of Shares | Class of Share | Nominal amount<br>of each share |
|------------------|----------------|---------------------------------|
| 1,400,000        | 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 this space is  
insufficient the  
conditions should  
be set out  
separately by way  
of annexure

Ranking pari passu with the existing £1 shares

Signature

State whether Director }  
or Secretary }

Secretary

Dated the 30th day of December 19 76

Presented by

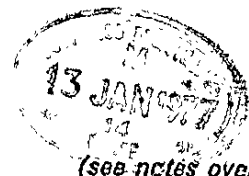
Presenter's Reference

Secretary

Fountain House

130 Fenchurch Street

EC3P 3BD



(see notes overleaf)

58

No. 613253

56



The Companies Act 1948

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

NORMAN INSURANCE COMPANY  
LIMITED

Passed the 30th day of December, 1970

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at Norman Insurance House, Kings Road, Reading, Berks, on the thirtieth day of December, 1970 the following ORDINARY RESOLUTION in accordance with the Articles of Association was duly passed:-

That pursuant to Section 63 of the Companies Act 1948 the nominal capital of the Company be increased to £ 2,800,000 by the creation of a further 1,400,000 £1 shares, ranking pari passu with the existing £1 shares.

Signed. . . . .

L.E. AHLBERG - CHAIRMAN

59

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

NORMAN INSURANCE COMPANY LTD

Passed the 16th day of March, 1977.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at Norman Insurance House, Kings Road, Reading, Berks., on the sixteenth day of March, 1977, the following SPECIAL RESOLUTION in accordance with the Articles of Association was duly passed:-

That paragraph 1 of the Company's Memorandum of Association be amended to read " The name of the Company is "Norman Insurance Company Limited". For the purposes of identifying its services in non-English speaking countries, the Company may adopt the literal translation of its name into the language of that country, subject to the provisions of the law of the relevant country."



13

60

# Certificate of Incorporation

I HEREBY CERTIFY, that NORMAN INSURANCE COMPANY LIMITED  
is this day incorporated under the Companies Act 1948 and that the Company  
is Limited.

GIVEN under my hand at London this Twentieth day of October One  
thousand nine hundred and fifty-eight.

W. B. LANGFORD,  
Registrar of Companies.

13

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION  
of  
NORMAN INSURANCE COMPANY LTD

1. The name of the Company is "Norman Insurance Company Limited". For the purposes of identifying its services in non-English speaking countries, the Company may adopt the literal translation of its name into the language of that country, subject to the provisions of the law of the relevant country.
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:—
  - (i) To carry on the businesses of insurance and reinsurance and guarantee of any and every kind and in particular but without prejudice to the generality of the foregoing to carry on all of any of the following businesses that is to say marine aircraft motor, transit fire storm accident employers liability fidelity life and burglary robbery theft third party indemnity fidelity life and endowment insurance and insurance against all insurable hazards.
  - (ii) To grant annuities of all kinds whether dependent on human life or otherwise and whether perpetual or terminable immediately or deferred absolute contingent or otherwise.
  - (iii) To insure members of the public against marine and transit risks of all kinds, and for that purpose to make or effect insurance on ships, vessels, boats, aircraft and craft of all kinds and on goods, merchandise, live or dead stock, luggage, effects, specie, bullion or other property, respondentia and voluntary interests, missions, profits and freights in which the persons so insured are interested as owners, managing owners, mortgagees, agents or otherwise.
  - (iv) To insure members of the public against injury or damage to or loss of motor cars, motor cycles, motor scooters, or mechanically propelled vehicles or ordinary bicycles or tricycles and against liabilities or claims in respect of the negligent or other driving or riding of the same and the costs and legal and other expenses of any actions in respect thereof or in any other respect, and to undertake the conduct of any such actions, and to pay such costs and expenses.

THE PUBLIC TRUST OFFICIAL

(vi) To insure members of the public against third party risks of all kinds,

(vii) To insure members of the public against loss of property owned by them by burglary or theft, by housebreaking or larceny, and against loss or injury or damage to the property or effects (carried on board ship) of mariners and marine passengers.

(viii) To insure members of the public against loss or damage from breakage of plate glass or any other description of glass, whether in windows, fittings, mirrors or in whatever way used.

(ix) To insure members of the public against loss or injury to houses or other property owned or occupied by them caused by enemy aircraft.

(x) To insure members of the public against injury or damage or to loss of aeroplanes and aerial vehicles of all kinds, and against liabilities or claims in respect of the negligent or other driving of the same or against loss or damage to property carried in any such vehicle and the costs and legal expenses of any actions in respect of any such matters or in respect of any other matters and to undertake the conduct of any such or any other actions and to pay such costs and expenses.

(xi) To reinsure reinsurance or counter-insure or counter-assure all or any risks and to undertake all kinds of reinsurance reinsurance counter-insurance or counter-assurance connected with any of the business aforesaid.

(xii) To give to any class or section of those who assure, or have other dealings with the company, any rights over or in relation to any fund or funds, or a right to participate in the profits of the company, or in the profits of any particular branch or part of its business, or any other special privileges, advantages or benefits.

(xiii) To carry on the business of general insurance and reinsurance brokers in all its branches and to act as agents of and to represent underwriters and insurance companies generally.

(xiv) To secure, affect and carry on directly or indirectly either for its own account or for the account of others, or as brokers or agents the business of general insurance and reinsurance of all descriptions and of every kind.

(xv) To carry on the business of underwriting agents and insurance managers in all their branches.

(xvi) To act as agents or managers for any insurance company, club or association or for any underwriter or syndicate of underwriters and to collect premiums, contributions and insurance payments of all kinds.

(xvii) To act as agents in connection with any claim or claims under insurance policies of all kinds whether marine or general or any other kind of insurance policy or policies and in connection with all contracts or reinsurance, to furnish or procure to be furnished bail bonds, to give notices on behalf of principals in England or abroad, to institute and prosecute legal proceedings in connection with such claim or claims, to deal with underwriters insurance companies, policy holders and all persons interested in such claim or claims or under such policies or contracts.

(xviii) To carry on any other business or trade which can or may be advantageously carried on in conjunction with the business referred to in (i)-(xvii) above or which may be calculated directly or indirectly to enhance the Company's business or property and for the above purposes or any of them to acquire by any means and carry on such existing business as a going concern.

(xix) To buy, take on lease or hiring agreement or otherwise acquire land or any other property, real or personal, movable or immovable or any interest in such property and to sell, lease, let on hire, develop such property or otherwise turn the same to the advantage of the Company.

(xx) To take out, apply for and acquire by original grant or by transfer or assignment or otherwise letters patent, brevets d'invention, licences, concessions, secret processes and inventions and develop the same or grant licences in respect thereof or otherwise turn the same to the advantage of the Company.

(xxi) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.

(xxii) To invest the money of the Company in any manner that the Company may think fit.

(xxiii) To enter into partnership or joint venture agreements or to make any agreement or arrangement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such company, firm or person.

(xxiv) To sell the whole or any part of the undertaking of the Company for cash, shares, debentures or consideration.

NOT OFFICIAL

(xxv) To acquire by purchase or otherwise and either for cash, shares or debentures in the Company or for any other consideration any other business or any interest therein which in the opinion of the Company may be conveniently or profitably combined with the business of the Company.

(xxvi) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.

(xxvii) To borrow money and secure the payment thereof by the creation and issue of mortgages, debentures debenture stock or other securities.

(xxviii) To draw, make, endorse, accept, discount an negotiable bills, notes, warrants and negotiable instruments of all kinds.

(xxix) To remunerate any company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligations.

