

ADD-101 Vol.

683 G.

THE COMPANIES ACTS 1948 to 1983

---

COMPANY LIMITED BY SHARES

---

MEMORANDUM

(As altered by Special Resolution passed 20th May 1985)  
AND

ARTICLES OF ASSOCIATION

(As adopted by Special Resolution passed 20th May 1985)

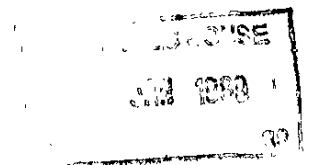
OF

RENOWN INVESTMENTS (HOLDINGS) LIMITED

---

Incorporated the 17th Day of February 1961

---



No.683698



## Certificate of Incorporation

I Hereby Certify, that

RENOWN INVESTMENTS (HOLDINGS) LIMITED

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

Given under my hand at London this      Seventeenth      day of  
February      One Thousand Nine Hundred and Sixty one.

A handwritten signature in ink, likely belonging to the Assistant Registrar of Companies.

Assistant Registrar of Companies.

The Companies Act, 1948. to 1983

---

COMPANY LIMITED BY SHARES

---

**Memorandum of Association**

(As altered by Special Resolution passed 20th May, 1985)

OF

**Renown Investments (Holdings)  
Limited.**


---

1. The name of the Company is :—"Renown Investments (Holdings) Limited."

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

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

(A) To acquire by purchase, lease, concession, grant, licence or otherwise, such lands, buildings, leases, underleases, rights, privileges, stocks, shares, debentures, debenture stock, bonds, obligatio. or securities of any government, state or authority or of any public or private company, corporate or unincorporate, policies of assurance, and such other property and rights and interest in property as the Company shall deem fit, and to hold and manage the same, but so that the Company shall not have power to do or traffic in lands, buildings, leases, underleases, rights, privileges, stocks, shares, debentures, debenture stock, bonds, obligations or securities, policies of life assurance or otherwise of its property or assets, but may acquire the same for purposes of investment only, and with a view to receiving the income therefrom. If from time to time it shall be found necessary or advisable for the Company to realise all or any part of its property or assets, the Company shall have power so to do.



- (B) To carry on any other trade or business whatsoever which can in the opinion of the Company be advantageously or conveniently carried on by the Company by way of extension of or in connection with any such business as aforesaid or in lieu thereof or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights.
- (C) To erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business, whether or not on the Company's property.
- (D) To purchase or otherwise acquire all or any part of the business or assets of any person, firm, or company, carrying on or formed to carry on any business which the Company is authorised to carry on or possessed of property suitable to the purposes of the Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of the Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (E) To apply for, purchase or otherwise acquire any copyrights, patents, licences, concessions, secret processes or inventions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (F) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interest in, any other Company.

- (G) To lend money to such persons, upon such terms and/or security and subject to such conditions as may seem desirable.
- (H) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm, or Company, carrying on a business having objects similar or complementary to those of the Company or any of them.
- (I) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any Debentures at any time paid off.
- (J) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (K) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in or obligations of any other company or corporation.
- (L) To remunerate any person, firm or company for services rendered or to be rendered in issuing, placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the

formation or promotion of the Company or the conduct of its business and to pay all or any of the expenses of such formation, issue, placing or assisting to place such shares, debentures, debenture stock or securities and to admit any person, firm or company to participate in the profits of the Company.

- (M) To pay for any property, rights or interests acquired by the Company either in cash (whether by instalments or otherwise) or in fully or partly paid up shares, or in securities of the Company, or partly in one way and partly in another, and to accept payment for any property, rights or interests sold or otherwise disposed of by the Company either in cash, as aforesaid or in fully or partly paid up shares or in securities of any other company or partly in one way and partly in another, and whether payment is being made or accepted, on such terms generally as the Company shall think fit.
- (N) To pay out of the funds of the Company all or any of the costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (O) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of the Company.
- (P) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company or the

5.

dependents or the connections of such persons and to grant pensions or allowances to any such persons, and to assist any charitable or benevolent object.

(Q) To distribute any property of the Company in specie among the members in accordance with their rights.

