

No. of Company..... **616245** //

Form No. 41

## THE COMPANIES ACT, 1948



A  
Companies  
Registration  
Fee Stamp  
of 5s.  
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)

Name of Company :

*Harrault Securities*

**LIMITED**

Presented by

*Harrault Securities Ltd*  
**RICKARD & Co.**  
20, SOUTHAMPTON PLACE,  
LONDON, W.C.1.

**H. A. JUST & CO. LTD.**  
Company Printers and Registration Agents  
15, Portugal Street, Lincoln's Inn, W.C.2  
Telephone : HOLBORN 9781

29 NOV 1948  
616245

I, Argus Sutherland  
of 20 Southampton Place  
London, W.C.1

Do solemnly and sincerely declare that I am (a) a person  
named in the Articles of  
Association as Secretary

of Harrold Securities

✓ 13  
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 16 Southampton  
Place London W.C.1

the 28<sup>th</sup> day of November  
one thousand nine hundred and fifty-eight.  
before me.



R. Macdonald

(b) A Commissioner for Oaths.

Argus Sutherland

(a) "A Solicitor of the Supreme Court" (or in Scotland "by a Solicitor")  
"engaged in the formation" or "A person named in the Articles of  
Association as a Director or Secretary."

(b) or Notary Public or Justice of the Peace.

616245 / 2

CCD 10/-

No. of Company.....

Form No. 25



*Harriault Securities*  
**LIMITED**

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891. (NOTE—The Stamp Duty on the Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41 Finance Act, 1933.)

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

The NOMINAL CAPITAL of *Harriault Securities*

..... Limited,

is £ *100* ....., divided into *100* ..... shares of £ *1* ..... each.

Signature..... *P. L. L. L. L.*

Description..... *Secretary*

Date..... *28/11/58*

Presented by *Harriault Securities Ltd.*

*For* RICKARD & Co.

20, SOUTHAMPTON PLACE,  
LONDON, W.C.1

H. A. JUST & CO. LTD.

Company Printers and Registration Agents  
15, Portugal Street, Lincoln's Inn, W.C.2  
Telephone : HOLBORN 9781





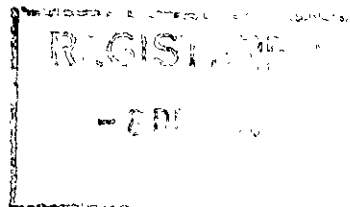
616245/3  
THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES

# Memorandum of Association OF

## Hainault Securities Limited



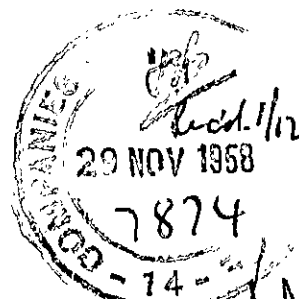
1. The name of the Company is "HAINAULT SECURITIES LIMITED".

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

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

Rwp.  
Ned

- (a) To carry on all or any of the business of financiers, bankers, concessionaires, brokers, commission agents and land agents and to purchase and hold, or sell, exchange, mortgage or deal in stocks, shares, debentures, bonds, insurance policies, reversionary interests, houses, lands, and all forms of investments and other real and personal property and any estate or interest therein.



- \*
- (b) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
  - (c) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
  - (d) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
  - (e) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
  - (f) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
  - (g) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

- (h) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (i) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (j) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any Debentures at any time paid off.
- (k) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (l) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (m) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (n) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

- (o) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (p) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such persons.
- (q) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
- (r) To distribute any property of the Company in specie among the members.
- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber.
<p><i>Roginald Wilfred Potts</i>  <i>4, Branksome House</i>  <i>Shartham Road</i>  <i>Shartham</i>  <i>Kent</i>  <i>Chartered Accountant</i></p> <p><i>Madeline Waringham</i>  <i>61 Melbury Gardens</i>  <i>Wimbledon S.W.20</i>  <i>Chartered Accountant</i></p>	<p><i>One</i></p> <p><i>One</i></p>

DATED this *28th* day of *November* 1958.

