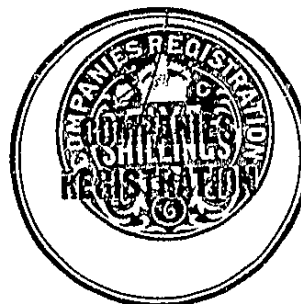
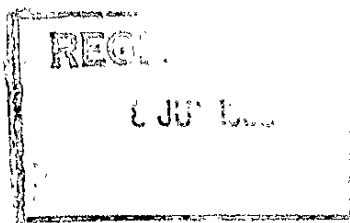


Number of  
Company

664611

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).

SECURITY SERVICES

Insert the  
Name of the  
Company.

LIMITED

Represented by

Hextall Erskine & Co.,  
Cheapside House,  
135/147 Cheapside,  
London, E.C.2.

20 JUN 1950

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; 31 Charles Street, Cardiff, 10 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

J. HENRY ANROLD PRICE

of Cheapside House 135/147 Cheapside 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 Security Services

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

Saddlers Hall

in the City of London

the 16<sup>th</sup> day of June

one thousand nine hundred and

sixty

H. Arnold Price

Before me,

Anthony J. Walsh

A Commissioner for Oaths [or Notary Public or  
Justice of the Peace]

Noted—This copy to be retained for binding and must not be written over

Number of }  
Company }

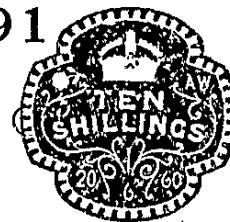
664611

2

Form No. 25

# THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)



COMPANY LIMITED BY SHARES

## Statement of the Nominal Capital

OF

SECURITY SERVICES

LIMITED

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

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

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

Presented by

Hextall Erskine & Co.  
Cheapside House,  
135/147 Cheapside,  
London, E.C.2.

20 JUN 1960  
New

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

12 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; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

REGISTRATION P.T.O.  
4 JUN 1960

✓

# THE NOMINAL CAPITAL

OF

SECURITY SERVICES

\_\_\_\_\_  
Limited,

is £ 100 \_\_\_\_\_, divided into:

100 \_\_\_\_\_ Shares of £1. \_\_\_\_\_ each

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

\*Signature

*Edward Price*

Description \_\_\_\_\_ Solicitor

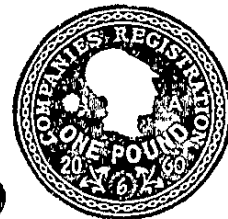
Dated the 17<sup>th</sup> day of June 19 60

\_\_\_\_\_  
\*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.



664611/3

*The Companies Act, 1948*

COMPANY LIMITED BY SHARES

Memorandum of Association  
OF  
**SECURITY SERVICES LIMITED**

1. The name of the Company is "SECURITY SERVICES LIMITED."✓
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are—
  - (A) To carry on business as security experts, guards, watchmen, escorts, messengers and servants for any purpose, to receive goods for safe custody and to establish and carry on safe depositories; to supply investigations and enquiry agents, and to obtain and supply advice, information and statistics of any kind, to manufacture, sell, purchase, distribute, instal, repair or otherwise make, use, exercise, or vend fire and burglar alarms or alarm systems of all kinds, fire fighting equipment and materials, fire escapes and escape apparatus, safety devices, safes, locks, security equipment and security devices of all kinds.
  - (B) To undertake and carry out agencies, searches and commissions of any kind whether connected with the above trades or businesses or not and to carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried

90477



20 JUN 1960

on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.

- (c) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof or which the Company may think desirable in the interests of the business.
- (d) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (e) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (f) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (g) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (h) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.

- (I) To grant pensions, allowances, gratuities and bonuses to officers, employees or ex-employees of the Company or its predecessors in the business or the dependents of such persons, and to establish and support or to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its employees.
- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (K) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (L) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend, or repayment or capital, or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (N) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business

within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

- (O) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (P) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on or the carrying on of which is deemed likely to benefit this Company to advance its interests or possessed of property suitable for the purposes of the Company.
- (Q) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (R) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company-as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.



- (S) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (T) To pay all expenses incurred in connection with the formation, promotion and incorporation of the Company and any company formed by the Company or any company in which this Company is or may contemplate being interested, or to contract with any person, firm or company to pay the same ; to remunerate any person for services rendered in connection with the promotion of this Company or any company promoted by this Company, and to pay commission to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures or securities of this Company or any company promoted by this Company.
- (U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (V) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £100, divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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
<i>Henry Arnold Dice.</i> <i>Cheapside House,</i> <i>135/147 Cheapside,</i> <i>London E.C. 2.</i> <i>Solicitor.</i>	<i>One.</i>
<i>Harry Pool</i> <i>Cheapside House</i> <i>135/147 Cheapside</i> <i>London E.C. 2</i> <i>Solicitors Articled Clerk</i>	<i>ONE</i>

Dated this 15<sup>th</sup> day of June, 1960.

Witness to the above Signatures—

*E. R. Kammacher*  
*Cheapside House.*  
*135/147 Cheapside*  
*London E.C. 2.*

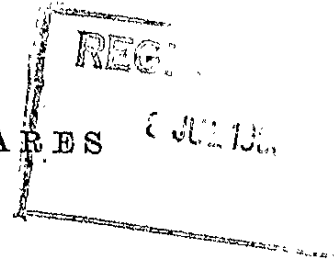
*Solicitors Managing Clerk.*



664611 / 14

CR 5/-  
GD 10/-*The Companies Act, 1948*

COMPANY LIMITED BY SHARES



# Articles of Association

OF

## SECURITY SERVICES LIMITED

WITH THE EXCEPTION OF REGULATIONS 2 AND 3 OF PART II thereof  
1. The regulations in Table A in the First Schedule to the Companies Act, 1948, shall ~~not~~ apply to the Company. Table A not to apply

### INTERPRETATION.

2. In these presents if not inconsistent with the subject or Interpretation context:—

The words standing in the first column of the following table shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS	MEANINGS
The Act .. ..	The Companies Act, 1948.
These presents .. ..	These Articles of Association as now framed or as from time to time altered by Special Resolution.
The Office .. ..	The registered office of the Company.
The Seal .. ..	The Common Seal of the Company.
The United Kingdom	Great Britain and Northern Ireland.

## WORDS

## MEANINGS

The Board .. ..	The Board of Directors of the Company or the Directors present at a duly convened meeting of Directors at which a quorum is present.
Executive Director ..	A Director of the Company appointed to be the holder of an executive office pursuant to Article 102.
The Register .. ..	The register of members of the Company.
In writing .. ..	Written or produced by any substitute for writing, or partly written and partly so produced.
Paid up .. ..	Paid up or credited as paid up.

Words importing the singular number only shall include the plural number and *vice versa* ;

Words importing the masculine gender only shall include the feminine gender ;

Words importing persons shall include corporations ;

The expressions "debenture" and "debenture holder" shall include debenture stock and debenture stockholder ;

The expression "the Secretary" shall include a temporary or assistant Secretary and any person appointed by the Board to perform any of the duties of the Secretary ;

The expression "dividend" shall include bonus ;

Reference to any provision of the Act shall be construed as a reference to such provision as modified by any Statute for the time being in force.

The marginal notes are inserted for convenience only and shall not affect the construction of these presents.

3. Subject to the last preceding Article, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

## BUSINESS.

Board may  
undertake  
authorised business  
of the Company

4. Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Board at such time or times as it shall think fit, and further may be suffered by it to be in abeyance, whether such

branch or kind of business may have been actually commenced or not, so long as the Board may deem it expedient not to commence or proceed with the same.

5. The office shall be at such place in England as the Board shall from time to time appoint. The office

6. No part of the funds of the Company shall be employed in the subscription or purchase of or in loans upon the security of the Company's shares or those of its holding company (if any) and the Company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise any financial assistance for the purpose of or in connection with any purchase or subscription by any person of shares in the Company or in its holding company (if any) nor make, or guarantee or provide any security in connection with a loan to any Director of the Company or of its holding company (if any); but nothing in this Article shall prohibit transactions authorised by sections 54 or 190 of the Act. Subscriptions for purchase of shares of the Company  
Loans to Directors

#### SHARE CAPITAL AND MODIFICATION OF RIGHTS.

7. Without prejudice to any special rights previously conferred on the holders of any existing shares, any unissued shares in the Company may be issued with or have attached thereto such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by resolution determine. Issue of shares

8. Subject to the provisions of section 58 of the Act, any Preference Shares may, with the sanction of a Special Resolution, be issued on the terms that they are, or at the option of the Company are to be liable, to be redeemed on such terms and in such manner as the Company may by Special Resolution determine. Redeemable Preference Shares

9. Subject to the provisions of section 72 of the Act, all or any of the special rights and privileges for the time being attached to any class of shares for the time being issued may from time to time (whether or not the Company is being wound up) be altered or abrogated with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of such shares. To any such separate General Meeting all the provisions of these presents as to General Meetings of the Company shall *mutatis mutandis* apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy not less than one-third of the issued shares of the class, that every holder of shares of the class How special rights attached to shares may be varied

shall be entitled on a poll to one vote for every such share held by him, and that if at any adjourned meeting of such holders a quorum as above defined be not present those of such holders who are present shall be a quorum.

Creation or  
issue of further  
shares

10. The special rights conferred upon the holders of any shares or class of shares shall not, unless otherwise expressly provided by the conditions of issue of such shares, be deemed to be altered by the creation or issue of further shares ranking *pari passu* therewith.

Shares at disposal  
of the Board

11. Subject to the provisions of these presents, the unissued shares of the Company shall be at the disposal of the Board which may allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may determine, but so that no shares shall be issued at a discount except in accordance with section 57 of the Act.

Commissions  
and brokerage  
may be paid

12. The Company may exercise the powers of paying commissions conferred by section 53 of the Act, provided that the rate or amount of the commission paid or agreed to be paid and the number of shares which persons have agreed for a commission to subscribe absolutely shall be disclosed in the manner required by the said section, and that such commission shall not exceed 10 per cent. of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10 per cent. of such price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.

Interest on  
paid-up share  
capital

13. If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may, subject to the conditions and restrictions mentioned in section 65 of the Act, pay interest on so much of such share capital as is for the time being paid up and may charge the same to capital as part of the cost or construction of the works or buildings or the provision of plant.

Exclusion of  
equities

14. Except as ordered by a court of competent jurisdiction or as by law required, 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 presents 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.

15. Every person whose name is entered as a member in the register shall be entitled, without payment, to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares of any one class, or several certificates each for one or more of his shares of such class upon payment of such sum, not exceeding 2s. 6d., for every certificate after the first as the Board shall from time to time determine. In the case of a share held jointly by several persons, delivery of a certificate to one of several joint holders shall be sufficient delivery to all. Where a member has transferred part of the shares comprised in his holding he shall be entitled to a certificate for the balance without charge.

Issue of  
certificates

16. If a share certificate be defaced, lost or destroyed it may be replaced on payment of such fee (if any) not exceeding 1s. and on such terms (if any) as to evidence and indemnity and payment of the out-of-pocket expenses of the Company of investigating such evidence as the Board may think fit and, in case of defacement, on delivery of the old certificate to the Company.

Renewal of  
certificates

17. All forms of certificate for shares or debentures or representing any other form of security (other than letters of allotment, scrip certificates and other like documents) shall be issued under the Seal and shall bear the autographic signatures of one Director and the Secretary unless there shall be for the time being in force a resolution of the Board adopting some method of mechanical signature which is controlled by the Auditors, Transfer Auditors or Bankers of the Company, in which event such signatures (if authorised by such resolution) may be effected by the method so adopted.

Certificates to be  
signed and sealed

#### LIEN.

18. The Company shall have a first and paramount lien and charge on every share (not being a fully paid share) for all moneys, whether presently payable or not, called or payable at a fixed time in respect of such share, and the Company shall also have a first and paramount lien and charge on all shares (other than fully paid shares) standing registered in the name of a single member for all the debts and liabilities of such member or his estate to the Company, and that whether the same shall have been incurred before or after notice to the Company of any equitable or other interest of any person other than such member, and whether the time for the payment or discharge of the same shall have actually arrived or not, and notwithstanding

Company's lien

that the same are joint debts or liabilities of such member or his estate and any other person whether a member of the Company or not. The Company's lien on a share shall extend to all dividends and bonuses payable thereon. But the Board may at any time declare any share to be wholly or in part exempt from the provisions of this Article.

Sale of shares  
subject to lien

19. The Company may sell, in such manner as the Board may think fit, any share on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable nor until the expiration of fourteen days after a notice in writing stating and demanding payment of the sum presently payable and giving notice of the intention to sell in default shall have been given to the holder for the time being of the share or to the person entitled by reason of his death or bankruptcy to the share.

Application of  
proceeds of such  
sale

20. The net proceeds of sale shall be applied in or towards payment or satisfaction of the debt or liability in respect whereof the lien exists so far as the same is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the time of the sale. For giving effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

#### CALLS ON SHARES.

Calls

21. The Board may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether ~~on~~ on account of the nominal amount of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall exceed one-fourth of the nominal amount of the shares or be payable at less than one month from the date fixed for payment of the last previous call, and each member shall (subject to the Company giving to him at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Board may determine.

Time when made

22. A call may be made payable by instalments and shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed.



23. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof. Liability of joint holders

24. If a sum called in respect of a share be not paid before or on the day appointed for payment thereof the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate, not exceeding 10 per cent. per annum, as the Board may determine, but the Board shall be at liberty to waive payment of such interest wholly or in part. Interest on calls

25. Any sum which, by the terms of issue of a share, becomes payable on allotment or at any fixed date, whether on account of the nominal amount of the share or by way of premium, shall for all the purposes of these presents be deemed to be a call duly made and payable on the date on which, by the terms of issue, the same becomes payable, and in case of non-payment all the relevant provisions of these presents as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified. Sums due on allotment to be treated as calls

26. The Board may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in the times of payment. Power to differentiate

27. The Board may, if it thinks fit, receive from any member willing to advance the same all or any part of the moneys uncalled and unpaid upon any shares held by him and upon all or any of the moneys so advanced may (until the same would, but for such advance, become presently payable) pay interest at such rate, not exceeding (unless the Company in General Meeting shall otherwise direct) 6 per cent. per annum as may be agreed upon between the Board and the member paying such sum in advance. Payment of calls in advance

#### TRANSFER OF SHARES.

28. Subject to such of the restrictions of these presents as may be applicable, any member may transfer all or any of his shares by transfer in writing in the usual common form or in any other form which the Board may approve. Form of transfer

29. The instrument of transfer of a share shall be executed by or on behalf of both the transferor and the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect thereof. All instruments of transfer, when registered, shall be retained by the Company. Execution

Board's power  
to decline to  
register

WITHOUT PREJUDICE TO THEIR RIGHTS UNDER ART. 21 OF TABLE A/  
30. The Board may, in its absolute discretion and without assigning any reason therefor, decline to register any transfer of shares (~~other than fully paid shares~~) to a person of whom it shall not approve. The Board may also decline to register any transfer of shares on which the Company has a lien.

31. The Board may also decline to recognise any instrument of transfer unless :—

Fee payable

(A) Such fee, not exceeding 2s. 6d., as the Board may from time to time require is paid to the Company in respect thereof ;

Lodgment of  
transfer

(B) The instrument of transfer, duly stamped, is lodged with the Company accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer ; and

(c) The instrument of transfer is in respect of only one class of share.

Notice of refusal  
to register

32. If the Board refuses to register a transfer it shall, within two months after the date on which the transfer was lodged, send to the transferee notice of the refusal.

Fee for  
registration of  
probate

33. The Company shall be entitled to charge a fee of 2s. 6d. on the registration of every probate, letters of administration, certificate of death or marriage, power of attorney, distringas notice or other instrument relating to or affecting the title to any share.