(R) To do all or any of the above things in any part of the world as principals, agents, trustees, brokers or otherwise and either alone or in conjunction with others, or through or by means of agents, brokers, sub-contractors, trustees or otherwise.

(S) To do all such other things as are in the opinion of the Company incidental or conducive to the attainment of the above objects or any of them.

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

4. The liability of the members is limited.

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each.

The Company has power from time to time to increase or reduce its capital and to consolidate or subdivide the shares into shares of larger or smaller denominations. Any new shares from time to time to be created may from time to time be issued with any such right of preference, whether in respect of dividend, voting or other matters and/or conditions as to capital, or any other special privilege or advantage over any shares previously issued or then about to be issued, or with such deferred rights as compared with any other

6.

shares previously issued or then about to be issued, or subject to any such conditions or provisions and with any such right or without any right of voting, and generally on such terms as the Company may from time to time determine, but so that any preferential or special rights or privileges, whether qualified or not, attached to issued shares shall not be affected or interfered with except in manner provided in Clause 4 of Part I of Table A in the first Schedule to the Companies Act, 1948.

By Ordinary Resolution of the Company passed on 1st May 1962 the authorised share capital of the company was increased to £75,100 by the creation of 75,000 Ordinary Shares of £1 each ranking pari passu with the existing Ordinary Shares of the Company.

By Ordinary Resolution of the Company passed on 19th December 1968 the authorised share capital of the company was increased to £5,075,100 by the creation of 5,000,000 Ordinary Shares of £1 each forming a single class with the existing shares.



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

Names, Addresses and Descriptions of Subscribers.	Number of shares taken by each subscriber.
LESLIE WILLIAM MELVILLE, 43, Abbotswood Gardens, Ilford, Essex. Accountant.	One.
GEORGE REYNOLDS, 2, Joiners Close, Chalfont St. Peter, Bucks. Chartered Accountant.	One.

Dated the 7th day of February 1961.

Witness to the above Signatures:—

F. E. BOWN,

2, Stanley Avenue, Beckenham, Kent.

THE COMPANIES ACTS 1948 to 1983

---

COMPANY LIMITED BY SHARES

---

NEW

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed 20th May, 1985)

OF

RENDOWN INVESTMENTS (HOLDINGS) LIMITED

\*\*\*\*\*

---

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Part I of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A"), shall apply to the Company.
2. Regulations, 3, 24, 71, 75, 88, 96, 97, 113 and 136 of Table A shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, to such persons at such times and generally on such terms and conditions as they think proper.
4. Subject to the provisions of section 58 of the Act, any Preference Shares may, with the sanction of a Special Resolution, be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

#### LIEN

5. In regulation 11 of Table A the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

#### PROCEEDINGS AT GENERAL MEETINGS

6. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A.

#### BORROWING POWERS

7. The proviso to regulation 79 of Table A shall not apply to the Company.

#### DIRECTORS

8. Unless otherwise determined by the Company by Ordinary Resolution, the number of Directors shall not be less than two nor more than twelve.

#### POWERS AND DUTIES OF DIRECTORS

9. A Director may enter into or be interested in any contract or arrangement with the Company, and may vote in respect of any such contract or arrangement and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraph (2) of regulation 84 of Table A, which paragraph shall not apply to the Company.

#### DISQUALIFICATION OF DIRECTORS

10. The office of a Director shall be vacated:-

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he becomes bankrupt or enters into any arrangement with his creditors.
- (3) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act.
- (4) If he becomes of unsound mind.
- (5) If he is removed from office by a resolution duly passed under section 184 of the Act.

- (6) If by notice in writing signed by a majority of the other Directors he is called upon to resign the office of Director.

11. 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.

#### ROTATION OF DIRECTORS

12. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed 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 DIRECTORS

13. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

#### SEAL

14. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director or member of such committee and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

#### ACCOUNTS

15. In regulation 127 of Table A the words "and shall only have effect subject and without prejudice to the provisions of section 158(1)(c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

#### WINDING UP

16. In regulation 135 of Table A the words "with the like sanction" shall be inserted immediately before the words "determine how such division", and the word "members" shall be substituted for the word "contributories".

#### INDEMNITY

17. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the 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 205 of the Act.