WITNESS to the above signatures :-

*W. C. I.*

*20, Southampton Place*  
*London, W.C.1.*  
*Chartered Accountant.*



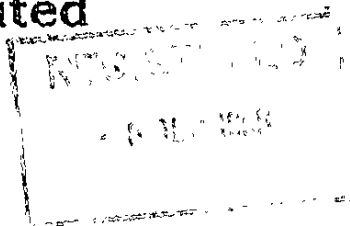


THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES

# Articles of Association OF Hainault Securities Limited



## PRELIMINARY.

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act, 1948 (including the Regulations referred to in Clause 1 thereof) shall apply to this Company.

2. The following clauses of Part I of the said Table "A" shall not apply to this Company videlicet :- 24, 53, 58, 79, 84(2), 84(4), 89, 90, 91 and 92.

## PRIVATE COMPANY.

3. The Company is a Private Company within the meaning of the Act.

## SHARES.

4. The Directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine, but so that, except as provided by the Statutes, no shares shall be issued at a discount.

LIEN.

5. The lien conferred by Clause 11 of Part I of Table "A" shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

TRANSFER OF SHARES.

6. Clause 3 of Part II of Table "A" shall not apply to any transfer to a person who is already a member of the Company.

7. A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may, subject to Clause 3 of Part II of Table "A", dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

PROCEEDINGS AT GENERAL MEETINGS.

8. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

DIRECTORS.

9. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

10. Subject to the provisions of Section 199 of the Act, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

BORROWING POWERS OF DIRECTORS.

11. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

ALTERNATE DIRECTOR.

12. Any Director being or being about to go abroad may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

SECRETARY.

13. The first Secretary of the Company shall be Angus Sutherland.

INDEMNITY.

14. Subject to Section 205 of the Act and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A", every Director, officer, or official of the Company, shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NAME

WITN

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Reginald Wilfrad Potts  
4, Bracken House  
Sharltons Road  
Sharltons  
Kent.

Chartered Accountant.

Madeline Warrington  
61 Melbury Gardens  
Wimbledon S.W.20  
Chartered Accountant

DATED this 28th day of November 1958.

WITNESS to the above signatures :-

  
J. Sutherland

20 Southampton Place  
London, W.C.1  
Chartered Accountant.

DUPLICATE FOR THE FILE

No. 616245



## Certificate of Incorporation

I Hereby Certify That

HAINAULT SECURITIES LIMITED

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

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

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

Certificate  
received by |

Date

Post  
8/12

No. 616245/26

RICKARD & CO.

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

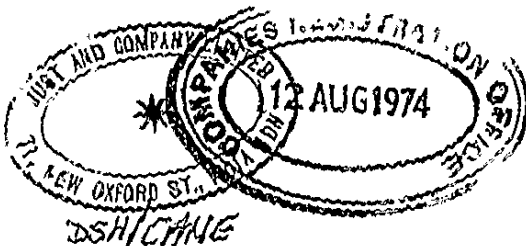
of

HAINAULT SECURITIES LIMITED

Passed the 31<sup>st</sup> day of JULY 1974

At an EXTRAORDINARY GENERAL MEETING of the above named Company held at 113-115 High Street, Brentwood, Essex, on the 31<sup>st</sup> day of JULY 1974, the subjoined Resolutions were duly passed as ORDINARY RESOLUTIONS:

1. "That the share capital of the Company be increased to £10,000 divided into 10,000 shares of £1 each by the creation of 9,900 shares of £1 each to rank pari passu in all respects with the existing share capital of the Company."
2. "That the sum of £9,900 standing to the credit of the Profit and Loss Account be capitalised and appropriated as capital to and amongst the holders of the existing shares in the capital of the Company at 30th June 1974 but so that the same be not paid in cash but be appropriated in paying up in full at par 9,900 new shares of £1 each to be distributed credited as fully paid up to and amongst the holders of the existing shares in the proportion of ninety-nine new shares in respect of each share previously held by each member of the Company."



Roger E. Heath  
CHAIRMAN.

No. of Company..... 616245 / 27.