#### TRANSMISSION OF SHARES.

Transmission on  
death

34. In case of the death of a member the survivor or survivors, where the deceased was a joint holder, and the executors or administrators of the deceased, where he was a sole holder, shall be the only persons recognised by the Company as having any title to his shares ; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him with other persons.

Registration  
of executors and  
trustees in  
bankruptcy

35. Any persons becoming entitled to a share in consequence of the death or bankruptcy of a member may upon such evidence being produced as may from time to time be required by the Board and subject as hereinafter provided either be registered himself as holder of the share or elect to have some person nominated by him registered as the transferee thereof.

36. If the person so becoming entitled shall elect to be registered himself he shall deliver or send to the Company a notice in writing signed by him, stating that he so elects. If he shall elect to have his nominee registered he shall testify his election by executing to his nominee a transfer of such share. All the limitations, restrictions and provisions of these presents relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer executed by such member.

Notice of  
executors' and  
trustees' election

37. A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall be entitled to receive and may give a discharge for any dividends, bonuses or other moneys payable in respect of the share, but he shall not be entitled in respect of the share to receive notices of or to attend or vote at General Meetings of the Company or, save as aforesaid, to exercise in respect of the share any of the rights or privileges of a member until he shall have become registered as the holder thereof.

Rights of  
unregistered  
executors and  
trustees

#### FORFEITURE OF SHARES.

38. If a member fail to pay any call or instalment of a call on the day appointed for payment thereof, the Board may at any time thereafter during such time as any part of such call or instalment remains unpaid serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest and expenses which may have accrued.

Notice requiring  
payment of calls

39. The notice shall name a further day (not being less than fourteen days from the date of the notice) on or before which and the place where the payment required by the notice is to be made and shall state that in the event of non-payment at or before the time and at the place appointed the shares in respect of which such call was made or instalment is payable will be liable to be forfeited. The Board may accept the surrender of any share liable to be forfeited hereunder and, in such case, references herein to forfeiture shall include surrender.

Notice to state  
time and place  
for payment

Surrender in  
lieu of  
forfeiture

40. If the requirements of any such notice as aforesaid be not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls or instalments, interest and expenses due in respect thereof has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

Forfeiture on  
non-compliance  
with notice

Notice of  
forfeiture

41. When any share has been forfeited, notice of the forfeiture shall forthwith be given to the person who was before forfeiture the holder of the share or the person who was before forfeiture entitled to the share by reason of the death or bankruptcy of the holder (as the case may be); but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice as aforesaid.

Sale of shares  
forfeited

42. A forfeited share shall be deemed to be the property of the Company and may be sold, re-allotted or otherwise disposed of either to the person who was, before forfeiture, the holder thereof or entitled thereto or to any other person upon such terms and in such manner as the Board shall think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Board may think fit.

Rights and  
liabilities of  
members whose  
shares have  
been forfeited

43. A member whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall, notwithstanding, remain liable to pay to the Company all moneys which at the date of forfeiture were presently payable by him to the Company in respect of the shares with interest thereon at such rate as the Board may determine, not exceeding 10 per cent. per annum, from the date of forfeiture until payment.

Title to shares  
forfeited to  
satisfy a lien

44. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration (if any) given for the share on the sale, re-allotment or disposition thereof and the Board may authorise some person to transfer the share in favour of the person to whom the same is sold or disposed of, and he shall thereupon be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

#### STOCK.

Power to convert  
into stock

45. The Company may from time to time by Ordinary Resolution convert any paid up shares into stock and may reconvert any stock into paid up shares of any denomination.

Transfer of  
stock

46. The holders of stock may transfer the same or any part thereof in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto

as circumstances admit. The Board may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of such minimum, but the minimum shall not exceed the nominal amount of the share from which the stock arose.

47. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, voting at General Meetings of the Company and other matters as if they held the shares from which the stock arose, but no such right, privilege or advantage (except participation in the dividends and in assets on a reduction of capital or a winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred such right, privilege or advantage. Rights of stockholders

48. All such of the provisions of these presents as are applicable to paid up shares shall apply to stock, and the words "share" and "shareholder" herein shall include "stock" and "stockholder." Interpretation

#### INCREASE OF CAPITAL.

49. The Company may from time to time by Ordinary Resolution increase its capital by such sum to be divided into shares of such amounts as the resolution shall prescribe. Power to increase capital

50. The Company may, by the resolution increasing the capital, direct that the new shares or any of them shall be offered in the first instance either at par or at a premium or (subject to the provisions of section 57 of the Act) at a discount to all the holders for the time being of shares of any class or classes in proportion to the number of such shares held by them respectively or may make any other provisions as to the issue of the new shares. In default of any such direction or so far as the same shall not extend the provisions of Article 11 shall apply to such shares. Power to direct that new shares be offered to existing shareholders

51. The new shares shall be subject to all the provisions of these presents with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise. Rights and liabilities attached to new shares

#### ALTERATIONS OF CAPITAL.

52. The Company may from time to time by Ordinary Resolution :—

- (A) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares. Power to consolidate shares
- (B) Sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association Power to sub-divide shares

(subject, nevertheless, to the provisions of section 61 (1) (d) of the Act), and so that the resolution whereby any share is sub-divided may determine that as between the holders of the shares resulting from such sub-division one or more of the shares may have any such preferred or other special rights over, or may have such qualified or deferred rights or be subject to any such restrictions as compared with, the other or others as the Company has power to attach to unissued or new shares.

Power to cancel shares

- (c) Cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

And may also by Special Resolution—

Power to reduce capital

- (d) Reduce its share capital and any capital redemption reserve fund or any share premium account in any manner and with and subject to any incident authorised and consent required by law.

#### GENERAL MEETINGS.

Annual General Meetings

53. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Board shall appoint.

Extraordinary General Meetings

54. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

Who may convene Extraordinary General Meetings

55. The Board may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 132 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

#### NOTICE OF GENERAL MEETINGS.

Notice

56. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days'

notice in writing at the least, and a meeting other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting, and, in the case of special business, the general nature of that business. The notice convening an Annual General Meeting shall specify the meeting as such, and the notice convening a meeting to pass a Special or Extraordinary Resolution shall specify the intention to propose the resolution as a Special or Extraordinary Resolution as the case may be. Notice of every General Meeting shall be given in manner hereinafter mentioned to such persons as are, in accordance with the provisions of these presents, entitled to receive such notices from the Company, and also to the Auditors of the Company for the time being. Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed—

(A) in the case of a meeting called as the Annual General Meeting by all the members entitled to attend and vote thereat; and

(B) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.

In every notice calling a meeting there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not also be a member.

57. The accidental omission to give notice of a meeting or (in cases where instruments of proxy are sent + with the notice) the accidental omission to send such instrument proxy to, or the non-receipt of notice of a meeting or such instrument of proxy by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS.

58. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all business that is transacted at an Annual General Meeting with the exception of the declaration and sanctioning of dividends, the consideration of the accounts and balance

sheet and the reports of the Directors and Auditors, the election of Directors and Auditors, and other officers in place of those retiring by rotation or otherwise, the fixing of the remuneration of the Auditors and the voting of remuneration or additional remuneration to the Directors.

Quorum

59. No business shall be transacted at any General Meeting unless a quorum be present when the meeting proceeds to business. Save as otherwise provided by these presents, three members present in person and entitled to vote shall be a quorum for all purposes. A corporation being a member shall be deemed for the purpose of this Article to be personally present if represented by proxy or in accordance with the provisions of section 139 of the Act.

Adjournment if  
quorum not  
present

60. If within half an hour from the time appointed for the meeting a quorum be not present the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time or place as the Chairman of the meeting may determine, and the provisions of Article 63 shall apply. If at such adjourned meeting a quorum as above defined be not present within fifteen minutes from the time appointed for holding the meeting the members present shall be a quorum.

Chairman

61. The Chairman (if any) of the Board or, in his absence, the deputy-Chairman (if any) shall preside as Chairman at every General Meeting of the Company.

Substitute elected  
if Chairman not  
present

62. If there be no such Chairman or deputy-Chairman, or if at any meeting neither the Chairman nor deputy-Chairman be present within fifteen minutes after the time appointed for holding the meeting, or if neither of them be willing to act as Chairman, the Directors present shall choose one of their number to act, or if one Director only be present, he shall preside as Chairman if willing to act. If no Director be present, or if all the Directors present decline to take the chair, the members present shall choose one of their number to be Chairman.

Adjournments

63. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given

Notice of  
adjournments



as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

64. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands) a poll be demanded by the Chairman or by at least three members present in person or by proxy and entitled to vote or by any member or members present in person or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all members having the right to vote at the meeting or holding shares conferring a right to vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right. 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 not carried by a particular majority or lost, and an entry to that effect in the book of 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 a resolution. Method of voting

65. If any votes shall be counted which ought not to have been counted or might have been rejected or if any votes shall not be counted which ought to have been counted the error shall not vitiate the resolution unless it be pointed out at the same meeting and not in that case unless it shall, in the opinion of the Chairman of the meeting, be of sufficient magnitude to vitiate the resolution. Errors in counting

66. If a poll be duly demanded the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Poll

67. In case of an equality of votes at a General Meeting, whether on a show of hands or on a poll, the Chairman of such meeting shall be entitled to a second or casting vote. Chairman's casting vote

68. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place and in such manner as the Chairman directs. Time for taking of poll

69. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded, and it may be withdrawn at any time before the next business is proceeded with. Continuance of business after poll

## VOTES OF MEMBERS.

Voting rights of members

70. Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a representative duly authorised under section 139 of the Act shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for each share of which he is the holder.

Voting rights of joint holders

71. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register.

Right of representative of corporation to vote

72. In accordance with section 139 of the Act a corporation being a member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any General Meeting of the Company or of any class of members of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

Voting rights of lunatic member

73. A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, whether on a show of hands or on a poll, by his committee, *curator bonis* or other person in the nature of a committee or *curator bonis* appointed by such court, and such committee, *curator bonis* or other person may vote on a poll by proxy.

No right to vote where a call is unpaid

74. No member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

Objections

75. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

Votes on a poll

76. On a poll votes may be given either personally or by proxy.

77. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor be a corporation, either under its common seal or under the hand of an officer or attorney so authorised. Instrument appointing proxy

78. A proxy need not be a member of the Company. Any member may appoint more than one proxy to attend on the same occasion. Proxy need not be a member

79. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the office (or at such other place in the United Kingdom as may be specified in the notice convening the meeting) not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date named in it as the date of its execution. Deposit of proxies

80. Instruments of proxy shall be in the form or to the effect following or in such other form as the Board may approve and the Board may, if it thinks fit, send out with the notice of any meeting forms of instrument of proxy for use at the meeting. Form of proxies

"SECURITY SERVICES LIMITED.

"I/We, being a member of the above-named Company,  
 " hereby appoint ,  
 " of ,  
 " or failing him, ,  
 " of ,  
 " as my/our proxy to vote for me/us and on my/our  
 " behalf at the Annual [or Extraordinary, as the case  
 " may be] General Meeting of the Company to be held  
 " on the       day of       , 19       , and at any  
 " adjournment thereof.

" Dated this       day of       , 19       .

" Name (if full) :

" Address :

" Signature :       ."

Where it is desired to afford members the opportunity of instructing their proxies to vote for or against the resolutions to be submitted to the meeting, the words following or words to the same effect shall be appended to the instrument of proxy :—

" I/We desire to vote  $\frac{\text{*in favour of}}{\text{against}}$  the Resolution(s) [where  
 " more than one proxy is appointed add, in respect of  
 " Preference and/or Ordinary Shares].

" \* NOTE.—Unless otherwise directed, the proxy will  
 " vote as he thinks fit."

Intervening death  
or insanity of  
principal not to  
affect votes cast  
by proxy

S1. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, or the transfer of the share in respect of which the instrument of proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at the office three hours at least before the commencement of the meeting or adjourned meeting, or the taking of a poll, at which the instrument of proxy is used.

#### DIRECTORS.

Number of  
Directors

S2. Unless and until otherwise determined by the Company in General Meeting, the Directors shall be not less than two and not more than ten in number.

Alternate  
Directors

S3. Each Director shall have the power to appoint either another Director or any person approved for that purpose by a resolution of the Board to act as alternate Director in his place during his absence and may at his discretion remove such alternate Director. A person so appointed shall (except as regards qualification, power to appoint an alternate and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties as a Director of his appointor in such appointor's absence. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall ~~ipso facto~~ cease to be an alternate Director if his appointor ceases for any reason to be a Director, provided that if any Director retires by rotation or otherwise but is re-elected at the same meeting, any appointment made by him pursuant to this Article which was in force immediately before his retirement shall remain in force as though he had not retired.

84. All appointments and removals of an alternate Director shall be effected by instrument in writing delivered at the office and signed by the appointor. Appointment

85. The Directors shall be entitled to such remuneration (if any) as shall from time to time be determined by the Company in General Meeting, and such remuneration shall accrue from day to day. The Directors (including alternate Directors) shall also be entitled to be paid their reasonable travelling, hotel and incidental expenses of attending and returning from meetings of the Board or committees of the Board or General Meetings or otherwise incurred while engaged on the business of the Company. Directors' remuneration

86. Any Director who, by request, performs special services or goes or resides abroad or serves on any special committees for any purposes of the Company may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine. Remuneration for special services

87. A Director of the Company may be or become a director or other officer of or otherwise interested in any company promoted by the Company or in which the Company may be interested, and no such Director shall be accountable for any remuneration or other benefits received by him as a director or officer of or from his interest in such other company. The Board may also exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner in all respects as it thinks fit, including the exercise thereof in favour of any resolution appointing the members of the Board or any of them to be directors or officers of such other company, or voting or providing for the payment of remuneration to the directors or officers of such other company. And any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to become a director or officer of such other company and as such, or in any other manner, is or may be interested in the exercise of such voting rights in manner aforesaid. Power of Directors to hold office in other companies

88. (A) A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director upon such terms as the Board may determine, and may receive such remuneration therefor as the Board may think fit in addition to any other remuneration hereunder. Subject to the next paragraph of this Article, no Director or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or in any other manner whatever, nor Power of Directors to hold other offices under the Company

shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.

Director to  
declare interest in  
any contracts of  
Company

(B) A Director who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, if his interest then exist, or in any other case at the first meeting of the Board after he becomes so interested. A general notice to the Board given by a Director to the effect that he is a member of a specified company or firm and is to be regarded as interested in all transactions with such company or firm shall be a sufficient declaration of interest under this Article, and after such general notice it shall not be necessary to give any special notice relating to any subsequent transaction with such company or firm, provided that either the notice is given at a meeting of the Board or the Director giving the same takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given.

Director's right  
to vote on  
contracts in  
which interested

(C) A Director shall not vote (nor be counted in the quorum) in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted, but this prohibition shall not apply to any contract or arrangement for giving to any Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company, nor to any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company which the Director has himself guaranteed or secured in whole or in part, nor to any contract or arrangement by a Director to subscribe for or underwrite shares, debentures or other securities of the Company, nor to any contract or arrangement with a corporation in which he is interested only by reason of his being a Director, officer, creditor or member of such corporation or beneficially interested in shares, debentures or other securities of that corporation, nor to any exercise of the powers conferred on the Board by Article 105 and it may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract or arrangement by Ordinary Resolution of the Company.

Director may be  
counted in quorum  
for own election  
to appointment

(D) A Director, notwithstanding his interest, may be counted in the quorum present for the purpose of considering the appointment

of himself or of any other Director to hold any such office or place of profit under the Company as aforesaid or of arranging the terms of any such appointment, and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.

(E) Any Director may act by himself or his firm in a professional capacity for the Company (otherwise than as Auditor), and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.