(xxx) To grant pensions to employees and ex-employees and Directors and ex-Directors or other Officers or ex-Officers of the Company, their widows, children and dependants and subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable benevolent or public purpose or object.

(xxxi) To promote or assist in the promotion of any company having objects similar to or complementary to the objects of the company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such Company.

(xxxii) To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions.

(xxxiii) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.

(xxxiv) To carry on any other kind of Commercial, Industrial, Financial or Mining business.

(xxxv) To give any guarantee for the payment of money or the performance of any undertaking or condition in relation to debentures, debenture stocks, notes, secured or otherwise, bonds, obligations, shares, stock, loans, investments and other securities placed, also to guarantee the performance of any contract or obligation of any company, corporation, authority, firm or person in any manner whatsoever and on any terms as may be considered desirable in the interest of the Company.

(xxxvi) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.

(xxxvii) To do all such things in any part of the world either as principal or agent, either alone or in conjunction with any person, firm or company and for that purpose to establish branches, agencies or other representatives whatsoever and wheresoever.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any such objects shall not be cut down by reference to any other object of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £2,800,000 divided into 2,800,000 ordinary shares of £1 each. The Company shall have the power to increase its capital and to divide the shares in capital whether original or increased into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights privileges or conditions and to vary the regulations of the Company as far as necessary to give effect to any such rights, privileges or conditions.

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

W. FISCHL, LL.B.,

158 Fenchurch Street,

London, E.C.3.

CLAUDE E. FIELDING,

158 Fenchurch Street,

London, E.C.3.

Solicitor.

Dated this Third day of October, 1958.

Witness to the above Signatures:—

A. J. ROSSETTI,

158 Fenchurch Street,

London, E.C.3.

Solicitor.

Number of  
Shares  
taken by  
each  
Subscriber

One

One

The Companies Act 1948.

COMPANY LIMITED BY SHARES.

## Articles of Association

of

### NORMAN INSURANCE COMPANY LIMITED

#### PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby that is to say, the clauses in Part I of Table A numbered 3, 5, 6, 7, 24, 47, 48, 53, 62, 75, 76, 79, 88, 99, 107 to 110, 113 and 138 shall not apply to this Company, but in lieu thereof, and in addition to the remaining clauses in Part I of Table A, the following shall be the regulations of the Company.

2. The Company is a Private Company, and accordingly clauses 2, 3, 4, 5 and 6 in Part II of Table A shall apply to the Company.

3. 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 except as required by law, no person shall be recognized by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by those Articles or by law otherwise provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

#### CAPITAL

4. The share capital of the Company is £2,800,000 divided into 2,800,000 ordinary shares of £ 1 each.

5. The shares shall be under the control of the Directors who may allot and dispose of or grant options over the same at such times on such terms and in such manner as they think fit. Shares may be issued at par or at a premium.

6. Unless otherwise determined by the Company in General Meeting any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time 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, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company.

7. Subject to the provision of section 58 of the Companies Act 1948, 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.

8. The lien conferred by clause 11 in 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 shall be the sole registered holder thereof or shall be one of two or more joint holders, and clause 11 in Part I of Table A shall be modified accordingly.

9. An entry in the minute book of the Company 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 entitled to such shares that the said shares were properly forfeited or sold; and such entry, and the receipt of the Company for the price of such shares, shall constitute a good title to such shares, and the name of the purchaser 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. 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.

#### CAPITALISATION OF RESERVES

10. The Company in General Meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any undivided profits of the Company not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend (including profits carried and standing to the credit of any reserve or reserves or other special account), and accordingly that the Directors be authorised and directed to appropriate the profits resolved to be capitalised to the members in the proportions in which such profits would have been divisible amongst them had the same been applied in paying dividends instead of being capitalised, and to apply such profits on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such members respectively, or in paying up in full unissued shares, debentures or securities of the Company of a nominal amount equal to such profits, such shares, debentures or securities to be allotted and distributed credited as fully paid up to and amongst such members in the proportion

afforded or paid in one way and partly in the other. Provided that the Share Premium Account and a capital redemption reserve account may only be used hereunder in the paying up of unissued shares to be issued to members as fully paid.

11. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares, debentures or securities, if any, and generally shall do all acts and things required to give effect thereto, 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, debentures or securities becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members interested into an Agreement with the Company providing for the allotment to them respectively, credited as fully paid up, for any further shares to which they may be entitled upon such capitalisation, or for the application (or the payment up by the Company on their behalf) of the profits (allowed to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares and any agreement made under such authority shall be effective and binding on all such members.

#### BORROWING POWERS

12. The Directors may raise or borrow money for the purposes of the Company's business, and may secure the repayment of the same, together with any interest or premium thereon, by mortgage or charge upon the whole or any part of the undertaking, assets and property of the Company, present or future, including its uncalled or unissued capital, and may issue bonds, debentures, debenture stock and other securities, either charged upon the whole or any part of the assets and property of the Company or not so charged.

13. A register of the holders of the debentures of the Company shall be kept at the registered office of the Company and shall be open to inspection by the registered holders of such debentures and of any member of the Company, subject to such restrictions as the Company in General Meeting may 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 MEETING

14. The Company shall in each year hold a General Meeting, at such time and place as the Directors shall appoint, as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next: Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The aforesaid General Meetings shall be called "Ordinary Meetings"; all other General Meetings shall be called "Extraordinary".

15. Every notice convening a General Meeting shall comply with the provisions of section 125 (2) of the Companies Act 1948 as to giving information to members in regard to their rights to appoint proxies and notices of and other communications relating to any General Meeting which any member is entitled to receive shall be sent to the Auditor for the time being of the Company.

#### VOTES OF MEMBERS

16. On 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. Provided that the holders of Preference Shares shall have no right to receive notice of or to be present or to vote either in person or by proxy at any General Meeting by virtue or in respect of their holdings of Preference Shares unless the preferential dividend shall remain unpaid for six months or unless a resolution is proposed affecting the rights or privileges of the holders of the Preference Shares.

#### DIRECTORS

17. The number of Directors shall not be less than two nor more than nine.

18. The first Directors of the Company shall be appointed by the subscribers to the Memorandum of Association or a majority of them by an instrument in writing under their hands.

19. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.

#### REMUNERATION OF DIRECTORS

20. The remuneration of a Director shall be such sum as may be decided upon by the Company in General Meeting. Any Director holding office for a part of a year shall be entitled to a proportionate part of such remuneration and this shall apply whether the Director voluntarily resigns or is called upon the Company to resign, or loses his qualification in any of the ways hereinafter mentioned. The Directors shall also be entitled to be repaid their reasonable travelling and hotel and other expenses incurred in consequence of their attendance at Board Meetings or otherwise in the execution of their duties as Directors.

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

- (A) If he cease to be a Director by virtue of section 182 of the Act.
- (B) If he become bankrupt or insolvent or compound with his creditors.

(C) If he become of unsound mind or be found a lunatic.

(D) If he absent himself from the meetings of Directors for a period of six calendar months without special leave of absence from the other Directors.

(E) If he be convicted of an indictable criminal offence, not being an offence under the Road Traffic Acts, 1930 to 1936, or any statutory provision in lieu or modification thereof.

(F) If he give the Directors 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 Directors 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.

22. A Director 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 reckoned in estimating a quorum when any such contract or arrangement is under consideration; and clause 84 in Part I of Table A shall be modified accordingly.

#### SECRETARY

23. A Secretary shall be appointed by the Directors for such period upon such terms and conditions and at such remuneration as they may think fit and any Secretary so appointed may be removed by them.