Form No. 10

## THE COMPANIES ACTS, 1948 to 1967

### Notice of Increase in Nominal Capital

Pursuant to section 63 of the Companies Act 1948

Name of Company :

HAINAULT SECURITIES

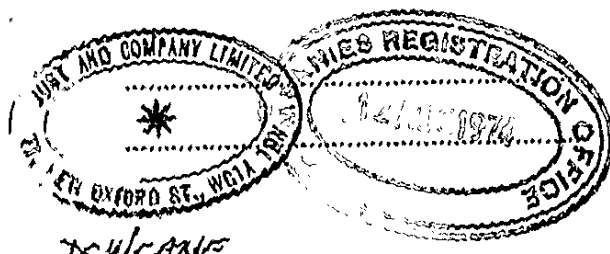
LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Companies Act 1948).

No filing fee is payable on this Notice but Board of Trade Registration Fees may be payable on the increase of Capital. (See Parts 1 and 2 of the Third Schedule to the Companies Act 1967).

Presented by

JUST AND COMPANY LTD.  
Company Printers and Registration Agents  
71 NEW OXFORD STREET, LONDON, W.C.1





TO THE REGISTRAR OF COMPANIES.

HAINAULT SECURITIES LIMITED,  
hereby gives you notice, pursuant to Section 63 of the Companies Act, 1948, that  
by a\* Ordinary Resolution of the Company dated the  
31st day of July 19 74 the Nominal Capital  
of the Company has been increased by the addition thereto of the sum of  
£ 9,900 beyond the Registered Capital of £ 100

The additional Capital is divided as follows :—

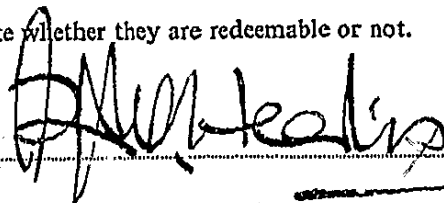
Number of Shares	Class of Shares	Nominal amount of each Share
9,900	Ordinary	£1

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 :—

To rank pari passu in all respects with the existing share capital  
of the company.

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

Signature



State whether Director } Director  
or Secretary }

Dated the 2 day of Aug 19 74

\*"Ordinary" "Extraordinary" or "Special"

110. 616245  
28.

THIS DOCUMENT IS FILED PURSUANT  
TO SECTION 5 OF THE COMPANIES  
ACT 1948, AND 9 OF THE EUROPEAN  
COMMUNITIES ACT 1972.

JUST AND COMPANY LIMITED

The Companies Act, 1948.

*Financial  
M. L. Brown.*

COMPANY LIMITED BY SHARES

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**Memorandum**  
—AND—  
**Articles of Association**  
—OF—  
**Hainault Securities Limited**

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Incorporated the 8th day of December 1958.

No. 616245.



A. JUST & CO., LTD., Company Printers. 15 Portugal Street, London, W.C.2.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES

# Memorandum of Association

OF

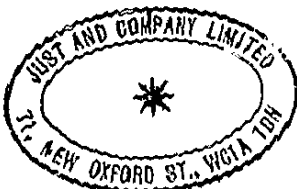
## Hainault Securities Limited

1. The name of the Company is "HAINAULT SECURITIES LIMITED".

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

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

- (a) To carry on all or any of the businesses of financiers, bankers, concessionaires, brokers, commission agents and land agents and to purchase and hold, or sell, exchange, mortgage or deal in stocks, shares, debentures, bonds, insurance policies, reversionary interests, houses, lands, and all forms of investments and other real and personal property and any estate or interest therein.



- (b) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (c) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (d) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (e) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (f) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- (g) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

- (h) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (i) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (j) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any Debentures at any time paid off.
- (k) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (l) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (m) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (n) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

- (o) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (p) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such persons.
- (q) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
- (r) To distribute any property of the Company in specie among the members.
- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

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Note:  
By Ordinary Resolution passed 31st July 1974  
the Share Capital of the Company was increased to  
£10,000 divided into 10,000 shares of £1 each

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber.
<p>REGINALD WILFRED POTTS, 4, Brenda House, Shortlands Road, Shortlands, Kent. Chartered Accountant</p>	<p>One</p>
<p>MADELINE WORDINGHAM, 61, Melbury Gardens, Wimbledon, S.W.20. Chartered Accountant</p>	<p>One</p>

DATED this 28th day of November 1958.