Professional  
services of  
Director

89. The qualification of a Director shall be the holding alone, and not jointly with any other person, of shares of the Company of any class or classes of the nominal amount of £5. A Director may act before obtaining his qualification but, if not already qualified, shall obtain such qualification in the case of a Director in office at the date of the adoption of these presents within two months after such date and in any other case within two months after his appointment, and in default his office shall be vacated. If at any time after the expiration of such two months a Director shall cease to hold his qualification, his office shall be vacated. A person vacating office under this Article shall be incapable of being reappointed a Director until he shall have obtained his qualification.

Directors'  
qualification

90. Without prejudice to the last preceding Article and to the provisions for retirement by rotation or otherwise hereinafter contained, the office of a Director shall be vacated in any of the events following, namely :—

Vacation of office  
of Director

- (A) If (not being an Executive Director) he resign his office by writing under his hand left at the office.
- (B) If he be found or become of unsound mind or become bankrupt or compound with his creditors.
- (C) If, without leave, he be absent, otherwise than on the business of the Company, from meetings of the Board for six consecutive months, and the Board resolve that his office be vacated.
- (D) If he be for the time being prohibited from being a Director by reason of any order made under section 188 of the Act.
- (E) If he cease to be a Director by virtue of section 182 or section 185 of the Act or be removed from office pursuant to Article 116.
- (F) If he be requested in writing by all his co-Directors to resign.

Qualification for  
directorship not  
based on age

91. No person shall be disqualified from being appointed a Director of the Company and no Director of the Company shall be required to vacate that office by reason only of the fact that he has attained the age of seventy years, nor need the age of any such person or Director nor the fact that any such person or Director is over seventy be stated in any notice or resolution relating to his appointment or re-appointment, nor shall it be necessary to give special notice under section 185 of the Act of any resolution appointing, re-appointing or approving the appointment of a Director.

### POWERS AND DUTIES OF DIRECTORS.

General powers  
of Directors to  
manage Company's  
business

92. The business of the Company shall be managed by the Board, which may exercise all such powers of the Company as are not by the Act or by these presents required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of these presents and of the Act and to such regulations, being not inconsistent with such provisions, as may be prescribed by the Company in General Meeting, but no regulations made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulations had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.

Power to establish  
Local Boards

93. The Board may establish any Local Boards or Agencies for managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may appoint any persons to be members of such Local Boards, or any Managers or Agents, and may fix their remuneration, and may delegate to any Local Board, Manager or Agent any of the powers, authorities and discretions vested in the Board, with power to sub-delegate, and may authorise the members of any Local Board or any of them to fill any vacancies therein and to act notwithstanding vacancies and any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

Power to appoint  
attorneys

94. The Board may by power of attorney appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the Attorney or Attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents) and for such period and subject to such



conditions as it may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such Attorney as the Board may think fit, and may also authorise any such Attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

95. The Company may exercise the powers conferred by section 35 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Board.

Power to have a  
seal for use  
abroad

96. The Company may exercise the powers conferred by sections 119 to 122 of the Act with regard to the keeping of a Dominion Register, and the Board may (subject to the provisions of those sections) make and vary such regulations as it may think fit respecting the keeping of any such register.

Power to keep a  
Dominion or  
Colonial Register

97. (A) The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures and other securities whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

Borrowing  
powers

(B) The Directors will restrict the borrowings of the Company and exercise all voting and other rights exercisable by the Company in relation to its subsidiaries incorporated in the United Kingdom (if any) so as to secure (as regards such subsidiaries so far as by such exercise they can secure) that the aggregate amount for the time being remaining outstanding of moneys borrowed or secured by the Company and all moneys borrowed or secured by any subsidiary of the Company incorporated in the United Kingdom (exclusive of moneys outstanding in respect of borrowings by the Company from any such subsidiary or by any such subsidiary from another such subsidiary or from the Company) shall not at any time without the previous sanction of an Ordinary Resolution of the Company exceed the aggregate of the nominal amount of the issued and paid up share capital for the time being of the Company and the amount for the time being standing to the credit of the capital and revenue reserves (including the share premium account and the amount standing to the credit of the consolidated profit and loss account) all as shown in the latest available consolidated balance sheet of the Company, but (i) adjusted as may be necessary in respect of any variation in the paid up share capital of the Company since the date of that balance sheet; (ii) excluding any sums set aside for taxation, and (iii) after deducting the interests of minority shareholders: but nevertheless no lender or other person dealing with the Company shall be concerned to see or inquire whether

this limit is observed. No debt incurred or security given in respect of moneys borrowed or secured in excess of the limit hereby imposed shall be invalid or ineffectual except in the case of express notice at the time the debt was incurred or the security given that the limit hereby imposed had been or was thereby exceeded. For the purposes of this Article the principal amount of any moneys borrowed or owing (together with any premium) by any subsidiary of the Company incorporated outside the United Kingdom (not being moneys borrowed from or owing to the Company or any subsidiary incorporated in the United Kingdom) the repayment thereof is guaranteed by the Company or by a subsidiary incorporated in the United Kingdom shall be deemed to be moneys borrowed by the guaranteeing company.

Signature of  
cheques and bills

98. All cheques, promissory notes, drafts, bills of exchange and other negotiable and transferable instruments and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.

Minutes of  
meetings to be  
kept

99. The Board shall cause minutes to be made in books provided for the purpose—

- (A) Of all appointments of officers made by the Board.
- (B) Of the names of the Directors present at each Board or committee meeting.
- (C) Of all resolutions and proceedings at all meetings of the Company and of the Board and of the committees.

Register of  
Directors'  
shareholdings

100. The Board shall cause to be kept the register of the Directors' holdings of shares and debentures required by section 195 of the Act, and shall render the same available for inspection during the period and by the persons prescribed, and produce the same at every Annual General Meeting as required by that section.

#### MANAGING OR EXECUTIVE DIRECTORS.

Appointment of  
Executive Director,  
powers and  
remuneration

101. (1) The Board may from time to time appoint one or more of its body to be the holder of any executive office (including but not limited to that of Managing Director, joint Managing Director or Assistant Managing Director) for such period, at such remuneration and upon such terms as to the duties to be performed, the powers to be exercised and all other matters as it thinks fit, but so that no Director so appointed shall be invested with any powers or entrusted with any duties which the Directors themselves could not have exercised or performed. The remuneration of an Executive Director may be by

way of salary or commission or participating in profits or by any or all of those modes and it may be made a term of his appointment that he be paid a pension or gratuity on his retirement from his office.

(II) An Executive Director shall not whilst he continues to hold office be subject to retirement by rotation and he shall not be taken into account in determining the rotation of retirement of Directors, but he shall (subject to the provision of any contract between him and the Company) be subject to the same provisions as to removal as the other Directors of the Company, and if he cease to hold the office of Director his executive appointment shall (without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company) *ipso facto* determine.

#### PRESIDENT.

102. The Board may confer on a retiring or retired member of its body the title of President of the Company and may withdraw such title once conferred at any time. The President of the Company may, on being elected, attend all General Meetings of the Company but shall not have any further powers nor be entitled to vote at such meetings. Provided that if any holder of such title shall also be a member or Director of the Company nothing in this Article shall be deemed to fetter the exercise by him of his full rights as such member or Director. A holder of the said title shall not be entitled to any remuneration in relation thereto.

#### SECRETARY.

103. The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may be removed by the Board.

104. A provision of the Act or these presents requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

#### PENSIONS AND ALLOWANCES.

105. The Board may pay and agree to pay pensions or other retirement, superannuation, death or disability benefits or allowances to or to any person in respect of any Director or former Director who may hold or may have held any executive office or employment under the Company or any subsidiary company of the Company or its holding company (if any) and for the purpose of providing any such

pensions or other benefits or allowances may contribute to any scheme or fund and may make payments towards insurances or trusts in respect of such persons.

#### THE SEAL.

Seal to be used  
only on authority  
of Board

106. The Board shall provide for the safe custody of the Seal which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf and every instrument to which the Seal shall be affixed shall (subject as provided in Article 17) be signed by one Director and the Secretary or by two Directors.

#### ROTATION OF THE BOARD.

Retirement of  
Directors by  
rotation

107. At every Annual General Meeting one-third of the Directors for the time being or if their number be not a multiple of three then the number nearest to but not exceeding one-third shall retire from office. Provided that an Executive Director shall not, while holding office as such, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year. A Director retiring at a meeting shall retain office until the close or adjournment of the meeting.

Selection of  
Directors to  
retire

108. The Directors to retire on each occasion shall be those who have been longest in office since their last election, but as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

109. A retiring Director shall be eligible for re-election.

Filling  
vacated office

110. Subject to the provisions of Article 115 the Company at the meeting at which a Director retires in manner aforesaid shall fill up the vacated office by electing a person thereto unless at such meeting it be expressly resolved not to fill up such vacated office. The Company may also in General Meeting (subject to the provisions of Article 112) elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these presents.

Appointment  
of Directors to  
be voted on  
individually

111. Except as otherwise authorised by section 183 of the Act, the election or appointment of any person proposed as a Director shall be effected by a separate resolution, and a single resolution purporting to elect or appoint two or more persons to be Directors shall be ineffective and void.

112. No person, other than a Director retiring at the meeting shall, unless recommended by the Board, be eligible for election to the office of a Director at any General Meeting unless, not less than seven and not more than twenty-one clear days before the day appointed for the meeting, there shall have been given to the Secretary notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.

Notice of  
intention to  
appoint  
Director

113. If at any meeting at which an election of Directors ought to take place the place of any retiring Director be not filled up such Director, if offering himself for re-election, shall be deemed to have been re-elected unless at such meeting it be expressly resolved not to fill up such place or unless either a motion that he be not re-elected is carried or a motion that he be re-elected is put to the meeting and defeated.

Automatic  
re-election of  
retiring Director  
if office not  
filled

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

Company may  
increase or  
reduce number  
of Directors

115. Without prejudice to the power of the Company in General Meeting in pursuance of any of the provisions of these presents to appoint any person to be a Director, the Board shall have power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these presents. Any Director so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

Directors' power  
to fill casual  
vacancy or  
appoint additional  
Directors

116. The Company may by Extraordinary Resolution, or (subject to the provisions of section 184 of the Act) by Ordinary Resolution of which special notice has been given in accordance with section 142 of the Act, remove any Director before the expiration of his period of office and may (subject to Article 112 or to the said provisions as the case may be) by an Ordinary Resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

Removal of  
Director

## PROCEEDINGS OF BOARD.

Meetings of  
Directors

Votes

Notice

Quorum

Powers of  
continuing  
Directors where  
there are  
vacancies

Chairman

Meeting of  
Board at which  
quorum present  
has full powers

Power to appoint  
committees

Proceedings at  
committee  
meetings

117. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director may and the Secretary on the requisition of a Director shall at any time summon a Board meeting. It shall not be necessary to give notice of a Board meeting to any Director for the time being absent from the United Kingdom.

118. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed at any other number shall be two.

119. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number be reduced below the minimum number fixed by or in accordance with these presents the continuing Directors may act for the purpose of filling up vacancies in their body or of summoning General Meetings of the Company but not for any other purpose, and may act for either of the purposes aforesaid whether or not their number be reduced below the number fixed by or in accordance with these presents as the quorum.

120. The Board may elect a Chairman and Deputy-Chairman of its meetings and determine the period for which they are respectively to hold office. If no such Chairman or Deputy-Chairman be elected, or if at any meeting neither the Chairman nor the Deputy-Chairman be present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

121. A meeting of the Board at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Board.

122. The Board may delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

123. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and the proceedings of the Board so far as the same are applicable and are not superseded by any regulations imposed by the Board under the last preceding Article.

124. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of the Board or by all the members of a committee for the time being shall be as valid and effectual as a resolution passed at a meeting of the Board or, as the case may be, of such committee duly called and constituted. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or members of the committee concerned.

Resolutions in writing

125. All acts done by any Board or by any committee or by any person acting as a Director or member of the committee notwithstanding if be afterwards discovered that there was some defect in the appointment of any member of the Board or such committee or person acting as aforesaid or that they or any of them were disqualified or had vacated office, shall be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or a member of such committee.

Validity of acts of Directors in spite of some formal defect

### DIVIDENDS.

126. The Company in General Meeting may from time to time declare dividends to be paid to the members according to their rights and interests in the profits, but no dividend shall be declared in excess of the amount recommended by the Board.

Payment of dividends

127. All dividends shall be declared and paid according to the amounts paid up on the shares in respect whereof the dividend is paid, but no amount paid up on a share in advance of calls shall be treated for the purposes of this Article as paid up on the share. All dividends shall be apportioned and paid *pro rata* according to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share be issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

Apportionment of dividends

128. The Board may from time to time pay to the members such interim dividends as appear to the Board to be justified by the position of the Company; the Board may also pay the fixed dividend payable on any Preference Shares of the Company half-yearly or otherwise on fixed dates, whenever such position, in the opinion of the Board, justifies that course.

Payment of interim dividends

129. The Board may deduct from any dividend payable to any member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise.

Deduction of debts due to Company

130. No dividend shall bear interest against the Company.

Dividends not to bear interest

subject to the provisions of the said section, the provisions of these presents relating to reserves shall be applicable to the sums for the time being standing to the credit of share premium account.

#### ✦ CAPITALISATION OF PROFITS.

136. The Company in General Meeting may at any time and from time to time upon the recommendation of the Board pass a resolution to the effect that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserves or to the credit of the profit and loss account or otherwise available for distribution and not required for the payment of the fixed dividends on any Preference Shares of the Company and accordingly that such sum be set free for distribution among the members or any class of members who would be entitled to such profits if distributed by way of dividend and in the same proportions, on the footing that the same be not paid in cash but be applied either in or towards paying up the amounts for the time being unpaid on any shares in the Company held by such members respectively or in payment up in full of unissued shares, debentures or other obligations of the Company, to be allotted and distributed credited as fully paid up among such members or partly in one way and partly in the other, and the Board shall give effect to such resolution. Provided that a share premium account and a capital redemption reserve may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid shares.

Power to capitalise profits

137. Where any difficulty arises in regard to any distribution under the last preceding Article the Board may settle the same as it thinks expedient and in particular may issue fractional certificates or may ignore fractions altogether, and may determine that cash payments shall be made to any members in order to adjust the rights of all parties, as may seem expedient to the Board. The Board may appoint any person to sign on behalf of the persons entitled to participate in the distribution any contract requisite or convenient for giving effect thereto and such appointment shall be effective and binding upon the members.

Distribution of capitalised profits at discretion of Board

#### ACCOUNTS.

138. The Board shall cause true accounts complying with section 147 of the Act to be kept :—

Board to keep proper accounts

- (A) Of the sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place ; and



- (B) of all sales and purchases of goods by the Company ; and  
 (C) of the assets and liabilities of the Company.

Inspection of  
books

139. The books of account shall be kept at the office or, subject to section 147 (3) of the Act, at such other place or places as the Board may think fit and shall always be open to the inspection of the Directors. No member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board.

Presentation of  
accounts

140. The Board shall from time to time, in accordance with sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

Copies of accounts

141. A copy of every balance sheet and profit and loss account (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting and of the Directors' and Auditors' reports shall not less than twenty-one days before the date of the meeting be sent to every member and to every holder of debentures of the Company and four copies of each of these documents shall at the same time be forwarded to the Secretary of the Share and Loan Department, The Stock Exchange, London. Provided that this Article shall not require a copy of those documents to be sent to any person to whom, by virtue of paragraph (b) of the proviso to subsection (1) of section 158 of the Act, the Company is not required to send the same to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

### AUDIT.

Auditors

142. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act.

### NOTICES.

Service of notices

143. Any notice or other document may be served by the Company on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or by delivering it to or leaving it at such registered address, addressed as aforesaid. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register, and notice so given shall be sufficient notice to all the joint holders.

Joint holdings

144. Any member described in the register by an address not within the United Kingdom who shall, from time to time, give to the Company an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but save as aforesaid no member other than a member described in the register by an address within the United Kingdom shall be entitled to receive any notice from the Company.

No address within  
United Kingdom

145. Any notice or other document, if served by post, shall be deemed to have been served twenty-four hours after the time when the letter containing the same was posted, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed, stamped and posted.