#### SEAL

24. The Directors shall provide for the safe custody of the seal, which shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, and in the presence of a Director and of the Secretary or a second Director or such other person as the Directors may appoint for that purpose, and that Director and the Secretary or second Director or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed as aforesaid.

#### NOTICES

25. In clause 131 of Part I of Table A the words "in the case of a notice of a meeting" and all words after the words "the letter containing the same to be posted" shall be omitted therefrom.

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

## WINDING UP

27. 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 first be applied in repaying to the members the amounts paid or credited as paid 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.

28. If the Company shall be wound up whether voluntarily or otherwise, the Liquidator may, with the sanction of an Extraordinary Resolution of the Company and any other sanction required by the Companies Act, 1948, divide any part of the assets of the Company, including any shares in other companies, between the members of the Company in specie or kind, or may, with the like consent, vest any part of the assets of the Company 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 or other securities whereon there is any liability.

## INDEMNITY

29. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted, or in connection with any application under section 448 of the Companies Act 1948 in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Companies Act 1948.

## ALTERNATE DIRECTOR

30. A Director may appoint any person to be an alternate (or substitute) Director and such appointment shall have effect and such appointee whilst he holds office as an alternate Director shall be entitled to notice of meetings of the Directors, and to attend and vote thereat accordingly, and he shall, *ipso facto*, vacate office if and when the appointor vacates office as a Director or removes the appointee from office and any appointment and removal under this clause shall be effected by notice in writing under the hand of the Director making the same.

31. An instrument appointing an alternate Director shall be delivered to and retained by the Company and shall, as nearly as circumstances will permit, be in the form or to the effect following:—

## NORMAN INSURANCE COMPANY LIMITED

"I, a Director of NORMAN INSURANCE COMPANY LIMITED, in pursuance of the powers contained in the Articles of Association of the Company hereby nominate

"of

"to act

"as alternate Director in my place and to exercise and discharge any of my duties as Director of the Company during my absence from

"England or my inability to act or attend as a Director,

"AS WITNESS my hand this

19

of

If a Director making any such appointment as aforesaid shall cease to be a Director the person appointed by him shall thereupon cease to have any power or authority to act as an alternate Director.

## MANAGING DIRECTOR

32. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period, on such terms and at such remuneration (whether by way of salary, or commission, or participation in profits, or partly in one way and partly in another) as they may think fit, but his appointment shall be subject to determination, *ipso facto*, if he ceases from any cause to be a Director or if the Company in General Meeting resolve that his tenure of the office of Managing Director or Manager be determined. A Director so appointed shall not, whilst holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors.

33. The Directors may from time to time entrust to and confer upon the Managing Director or Managing Directors 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 powers by the Managing Director or Managing Directors 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.

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NAME, ADDRESS AND DESCRIPTIONS OF SUBSCRIBERS

---

W. FISCHL, LL.B.,  
158 Fenchurch Street,  
London, E.C.3.

CLAUDE E. FIELDING,  
158 Fenchurch Street,  
London, E.C.3.

*Solicitor*

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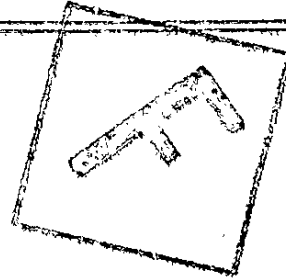
Dated this Third day of October, 1958.

Witness to the above Signatures:—

A. J. ROSSETTI,  
158 Fenchurch Street,  
London, E.C.3.

*Solicitor*

No. 613259.



*The Companies Act 1948*

COMPANY LIMITED BY SHARES.

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## Memorandum

— and —

## Articles of Association

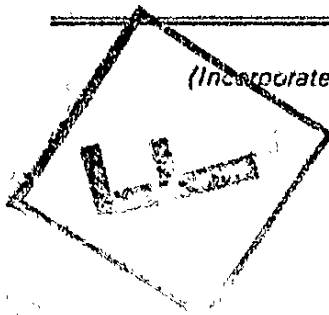
— of —

### NORMAN INSURANCE COMPANY LIMITED

(As amended by Special and Ordinary  
Resolutions dated up to and including  
30th June, 1977.)

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*(Incorporated the 20th day of October, 1958.)*



CRAWLEY & DE REYA,  
158 Fenchurch Street, London, E.C.3.

62

613259

## Certificate of Incorporation

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I HEREBY CERTIFY, that NORMAN INSURANCE COMPANY LIMITED  
is this day Incorporated under the Companies Act, 1948, and that the Company  
is Limited.

GIVEN under my hand at London this Twentieth day of October One  
thousand nine hundred and fifty-eight.

W. B. LANGFORD,

*Registrar of Companies.*

*The Companies Act, 1948.*

**COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION  
of  
NORMAN INSURANCE COMPANY LIMITED**

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1. The name of the Company is "Norman Insurance Company Limited". For the purposes of identifying its services in non-English speaking countries, the Company may adopt the literal translation of its name into the language of that country, subject to the provisions of the law of the relevant country.
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:—
  - (i) To carry on the businesses of insurance and reinsurance and guarantee of any and every kind and in particular but without prejudice to the generality of the foregoing to carry on all of any of the following businesses that is to say marine aircraft motor transit fire storm accident employers liability failure of issue burglary robbery theft third party indemnity fidelity life and endowment insurance and insurance against all insurable hazards.
  - (ii) To grant annuities of all kinds whether dependent on human life or otherwise and whether perpetual or terminable immediate or deferred absolute contingent or otherwise.
  - (iii) To insure members of the public against marine and transit risks of all kinds, and for that purpose to make or effect insurance on ships, vessels, boats, aircraft and craft of all kinds and on goods, merchandises, live or dead stock, luggage, effects, specie, bullion or other property, respondentia and voluntary interests, missions, profits and freights in which the persons so insured are interested as owners, managing owners, mortgagees, agents or otherwise.
  - (iv) To insure members of the public against injury or damage to or loss of motor cars, motor cycles, motor scooters, or mechanically propelled vehicles or ordinary bicycles or tricycles and against liabilities or claims in respect of the negligent or other driving or riding of the same and the costs and legal and other expenses of any actions in respect thereof or in any other respect, and to undertake the conduct of any such actions, and to pay such costs and expenses.

- (v) To insure members of the public against third party risks of all kinds.
- (vi) To insure members of the public against loss of property owned by them by burglary or theft, by housebreaking or larceny, and against loss or injury or damage to the property or effects (carried on board ship) of mariners and marine passengers.
- (vii) To insure members of the public against loss or damage from breakage of plate glass or any other description of glass, whether in windows, fittings, mirrors or in whatever way used.
- (ix) To insure members of the public against loss or injury to houses or other property owned or occupied by them caused by enemy aircraft.
- (x) To insure members of the public against injury or damage or to loss of aeroplanes and aerial vehicles of all kinds, and against liabilities or claims in respect of the negligent or other driving of the same or against loss or damage to property carried in any such vehicle and the costs and legal expenses of any actions in respect of any such matters or in respect of any other matters and to undertake the conduct of any such or any other actions and to pay such costs and expenses.
- (xi) To reinsure reassure or counter-insure or counter-assure all or any risks and to undertake all kinds of reinsurance reinsurance counter-insurance or counter-assurance connected with any of the business aforesaid.
- (xii) To give to any class or section of those who assure, or have other dealings with the company, any rights over or in relation to any fund or funds, or a right to participate in the profits of the company, or in the profits of any particular branch or part of its business, or any other special privileges, advantages or benefits.
- (xiii) To carry on the business of general insurance and reinsurance brokers in all its branches and to act as agents of and to represent underwriters and insurance companies generally.
- (xiv) To secure, effect and carry on directly or indirectly either for its own account or for the account of others, or as brokers or agents the business of general insurance and reinsurance of all descriptions and of every kind.
- (xv) To carry on the business of underwriting agents and insurance managers in all their branches.