WITNESS to the above signatures :-

A. SUTHERLAND,  
20, Southampton Place,  
London, W.C.1.  
Chartered Accountant.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES

**Articles of Association**  
OF  
**Hainault Securities Limited**

PRELIMINARY.

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act, 1948 (including the Regulations referred to in Clause 1 thereof) shall apply to this Company.

2. The following clauses of Part I of the said Table "A" shall not apply to this Company videlicet :- 24, 53, 58, 79, 84(2), 84(4), 89, 90, 91 and 92.

PRIVATE COMPANY.

3. The Company is a Private Company within the meaning of the Act.

SHARES.

4. The Directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine, but so that, except as provided by the Statutes, no shares shall be issued at a discount.



LIEN.

5. The lien conferred by Clause 11 of Part I of Table "A" shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

TRANSFER OF SHARES.

6. Clause 3 of Part II of Table "A" shall not apply to any transfer to a person who is already a member of the Company.

7. A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may, subject to Clause 3 of Part II of Table "A", dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

PROCEEDINGS AT GENERAL MEETINGS.

8. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

### DIRECTORS.

9. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

10. Subject to the provisions of Section 199 of the Act, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

### BORROWING POWERS OF DIRECTORS.

11. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

### ALTERNATE DIRECTOR.

12. Any Director being or being about to go abroad may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

### SECRETARY.

13. The first Secretary of the Company shall be Angus Sutherland.

INDEMNITY.

14. Subject to Section 205 of the Act and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A", every Director, officer, or official of the Company, shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

REGINALD WILFRED POTTS,  
4, Brenda House,  
Shortlands Road,  
Shortlands,  
Kent.

Chartered Accountant

MADELINE WORDINGHAM,  
61, Melbury Gardens,  
Wimbledon, S.W.20.  
Chartered Accountant

DATED this 28th day of November 1958.

WITNESS to the above signatures :-

A. SUTHERLAND,  
20, Southampton Place,  
London, W.C.1.  
Chartered Accountant.

Company Number 616245

157  
The Companies Act 1985

RESOLUTION

- of -

HAINAULT SECURITIES LIMITED

Passed 29th September, 1986

AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, held at 9 Kingsway, London WC2 on the 29th September, 1986 the following Special and Ordinary Resolutions were duly passed:-

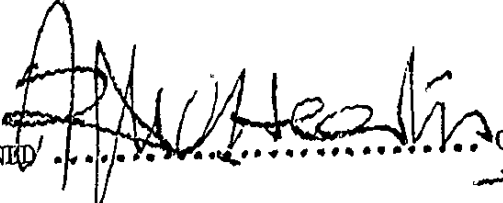
SPECIAL RESOLUTION

It was resolved that the present Articles of Association be deleted and the attached inserted in their stead.

ORDINARY RESOLUTION

It was also resolved that the share capital of the Company be increased by the creation of 240,000 shares of £1 each. Such shares to rank pari passu with the existing shares.

SIGNED

 Chairman

Filed by:-  
STL Agency, 197-199, City Road, London EC1V 1JN



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-of-

HAINAULT SECURITIES LIMITED

1. The name of the Company is "HAINAULT SECURITIES LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (a) To carry on all or any of the businesses of financiers, bankers, concessionaires, brokers, commission agents and land agents and to purchase and hold, or sell, exchange, mortgage or deal in stocks, shares, debentures, bonds, insurance policies, reversionary interests, houses, lands, and all forms of investments and other real and personal property and any estate or interest therein.
  - (b) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
  - (c) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, licence, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.



- (d) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purpose of the Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (d) To apply for, purchase or otherwise acquire any patents licences or concessions which may be capable of being dealt with by the Company or be deemed to benefit the Company and to grant rights thereout.
- (e) To sell, let, licence, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- (g) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.
- (h) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (i) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (j) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charges upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any Debentures at any time paid off.
- (k) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable instruments.