146. Any notice or other document delivered or sent by post to or left at the registered address of any member in pursuance of these presents shall, notwithstanding that such member be then dead or bankrupt, and whether or not the Company have notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such member as sole or joint holder unless his name shall, at the time of the service of the notice or document, have been removed from the register as the holder of the share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

Service of notice  
after death or  
bankruptcy of  
member

#### WINDING UP.

147. If the Company shall be wound up the Liquidator may, with the sanction of an Extraordinary Resolution of the contributories, divide among the contributories in specie or kind the whole or any part of the assets of the Company and may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the Liquidator, with the like sanction, shall think fit.

Division of  
assets in specie

#### INDEMNITY.

148. Every Director, Executive Director, Manager, officer and Auditor of the Company shall be indemnified out of the funds of the Company against all liabilities incurred by him as such Director, Executive Director, Manager, officer or Auditor 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 445 of the Act in which relief is granted to him by the court.

Indemnity of  
Directors and  
other officers

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

Henry Arnold Dice.  
 Cheapside House,  
 135/147 Cheapside,  
 London E.C. 2.  
 Solicitor.

Harry Pool  
 Cheapside House  
 135/147 Cheapside  
 London E.C. 2.

Solicitor Articles Clerk.

---

Dated this 15<sup>th</sup> day of June, 1960.

Witness to the above Signatures—

P. R. Richards  
 Cheapside House.  
 135/147 Cheapside  
 London E.C. 2.  
 Solicitors Manager Clerk.

DUPLICATE FOR THE FILE

No. 664611



## Certificate of Incorporation

I Hereby Certify, that

**SECURITY SERVICES 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

**July** One Thousand Nine Hundred and **Sixty.**

*A. J. Mann*  
ASSISTANT Registrar of Companies.

Certificate  
received by

*DM Gualle for  
Hextall Engine & Co*

Date *8th July 1960*

# Security Services Limited.

NOTICE

of

## Special Resolution

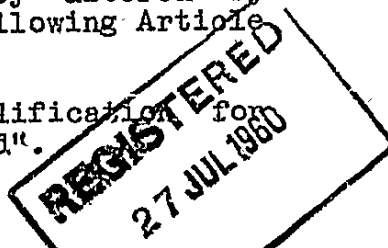


AT a Meeting of the Subscribers of the above named Company duly convened and held at Cheapside House, 135/147 Cheapside London, E.C.2. on the 26th day of July, 1960 at 11 o'clock in the forenoon the following Resolution was duly passed as a SPECIAL RESOLUTION :-

### SPECIAL RESOLUTION.

That the Articles of Association of the Company be and they are hereby altered by the substitution of the following Article for Article 89 :-

"89. No shareholding qualification for Directors shall be required".



*Henry Arnold Price*  
Henry Arnold Price.

*Harry Pool*  
Harry Pool.

DATED this 26th day of July, 1960.

HEXTALL ERSKINE & CO  
CHEAPSIDE HOUSE  
135/147 CHEAPSIDE,



No. 664611

*The Companies Act, 1948*



COMPANY LIMITED BY SHARES

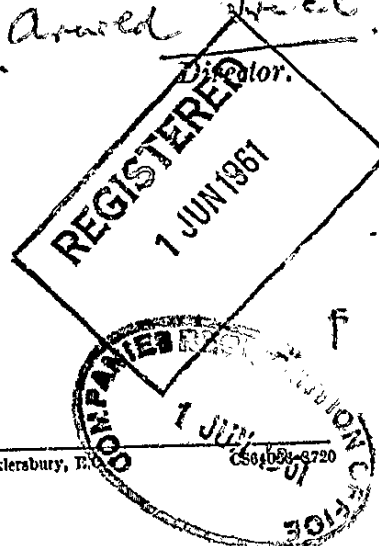
**Special Resolution**  
OF  
**SECURITY SERVICES LIMITED**

*Passed 18th May, 1961*

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Cheapside House, Cheapside, E.C.2, in the City of London, on Thursday, the 18th day of May, 1961, at 12 noon, the following SPECIAL RESOLUTION was duly passed:—

That paragraph (E) of Article 97 of the Company's Articles of Association be cancelled and cease to have effect.

*L. Arnold*  
Director.

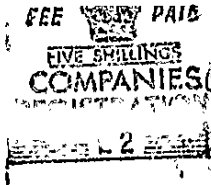


323

The Solicitors' Law Stationery Society, Limited, 3 Bucklersbury, E.C.4

X *HEXTALL FRISKINE & CO.*  
*CHEAPSIDE HOUSE,*  
*135/147 CHEAPSIDE,*  
*LONDON E.C.2*

664611/2



Handwritten initials and marks

The Companies Act, 1929 and 1948

COMPANY LIMITED BY SHARES

# Special Resolution OF SECURITY SERVICES LIMITED

Passed 1st March, 1965

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Cheapside House, 135/147 Cheapside, London, E.C.2, on the 1st day of March, 1965, at 11.15 in the forenoon, the following RESOLUTION was ~~passed~~ as a SPECIAL RESOLUTION:—



## SPECIAL RESOLUTION

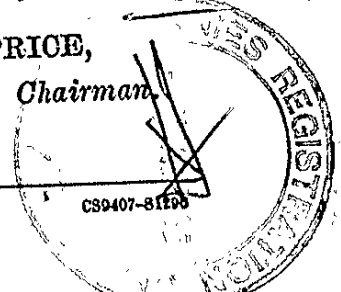
IT WAS RESOLVED that Article 82 of the Company's Articles of Association be altered by the deletion of the word "ten" and the substitution of the word "eighteen".

76

H. ARNOLD PRICE,

Chairman

Handwritten signature: H. Arnold Price



104611 27  
Companies Act 1948.

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

SECURITY SERVICES LIMITED

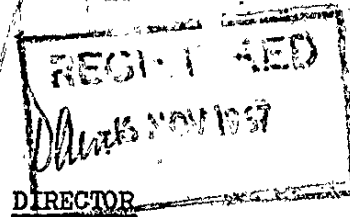
Passed: 12th September 1967.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at Kensington Palace Hotel, London W.8 on Tuesday, the 12th day of September 1967, the following RESOLUTION was passed as a SPECIAL RESOLUTION:-

That Article 102 and the heading "President" immediately preceding it be deleted and that the following heading and Article be substituted therefor:-

"PRESIDENT AND GOVERNOR

102 The Board may confer on any person or persons (whether members of their body or not) the title of President or Governor of the Company for such period as the Board may determine and any such President or Governor of the Company may, on being elected, attend and take part in the Proceedings of Meetings of the Board. The remuneration of any such President or Governor shall be determined by the Board."



110x111, Fishwick & Co,  
135/147 Cheapside,  
E.C.2.



664611 / 44

COMPANIES ACTS 1948 AND 1967

COMPANY LIMITED BY SHARES.

SPECIAL RESOLUTION

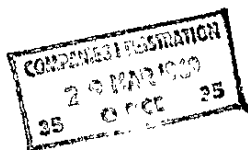
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SECURITY SERVICES LIMITED

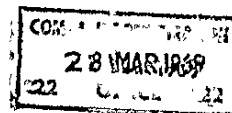
Passed: 26th March, 1969

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at 135/147 Cheapside, London E.C.2. on Wednesday 26th March, 1969 the following RESOLUTION was passed as a SPECIAL RESOLUTION:-

"That Article 82 of the Company's Articles of Association (dealing with the number of Directors) be amended by the deletion of the word "eighteen" and by the substitution therefor of the word "twenty"



.....  
DIRECTOR



7

Number of } 664611  
Company }

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

SEP 23 1973 U- 01010

~~Extraordinary~~ <sup>SPECIAL</sup> Resolution

(Pursuant to s. 141 (1) of the Companies Act 1948)

OF

SECURITY SERVICES

LIMITED

Passed 21st September, 1973

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Winchester House, London . Wall, London, E.C.2. on Friday,

on the 21st day of September, 1973, the subjoined ~~Extraordinary~~ Resolution was duly passed, viz.:—  
<sup>SPECIAL</sup>

RESOLUTION

" THAT the name of the Company be changed to Securicor Subsidiary Holdings Limited "



Signature

To be signed  
by the Chair-  
man, a Direc-  
tor, or the  
Secretary of  
the Company

NOTE.—To be filed within 15 days after the passing of the Resolution(s).  
See Section 143 (1) and (4) printed overleaf.

The Solicitors' Law Stationery Society, Limited,  
Oyez House, Dreams Buildings, Fetter Lane, London EC4P 4BU and at Birmingham, Cardiff, Liverpool,  
Manchester and Glasgow.

Companies 7\*

F10976.21-7-71



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 664611

67

I hereby certify that

**SECURITY SERVICES LIMITED**

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

**SECURICOR SUBSIDIARY HOLDINGS LIMITED**

Given under my hand at London the 4th October 1973

*N Taylor*  
(N. TAYLOR)

Assistant Registrar of Companies

Number of Company: 664611



The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

SECURICOR SUBSIDIARY HOLDINGS LIMITED

Passed 10 June 1975

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 79 Eccleston Square London SW1 on the 10th day of June 1975, the subjoined Special Resolution was duly passed, viz:-

RESOLUTION

"THAT the name of the Company be changed to 'Securicor Global Limited'"

DIRECTOR



NW 025775



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 664611

75

I hereby certify that

**SECURICOR SUBSIDIARY HOLDINGS LIMITED**

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

**SECURICOR GLOBAL LIMITED**

Given under my hand at London the **16TH JULY 1975**

**N. TAYLOR**

*Assistant Registrar of Companies*



No

664611/77

The Companies Acts 1948 and 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION  
OF

SECURICOR GLOBAL LIMITED ✓

Passed 10 December 1976

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 79 Eccleston Square London SW1 on 10 December 1976 the following Resolution was passed as a SPECIAL RESOLUTION: ✓

"That the name of the Company be changed to  
"Securicor International Limited"✓"

  
PETER A C SMITH  
CHAIRMAN



Lat West 030110  
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**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 664611

178

I hereby certify that

**SECURICOR GLOBAL LIMITED**

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

**SECURICOR INTERNATIONAL LIMITED**

Given under my hand at Cardiff the **14TH JANUARY 1977**

*E. A. Pendlebury*  
**E. A. PENDLEBURY**

Assistant Registrar of Companies

73

81  
No. 664611

*The Companies Act, 1948*

COMPANY LIMITED BY SHARES

Memorandum

34

AND

Articles of Association

OF

SECURICOR INTERNATIONAL LIMITED

(formerly known as Security Services Limited)

(as amended by Special Resolutions dated 26th July, 1960, 18th May, 1961, and 1st March, 1965)

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Incorporated the 8th day of July, 1960

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HENTALL, ERSKINE & CO.,

Solicitors,

CHEAPSIDE HOUSE,

135/117 CHEAPSIDE,

LONDON, E.C.2.





No 664611

The Companies Acts 1948 and 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

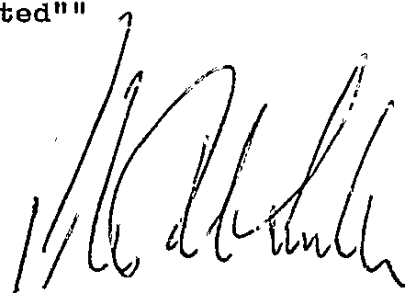
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SECURICOR GLOBAL LIMITED

Passed 10 December 1976

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 79 Eccleston Square London SW1 on 10 December 1976 the following Resolution was passed as a SPECIAL RESOLUTION:

"That the name of the Company be changed to  
"Securicor International Limited""



PETER A C SMITH  
CHAIRMAN

No. 664611



## Certificate of Incorporation

---

I HEREBY CERTIFY, that SECURITY SERVICES 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 July, One  
Thousand Nine Hundred and Sixty.

A. J. MANN,  
*Assistant Registrar of Companies.*

COMPANY LIMITED BY SHARES

**Memorandum of Association**

OF

SECURICOR INTERNATIONAL

**LIMITED**

*Same  
Object 5*

- 
1. The name of the Company is "SECURICOR INTERNATIONAL LIMITED" ✓
  2. The registered office of the Company will be situate in England. ✓
  3. The objects for which the Company is established are—
    - (A) To carry on business as security experts, guards, watchmen, escorts, messengers and servants for any purpose, to receive goods for safe custody and to establish and carry on safe depositories; to supply investigations and enquiry agents, and to obtain and supply advice, information and statistics of any kind; to manufacture, sell, purchase, distribute, instal, repair or otherwise make, use, exercise, or vend fire and burglar alarms or alarm systems of all kinds, fire fighting equipment and materials, fire escapes and escape apparatus, safety devices, safes, locks, security equipment and security devices of all kinds.
    - (B) To undertake and carry out agencies, searches and commissions of any kind whether connected with the above trades or businesses or not and to carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.

- (c) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licenses, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof or which the Company may think desirable in the interests of the business.
- (D) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (E) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (F) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (G) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (H) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (I) To grant pensions, allowances, gratuities and bonuses to officers, employees or ex-employees of the Company or its predecessors in the business or the dependents

of such persons, and to establish and support or to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its employees.

- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (K) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (L) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend, or repayment of capital, or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (N) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the

contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

- (o) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (p) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on or the carrying on of which is deemed likely to benefit this Company to advance its interests or possessed of property suitable for the purposes of the Company.
- (q) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (r) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (s) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of

any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

- (T) To pay all expenses incurred in connection with the formation, promotion and incorporation of the Company and any company formed by the Company or any company in which this Company is or may contemplate being interested, or to contract with any person, firm or company to pay the same; to remunerate any person for services rendered in connection with the promotion of this Company or any company promoted by this Company, and to pay commission to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures or securities of this Company or any company promoted by this Company.
- (U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (V) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £100, divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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>HENRY ARNOLD PRICE,  Cheapside House,  135/147 Cheapside,  London, E.C.2,  Solicitor.</p>	<p>One</p>
<p>HARRY POOL,  Cheapside House,  135/147 Cheapside,  London, E.C.2,  Solicitors Articled Clerk.</p>	<p>One</p>

Dated this 15th day of June, 1960.

Witness to the above Signatures—

E. R. EDMUNDS,  
Cheapside House,  
135/147 Cheapside,  
London, E.C.2,  
Solicitors Managing Clerk.



COMPANY LIMITED BY SHARES

# Articles of Association

OF

SECURICOR INTERNATIONAL

LIMITED

STILL  
PRIVATE

## TABLE A.

1. With the exception of regulations 2 and 3 of Part II thereof the regulations in Table A in the First Schedule to the Companies Act, 1948, shall not apply to the Company. Table A not to apply

## INTERPRETATION.

2. In these presents if not inconsistent with the subject or context:— Interpretation

The words standing in the first column of the following table shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS	MEANINGS
The Act .. ..	The Companies Act, 1948.
These presents .. ..	These Articles of Association as now framed or as from time to time altered by Special Resolution.
The Office .. ..	The registered office of the Company.
The Seal .. ..	The Common Seal of the Company.

## WORDS

## MEANINGS

The United Kingdom	Great Britain and Northern Ireland.
The Board .. ..	The Board of Directors of the Company or the Directors present at a duly convened meeting of Directors at which a quorum is present.
Executive Director ..	A Director of the Company appointed to be the holder of an executive office pursuant to Article 102.
The Register .. ..	The register of members of the Company.
In writing .. ..	Written or produced by any substitute for writing, or partly written and partly so produced.
Paid up .. ..	Paid up or credited as paid up.

Words importing the singular number only shall include the plural number and *vice versa* ;

Words importing the masculine gender only shall include the feminine gender ;

Words importing persons shall include corporations ;

The expressions "debenture" and "debenture holder" shall include debenture stock and debenture stockholder ;

The expression "the Secretary" shall include a temporary or assistant Secretary and any person appointed by the Board to perform any of the duties of the Secretary ;

The expression "dividend" shall include bonus ;

Reference to any provision of the Act shall be construed as a reference to such provision as modified by any Statute for the time being in force.