- (xvi) To act as agents or managers for any insurance company, club or association or for any underwriter or syndicate of underwriters and to collect premiums, contributions and insurance payments of all kinds.
- (xvii) To act as agents in connection with any claim or claims under insurance policies of all kinds whether marine or general or any other kind of insurance policy or policies and in connection with all contracts or reinsurance, to furnish or procure to be furnished bail bonds, to give notices on behalf of principals in England or abroad, to institute and prosecute legal proceedings in connection with such claim or claims, to deal with underwriters insurance companies, policy holders and all persons interested in such claim or claims or under such policies or contracts.
- (xviii) To carry on any other business or trade which can or may be advantageously carried on in conjunction with the business referred to in (i)-(xvii) above or which may be calculated directly or indirectly to enhance the Company's business or property and for the above purposes or any of them to acquire by any means and carry on such existing business as a going concern.
- (xix) To buy, take on lease or hiring agreement or otherwise acquire land or any other property, real or personal, movable or immovable or any interest in such property and to sell, lease, let on hire, develop such property or otherwise turn the same to the advantage of the Company.
- (xx) To take out, apply for and acquire by original grant or by transfer or assignment or otherwise letters patent, brevets d'invention, licences, concessions, secret processes and inventions and develop the same or grant licences in respect thereof or otherwise turn the same to the advantage of the Company.
- (xxi) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (xxii) To invest the money of the Company in any manner that the Company may think fit.
- (xxiii) To enter into partnership or joint purse agreements or to make any agreement or arrangement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such company, firm or person.
- (xxiv) To sell the whole or any part of the undertaking of the Company for cash, shares, debentures or any other consideration.

- (xxv) To acquire by purchase or otherwise and either for cash, shares or debentures in the Company or for any other consideration any other business or any interest therein which in the opinion of the Company may be conveniently or profitably combined with the business of the Company.
- (xxvi) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.
- (xxvii) To borrow money and secure the payment thereof by the creation and issue of mortgages, debentures debenture stock or other securities.
- (xxviii) To draw, make, endorse, accept, discount and negotiable bills, notes, warrants and negotiable instruments of all kinds.
- (xxix) To remunerate any company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligations.
- (xxx) To grant pensions to employees and ex-employees and Directors and ex-Directors or other Officers or ex-Officer of the Company, their widows, children and dependants and subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable benevolent or public purpose or object.
- (xxxi) To promote or assist in the promotion of any company having objects similar to or complementary to the objects of the company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such Company.
- (xxxii) To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions.
- (xxxiii) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- (xxxiv) To carry on any other kind of Commercial, Industrial, Financial or Mining business.

- (xxxv) To give any guarantee for the payment of money or the performance of any undertaking or condition in relation to debentures, debenture stocks, notes, secured or otherwise, bonds, obligations, shares, stock, loans, investments and other securities placed, also to guarantee the performance of any contract or obligation of any company corporation, authority, firm or person in any manner whatsoever and on any terms as may be considered desirable in the interest of the Company.
- (xxxvi) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.
- (xxxvii) To do all such things in any part of the world either as principal or agent, either alone or in conjunction with any person, firm or company and for that purpose to establish branches, agencies or other representatives whatsoever and wheresoever.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any such objects shall not be cut down by reference to any other object of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £2,800,000 divided into 2,800,000 ordinary shares of £1 each. The Company shall have the power to increase its capital and to divide the shares in capital whether original or increased into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions and to vary the regulations of the Company as far as necessary to give effect to any such rights, privileges or conditions.

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

W. FISCHL, LL.B.

158 Fenchurch Street,  
London, E.C.3.

One

CLAUDE E. FIELDING,

158 Fenchurch Street,  
London, E.C.3.

One

*Solicitor.*

Dated this Third day of October, 1958.

Witness to the above Signatures:—

A. J. ROSSETTI,

158 Fenchurch Street,  
London, E.C.3.

*Solicitor.*

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*The Companies Act, 1948.*

COMPANY LIMITED BY SHARES.

## Articles of Association

of

### NORMAN INSURANCE COMPANY LIMITED

#### PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby that is to say, the clauses in Part I of Table A numbered 3, 5, 6, 7, 24, 47, 48, 53, 62, 75, 78, 79, 88, 99, 107 to 110, 113 and 136 shall not apply to this Company, but in lieu thereof, and in addition to the remaining clauses in Part I of Table A, the following shall be the regulations of the Company.

2. The Company is a Private Company, and accordingly clauses 2, 3, 4, 5 and 6 in Part II of Table A shall apply to the Company. ✓

3. 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 except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these Articles or by law otherwise provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

#### CAPITAL

4. The share capital of the Company is £2,800,000 divided into 2,800,000 ordinary shares of £1 each. ✓

5. The shares shall be under the control of the Directors who may allot and dispose of or grant options over the same at such times on such terms and in such manner as they think fit. Shares may be issued at par or at a premium.

6. Unless otherwise determined by the Company in General Meeting any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time 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, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company.

7. Subject to the provision of section 58 of the Companies Act 1948, 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.

8. The lien conferred by clause 11 in 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 shall be the sole registered holder thereof or shall be one of two or more joint holders, and clause 11 in Part I of Table A shall be modified accordingly.

9. An entry in the minute book of the Company 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 entitled to such shares that the said shares were properly forfeited or sold; and such entry, and the receipt of the Company for the price of such shares, shall constitute a good title to such shares, and the name of the purchaser 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. 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.

#### CAPITALISATION OF RESERVES

10. The Company in General Meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any undivided profits of the Company not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend (including profits carried and standing to the credit of any reserve or reserves or other special account), and accordingly that the Directors be authorised and directed to appropriate the profits resolved to be capitalised to the members in the proportions in which such profits would have been divisible amongst them had the same been applied in paying dividends instead of being capitalised, and to apply such profits on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such members respectively, or in paying up in full unissued shares, debentures or securities of the Company of a nominal amount equal to such profits, such shares, debentures or securities to be allotted and distributed credited as fully paid up to and amongst such members in the proportion

aforesaid or partly in one way and partly in the other. Provided that the Share Premium Account and a capital redemption reserve account may only be applied hereunder in the paying up of unissued shares to be issued to members as fully paid.

11. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares, debentures or securities, if any, and generally shall do all acts and things required to give effect thereto, 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, debentures or securities becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members interested into an Agreement with the Company providing for the allotment to them respectively, credited as fully paid up, for any further shares to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares and any agreement made under such authority shall be effective and binding on all such members.

#### BORROWING POWERS

12. The Directors may raise or borrow money for the purposes of the Company's business, and may secure the repayment of the same together with any interest or premium thereon, by mortgage or charge upon the whole or any part of the undertaking, assets and property of the Company, present or future, including its uncalled or unissued capital, and may issue bonds, debentures, debenture stock and other securities, either charged upon the whole or any part of the assets and property of the Company or not so charged.

13. A register of the holders of the debentures of the Company shall be kept at the registered office of the Company and shall be open to inspection by the registered holders of such debentures and of any member of the Company, subject to such restrictions as the Company in General Meeting may 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 MEETING

14. The Company shall in each year hold a General Meeting, at such time and place as the Directors shall appoint, as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next: Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The aforesaid General Meetings shall be called "Ordinary" Meetings; all other General Meetings shall be called "Extraordinary".

