

Number of Company: 683698

The Companies Act 1985

**COMPANY LIMITED BY SHARES**

***SPECIAL RESOLUTION***

**OF**

**RENOWN INVESTMENTS (HOLDINGS) LIMITED**

Passed 22 NOVEMBER 1995

AT an EXTRAORDINARY GENERAL MEETING of the above-named company, duly convened, and held at 111 Westminster Bridge Road, London SE1 7UE on 22 November 1995, the subjoined Special Resolution was duly passed, viz:-

**RESOLUTION**

That the regulations contained in the printed document submitted to this meeting be and are hereby adopted as the Articles of Association of the company.



.....SECRETARY.



No. 683698

**MEMORANDUM**

**and**

**ARTICLES OF ASSOCIATION**

**of**

**RENOWN INVESTMENTS (HOLDINGS) LIMITED**

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Incorporated 17 February 1961

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22 November 1995

Number of 683893  
Company

*The Companies Act 1985*

COMPANY LIMITED BY SHARES

**Elective Resolution**

*(Pursuant to s. 379(A) of the Companies Act 1985)*

OF  
REOWN INVESTMENTS (HOLDINGS) LIMITED

Passed 31st July , 19 91

AT an EXTRAORDINARY GENERAL MEETING of the above-named  
Company, duly convened, and held at 111 Westminster Bridge  
Road, London SE1 7UE

on the 31st day of July , 1991, the subjoined  
ELECTIVE RESOLUTION was duly passed, viz.:—

**RESOLUTION**

Pursuant to Section 252 to dispense with the laying  
of accounts and reports before the company in  
general meeting.

Signature.....

SECRETARY

To be signed by the  
Chairman, a Director, or  
the Secretary of the  
Company.

NOTE:—To be filed within 15 days after the passing of the Resolution(s).

[P.T.O.]

Number of 683696  
Company

*The Companies Act 1985*

COMPANY LIMITED BY SHARES

**Elective Resolution**

*(Pursuant to s. 379(A) of the Companies Act 1985)*

OF  
RENOWN INVESTMENTS (HOLDINGS) LIMITED

Passed 31 January, 1991

AT an EXTRAORDINARY GENERAL MEETING of the above-named  
Company, duly convened, and held at 111 Westminster Bridge  
Road, London SE1 7UE  
on the 31st day of January, 1991, the subjoined  
ELECTIVE RESOLUTION was duly passed, viz.:—

**RESOLUTION**

Pursuant to Section 366A to dispense with the holding  
of annual general meetings.

Pursuant to Section 386 to dispense with the obligation  
to appoint auditors annually.

Signature.....  
CHAIRMAN

To be signed by the  
Chairman, a Director, or  
the Secretary of the  
Company.

NOTE—To be filed within 15 days after the passing of the Resolution(s).

[P.T.O.]

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 cursive script, likely belonging to the Assistant Registrar of Companies.

*Assistant Registrar of Companies.*

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COMPANY LIMITED BY SHARES

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**Memorandum of Association**

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

OF

**Renown Investments (Holdings)  
Limited.**

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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, obligations 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 deal 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

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

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 ACT 1985**

## **COMPANY LIMITED BY SHARES**

### **NEW ARTICLES OF ASSOCIATION**

(Adopted by Special Resolution passed on 22 November 1995)

of

### **RENOWN INVESTMENTS (HOLDINGS) LIMITED**

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#### **PRELIMINARY**

1. Subject as hereinafter provided, the regulations contained or incorporated in Table A in accordance with Section 8 of the Companies Act 1985 (hereinafter referred to as "Table A") shall apply to the Company.
2. Regulations 61, 73-78, 80, 81(e), 101 and 118 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.

#### **SHARE CERTIFICATES**

3. In the second sentence of Regulation 6 of Table A the words "sealed with the seal" shall be omitted and replaced by "executed under seal or as permitted by Section 36A of the Companies Act 1985 or otherwise as permitted by law from time to time".

#### **LIEN**

4. In Regulation 8 of Table A the words "(not being a fully paid share)" shall be omitted.

#### **TRANSFER OF SHARES**

5. In Regulation 24 of Table A the words "which is not fully paid" shall be omitted.

#### **DISQUALIFICATION OF DIRECTORS**

6. In addition to Regulations 81(a) to (d) of Table A, the office of a Director shall be vacated if, by notice in writing signed by a majority of the other Directors, he is called upon to resign the office of Director.

#### **APPOINTMENT OF DIRECTORS**

7. The second sentence of Regulation 79 shall not apply to the Company.
8. In addition and without prejudice to the provisions of Sections 303 and 304 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.

#### **SEAL**

9. 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.

## INDEMNITY

10. 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 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.

## ASSOCIATE DIRECTORS

11. The Directors shall have power from time to time by resolution to appoint any one or more persons to the office of associate director of the Company and the following provisions with regard to any such appointment or appointments shall have effect:

- (i) The appointment, tenure of office, remuneration (if any) and scope of duties of an associate director shall be determined from time to time by the Directors with full power to make such arrangements as they think fit including the power to give an associate director such title or description consistent with the spirit of this Article as the Directors shall decide; and the Directors shall have the right to enter into any contracts on behalf of the Company or transact any business of any description without the knowledge or approval of an associate director, except that no act shall be done that would impose any personal liability on any associate director except with his full knowledge and consent.
- (ii) The Directors may also from time to time remove any associate director from office and if they so decide appoint another in his place, but any such removal shall take effect without prejudice to the rights of either party under any agreement between the associate director and the Company.
- (iii) The appointment of a person to be an associate director may be in place of or in addition to his employment by the Company in any other capacity but unless otherwise expressly agreed between him and the Company the appointment as associate director shall not affect the terms and conditions of his employment by the Company in any other capacity whether as regards duties, remuneration, pension or otherwise. The office of an associate director shall be vacated if he becomes of unsound mind or bankrupt or makes any arrangement or composition with his creditors generally, or becomes prohibited from being concerned or taking part in the management of the Company by reason of any order made under Sections 295-299 Companies Act 1985, or if he resigns his office or is removed from office by a resolution of the board.
- (iv) An associate director shall not be or be deemed to be a Director of the Company within the meaning of the word as used in Companies Act 1985 or these Articles and no associate director shall be entitled to attend or be present at any meetings of the board or of any committee of Directors unless the Directors shall require him to be in attendance.
- (v) An associate director shall attend meetings of the Directors and of any committee of the Directors whenever called upon to do so and shall be at all times be ready to give the Directors the benefit of his knowledge, experience and advice.

## PRE-EMPTION RIGHTS

12. Section 89(1) of the Companies Act 1985 shall not apply to the Company.