The marginal notes are inserted for convenience only and shall not affect the construction of these presents.

3. Subject to the last preceding Article, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

## BUSINESS.

4. Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Board at such time or times as it shall think fit, and further may be suffered by it to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Board may deem it expedient not to commence or proceed with the same.

Board may undertake authorised business of the Company

5. The office shall be at such place in England as the Board shall from time to time appoint.

The office

6. No part of the funds of the Company shall be employed in the subscription or purchase of or in loans upon the security of the Company's shares or those of its holding company (if any) and the Company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise any financial assistance for the purpose of or in connection with any purchase or subscription by any person of shares in the Company or in its holding company (if any) nor make, or guarantee or provide any security in connection with a loan to any Director of the Company or of its holding company (if any); but nothing in this Article shall prohibit transactions authorised by sections 54 or 190 of the Act.

Subscriptions for purchase of shares of the Company

Loans to Directors

## SHARE CAPITAL AND MODIFICATION OF RIGHTS.

7. Without prejudice to any special rights previously conferred on the holders of any existing shares, any unissued shares in the Company may be issued with or have attached thereto such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by resolution determine.

Issue of shares

8. Subject to the provisions of section 58 of the Act, any Preference Shares may, with the sanction of a Special Resolution, be issued on the terms that they are, or at the option of the Company are to be liable, to be redeemed on such terms and in such manner as the Company may by Special Resolution determine.

Redeemable Preference Shares

9. Subject to the provisions of section 72 of the Act, all or any of the special rights and privileges for the time being attached to any class of shares for the time being issued may from time to time (whether or not the Company is being wound up) be altered or abrogated with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of

How special rights attached to shares may be varied

such shares. To any such separate General Meeting all the provisions of these presents as to General Meetings of the Company shall *mutatis mutandis* apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy not less than one-third of the issued shares of the class, that every holder of shares of the class shall be entitled on a poll to one vote for every such share held by him, and that if at any adjourned meeting of such holders a quorum as above defined be not present those of such holders who are present shall be a quorum.

Creation or  
issue of further  
shares

10. The special rights conferred upon the holders of any shares or class of shares shall not, unless otherwise expressly provided by the conditions of issue of such shares, be deemed to be altered by the creation or issue of further shares ranking *pari passu* therewith.

Shares at disposal  
of the Board

11. Subject to the provisions of these presents, the unissued shares of the Company shall be at the disposal of the Board which may allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may determine, but so that no shares shall be issued at a discount except in accordance with section 57 of the Act.

Commissions  
and brokerage  
may be paid

12. The Company may exercise the powers of paying commissions conferred by section 53 of the Act, provided that the rate or amount of the commission paid or agreed to be paid and the number of shares which persons have agreed for a commission to subscribe absolutely shall be disclosed in the manner required by the said section, and that such commission shall not exceed 10 per cent. of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10 per cent. of such price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.

Interest on paid-up  
share capital

13. If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may, subject to the conditions and restrictions mentioned in section 65 of the Act, pay interest on so much of such share capital as is for the time being paid up and may charge the same to capital as part of the cost or construction of the works or buildings or the provision of plant.

14. Except as ordered by a court of competent jurisdiction or Exclusion of equities as by law required, 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 presents 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.

15. Every person whose name is entered as a member in the register shall be entitled, without payment, to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares of any one class, or several certificates each for one or more of his shares of such class upon payment of such sum, not exceeding 2s. 6d., for every certificate after the first as the Board shall from time to time determine. In the case of a share held jointly by several persons, delivery of a certificate to one of several joint holders shall be sufficient delivery to all. Where a member has transferred part of the shares comprised in his holding he shall be entitled to a certificate for the balance without charge. Issue of certificates

16. If a share certificate be defaced, lost or destroyed it may be replaced on payment of such fee (if any) not exceeding 1s. and on such terms (if any) as to evidence and indemnity and payment of the out-of-pocket expenses of the Company of investigating such evidence as the Board may think fit and, in case of defacement, on delivery of the old certificate to the Company. Renewal of certificates

17. All forms of certificate for shares or debentures or representing any other form of security (other than letters of allotment, scrip certificates and other like documents) shall be issued under the Seal and shall bear the autographic signatures of one Director and the Secretary unless there shall be for the time being in force a resolution of the Board adopting some method of mechanical signature which is controlled by the Auditors, Transfer Auditors or Bankers of the Company, in which event such signatures (if authorised by such resolution) may be effected by the method so adopted. Certificates to be signed and sealed

#### LIEN.

18. The Company shall have a first and paramount lien and Company's lien charge on every share (not being a fully paid share) for all moneys, whether presently payable or not, called or payable at a fixed time in

respect of such share, and the Company shall also have a first and paramount lien and charge on all shares (other than fully paid shares) standing registered in the name of a single member for all the debts and liabilities of such member or his estate to the Company, and that whether the same shall have been incurred before or after notice to the Company of any equitable or other interest of any person other than such member, and whether the time for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such member or his estate and any other person whether a member of the Company or not. The Company's lien on a share shall extend to all dividends and bonuses payable thereon. But the Board may at any time declare any share to be wholly or in part exempt from the provisions of this Article.

Sale of shares  
subject to lien

19. The Company may sell, in such manner as the Board may think fit, any share on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable nor until the expiration of fourteen days after a notice in writing stating and demanding payment of the sum presently payable and giving notice of the intention to sell in default shall have been given to the holder for the time being of the share or to the person entitled by reason of his death or bankruptcy to the share.

Application of  
proceeds of such  
sale

20. The net proceeds of sale shall be applied in or towards payment or satisfaction of the debt or liability in respect whereof the lien exists so far as the same is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the time of the sale. For giving effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

#### CALLS ON SHARES.

Calls

21. The Board may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal amount of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall exceed one-fourth of the nominal amount of the shares or be payable at less than one month from the date fixed for payment of the last previous call, and

each member shall (subject to the Company giving to him at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Board may determine.

22. A call may be made payable by instalments and shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed. Time when made

23. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof. Liability of joint holders

24. If a sum called in respect of a share be not paid before or on the day appointed for payment thereof the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate, not exceeding 10 per cent. per annum, as the Board may determine, but the Board shall be at liberty to waive payment of such interest wholly or in part. Interest on calls

25. Any sum which, by the terms of issue of a share, becomes payable on allotment or at any fixed date, whether on account of the nominal amount of the share or by way of premium, shall for all the purposes of these presents be deemed to be a call duly made and payable on the date on which, by the terms of issue, the same becomes payable, and in case of non-payment all the relevant provisions of these presents as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified. Sums due on allotment to be treated as calls

26. The Board may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in the times of payment. Power to differentiate

27. The Board may, if it thinks fit, receive from any member willing to advance the same all or any part of the moneys uncalled and unpaid upon any shares held by him and upon all or any of the moneys so advanced may (until the same would, but for such advance, become presently payable) pay interest at such rate, not exceeding (unless the Company in General Meeting shall otherwise direct) 6 per cent. per annum as may be agreed upon between the Board and the member paying such sum in advance. Payment of calls in advance

## TRANSFER OF SHARES.

## Form of transfer

28. Subject to such of the restrictions of these presents as may be applicable, any member may transfer all or any of his shares by transfer in writing in the usual common form or in any other form which the Board may approve.

## Execution

29. The instrument of transfer of a share shall be executed by or on behalf of both the transferor and the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect thereof. All instruments of transfer, when registered, shall be retained by the Company.

## Board's power to decline to register

30. The Board may, without prejudice to their rights under Part II of Table A, in its absolute discretion and without assigning any reason therefor, decline to register any transfer of shares to a person of whom it shall not approve. The Board may also decline to register any transfer of shares on which the Company has a lien.

31. The Board may also decline to recognise any instrument of transfer unless :—

## Fee payable

(A) Such fee, not exceeding 2s. 6d., as the Board may from time to time require is paid to the Company in respect thereof ;

## Lodgment of transfer

(B) The instrument of transfer, duly stamped, is lodged with the Company accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer ; and

(C) The instrument of transfer is in respect of only one class of share.

## Notice of refusal to register

32. If the Board refuses to register a transfer it shall, within two months after the date on which the transfer was lodged, send to the transferee notice of the refusal.

## Fee for registration of probate

33. The Company shall be entitled to charge a fee of 2s. 6d. on the registration of every probate, letters of administration, certificate of death or marriage, power of attorney, distringas notice or other instrument relating to or affecting the title to any share.

## TRANSMISSION OF SHARES.

## Transmission on death

34. In case of the death of a member the survivor or survivors, where the deceased was a joint holder, and the executors or administrators of the deceased, where he was a sole holder, shall be the only



persons recognised by the Company as having any title to his shares ; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him with other persons.

35. Any persons becoming entitled to a share in consequence of the death or bankruptcy of a member may upon such evidence being produced as may from time to time be required by the Board and subject as hereinafter provided either be registered himself as holder of the share or elect to have some person nominated by him registered as the transferee thereof.

Registration of executors and trustees in bankruptcy

36. If the person so becoming entitled shall elect to be registered himself he shall deliver or send to the Company a notice in writing signed by him, stating that he so elects. If he shall elect to have his nominee registered he shall testify his election by executing to his nominee a transfer of such share. All the limitations, restrictions and provisions of these presents relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer executed by such member.

Notice of executors' and trustees' election

37. A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall be entitled to receive and may give a discharge for any dividends, bonuses or other moneys payable in respect of the share, but he shall not be entitled in respect of the share to receive notices of or to attend or vote at General Meetings of the Company, or save as aforesaid, to exercise in respect of the share any of the rights or privileges of a member until he shall have become registered as the holder thereof.

Rights of unregistered executors and trustees

### FORFEITURE OF SHARES.

38. If a member fail to pay any call or instalment of a call on the day appointed for payment thereof, the Board may at any time thereafter during such time as any part of such call or instalment remains unpaid serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest and expenses which may have accrued.

Notice requiring payment of calls

39. The notice shall name a further day (not being less than fourteen days from the date of the notice) on or before which and the place where the payment required by the notice is to be made and shall state that in the event of non-payment at or before the time and at the place appointed the shares in respect of which such

Notice to state time and place for payment

Surrender in  
lieu of forfeiture

call was made or instalment is payable will be liable to be forfeited. The Board may accept the surrender of any share liable to be forfeited hereunder and, in such case, references herein to forfeiture shall include surrender.

Forfeiture on  
non-compliance  
with notice

40. If the requirements of any such notice as aforesaid be not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls or instalments, interest and expenses due in respect thereof has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

Notice of  
forfeiture

41. When any share has been forfeited, notice of the forfeiture shall forthwith be given to the person who was before forfeiture the holder of the share or the person who was before forfeiture entitled to the share by reason of the death or bankruptcy of the holder (as the case may be); but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice as aforesaid.

Sale of shares  
forfeited

42. A forfeited share shall be deemed to be the property of the Company and may be sold, re-allotted or otherwise disposed of either to the person who was, before forfeiture, the holder thereof or entitled thereof, or to any other person upon such terms and in such manner as the Board shall think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Board may think fit.

Rights and  
liabilities of  
members whose  
shares have  
been forfeited

43. A member whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall, notwithstanding, remain liable to pay to the Company all moneys which at the date of forfeiture were presently payable by him to the Company in respect of the shares with interest thereon at such rate as the Board may determine, not exceeding 10 per cent. per annum, from the date of forfeiture until payment.

Title to shares  
forfeited to  
satisfy a lien

44. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration (if any) given for the share on the sale, re-allotment or disposition thereof and the Board may authorise some person to transfer the share in favour of the person to whom the same is sold or disposed of, and he shall thereupon be registered as the holder of the share and shall not be

bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

### STOCK.

45. The Company may from time to time by Ordinary Resolution convert any paid up shares into stock and may reconvert any stock into paid up shares of any denomination. Power to convert into stock

46. The holders of stock may transfer the same or any part thereof in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit. The Board may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of such minimum, but the minimum shall not exceed the nominal amount of the share from which the stock arose. Transfer of stock

47. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, voting at General Meetings of the Company and other matters as if they held the shares from which the stock arose, but no such right, privilege or advantage (except participation in the dividends and in assets on a reduction of capital or a winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred such right, privilege or advantage. Rights of stockholders

48. All such of the provisions of these presents as are applicable to paid up shares shall apply to stock, and the words "share" and "shareholder" herein shall include "stock" and "stockholder." Interpretation

### INCREASE OF CAPITAL.

49. The Company may from time to time by Ordinary Resolution increase its capital by such sum to be divided into shares of such amounts as the resolution shall prescribe. Power to increase capital

50. The Company may, by the resolution increasing the capital, direct that the new shares or any of them shall be offered in the first instance either at par or at a premium or (subject to the provisions of section 57 of the Act) at a discount to all the holders for the time being of shares of any class or classes in proportion to the number of such shares held by them respectively or may make any other provisions as to the issue of the new shares. In default of any such direction or so far as the same shall not extend the provisions of Article 11 shall apply to such shares. Power to direct that new shares be offered to existing shareholders

Rights and  
liabilities  
attached to  
new shares

51. The new shares shall be subject to all the provisions of these presents with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise.

#### ALTERATIONS OF CAPITAL.

52. The Company may from time to time by Ordinary Resolution :—

Power to  
consolidate  
shares

(A) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.

Power to sub-  
divide shares

(B) Sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association (subject, nevertheless, to the provisions of section 61(1)(d) of the Act), and so that the resolution whereby any share is sub-divided may determine that as between the holders of the shares resulting from such sub-division one or more of the shares may have any such preferred or other special rights over, or may have such qualified or deferred rights or be subject to any such restrictions as compared with, the other or others as the Company has power to attach to unissued or new shares.

Power to cancel  
shares

(C) Cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

And may also by Special Resolution—

Power to reduce  
capital

(D) Reduce its share capital and any capital redemption reserve fund or any share premium account in any manner and with and subject to any incident authorised and consent required by law.

#### GENERAL MEETINGS.

Annual General  
Meetings

53. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Board shall appoint.

Extraordinary  
General Meetings

54. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

55. The Board may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 132 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

Who may convene  
Extraordinary  
General Meetings

#### NOTICE OF GENERAL MEETINGS.

56. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting, and, in the case of special business, the general nature of that business. The notice convening an Annual General Meeting shall specify the meeting as such, and the notice convening a meeting to pass a Special or Extraordinary Resolution shall specify the intention to propose the resolution as a Special or Extraordinary Resolution as the case may be. Notice of every General Meeting shall be given in manner hereinafter mentioned to such persons as are, in accordance with the provisions of these presents, entitled to receive such notices from the Company, and also to the Auditors of the Company for the time being. Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed—

Notice

Short notice

(A) in the case of a meeting called as the Annual General Meeting by all the members entitled to attend and vote thereat; and

(B) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.

In every notice calling a meeting there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not also be a member.

Appointment of  
proxies

Omission to give  
or non-receipt of  
notice

57. The accidental omission to give notice of a meeting or (in cases where instruments of proxy are sent out with the notice) the accidental omission to send such instrument of proxy to, or the non-receipt of notice of a meeting or such instrument of proxy by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS.

Special business

58. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all business that is transacted at an Annual General Meeting with the exception of the declaration and sanctioning of dividends, the consideration of the accounts and balance sheet and the reports of the Directors and Auditors, the election of Directors and Auditors, and other officers in place of those retiring by rotation or otherwise, the fixing of the remuneration of the Auditors and the voting of remuneration or additional remuneration to the Directors.

Quorum

59. No business shall be transacted at any General Meeting unless a quorum be present when the meeting proceeds to business. Save as otherwise provided by these presents, three members present in person and entitled to vote shall be a quorum for all purposes. A corporation being a member shall be deemed for the purpose of this Article to be personally present if represented by proxy or in accordance with the provisions of section 139 of the Act.