15. Every notice convening a General Meeting shall comply with the provisions of section 136 (2) of the Companies Act 1948 as to giving information to members in regard to their rights to appoint proxies and notices of and other communications relating to any General Meeting which any member is entitled to receive shall be sent to the Auditor for the time being of the Company.

#### VOTES OF MEMBERS

16. On 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: Provided that the holders of Preference Shares shall have no right to receive notice of or to be present or to vote either in person or by proxy at any General Meeting by virtue or in respect of their holdings of Preference Shares unless the preferential dividend shall remain unpaid for six months or unless a resolution is proposed affecting the rights or privileges of the holders of the Preference Shares.

#### DIRECTORS

17. The number of Directors shall not be less than two nor more than nine.

18. The first Directors of the Company shall be appointed by the subscribers to the Memorandum of Association or a majority of them by an instrument in writing under their hands.

19. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.

#### REMUNERATION OF DIRECTORS

20. The remuneration of a Director shall be such sum as may be decided upon by the Company in General Meeting. Any Director holding office for a part of a year shall be entitled to a proportionate part of such remuneration and this shall apply whether the Director voluntarily resigns or is called upon the Company to resign or loses his qualification in any of the ways hereinafter mentioned. The Directors shall also be entitled to be repaid their reasonable travelling and hotel and other expenses incurred in consequence of their attendance at Board Meetings or otherwise in the execution of their duties as Directors.

#### DISQUALIFICATION OF DIRECTORS

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

(A) If he cease to be a Director by virtue of section 182 of the Act.

(B) If he become bankrupt or insolvent or compound with his creditors.

(C) If he become of unsound mind or be found a lunatic.

(D) If he absent himself from the meetings of Directors for a period of six calendar months without special leave of absence from the other Directors.

(E) If he be convicted of an indictable criminal offence, not being an offence under the Road Traffic Acts, 1930 to 1936, or any statutory provision in lieu or modification thereof.

(F) If he give the Directors 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 Directors 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.

22. A Director 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 reckoned in estimating a quorum when any such contract or arrangement is under consideration; and clause 84 in Part I of Table A shall be modified accordingly.

#### SECRETARY

23. A Secretary shall be appointed by the Directors for such period upon such terms and conditions and at such remuneration as they may think fit and any Secretary so appointed may be removed by them.

#### SEAL

24(a) The Directors shall provide for the safe custody of the seal, which shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, and in the presence of a Director and of the Secretary or a second Director or such other person as the Directors may appoint for that purpose, and that Director and the Secretary or second Director or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed as aforesaid.

24(b) The Company may have an official seal for use abroad under the provisions of the Companies Act, 1948 where and as the Directors shall determine and the Company may by writing under the seal appoint any agent or committee abroad to be the duly authorised agent of the Company for the purpose of affixing and using such official seal and may impose such restrictions on the use thereof as shall be thought fit. Whenever in these Articles reference is made to the seal the reference shall when and so far as may be applicable be deemed to include any such official seal as aforesaid.

#### NOTICES

25. In clause 131 of Part I Table A the words "in the case of a notice of a meeting" and all words after the words "the letter containing the same to be posted" shall be omitted therefrom.

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

## WINDING UP

27. 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 first be applied in repaying to the members the amounts paid or credited as paid 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.

28. If the Company shall be wound up whether voluntarily or otherwise, the Liquidator may, with the sanction of an Extraordinary Resolution of the Company and any other sanction required by the Companies Act, 1948, divide any part of the assets of the Company, including any shares in other companies, between the members of the Company in specie or kind, or may, with the like consent, vest any part of the assets of the Company 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 or other securities whereon there is any liability.

## INDEMNITY

29. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted, or in connection with any application under section 448 of the Companies Act 1948 in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Companies Act 1948.

## ALTERNATE DIRECTORS

30. A Director may appoint any person to be an alternate (or substitute) Director and such appointment shall have effect and such appointee whilst he holds office as an alternate Director shall be entitled to notice of meetings of the Directors, and to attend and vote thereat accordingly, and he shall, *ipso facto*, vacate office if and when the appointor vacates office as a Director or removes the appointee from office and any appointment and removal under this clause shall be effected by notice in writing under the hand of the Director making the same.

31. An instrument appointing an alternate Director shall be delivered to and retained by the Company and shall, as nearly as circumstances will permit, be in the form or to the effect following:—

## NORMAL INSURANCE COMPANY LIMITED

"I, a Director of NORMAL INSURANCE COMPANY LIMITED, in pursuance of the powers contained in the Articles of Association of the Company hereby nominate

"of

to act

"as alternate Director in my place and to exercise and discharge any of my duties as Director of the Company during my absence from England or my inability to act or attend as a Director.

"AS WITNESS my hand this

day

of

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If a Director making any such appointment as aforesaid shall cease to be a Director the person appointed by him shall thereupon cease to have any power or authority to act as an alternate Director.

## MANAGING DIRECTOR

32. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period, on such terms and at such remuneration (whether by way of salary, or commission, or participation in profits, or partly in one way and partly in another) as they may think fit, but his appointment shall be subject to determination, *ipso facto*, if he ceases from any cause to be a Director, or if the Company in General Meeting resolve that his tenure of the office of Managing Director or Manager be determined. A Director so appointed shall not, whilst holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors.

33. The Directors may from time to time entrust to and confer upon the Managing Director or Managing Directors 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 powers by the Managing Director or Managing Directors 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.

THE COMPANIES ACT 1948

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COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTION

OF

NORMAN INSURANCE COMPANY LTD

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Passed the 30th day of June, 1977.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at Norman Insurance House, Kings Road, Reading, Berks., on the thirtieth day of June, 1977, the following SPECIAL RESOLUTION in accordance with the Articles of Association was duly passed:-

That the Company's Memorandum of Association be amended by re-numbering the existing paragraph number 24 to become 24(a) and to insert after the new paragraph 24(a) the following paragraph number 24(b):

"The Company may have an official seal for use abroad under the provisions of the Companies Act, 1948 where and as the Directors shall determine and the Company may by writing under the seal appoint any agent or Committee abroad to be the duly authorised agent of the Company for the purpose of affixing and using such official seal and may impose such restrictions on the use thereof as shall be thought fit. Whenever in these Articles reference is made to the seal the reference shall when and so far as may be applicable be deemed to include any such official seal as aforesaid".



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The Companies Act 1948

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION  
OF  
NORMAN INSURANCE COMPANY  
LIMITED

Passed the 28th day of November, 1978

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at Fountain House, 130, Fenchurch Street, London, EC3P 3BD, on the twenty-eighth day of November, 1978 the following ORDINARY RESOLUTION in accordance with the Articles of Association was duly passed:-

That pursuant to Section 63 of the Companies Act 1948 the nominal capital of the Company be increased to £6,000,000 by the creation of a further 3,200,000 £1 shares, ranking pari passu with the existing £1 shares.

Signed .....

L.E. AHLBERG - CHAIRMAN



No. of Company 613259 / 64

**THE COMPANIES ACTS 1948 to 1967****Notice of Increase in Nominal Capital**

To THE REGISTRAR OF COMPANIES

Insert name  
of Company;  
delete "Limited"  
if not applicable

NORMAN INSURANCE COMPANY

(State whether  
Ordinary or  
Extraordinary  
or Special  
Resolution.)

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,  
that by a<sup>n</sup> Ordinary Resolution of the Company dated the  
28th day of November 1978 the nominal capital of the  
Company has been increased by the addition thereto of the sum of £ 3,200,000  
beyond the registered capital of £ 2,800,000

The additional capital is divided as follows:—

Number of Shares

Class of Share

Nominal amount  
of each share

3,200,000

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 this space is  
insufficient the  
conditions should  
be set out  
separately by way  
of annexure.