- (l) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (m) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (n) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debenture including brokerage and commission.
- (o) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (p) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such persons.
- (q) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
- (r) To distribute any property of the Company in specie among the members.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.



4. The liability of the members is limited.
5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into difference classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

\* Note: By Ordinary Resolution passed 31st July 1974 the Share Capital of the Company was increased to £10,000 divided into 10,000 Shares of £1 each.

\*\* Note: By Ordinary Resolution passed 29th September 1986 the Share Capital of the Company was increased to £250,000 divided into 250,000 Shares of £1 each.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the capital of the Company set opposite our respective names.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
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REGINALD WILFRED POTTS, 4, Brenda House, Shortlands Road, Shortlands, Kent. Chartered Accountant	One
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MADELEINE WORDINGHAM, 61, Melbury Gardens, Wimbledon, S.W.20 Chartered Accountant	One
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Dated this 28th day of November 1958

WITNESS to the above signatures :

A. SUTHERLAND,  
20, Southampton Place,  
London W.C.1.  
Chartered Accountant.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

(As adopted by Special Resolution passed 29th September 1986)

- of -

HAINAULT SECURITIES LIMITED

PRELIMINARY

1. Subject as hereinafter provided the Regulations as comprised in Table A as set out in the Companies (Tables A to F) Regulations ("Table A") shall apply to the Company subject to such exclusion or modification as hereinafter expressed.
2. Regulations 24, 40, 46, 73, 74 and 75 shall not apply to the Company.

PRIVATE COMPANY

3. The Company is a Private Company within the meaning of the Act.

SHARES

4. The Directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration, and upon such terms as they may determine, but so that, except as provided by the statutes, no share shall be issued at a discount.

#### LIEN

5. The lien conferred by Regulation 8 of Table A shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

#### TRANSFER OF SHARES

6. Regulation 24 of Table A shall not apply to any transfer to a person who is already a member of the Company.
7. A Member desiring to transfer shares otherwise than to person who is already a member of the Company shall give notice in writing of such attention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares of any of them to members of the Company at a price to be agreed upon between the transferor and the Directors, or failing agreement at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may dispose of so many shares of such shares as remain undisposed of in any such manner he may think fit within three months from the date of the said notice.

#### PROCEEDINGS AT GENERAL MEETINGS

8. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

#### DIRECTORS

9. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

10. Subject to the provisions of the Act, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered. Regulation 85 shall be modified accordingly.

#### BORROWING POWERS OF DIRECTORS

11. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

#### ALTERNATE DIRECTORS

12. Any Director being or about to go abroad may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointer. Any person who has been so appointed may be, in like manner removed by the person who appointed him.

#### SECRETARY

13. The first Secretary of the Company shall be Angus Sutherland.

#### INDEMNITY

14. Subject to the provisions of the Act and in addition to such indemnity as is contained in Regulation 118 of Table A, every Director, officer, or official of the Company, shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

REGINALD WILFRED POTTS,  
4, Brenda House,  
Shortlands Road,  
Shortlands,  
Kent.  
Chartered Accountant

MADELEINE WORDINGHAM,  
61, Melbury Gardens,  
Wimbledon, S.W.20  
Chartered Accountant

---

Dated this 28th day of November 1958

WITNESS to the above signatures :

A. SUTHERLAND,  
20, Southampton Place,  
London W.C.1.  
Chartered Accountant.

**G**

COMPANIES FORM No. 123

**Notice of increase  
in nominal capital****123**Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[59]

616245

Name of company

\* HAINAULT SECURITIES LIMITED

\* insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 29th Sept 1986 the nominal capital of the company has been  
increased by £ 240,000 beyond the registered capital of £ 10,000.

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

‡ the copy must be  
printed or in some  
other form approved  
by the registrarThe 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:

To rank pari passu.

Please tick here if  
continued overleaf

Signed

[Director] [Secretary]

Date 29th Sept 1986

† delete as  
appropriatePresenter's name address and  
reference (if any):

STL Agency  
197-199 City Rd  
LONDON EC1

For official Use  
General Section

Post room