Adjournment if  
quorum not  
present

60. If within half an hour from the time appointed for the meeting a quorum be not present the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time or place as the Chairman of the meeting may determine, and the provisions of Article 63 shall apply. If at such adjourned meeting a quorum as above defined be not present within fifteen minutes from the time appointed for holding the meeting the members present shall be a quorum.

Chairman

61. The Chairman (if any) of the Board or, in his absence, the deputy-Chairman (if any) shall preside as Chairman at every General Meeting of the Company.

Substitute elected:  
if Chairman not  
present

62. If there be no such Chairman or deputy-Chairman, or if at any meeting neither the Chairman nor deputy-Chairman be present within fifteen minutes after the time appointed for holding the meeting,

or if neither of them be willing to act as Chairman, the Directors present shall choose one of their number to act, or if one Director only be present, he shall preside as Chairman if willing to act. If no Director be present, or if all the Directors present decline to take the chair, the members present shall choose one of their number to be Chairman.

63. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Adjournments

Notice of adjournments

64. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands) a poll be demanded by the Chairman or by at least three members present in person or by proxy and entitled to vote or by any member or members present in person or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all members having the right to vote at the meeting or holding shares conferring a right to vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right. 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 not carried by a particular majority or lost, and an entry to that effect in the book of 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 a resolution.

Method of voting

65. If any votes shall be counted which ought not to have been counted or might have been rejected or if any votes shall not be counted which ought to have been counted the error shall not vitiate the resolution unless it be pointed out at the same meeting and not in that case unless it shall, in the opinion of the Chairman of the meeting, be of sufficient magnitude to vitiate the resolution.

Errors in counting

66. If a poll be duly demanded the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

Poll

Chairman's  
casting vote

67. In case of an equality of votes at a General Meeting, whether on a show of hands or on a poll, the Chairman of such meeting shall be entitled to a second or casting vote.

Time for taking  
of poll

68. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place and in such manner as the Chairman directs.

Continuance of  
business after  
poll

69. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded, and it may be withdrawn at any time before the next business is proceeded with.

### VOTES OF MEMBERS.

Voting rights of  
members

70. Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a representative duly authorised under section 139 of the Act shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for each share of which he is the holder.

Voting rights of  
joint holders

71. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register.

Right of  
representative  
of corporation  
to vote

72. In accordance with section 139 of the Act a corporation being a member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any General Meeting of the Company or of any class of members of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

Voting rights of  
lunatic member

73. A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, whether on a show of hands or on a poll, by his committee, *curator bonis* or other person in the nature of a committee or *curator bonis* appointed by such court, and such committee, *curator bonis* or other person may vote on a poll by proxy.



74. No member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid. No right to vote where a call is unpaid

75. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive. Objections

76. On a poll votes may be given either personally or by proxy. Votes on a poll

77. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor be a corporation, either under its common seal or under the hand of an officer or attorney so authorised. Instrument appointing proxy

78. A proxy need not be a member of the Company. Any member may appoint more than one proxy to attend on the same occasion. Proxy need not be a member

79. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the office (or at such other place in the United Kingdom as may be specified in the notice convening the meeting) not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date named in it as the date of its execution. Deposit of proxies

80. Instruments of proxy shall be in the form or to the effect following or in such other form as the Board may approve and the Board may, if it thinks fit, send out with the notice of any meeting forms of instrument of proxy for use at the meeting:— Form of proxies

“ SECURITY SERVICES LIMITED.

“ I/We, being a member of the above-named Company,  
 “ hereby appoint  
 “ of  
 “ or failing him,  
 “ of

"as my/our proxy to vote for me/us and on my/our  
 "behalf at the Annual [or Extraordinary, as the case  
 "may be] General Meeting of the Company to be held  
 "on the            day of            , 19    , and at any  
 "adjournment thereof.

"Dated this       day of       , 19   .

“ Name (in full) :

"Address :

“ Signature :

Where it is desired to afford members the opportunity of instructing their proxies to vote for or against the resolutions to be submitted to the meeting, the words following or words to the same effect shall be appended to the instrument of proxy :—

" I/We desire to vote  $\frac{\text{*in favour of}}{\text{against}}$  the Resolution(s) [where

“more than one proxy is appointed add, in respect of  
“ Preference and/or Ordinary Shares].

“ \*NOTE.—Unless otherwise directed, the proxy will  
“ vote as he thinks fit.”

Intervening death  
or insanity of  
principal not to  
affect votes cast  
by proxy

81. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, or the transfer of the share in respect of which the instrument of proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at the office three hours at least before the commencement of the meeting or adjourned meeting, or the taking of a poll, at which the instrument of proxy is used.

**DIRECTORS.**

Number of  
Directors

82. Unless and until otherwise determined by the Company in General Meeting, the Directors shall be not less than two and not more than ~~eighteen~~\* in number.

### Alternate Directors

83. Each Director shall have the power to appoint either another Director or any person approved for that purpose by a resolution of the Board to act as alternate Director in his place during his absence and may at his discretion remove such alternate Director. A person so appointed shall (except as regards qualification, power to appoint an alternate and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors of the

\*As amended by Special Resolution dated 1st March, 1965.

Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties as a Director of his appointor in such appointor's absence. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director, provided that if any Director retires by rotation or otherwise but is re-elected at the same meeting, any appointment made by him pursuant to this Article which was in force immediately before his retirement shall remain in force as though he had not retired.

84. All appointments and removals of an alternate Director shall be effected by instrument in writing delivered at the office and signed by the appointor. Appointment

85. The Directors shall be entitled to such remuneration (if any) as shall from time to time be determined by the Company in General Meeting, and such remuneration shall accrue from day to day. The Directors (including alternate Directors) shall also be entitled to be paid their reasonable travelling, hotel and incidental expenses of attending and returning from meetings of the Board or committees of the Board or General Meetings or otherwise incurred while engaged on the business of the Company. Directors' remuneration

86. Any Director who, by request, performs special services or goes or resides abroad or serves on any special committees for any purposes of the Company may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine. Remuneration for special services

87. A Director of the Company may be or become a director or other officer of or otherwise interested in any company promoted by the Company or in which the Company may be interested, and no such Director shall be accountable for any remuneration or other benefits received by him as a director or officer of or from his interest in such other company. The Board may also exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner in all respects as it thinks fit, including the exercise thereof in favour of any resolution appointing the members of the Board or any of them to be directors or officers of such other company, or voting or providing for the payment of remuneration to the directors or officers of such other company. And any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to become a director or officer of such other company and as such, or in any other manner, is or may be interested in the exercise of such voting rights in manner aforesaid. Power of Directors to hold office in other companies

Power of  
Directors to hold  
other offices  
under the  
Company

38. (A) A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director upon such terms as the Board may determine, and may receive such remuneration therefor as the Board may think fit in addition to any other remuneration hereunder. Subject to the next paragraph of this Article, no Director or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or in any other manner whatever, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.

Director to  
declare interest in  
any contracts of  
Company

(B) A Director who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, if his interest then exist, or in any other case at the first meeting of the Board after he becomes so interested. A general notice to the Board given by a Director to the effect that he is a member of a specified company or firm and is to be regarded as interested in all transactions with such company or firm shall be a sufficient declaration of interest under this Article, and after such general notice it shall not be necessary to give any special notice relating to any subsequent transaction with such company or firm, provided that either the notice is given at a meeting of the Board or the Director giving the same takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given.

Director's right  
to vote on  
contracts in  
which interested

(C) A Director shall not vote (nor be counted in the quorum) in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted, but this prohibition shall not apply to any contract or arrangement for giving to any Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company, nor to any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company which the Director has himself guaranteed or secured in whole or in part, nor to any contract or arrangement by a Director to subscribe for or underwrite shares, debentures or other securities of the Company, nor to any contract or arrangement with a corporation in which he is interested only by reason of his being a Director, officer, creditor or

member of such corporation or beneficially interested in shares, debentures or other securities of that corporation, nor to any exercise of the powers conferred on the Board by Article 105 and it may at any time be suspended or restricted to any extent, and either generally or in respect of any particular contract or arrangement by Ordinary Resolution of the Company.

(D) A Director; notwithstanding his interest, may be counted in the quorum present for the purpose of considering the appointment of himself or of any other Director to hold any such office or place of profit under the Company as aforesaid or of arranging the terms of any such appointment, and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.

Director may be counted in quorum for own election to appointment

(E) Any Director may act by himself or his firm in a professional capacity for the Company (otherwise than as Auditor), and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.

Professional services of Director

89. No shareholding qualification for Directors shall be required.\*

Directors' qualification

90. Without prejudice to the last preceding Article and to the provisions for retirement by rotation or otherwise hereinafter contained, the office of a Director shall be vacated in any of the events following, namely :—

Vacation of office of Director

- (A) If (not being an Executive Director) he resign his office by writing under his hand left at the office.
- (B) If he be found or become of unsound mind or become bankrupt or compound with his creditors.
- (C) If, without leave, he be absent, otherwise than on the business of the Company, from meetings of the Board for six consecutive months, and the Board resolve that his office be vacated.
- (D) If he be for the time being prohibited from being a Director by reason of any order made under section 188 of the Act.
- (E) If he cease to be a Director by virtue of section 182 or section 185 of the Act or be removed from office pursuant to Article 116.
- (F) If he be requested in writing by all his co-Directors to resign.

\*As amended by Special Resolution dated 26th July, 1960.

Qualification for  
directorship not  
based on age

91. No person shall be disqualified from being appointed Director of the Company and no Director of the Company shall be required to vacate that office by reason only of the fact that he has attained the age of seventy years, nor need the age of any such person or Director nor the fact that any such person or Director is over seventy be stated in any notice or resolution relating to his appointment or re-appointment, nor shall it be necessary to give special notice under section 185 of the Act of any resolution appointing, re-appointing or approving the appointment of a Director.

#### POWERS AND DUTIES OF DIRECTORS.

General powers  
of Directors to  
manage Company's  
business

92. The business of the Company shall be managed by the Board, which may exercise all such powers of the Company as are not by the Act or by these presents required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of these presents and of the Act and to such regulations, being not inconsistent with such provisions, as may be prescribed by the Company in General Meeting, but no regulations made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulations had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.

Power to establish  
Local Boards

93. The Board may establish any Local Boards or Agencies for managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may appoint any persons to be members of such Local Boards, or any Managers or Agents, and may fix their remuneration, and may delegate to any Local Board, Manager or Agent any of the powers, authorities and discretions vested in the Board, with power to sub-delegate, and may authorise the members of any Local Board or any of them to fill any vacancies therein and to act notwithstanding vacancies and any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

Power to appoint  
attorneys

94. The Board may by power of attorney appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the Attorney or Attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents) and for such period and subject to such

conditions as it may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such Attorney as the Board may think fit, and may also authorise any such Attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

95. The Company may exercise the powers conferred by section 35 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Board. Power to have a seal for use abroad

96. The Company may exercise the powers conferred by sections 119 to 122 of the Act with regard to the keeping of a Dominion Register, and the Board may (subject to the provisions of those sections) make and vary such regulations as it may think fit respecting the keeping of any such register. Power to keep a Dominion or Colonial Register

97. (A) The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures and other securities whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party. Borrowing powers

(B) *Deleted by Special Resolution dated 18th May, 1961.*

98. All cheques, promissory notes, drafts, bills of exchange and other negotiable and transferable instruments and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine. Signature of cheques and bills

99. The Board shall cause minutes to be made in books provided for the purpose— Minutes of meetings to be kept

(A) Of all appointments of officers made by the Board.

(B) Of the names of the Directors present at each Board or committee meeting.

(C) Of all resolutions and proceedings at all meetings of the Company and of the Board and of the committees.

100. The Board shall cause to be kept the register of the Directors' holdings of shares and debentures required by section 195 of the Act, and shall render the same available for inspection during the period and by the persons prescribed, and produce the same at every Annual General Meeting as required by that section. Register of Directors' shareholdings

## MANAGING OR EXECUTIVE DIRECTORS.

Appointment of  
Executive Director,  
powers and  
remuneration

101. (I) The Board may from time to time appoint one or more of its body to be the holder of any executive office (including but not limited to that of Managing Director, joint Managing Director or Assistant Managing Director) for such period, at such remuneration and upon such terms as to the duties to be performed, the powers to be exercised and all other matters as it thinks fit, but so that no Director so appointed shall be invested with any powers or entrusted with any duties which the Directors themselves could not have exercised or performed. The remuneration of an Executive Director may be by way of salary or commission or participating in profits or by any or all of those modes and it may be made a term of his appointment that he be paid a pension or gratuity on his retirement from his office.

(II) An Executive Director shall not whilst he continues to hold office be subject to retirement by rotation and he shall not be taken into account in determining the rotation of retirement of Directors, but he shall (subject to the provision of any contract between him and the Company) be subject to the same provisions as to removal as the other Directors of the Company, and if he cease to hold the office of Director his executive appointment shall (without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company) *ipso facto* determine.

## PRESIDENT.

President

102. The Board may confer on a retiring or retired member of its body the title of President of the Company and may withdraw such title once conferred at any time. The President of the Company may, on being elected, attend all General Meetings of the Company but shall not have any further powers nor be entitled to vote at such meetings. Provided that if any holder of such title shall also be a member or Director of the Company nothing in this Article shall be deemed to fetter the exercise by him of his full rights as such member or Director. A holder of the said title shall not be entitled to any remuneration in relation thereto.

## SECRETARY.

Appointment of  
Secretary

103. The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may be removed by the Board.

Powers of  
Secretary who  
is a Director

104. A provision of the Act or these presents requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.



## PENSIONS AND ALLOWANCES.

105. The Board may pay and agree to pay pensions or other retirement, superannuation, death or disability benefits or allowances to or to any person in respect of any Director or former Director who may hold or may have held any executive office or employment under the Company or any subsidiary company of the Company or its holding company (if any) and for the purpose of providing any such pensions or other benefits or allowances may contribute to any scheme or fund and may make payments towards insurances or trusts in respect of such persons.

*Board may pay pensions and allowances*

## THE SEAL.

106. The Board shall provide for the safe custody of the Seal which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf and every instrument to which the Seal shall be affixed shall (subject as provided in Article 17) be signed by one Director and the Secretary or by two Directors.

*Seal to be used only on authority of Board*

## ROTATION OF THE BOARD.

107. At every Annual General Meeting one-third of the Directors for the time being or if their number be not a multiple of three then the number nearest to but not exceeding one-third shall retire from office. Provided that an Executive Director shall not, while holding office as such, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year. A Director retiring at a meeting shall retain office until the close or adjournment of the meeting.

*Retirement of Directors by rotation*

108. The Directors to retire on each occasion shall be those who have been longest in office since their last election, but as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

*Selection of Directors to retire*

109. A retiring Director shall be eligible for re-election.

*Eligibility for re-election*

110. Subject to the provisions of Article 115 the Company at the meeting at which a Director retires in manner aforesaid shall fill up the vacated office by electing a person thereto unless at such meeting it be expressly resolved not to fill up such vacated office. The Company may also in General Meeting (subject to the provisions of Article 112) elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these presents.

*Filling vacated office*

Appointment  
of Directors to  
be voted on  
individually

111. Except as otherwise authorised by section 133 of the Act, the election or appointment of any person proposed as a Director shall be effected by a separate resolution, and a single resolution purporting to elect or appoint two or more persons to be Directors shall be ineffective and void.

Notice of  
intention to  
appoint  
Director

112. No person, other than a Director retiring at the meeting shall, unless recommended by the Board, be eligible for election to the office of a Director at any General Meeting unless, not less than seven and not more than twenty-one clear days before the day appointed for the meeting, there shall have been given to the Secretary notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.