Ranking pari passu with the existing £1 shares.

Signature

State whether Director  
or Secretary

Secretary

Dated the 30th day of November 1978

Presented by

Presentor's Reference

Secretary

Fountain House

130, Fenchurch Street,  
London, EC3P 3BD



(see notes overleaf)

613259/74

Copy of an Ordinary Resolution passed at an Extraordinary Meeting of NORMAN INSURANCE COMPANY LIMITED held at Norman Insurance House, Kings Road, Reading, Berkshire on Tuesday 10th November 1981

"That pursuant to Section 63 of the Companies Act 1948 the nominal capital of the Company be increased to £10,000,000 by the creation of a further 4,000,000 £1 shares, ranking pari passu with the existing £1 shares"

  
.....  
K.W. HADDON  
SECRETARY

11th November 1981



No. of Company 613259

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# THE COMPANIES ACTS 1948 to 1976

## Notice of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES

Insert name  
of Company;  
delete "limited"  
if not applicable

State whether  
Ordinary or  
Extraordinary  
or Special  
Resolution.

NORMAN INSURANCE COMPANY LIMITED

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,  
that by at ORDINARY Resolution of the Company dated the  
TENTH day of NOVEMBER 19 81 the nominal capital of the  
Company has been increased by the addition thereto of the sum of £ 4,000,000  
beyond the registered capital of £ 6,000,000

The additional capital is divided as follows:—

Number of Shares

Class of Share

Nominal amount  
of each share

4,000,000

Ordinary

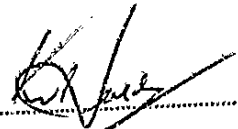
£1

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 shares

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

Signature


State whether Director  
or Secretary

Secretary



Dated the

13

day of

November

1981

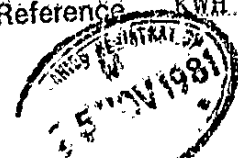
Presented by

Secretary

Fountain House

130 Fenchurch Street

Presenter's Reference KWH

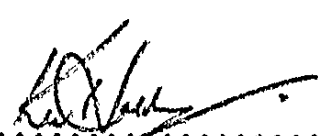


(see notes overleaf)

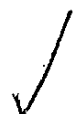
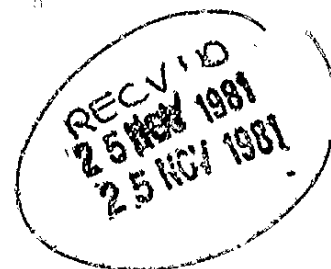
613259/74  
F/24

Copy of an Ordinary Resolution passed at an Extraordinary Meeting of NORMAN INSURANCE COMPANY LIMITED held at Norman Insurance House, Kings Road, Reading, Berkshire on Tuesday 10th November 1981

"That pursuant to Section 63 of the Companies Act 1948 the nominal capital of the Company be increased to £10,000,000 by the creation of a further 4,000,000 £1 shares, ranking pari passu with the existing £1 shares"

  
.....  
K.W. HADDON  
SECRETARY

11th November 1981



No. 013289

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The Companies Act 1948.

COMPANY LIMITED BY SHARES.

## Memorandum

— and —

## Articles of Association

— of —

### NORMAN INSURANCE COMPANY LIMITED

(As amended by Special and Ordinary Resolutions dated  
up to and including 31st December 1978)

(Incorporated the 20th day of October, 1958.)

CRAWLEY & DE REYA,  
158 Fenchurch Street, London, E.C.3.



No. 813253.

## Certificate of Incorporation

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I HEREBY CERTIFY, that NORMAN INSURANCE COMPANY LIMITED  
is this day Incorporated under the Companies Act, 1948, and that the Company  
is Limited.

GIVEN under my hand at London this Twentieth day of October One  
thousand nine hundred and fifty-eight.

W. B. LANGFORD,

*Registrar of Companies.*

*The Companies Act, 1948.*

COMPANY LIMITED BY SHARES

## Memorandum of Association of **NORMAN INSURANCE COMPANY LIMITED**

1. The name of the Company is "Norman Insurance Company Limited". For the purposes of identifying its services in non-English speaking countries, the Company may adopt the literal translation of its name into the language of that country, subject to the provisions of the law of the relevant country.

2. The Registered Office of the Company will be situate in England.

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

- (i) To carry on the businesses of insurance and reinsurance and guarantee of any and every kind and in particular but without prejudice to the generality of the foregoing to carry on all of any of the following businesses that is to say marine aircraft motor transit fire storm accident employers liability failure of plate burglary robbery theft third party indemnity fidelity life and endowment insurance and insurance against all insurable hazards.
- (ii) To grant annuities of all kinds whether dependent on human life or otherwise and whether perpetual or terminable immediate or deferred absolute contingent or otherwise.
- (iii) To insure members of the public against marine and transit risks of all kinds, and for that purpose to make or effect insurance on ships, vessels, boats, aircraft and craft of all kinds and on goods, merchandise, live or dead stock, luggage, effects, specie, bullion or other property, respondentia and voluntary interests, missions, profits and freights in which the persons so insured are interested as owners, managing owners, mortgagees, agents or otherwise.
- (iv) To insure members of the public against injury or damage to or loss of motor cars, motor cycles, motor scooters, or mechanically propelled vehicles or ordinary bicycles or tricycles and against liabilities or claims in respect of the negligent or other driving or riding of the same and the costs and legal and other expenses of any actions in respect thereof or in any other respect, and to undertake the conduct of any such actions, and to pay such costs and expenses.

(v) To insure members of the public against third party risks of all kinds.

(vi) To insure members of the public against loss of property owned by them by burglary or theft, by housebreaking or larceny, and against loss, or injury or damage to the property or effects (carried on board ship) of masters and marine passengers.

(vii) To insure members of the public against loss or damage from breakage of plate glass or any other description of glass, whether in windows, fittings, mirrors or in whatever way used.

(ix) To insure members of the public against loss or injury to houses or other property owned or occupied by them caused by enemy aircraft.

(x) To insure members of the public against injury or damage or loss of aeroplanes and aerial vehicles of all kinds, and against liabilities or claims in respect of the negligent or other driving of the same or against loss or damage to property carried in any such vehicle and the costs and legal expenses of any actions in respect of any such matters or in respect of any other matters and to undertake the conduct of any such or any other actions and to pay such costs and expenses.

(xi) To reinsure re-assure or counter-insure or counter-assure all or any risks and to undertake all kinds of reinsurance re-assurance counter-insurance or counter-assurance connected with any of the business aforesaid.

(xii) To give to any class or section of those who assure, or have other dealings with the company, any rights over or in relation to any fund or funds, or a right to participate in the profits of the company, or in the profits of any particular branch or part of its business, or any other special privileges, advantages or benefits.

(xiii) To carry on the business of general insurance and reinsurance brokers in all its branches and to act as agents of and to represent underwriters and insurance companies generally.

(xiv) To secure, effect and carry on directly or indirectly either for its own account or for the account of others, as brokers or agents the business of general insurance and reinsurance of all descriptions and of every kind.

(xv) To carry on the business of underwriting agents and insurance managers in all their branches.

(xvi) To act as agents or managers for any insurance company, club or association or for any underwriter or syndicate of underwriters and to collect premiums, contributions and insurance payments of all kinds.

(xvii) To act as agents in connection with any claim or claims under insurance policies of all kinds whether making or general or any other kind of insurance policy or policies and in connection with all contracts or reinsurance, to furnish or procure to be furnished bail bonds, to give notices on behalf of principals in England or abroad, to institute and prosecute legal proceedings in connection with such claim or claims, to deal with underwriters insurance companies, policy holders and all persons interested in such claim or claims or under such policies or contracts.