Automatic  
re-election of  
retiring Director  
if office not  
filled

113. If at any meeting at which an election of Directors ought to take place the place of any retiring Director be not filled up such Director, if offering himself for re-election, shall be deemed to have been re-elected unless at such meeting it be expressly resolved not to fill up such place or unless either a motion that he be not re-elected is carried or a motion that he be re-elected is put to the meeting and defeated.

Company may  
increase or  
reduce number  
of Directors

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

Directors' power  
to fill casual  
vacancy or  
appoint additional  
Directors

115. Without prejudice to the power of the Company in General Meeting in pursuance of any of the provisions of these presents to appoint any person to be a Director, the Board shall have power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these presents. Any Director so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

Removal of  
Director

116. The Company may by Extraordinary Resolution, or (subject to the provisions of section 184 of the Act) by Ordinary Resolution of which special notice has been given in accordance with section 142 of the Act, remove any Director before the expiration of his period of office and may (subject to Article 112 or to the said provisions as

the case may be) by an Ordinary Resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

### PROCEEDINGS OF BOARD.

117. The Board may meet together for the despatch of business, Meetings of Directors adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting Votes vote. A Director may and the Secretary on the requisition of a Director shall at any time summon a Board meeting. It shall not be necessary to give notice of a Board meeting to any Director for the time being Notice absent from the United Kingdom.

118. The quorum necessary for the transaction of the business Quorum of the Board may be fixed by the Board and unless so fixed at any other number shall be two.

119. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number be reduced below the minimum number fixed by or in accordance with these presents the continuing Directors may act for the purpose of filling up vacancies in their body or of summoning General Meetings of the Company but not for any other purpose, and may act for either of the purposes aforesaid whether or not their number be reduced below the number fixed by or in accordance with these presents as the quorum. Powers of continuing Directors where there are vacancies

120. The Board may elect a Chairman and Deputy-Chairman of Chairman its meetings and determine the period for which they are respectively to hold office. If no such Chairman or Deputy-Chairman be elected, or if at any meeting neither the Chairman nor the Deputy-Chairman be present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the Meeting.

121. A meeting of the Board at which a quorum is present shall be competent to exercise all powers and discretions for the time being Meeting of Board at which quorum present has full powers exercisable by the Board.

122. The Board may delegate any of its powers to committees Power to appoint committees consisting of such member or members of its body as it thinks fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

Proceedings at  
committee  
meetings

123. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and the proceedings of the Board so far as the same are applicable and are not superseded by any regulations imposed by the Board under the last preceding Article.

Resolutions in  
writing

124. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of the Board or by all the members of a committee for the time being shall be as valid and effectual as a resolution passed at a meeting of the Board or, as the case may be, of such committee duly called and constituted. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or members of the committee concerned.

Validity of  
acts of  
Directors in  
spite of some  
formal defect

125. All acts done by any Board or by any committee or by any person acting as a Director or member of the committee notwithstanding it be afterwards discovered that there was some defect in the appointment of any member of the Board or such committee or person acting as aforesaid or that they or any of them were disqualified or had vacated office, shall be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or a member of such committee.

#### DIVIDENDS.

Payment of  
dividends

126. The Company in General Meeting may from time to time declare dividends to be paid to the members according to their rights and interests in the profits, but no dividend shall be declared in excess of the amount recommended by the Board.

Apportionment  
of dividends

127. All dividends shall be declared and paid according to the amounts paid up on the shares in respect whereof the dividend is paid, but no amount paid up on a share in advance of calls shall be treated for the purposes of this Article as paid up on the share. All dividends shall be apportioned and paid *pro rata* according to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share be issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

Payment of  
interim dividends

128. The Board may from time to time pay to the members such interim dividends as appear to the Board to be justified by the position of the Company; the Board may also pay the fixed dividend payable on any Preference Shares of the Company half-yearly or otherwise on fixed dates, whenever such position, in the opinion of the Board, justifies that course.

129. The Board may deduct from any dividend payable to any member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise.

Deduction of debts  
due to Company

130. No dividend shall bear interest against the Company.

Dividends not to  
bear interest

131. Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first on the register in respect of the shares. Every such cheque or warrant shall, unless the holder otherwise directs, be made payable to the order of the registered holder or, in the case of joint holders, to the order of the holder whose name stands first on the register in respect of such shares, and shall be sent at his or their risk. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable in respect of the shares held by such joint holders.

Payment of  
dividends by  
cheque

132. The payment by the Board of any unclaimed dividend, interest or other sum payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof and any dividend unclaimed after a period of twelve years from the date of declaration of such dividend shall be forfeited and shall revert to the Company.

Unclaimed  
dividends

133. Any General Meeting declaring a dividend may, upon the recommendation of the Board, direct payment or satisfaction of such dividend wholly or in part by the distribution of specific assets, and in particular of paid-up shares or debentures of any other company, and the Board shall give effect to such direction, and where any difficulty arises in regard to such distribution the Board may settle it as it thinks expedient, and in particular may fix the value for distribution of any such specific assets and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to secure equality of distribution.

Payment of  
dividends in  
specie

## RESERVES.

134. The Board may before recommending any dividend set aside out of the profits of the Company such sums as it thinks proper as reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company or its holding

Power to carry  
profit to reserve

Application of  
reserve

Power to carry  
forward profits

company, if any) as the Board may from time to time think fit. The Board may also without placing the same to reserve carry forward any profits which it may think prudent not to divide.

Share premium  
account

135. The Board shall transfer to share premium account as required by section 56 of the Act sums equal to the amount or value of any premiums at which shares of the Company may be issued, and, subject to the provisions of the said section, the provisions of these presents relating to reserves shall be applicable to the sums for the time being standing to the credit of share premium account.

### CAPITALISATION OF PROFITS.

Power to capitalise  
profits

136. The Company in General Meeting may at any time and from time to time upon the recommendation of the Board pass a resolution to the effect that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserves or to the credit of the profit and loss account or otherwise available for distribution and not required for the payment of the fixed dividends on any Preference Shares of the Company and accordingly that such sum be set free for distribution among the members or any class of members who would be entitled to such profits if distributed by way of dividend and in the same proportions, on the footing that the same be not paid in cash but be applied either in or towards paying up the amounts for the time being unpaid on any shares in the Company held by such members respectively or in payment up in full of unissued shares, debentures or other obligations of the Company, to be allotted and distributed credited as fully paid up among such members or partly in one way and partly in the other, and the Board shall give effect to such resolution. Provided that a share premium account and a capital redemption reserve may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid shares.

Distribution of  
capitalised profits  
at discretion of  
Board

137. Where any difficulty arises in regard to any distribution under the last preceding Article the Board may settle the same as it thinks expedient and in particular may issue fractional certificates or may ignore fractions altogether, and may determine that cash payments shall be made to any members in order to adjust the rights of all parties, as may seem expedient to the Board. The Board may appoint any person to sign on behalf of the persons entitled to participate in the distribution any contract requisite or convenient for giving effect thereto and such appointment shall be effective and binding upon the members.

## ACCOUNTS.

138. The Board shall cause true accounts complying with <sup>Board to keep proper accounts</sup> section 147 of the Act to be kept—

(A) of the sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place; and

(B) of all sales and purchases of goods by the Company; and

(C) of the assets and liabilities of the Company.

139. The books of account shall be kept at the office or, subject <sup>Inspection of books</sup> to section 147 (3) of the Act, at such other place or places as the Board may think fit and shall always be open to the inspection of the Directors. No member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board.

140. The Board shall from time to time, in accordance with <sup>Presentation of accounts</sup> sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

141. A copy of every balance sheet and profit and loss account <sup>Copies of accounts</sup> (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting and of the Directors' and Auditors' reports shall not less than twenty-one days before the date of the meeting be sent to every member and to every holder of debentures of the Company and four copies of each of these documents shall at the same time be forwarded to the Secretary of the Share and Loan Department, The Stock Exchange, London. Provided that this Article shall not require a copy of those documents to be sent to any person to whom, by virtue of paragraph (b) of the proviso to subsection (1) of section 158 of the Act, the Company is not required to send the same to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

## AUDIT.

142. Auditors shall be appointed and their duties regulated in <sup>Auditors</sup> accordance with sections 159 to 162 of the Act.

## NOTICES.

Service of notices

143. Any notice or other document may be served by the Company on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or by delivering it to or leaving it at such registered address, addressed as aforesaid. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register, and notice so given shall be sufficient notice to all the joint holders.

Joint holdings

No address within United Kingdom

144. Any member described in the register by an address not within the United Kingdom who shall, from time to time, give to the Company an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but save as aforesaid no member other than a member described in the register by an address within the United Kingdom shall be entitled to receive any notice from the Company.

Service through post

145. Any notice or other document, if served by post, shall be deemed to have been served twenty-four hours after the time when the letter containing the same was posted, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed, stamped and posted.

Service of notice after death or bankruptcy of member

146. Any notice or other document delivered or sent by post to or left at the registered address of any member in pursuance of these presents shall, notwithstanding that such member be then dead or bankrupt, and whether or not the Company have notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such member as sole or joint holder unless his name shall, at the time of the service of the notice or document, have been removed from the register as the holder of the share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

## WINDING UP.

Division of assets in specie

147. If the Company shall be wound up the Liquidator may, with the sanction of an Extraordinary Resolution of the contributories, divide among the contributories in specie or kind the whole or any part of the assets of the Company and may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the Liquidator, with the like sanction, shall think fit.



## INDEMNITY.

148. Every Director, Executive Director, Manager, officer and Auditor of the Company shall be indemnified out of the funds of the Company against all liabilities incurred by him as such Director, Executive Director, Manager, officer or Auditor 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 445 of the Act in which relief is granted to him by the court.

Indemnity of  
Directors and  
other officers.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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HENRY ARNOLD PRICE,  
Cheapside House,  
135/147, Cheapside,  
London, E.C.2,  
Solicitor.

HARRY POOL,  
Cheapside House,  
135/147, Cheapside,  
London, E.C.2,  
Solicitors Articled Clerk.

---

Dated this 15th day of June, 1960.

Witness to the above Signatures—

E. R. EDMUNDS,  
Cheapside House,  
135/147, Cheapside,  
London, E.C.2,  
Solicitors Managing Clerk.

*The Companies Act, 1948*

## SECURITY SERVICES LIMITED

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NOTICE OF

### Special Resolution

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AT a MEETING of the Subscribers of the above-named Company duly convened and held at Cheapside House, 135/147 Cheapside London, E.C.2 on the 26th day of July, 1960 at 11 o'clock in the forenoon the following Resolution was duly passed as a SPECIAL RESOLUTION :—

#### SPECIAL RESOLUTION

That the Articles of Association of the Company be and they are hereby altered by the substitution of the following Article for Article 89 :—

“ 89. No shareholding qualification for Directors shall be required.”

HENRY ARNOLD PRICE.  
HARRY POOL.

DATED this 26th day of July, 1960.

No. 664611

*The Companies Act, 1948*

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COMPANY LIMITED BY SHARES

---

**Special Resolution**

OF

**SECURITY SERVICES LIMITED**

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*Passed 18th May, 1961*

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At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Cheapside House, Cheapside, E.C.2, in the City of London, on Thursday, the 18th day of May, 1961, at 12 noon, the following SPECIAL RESOLUTION was duly passed:—

That paragraph (B) of Article 97 of the Company's Articles of Association be cancelled and cease to have effect.

H. ARNOLD PRICE,

*Director.*

*The Companies Act, 1948*

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COMPANY LIMITED BY SHARES

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**Special Resolution**  
OF  
**SECURITY SERVICES LIMITED**

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*Passed 1st March, 1965*

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AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Cheapside House, 135/147 Cheapside, London, E.C.2, on the 1st day of March, 1965, at 11.15 in the forenoon, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION :—

**SPECIAL RESOLUTION**

IT WAS RESOLVED that Article 82 of the Company's Articles of Association be altered by the deletion of the word "ten" and the substitution of the word "eighteen".

H. ARNOLD PRICE,

*Chairman.*

COMPANY LIMITED BY SHARES

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Memorandum

AND

Articles of Association

OF

SECURICOR INTERNATIONAL LIMITED

(As amended by Special Resolutions dated 26th July, 1960,  
18th May, 1961, and 1st March, 1965)

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Incorporated the 8th day of July, 1960

HEXTALL, ERSKINE & CO.,

Solicitors,

Cheapside House,

135/147 Cheapside,

London, E.C.2.



Department of Trade

**Companies Registration Office**

Companies House Crown Way Maindy Cardiff CF4 3UZ

Telephone Cardiff (0222) 388588 ext 2041

PARNES MUSIC LIMITED  
MORTIMER HSE  
37-41 MORTIMER ST  
LONDON W1A 2JL

*Please reply to The Registrar*

Your reference 323

Gez List 644611

DEF 6

Date - 9 OCT 1981

PARNES MUSIC LIMITED  
The Companies Act 1948

In pursuance of section 353(3) of the Companies Act 1948 the Registrar of Companies hereby gives NOTICE that at the expiration of three months from the date of this Notice the name of your company will, unless cause is shown to the contrary, be struck off the register and the company will be dissolved.

Dated this - 9 OCT 1981  
day of

(G James)  
for Registrar

2388

DEF 6

No. 664611

The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

ELECTIVE RESOLUTION

and

ORDINARY RESOLUTIONS

of

SECURICOR INTERNATIONAL LIMITED

Passed 25th March 1991

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held at Sutton Park House 15 Carshalton Road Sutton Surrey on 25th March 1991 the following Resolutions were duly passed: -

Ordinary Resolution

That the authorised share capital of the Company be and it is hereby increased from £100 to £100,000 by the creation of 99,900 ordinary shares of £1. each ranking pari passu with the existing ordinary shares of the Company

Elective Resolution:

That with effect from the date of passing this Elective Resolution

(1) the Company elects that the provisions of Section 80A of the Companies Act 1985 shall apply to the Company

(2) the Company elects in accordance with Section 366A of the Companies Act 1985, to dispense with the holding of annual general meetings;

(3) the Company elects, in accordance with Section 252 of the Companies Act 1985, to dispense with the laying of accounts and reports before the Company in general meetings;

(4) the Company elects in accordance with Section 386 of



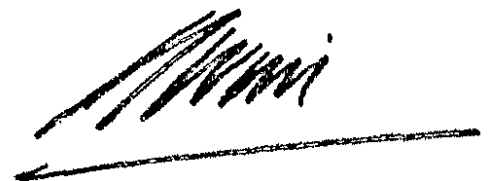
the Companies Act 1985 to dispense with the obligation to appoint auditors annually and, accordingly, the Company's auditors shall remain in office until the Company or the auditors otherwise determine

Ordinary Resolution

That the Directors are hereby unconditionally authorized for the purpose of Section 80 of the Companies Act 1985 to allot and dispose of or grant options over the Company's shares to such persons on such terms and in such manner as they think fit up to the amount of the unissued share capital of the Company at the date hereof and that this authority is given for an indefinite period

Special Resolution

That, in substitution for the existing Articles of Association of the Company, the revised Articles of Association produced to the Meeting and, for the purposes of identification, signed by the Chairman, be and they are hereby adopted as the Articles of Association of the Company.

A handwritten signature in dark ink, appearing to be 'M. J. ...', is written over a horizontal line.

CHAIRMAN

Filed by: Hextall Erskine & Co. (DGC)  
28 Leman Street  
London E1 8ER

No.

The Companies Acts 1985 and 1989

664611

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

SECURICOR INTERNATIONAL LIMITED

Hextall Erskine & Co  
28 Leman Street  
London  
E1 8ER

1989

C O M P A N Y L I M I T E D B Y S H A R E S

A R T I C L E S O F A S S O C I A T I O N

O F

SECURICOR INTERNATIONAL LIMITED

(Adopted 1991)

PRELIMINARY

1 Subject as hereinafter provided, the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 as amended (hereinafter referred to as "Table A") shall apply to the Company.

2 Regulations 8, 64, 73 to 80 (inclusive), 87, 94 to 97 (inclusive), 101 and 118 of Table A shall not apply to the Company. Reference to the "Act" shall mean the Companies Act 1985 and any statutory modification or re-enactment thereof for the time being in force.