(xviii) To carry on any other business or trade which can or may be advantageously carried on in conjunction with the business referred to in (i)-(xvi) above or which may be calculated directly or indirectly to enhance the Company's business or property and for the above purposes or any of them to acquire by any means and carry on such existing business as a going concern.

(xix) To buy, take on lease or hiring agreement or otherwise acquire land or any other property, real or personal, movable or immovable or any interest in such property and to sell, lease, let on hire, develop such property or otherwise turn the same to the advantage of the Company.

(xx) To take out, apply for and acquire by original grant or by transfer or assignment or otherwise letters patent, brevets d'invention, licences, concessions, secret processes and inventions and develop the same or grant licences in respect thereof or otherwise turn the same to the advantage of the Company.

(xxi) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.

(xxii) To invest the money of the Company in any manner that the Company may think fit.

(xxiii) To enter into partnership or joint venture agreements or to make any agreement or arrangement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such company, firm or person.

(xxiv) To sell the whole or any part of the undertaking of the Company for cash, shares, debentures or any other consideration.

(xxv) To acquire by purchase or otherwise and either for cash, shares or debentures in the Company or for any other consideration any other business or any interest therein which in the opinion of the Company may be conveniently or profitably combined with the business of the Company.

(xxvi) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.

(xxvii) To borrow money and secure the payment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities.

(xxviii) To draw, make, endorse, accept, discount or negotiable bills, notes, warrants and negotiable instruments of all kinds.

(xxix) To remunerate any company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligations.

(xxx) To grant pensions to employees and ex-employees and Directors and ex-Directors or other Officer or ex-Officer of the Company, their widows, children and dependants and subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable benevolent or public purpose or object.

(xxxi) To promote or assist in the promotion of any company having objects similar to or complementary to the objects of the company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such Company.

(xxxii) To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions.

(xxxiii) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.

(xxxiv) To carry on any other kind of Commercial, Industrial, Financial or Mining business.

(xxv) To give any guarantee for the payment of money or the performance of any undertaking or condition in relation to debentures, debenture stocks, notes, secured or otherwise, bonds, obligations, shares, stock, loans, investments and other securities placed, also to guarantee the performance of any contract or obligation of any company, corporation, authority, firm or person in any manner whatsoever and on any terms as may be considered desirable in the interest of the Company.

(xxvi) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.

(vii) To do all such things in any part of the world either as principal or agent, either alone or in conjunction with any person, firm or company and for that purpose to establish branches, agencies or other representatives whatsoever and wheresoever.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any such objects shall not be cut down by reference to any other object of the Company.

4. The liability of the members is limited.

\* The share capital of the Company is £5,000,000 divided into 5,000,000 ordinary shares of £1 each. The Company shall have the power to increase its capital and to divide the shares in capital whether original or increased into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions and to vary the regulations of the Company as far as necessary to give effect to any such rights, privileges or conditions.

\* Increased to £10,000,000 divided into 10,000,000 ordinary shares of £1 each at Extraordinary General Meeting held 10th November 1931

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

W. FISCHL, LL.B.,

158 Fenchurch Street,  
London, E.C.3

One

CLAUDE E. FIELDING,

158 Fenchurch Street,  
London, E.C.3.

One

Solicitor.

Dated this Third day of October, 1958.

Witness to the above Signatures:—

A. J. ROSSETTI,

158 Fenchurch Street,  
London, E.C.3.

Solicitor.

## Articles of Association

of

### NORMAN INSURANCE COMPANY LIMITED

*See Provision*

#### PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby that is to say, the clauses in Part I of Table A numbered 3, 5, 6, 7, 24, 47, 49, 53, 62, 75, 76, 79, 88, 93, 107 to 110, 113 and 156 shall not apply to this Company, but in lieu thereof, and in addition to the remaining clauses in Part I of Table A, the following shall be the regulations of the Company.

2. The Company is a Private Company, and accordingly clauses 2, 3, 4, 5 and 6 in Part II of Table A shall apply to the Company.

3. 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 except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these Articles or by law otherwise provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

#### CAPITAL

4. The share capital of the Company is £2,000,000 divided into 2,000,000 ordinary shares of £1 each.

5. The shares shall be under the control of the Directors who may allot and dispose of or grant options over the same at such times on such terms and in such manner as they think fit. Shares may be issued at par or at a premium.

*+ limited to £1000000 at an Extraordinary General Meeting  
and 19th November 1951*

6. Unless otherwise determined by the Company in General Meeting any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time 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, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company.

7. Subject to the provision of section 58 of the Companies Act 1948, 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.

8. The lien conferred by clause 11 in 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 shall be the sole registered holder thereof or shall be one of two or more joint holders, and clause 11 in Part I of Table A shall be modified accordingly.

9. An entry in the minute book of the Company 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 entitled to such shares that the said shares were properly forfeited or sold; and such entry, and the receipt of the Company for the price of such shares, shall constitute a good title to such shares, and the name of the purchaser 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. 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.

#### CAPITALISATION OF RESERVES

10. The Company in General Meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any undivided profits of the Company not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend (including profits carried and standing to the credit of any reserve or reserves or other special account), and accordingly that the Directors be authorised and directed to appropriate the profits resolved to be capitalised to the members in the proportions in which such profits would have been divisible amongst them had the same been applied in paying dividends instead of being capitalised, and to apply such profits on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such members respectively, or in paying up in full unissued shares, debentures or securities of the Company of a nominal amount equal to such profits, such shares, debentures or securities to be allotted and distributed credited as fully paid up to and amongst such members in the proportion

aforesaid or partly in one way and partly in the other. Provided that a Share Premium Account and a capital redemption reserve account may only be applied hereunder in the paying up of unissued shares to be issued to members as fully paid.

11. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares, debentures or securities, if any, and generally shall do all acts and things required to give effect thereto, 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, debentures or securities becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members interested into an Agreement with the Company providing for the allotment to them respectively, credited as fully paid up, for any further shares to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares and any agreement made under such authority shall be effective and binding on all such members.

#### BORROWING POWERS

12. The Directors may raise or borrow money for the purposes of the Company's business, and may secure the repayment of the same, together with any interest or premium thereon, by mortgage or charge upon the whole or any part of the undertaking, assets and property of the Company, present or future, including its uncalled or unissued capital, and may issue bonds, debentures, debenture stock and other securities, either charged upon the whole or any part of the assets and property of the Company or not so charged.

13. A register of the holders of the debentures of the Company shall be kept at the registered office of the Company and shall be open to inspection by the registered holders of such debentures and of any member of the Company, subject to such restrictions as the Company in General Meeting may 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 MEETING

14. The Company shall in each year hold a General Meeting, at such time and place as the Directors shall appoint, as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting so such in the notices calling it, and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The aforesaid General Meeting shall be called "Ordinary Meetings"; all other General Meetings shall be called "Extraordinary".

15. Every notice convening a General Meeting shall comply with the provisions of section 126 (2) of the Companies Act 1948 as to giving information to members in regard to their rights to appoint proxies and notices of and other communications relating to any General Meeting which any member is entitled to receive shall be sent to the Auditor for the time being of the Company.

#### VOTES OF MEMBERS

16. On 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. Provided that the holders of Preference Shares shall have no right to receive notice of or to be present or to vote either in person or by proxy at any General Meeting by virtue of or in respect of their holdings of Preference Shares unless the preferential dividend shall remain unpaid for six months or unless a resolution is proposed affecting the rights or privileges of the holders of the Preference Shares.

#### DIRECTORS

17. The number of Directors shall not be less than two nor more than nine.

18. The first Directors of the Company shall be appointed by the subscribers to the Memorandum of Association or a majority of them by an instrument in writing under their hands.

19. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.

#### REMUNERATION OF DIRECTORS

20. The remuneration of a Director shall be such sum as may be decided upon by the Company in General Meeting. Any Director holding office for a part of a year shall be entitled to a proportionate part of such remuneration and this shall apply whether the Director voluntarily resigns or is called upon the Company to resign, or loses his qualification in any of the ways hereinafter mentioned. The Directors shall also be entitled to be repaid their reasonable travelling and hotel and other expenses incurred in consequence of their attendance at Board Meetings or otherwise in the execution of their duties as Directors.

#### DISQUALIFICATION OF DIRECTORS

21. The office of a Director shall be vacated —

(A) If he cease to be a Director by virtue of section 182 of the Act.

(B) If he become bankrupt or insolvent or compound with his creditors.

(C) If he become of unsound mind or be found a lunatic.

(D) If he absent himself from the meetings of Directors for a period of six calendar months without special leave of absence from the other Directors.

(E) If he be convicted of an indictable criminal offence, not being an offence under the Road Traffic Acts, 1930 to 1938 or any statutory provision in force or modification thereof.

(F) If he gives the Directors 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 Directors 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.

22. A Director may vote as a Director in regard to any contract or arrangement in which he is interested as upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration and clause 84 in Part I of Table A shall be modified accordingly.

#### SECRETARY

23. A Secretary shall be appointed by the Directors for such period upon such terms and conditions and at such remuneration as they may think fit and any Secretary so appointed may be removed by them.

#### SEAL

24(a) The Directors shall provide for the safe custody of the seal, which shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, and in the presence of a Director and of the Secretary or a second Director or such other person as the Directors may appoint for that purpose, and that Director and the Secretary or second Director or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed as aforesaid.

24(b) The Company may have an official seal for use abroad under the provisions of the Companies Act, 1948 where and as the Directors shall determine and the Company may by writing under the seal appoint any agent or committee abroad to be the duly authorised agent of the Company for the purpose of affixing and using such official seal and may impose such restrictions on the use thereof as shall be thought fit. Whenever in these Articles reference is made to the seal the reference shall when and so far as may be applicable be deemed to include any such official seal as aforesaid.

## NOTICES

25. In clause 131 of Part I of Table A the words "in the case of a notice of a meeting" and all words after the words "the letter containing the same to be posted" shall be omitted therefrom.

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

## WINDING UP

27. 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 first be applied in repaying to the members the amounts paid or credited as paid 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.

28. If the Company shall be wound up whether voluntarily or otherwise, the Liquidator may, with the sanction of an Extraordinary Resolution of the Company and any other sanction required by the Companies Act, 1948, divide any part of the assets of the Company, including any shares in other companies, between the members of the Company in specie or kind, or may, with the like consent, vest any part of the assets of the Company 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 or other securities whereon there is any liability.

## INDEMNITY

29. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted, or in connection with any application under section 448 of the Companies Act 1948 in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Companies Act 1948.

## ALTERNATE DIRECTOR

30. A Director may appoint any person to be an alternate (or substitute) Director and such appointment shall have effect and such appointee whilst he

holds office as an alternate Director shall be entitled to notice of meetings of the Directors, and to attend and vote thereat accordingly, and he shall, ipso facto, vacate office if and when the appointor vacates office as a Director or removes the appointee from office and any appointment and removal under this clause shall be effected by notice in writing under the hand of the Director making the same.

31. An instrument appointing an alternate Director shall be delivered to and retained by the Company and shall, as nearly as circumstances will permit, be in the form or to the effect following:-

## NORMAN INSURANCE COMPANY LIMITED

"I, a Director of NORMAN INSURANCE COMPANY LIMITED, in pursuance of the powers contained in the Articles of Association of the Company hereby nominate

"as alternate Director in my place and to exercise and discharge any of my duties as Director of the Company during my absence from England or my inability to act or attend as a Director,

"AS WITNESS my hand this 19 day of

If a Director making any such appointment as aforesaid shall cease to be a Director the person appointed by him shall thereupon cease to have any power or authority to act as an alternate Director.

## MANAGING DIRECTOR

32. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period, on such terms and at such remuneration (whether by way of salary, or commission, or participation in profits, or partly in one way and partly in another) as they may think fit, but his appointment shall be subject to determination, ipso facto, if he ceases from any cause to be a Director, or if the Company in General Meeting resolve that his tenure of the office of Managing Director or Manager be determined. A Director so appointed shall not whilst holding that office, be subject to retirement by resolution or be taken into account in determining the rotation of retirement of Directors.

33. The Directors may from time to time appoint to and confer upon the Managing Director or Managing Directors all or any of the powers of the Directors (excepting the power to make calls, to take money or issue debentures) that they may think fit. But the exercise of all powers by the Managing Director or Managing Directors shall be subject to such regulations and restrictions as the Directors may from time to time make and revise and the said powers may at any time be withdrawn, revoked or varied.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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W. FISCHL, LL.B.

158 Fenchurch Street,

London, E.C.3.

CLAUDE E. FIELDING,

158 Fenchurch Street,

London, E.C.3.

*Solicitor*

---

Dated this Third day of October, 1958.

Witness to the above Signatures:—

A. J. ROSSETTI,

158 Fenchurch Street,

London, E.C.3.

*Solicitor.*



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

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|--|--|--|--|
|  |  |  |  |
|--|--|--|--|

|        |
|--------|
| 613259 |
|--------|

Name of company

|                                |
|--------------------------------|
| * NORMAN INSURANCE COMPANY LTD |
|--------------------------------|

\* Insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 20 NOVEMBER 1987 the nominal capital of the company has been  
increased by £ 5,000,000 beyond the registered capital of £ 10,000,000.

A copy of the resolution authorising the increase is attached.†

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

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:

PARI PASSU WITH ALL SHARES CURRENTLY  
ISSUED

Please tick here if  
continued overleaf

|  |
|--|
|  |
|--|

† delete as  
appropriate

Signed

[Director][Secretary]† Date 29.12.87.Presentor's name address and  
reference (if any):

MS M<sup>c</sup> MILLAN  
NORMAN INSURANCE  
NORMAN INSURANCE HOUSE  
KINGS RD  
READING.  
RG1 4LL

For official Use  
General Section

Post room



Minutes of an Extraordinary General Meeting held at Phyllis Court Club, Henley on Thames, Oxon on 20 November 1987

|         |               |                              |
|---------|---------------|------------------------------|
| Present | I H Heatley   | Chairman                     |
|         | L E Ahlberg   |                              |
|         | P Brochu      | Proxy for l'Union Canadienne |
|         | J R Leret     | Proxy for MGFA               |
|         | J M E Perroud | Proxy for Mutuelles du Mans  |
|         | C W Skrzynski |                              |

|               |              |           |
|---------------|--------------|-----------|
| In Attendance | M S McMillan | Secretary |
|               | C G Barré    |           |
|               | M Cosson     |           |

1. The holding of this Meeting at short notice was agreed by everyone present.
2. The following Ordinary Resolution was considered and duly passed namely:-  
  
"That pursuant to Section 63 of the Companies Act 1948, the nominal capital of the Company be increased to £15,000,000 by the creation of a further 5,000,000 £1 shares, ranking pari passu with the existing £1 shares".
3. There being no further business to transact, the Meeting was declared closed.

*[Handwritten signature]*

I.H. HEATLEY  
CHAIRMAN