3 The Company is a private company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public.

SHARES

4 (i) The Directors may subject to Article 5 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Act) of the Company to such persons and generally on such terms and conditions as the Directors think proper.

(ii) The general authority conferred by paragraph (i) of this Article shall be conditional upon due

compliance with Article 5 hereof and shall extend to all relevant securities of the Company from time to time unissued during the period of such authority. The said authority shall, subject to there remaining in force an election under section 80A of the Act, continue for an indefinite period. If such election shall cease to have effect the said authority shall expire five years from the adoption of these Articles or, if later, the date such election shall cease to have effect. Any authority conferred by paragraph (i) of this Article may be renewed, varied or revoked by the Company in general meeting.

(iii) The Directors shall be entitled under the general authority conferred by paragraph (i) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.

- 5 (i) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 4 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors conveniently be offered in manner hereinbefore provided.

(ii) Section 89(1) and 90(1) to 90(6) inclusive (pre-emption rights) of the Act shall not apply to any allotment of shares in the Company.

#### LIEN

6. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more

joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

#### TRANSFER AND TRANSMISSION OF SHARES

7. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. The first sentence of Regulation 24 of Table A shall not apply to the Company

#### DIRECTORS

8. Unless and until otherwise determined by the Company in general meeting, the number of the Directors shall not be less than one. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors.

9 A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company.

10. The Company shall not be subject to Section 293 of the Act. Any person may be appointed or elected as a Director, whatever may be his age and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

11. In addition and without prejudice to the provisions of section 303 of the Act, the Company may by Extraordinary Resolution remove any Director and may by Ordinary Resolution appoint another Director in his place.

12. An alternate Director appointed in accordance with Regulation 65 of Table A may also be removed from office by notice in writing to the Company given by the Co-directors of the Director by whom he was appointed.

#### THE SEAL

13. (1) If the Company has a seal it shall only be used by the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign

any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director. The obligation under Regulation 6. of Table A relating to the sealing of share certificates shall apply only if the Company has a seal

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

#### INDEMNITY

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

(ii) The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310 of the Act in accordance with Section 137 of the Companies Act 1989

# G

## Notice of increase in nominal capital

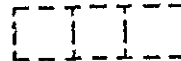
# 123

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number



664611

Name of company

Securicor International Ltd

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 25TH 13/ 1991 the nominal capital of the company has been

increased by £ 99900.00 beyond the registered capital of £ 100.00

A copy of the resolution authorising the increase is attached.

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

To rank pari passu with the existing ordinary shares of the Company

Please tick here if  
continued overleaf



Signed

G. P. M.

Designation

Secretary

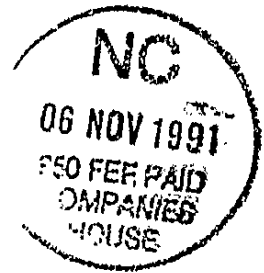
Date 25.03.1991

Presenter's name address and  
reference (if any):  
Hextall Erskine & Co  
28 Leman Street  
London E1 8ER  
DGC

For official Use  
General Section

Post room

No. 664611



The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

SECURICOR INTERNATIONAL LIMITED

Passed *1st November* 1991

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held at Sutton Park House, 15 Carshalton Road, Sutton, Surrey, SM1 4LE on *1st November* 1991 the following Resolution was duly passed: -

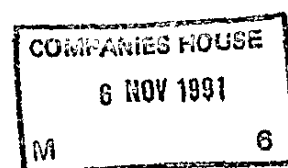
Special Resolution

It was resolved as a Special Resolution that the name of the company be changed to SECURICOR SECURITY SERVICES LIMITED.

*David H. M. J.*  
.....  
CHAIRMAN

File by: -

Hextall Erskine & Co  
28 Leman Street  
London E1 8ER





**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 664611

I hereby certify that

**SECURICOR INTERNATIONAL LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**SECURICOR SECURITY SERVICES LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 12 NOVEMBER 1991

*P. Bevan*  
P. BEVAN

an authorised officer

No. 664611

The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

SECURICOR INTERNATIONAL LIMITED

Passed 30<sup>th</sup> October 1991

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held at Sutton Park House, 15 Carshalton Road, Sutton, Surrey, SM1 4LE on 1991 the following Resolution was duly passed: -

Special Resolution

It was resolved as a Special Resolution that in substitution for the existing Memorandum of Association of the company the revised Memorandum of Association produced to the Meeting and, for the purposes of identification, signed by the Chairman, be and it is hereby adopted as the Memorandum of Association of the Company.

*David M. ...*  
CHAIRMAN

Filed by: -

Hextall Erskine & Co  
28 Leman Street  
London E1 8ER



The Companies Acts 1985 and 1989

C O M P A N Y L I M I T E D B Y S H A R E S

M E M O R A N D U M O F A S S O C I A T I O N

OF

SECURICOR INTERNATIONAL LIMITED

(as amended 30th October 1991)

- 
1. The name of the Company is "SECURICOR INTERNATIONAL LIMITED".
  2. The registered office of the Company will be situate in England.
  3. The objects for which the Company is established are:
    - (A) To carry on business as a general commercial company (as defined by Section 3A of the Companies Act 1985) and without prejudice to the generality of the foregoing
    - (B) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, machinery, plant, stock-in-trade, rights, privileges, concessions, patents, patent rights, licences, secret processes, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof
    - (C) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to, assist in or subsidise the erection, construction and maintenance of any of the same.

- (D) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and to become a member of any building society.
- (E) To mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, including all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (F) To make advances to customers and others with or without security, and upon such terms as the Company may approve; to guarantee (with or without giving security therefor) the liabilities, obligations and contracts of customers and other persons or corporations having dealings with or associated with or holding or subsidiary companies of the Company, and the dividends, interest and capital of the shares, stocks or securities of any such company or company in which this Company owns shares (whether directly or indirectly) or is otherwise interested.
- (G) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for any person or corporation.
- (H) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or their wives, husbands, widows, widowers, families and dependants; to effect and make payments for or towards insurance for the benefit of any of such persons or of the Company itself; to establish and support, or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, clubs or other establishment or benefit funds or profit-sharing scheme calculated to advance the interests of the Company or of the officers or persons employed by the Company.
- (I) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.

- (J) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in such manner as may from time to time be determined.
- (K) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (L) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company incorporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures, debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (M) To amalgamate with or enter into any partnership, joint venture company, consortium or arrangement for sharing profits, reciprocal concession or cooperation with any company, firm or person carrying on or proposing to carry on any business whatsoever and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such partnership, company or consortium.
- (N) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which the Company is authorised to carry on, or the carrying on of which is calculated to benefit the Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (O) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

- (P) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (Q) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, subcontractors or otherwise.
- (R) To carry on any other trade or business which in the opinion of the Board of Directors can be advantageous to the Company.

AND it is hereby declared that the objects specified in the foregoing paragraphs of this Clause shall be construed as independent and separate objects and not be limited by reference to any other paragraph hereof or to the name of the Company nor shall any of them be deemed to be merely subsidiary to the objects contained in any other paragraph hereof.

4. The liability of the members is limited.

5. The share capital of the Company is £100,000 divided into 100,000 shares of £1 each.

No. 664611

The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

SECURICOR SECURITY SERVICES LIMITED

Passed 25TH June 1992

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held at Sutton Park House, 15 Carshalton Road, Sutton, Surrey, SM1 4LD on 1992 the following Special Resolution was duly passed: -

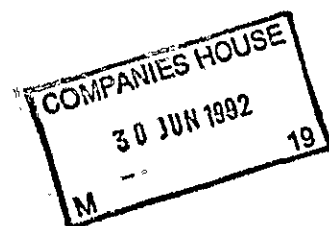
That the first sentence of Article 2 be deleted and that the following sentence be substituted therefor: -

"Regulations 8, 64, 73-77 (inclusive), 87, 94-97 (inclusive), 101 and 118 of Table A, the words "subject as aforesaid" contained in regulations 78 and 80 and the second and third sentences of regulation 79 of Table A shall not apply to the Company".

...David A. H. M...  
CHAIRMAN

Filed by: -

Hextall Erskine & Co (DGC)  
28 Leaman Street  
London E1 8ER



No.664611

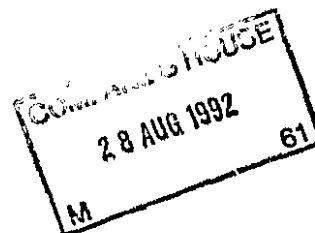
The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

MEMORANDUM  
and  
ARTICLES OF ASSOCIATION  
OF  
SECURICOR SECURITY SERVICES LIMITED

(Memorandum of Association as amended 30th October 1991.  
Articles of Association as adopted 25th March 1991  
and amended 25th June 1992)

Hextall Erskine & Co  
28 Leman Street  
London  
E1 8ER





No: 664611

The Companies Acts 1985 and 1989

C O M P A N Y L I M I T E D B Y S H A R E S

A R T I C L E S O F A S S O C I A T I O N

OF

SECURICOR SECURITY SERVICES LIMITED

(As amended 25 June 1992)

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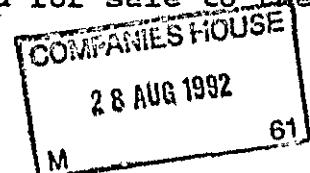
PRELIMINARY

1 Subject as hereinafter provided, the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 as amended (hereinafter referred to as "Table A") shall apply to the Company.

2. Regulations 8, 64, 73 -77 (inclusive), 87, 94-97 (inclusive), 101 and 118 of Table A, the words "subject as aforesaid" contained in regulations 78 and 80 and the second and third sentences of regulation 79 of Table A shall not apply to the Company. Reference to the "Act" shall mean the Companies Act 1985 and any statutory modification or re-enactment thereof for the time being in force.

3 The Company is a private company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public.

SHARES



4 (i) The Directors may subject to Article 5 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by

section 80(2) of the Act) of the Company to such persons and generally on such terms and conditions as the Directors think proper.

(ii) The general authority conferred by paragraph (i) of this Article shall be conditional upon due compliance with Article 5 hereof and shall extend to all relevant securities of the Company from time to time unissued during the period of such authority. The said authority shall, subject to there remaining in force an election under section 80A of the Act, continue for an indefinite period. If such election shall cease to have effect the said authority shall expire five years from the adoption of these Articles or, if later, the date such election shall cease to have effect. Any authority conferred by paragraph (i) of this Article may be renewed, varied or revoked by the Company in general meeting.

(iii) The Directors shall be entitled under the general authority conferred by paragraph (i) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.

- 5 (i) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 4 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors conveniently be offered in manner hereinbefore provided.

(ii) Section 89(1) and 90(1) to 90(6) inclusive (pre-emption rights) of the Act shall not apply to any allotment of shares in the Company.

## LIEN

6. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

## TRANSFER AND TRANSMISSION OF SHARES

7. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. The first sentence of Regulation 24 of Table A shall not apply to the Company

## DIRECTORS

8. Unless and until otherwise determined by the Company in general meeting, the number of the Directors shall not be less than one. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors.

9. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company.

10. The Company shall not be subject to Section 293 of the Act. Any person may be appointed or elected as a Director, whatever may be his age and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

11. In addition and without prejudice to the provisions of section 303 of the Act, the Company may by Extraordinary Resolution remove any Director and may by Ordinary Resolution appoint another Director in his place.

12. An alternate Director appointed in accordance with Regulation 65 of Table A may also be removed from office by notice in writing to the Company given by the Co-directors of the Director by whom he was appointed.

#### THE SEAL

13. (i) If the Company has a seal it shall only be used by the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director. The obligation under Regulation 6. of Table A relating to the sealing of share certificates shall apply only if the Company has a seal

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

#### INDEMNITY

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

(ii) The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310 of the Act in accordance with Section 137 of the Companies Act 1989

The Companies Acts 1985 and 1989

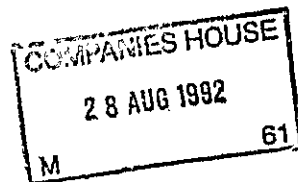
C O M P A N Y L I M I T E D B Y S H A R E S

M E M O R A N D U M O F A S S O C I A T I O N

OF

SECURICOR SECURITY SERVICES LIMITED

(as amended 30th October 1991)



1. The name of the Company is "SECURICOR SECURITY SERVICES LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:
  - (A) To carry on business as a general commercial company (as defined by Section 3A of the Companies Act 1985) and without prejudice to the generality of the foregoing
  - (B) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, machinery, plant, stock-in-trade, rights, privileges, concessions, patents, patent rights, licences, secret processes, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof
  - (C) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to, assist in or subsidise the erection, construction and maintenance of any of the same.

- (D) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and to become a member of any building society.
- (E) To mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, including all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (F) To make advances to customers and others with or without security, and upon such terms as the Company may approve; to guarantee (with or without giving security therefor) the liabilities, obligations and contracts of customers and other persons or corporations having dealings with or associated with or holding or subsidiary companies of the Company, and the dividends, interest and capital of the shares, stocks or securities of any such company or company in which this Company owns shares (whether directly or indirectly) or is otherwise interested.
- (G) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for any person or corporation.
- (H) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or their wives, husbands, widows, widowers, families and dependants; to effect and make payments for or towards insurance for the benefit of any of such persons or of the Company itself; to establish and support, or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, clubs or other establishment or benefit funds or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company.
- (I) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.

- (J) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in such manner as may from time to time be determined.
- (K) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (L) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company incorporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures, debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (M) To amalgamate with or enter into any partnership, joint venture company, consortium or arrangement for sharing profits, reciprocal concession or cooperation with any company, firm or person carrying on or proposing to carry on any business whatsoever and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such partnership, company or consortium.
- (N) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which the Company is authorised to carry on, or the carrying on of which is calculated to benefit the Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (O) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time

being of the Company for such consideration as the Company may think fit.

- (P) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (Q) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, subcontractors or otherwise.
- (R) To carry on any other trade or business which in the opinion of the Board of Directors can be advantageous to the Company.

AND it is hereby declared that the objects specified in the foregoing paragraphs of this Clause shall be construed as independent and separate objects and not be limited by reference to any other paragraph hereof or to the name of the Company nor shall any of them be deemed to be merely subsidiary to the objects contained in any other paragraph hereof.

4. The liability of the members is limited.

5. The share capital of the Company is £100,000 divided into 100,000 shares of £1 each.



No: 664611

The Companies Act 1985 and  
1989

COMPANY LIMITED BY SHARES

-----  
MEMORANDUM

AND

ARTICLES OF ASSOCIATION

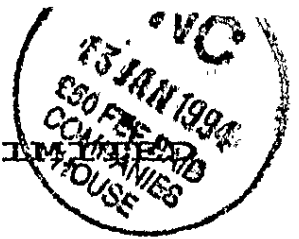
OF

SECURICOR SECURITY  
SERVICES LIMITED  
-----

(Memorandum of Association as  
amended 30th October 1991.  
Articles of Association as  
adopted 25th March 1991 and  
amended 25th June 1992)

HEXTALL ERSKINE & CO.  
28 LEMAN STREET  
LONDON E1 8ER

SECURICOR SECURITY SERVICES LIMITED

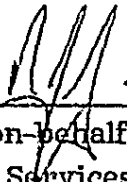


Resolution of the company passed on 7 January 1994

CHANGE OF NAME

IT WAS RESOLVED as a Special Resolution that the name of the company be changed from Securicor Security Services Limited to Securicor International Limited.

Signed by:

  
\_\_\_\_\_  
for and on behalf of  
Security Services plc

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 664611

I hereby certify that

**SECURICOR SECURITY SERVICES LIMITED**

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

**SECURICOR INTERNATIONAL LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 20 JANUARY 1994

A handwritten signature in ink, appearing to read 'P. L. Jones', with the printed name 'P. L. JONES' below it.

an authorised officer