

No. of Company 683698/1

Form No. 41.

## THE COMPANIES ACT, 1948.



A 5/-  
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) of the Companies Act 1948.

Name  
of  
Company

RENOWN INVESTMENTS (HOLDINGS)  
Limited.

Presented by

1701  
11000101  
10, BEDFORD SQUARE, LONDON, W.1.

I, George Remden  
of 2, Janine Close, Chalfont St. Peter,  
Buckinghamshire

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

of Remden Investments (Holdings)

Limited.

And that all the requirements of the Companies Act, 1948, in  
respect of matters precedent to the registration of the said  
Company and incidental thereto have been complied with, And  
I make this solemn Declaration conscientiously believing the  
same to be true and by virtue of the provisions of the "Statutory  
Declarations Act. 1835."

Declared at 16 Bedford Row  
in the County of  
London

the 7<sup>th</sup> day of February  
one thousand nine hundred and sixty-one  
before me.

George Remden

Herbert Marks  
(b) A Commissioner for Oaths.

(a) "A Solicitor of the Supreme Court" (or in Scotland "an Enrolled Law Agent")  
"engaged in the formation," or "A person named in the Articles of Association  
"as a 'Director' or the 'Secretary'."

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

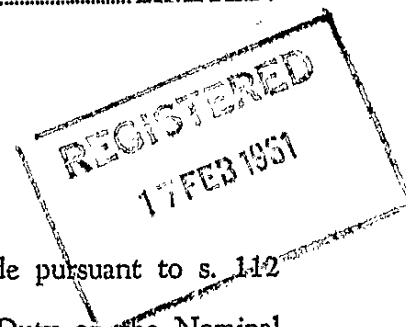
NOTE: This Margin is reserved for binding, and must not be written across.

No. of Company.....**683698/2**



REOWN INVESTMENTS (HOLDINGS)

.....LIMITED.



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

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

Presented for registration by

Leslie Melville & Co.

19 Bedford Row London W.C.1

Stamps LGS 303.

The NOMINAL CAPITAL of RENDOWN INVESTMENTS

(HOLDINGS) Limited,

is £100—, divided into 100— shares of £1—

each.

Signature George Rempier

Description SECRETARY

Date 7<sup>th</sup> February 1951.

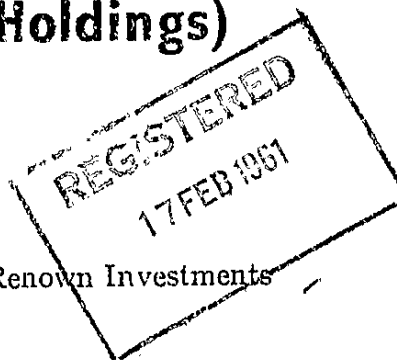


COMPANY LIMITED BY SHARES

Memorandum of Association

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, 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, but any surpluses or deficiencies arising on or from such realisation shall be dealt with as capital surpluses not available for the payment of dividends or as capital deficiencies which shall be charged against capital account.

7-FEB 1961

- (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.

3.

- (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 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 business 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



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

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.

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.
<p style="text-align: center;">L. W. MELVILLE</p> <p><i>[Signature]</i></p> <p>43 Abbotswood Gardens  Reford, Essex.  Accountant</p>	<p>One</p>
<p>George Remers <i>R. E. Remers</i></p> <p>2 Jones Close,  Chalfont St. Peter,  Buckinghamshire  Chartered Accountant</p>	<p>One</p>

Dated the 7<sup>th</sup> day of February 1961.

Witness to the above Signatures:—

Francis Edward Bown  
2 Stanley Avenue,  
Beckenham,  
Kent

Clerk

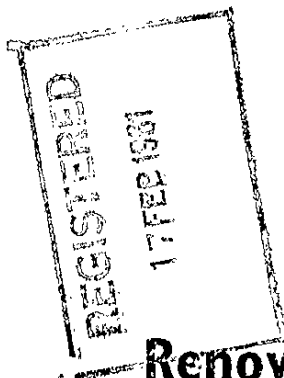
683698/x

8.

The Companies Act, 1948.



COMPANY LIMITED BY SHARES.



## Articles of Association

OF

# Renown Investments (Holdings) Limited.

### PRELIMINARY.

1. The regulations contained in Table A, Parts I and II, but excluding regulations numbers 24 and 53 of Part I in the first Schedule to the Companies Act, 1948, (hereinafter referred to as "Table A") shall apply to the Company except in so far as expressly excluded or expressly or by implication varied by these Articles, so far as such exclusion or variation is consistent with statutory requirements.
2. Clauses 24, 53, 75, 79, 88, 99 and 103 of Part I, of Table A, shall not apply to the Company, Clause 11 of Table A, Part I, shall be varied by omitting therefrom the words "other than fully paid shares," but the Articles hereinafter contained and the remaining clauses of Table A, Part I, which are incorporated in Table A, Part II, together with Clauses 2 to 6 (inclusive) of Table A, Part II, shall constitute the regulations of the Company.
3. The Company is a private company within the meaning of Section 28 of the Companies Act, 1948.

## SHARES.

4 The shares shall be at the disposal of the Directors who may allot and issue them in all respects as they may think fit, but subject always to the provisions of Clause 2 of Part II of Table A and so that no shares may be issued at a discount except as provided by Section 57 of the Companies Act, 1948. Subject to Clause 6 of Part I of Table A the Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company, but the commission may not exceed ten per cent. of the price at which the shares are issued. Commission may be paid in cash or in fully or partly paid up shares in the Company or by both of these methods.

5. Subject to Clause 7 of Part I of Table A the Company shall except as by these Articles otherwise provided be entitled to treat the registered holder of any share as the absolute owner thereof and shall be under no obligation to recognise any interest equity or trust in or affecting any share other than the absolute right thereto of the registered holder.

## DIRECTORS.

6. Until the Company in General Meeting shall otherwise determine, the number of the Directors shall not be more than ten but may be one. The first Directors of the Company shall be:—

L. W. Melville and E. Melnick.

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

- (a) If he ceases to hold or fails within two months after his appointment to obtain his requisite share qualification (if any); or
- (b) If he becomes bankrupt, or compounds with his creditors; or

- (c) If he becomes prohibited from being a Director by reason of any order made under either of Sections 188 and 332 of the Companies Act, 1948; or
- (d) If he is found lunatic, or becomes of unsound mind; or
- (e) If he absents himself from the meetings of the Directors for a continuous period of six months without special leave of absence from the Board of Directors and they pass a resolution that he has by reason of his absence vacated office; or
- (f) If he resigns his office by notice in writing to the Company, the same being duly minuted at the next meeting of the Board of Directors and shall take effect from that time.

8. The Directors may from time to time borrow or raise for the purposes of the Company (otherwise than by the issue of share capital) such sum or sums as they in their discretion deem desirable and advantageous to the Company and may secure the repayment of such sum or sums in such manner and on such terms as they think fit.

9. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be one. A resolution in writing signed by all the Directors shall be as effective for all purposes as a resolution of the Board of Directors duly passed at a duly constituted meeting of the Board.

#### SECRETARY

10. Subject to the provisions of Clauses 110 and 111 of Part I of Table A, the first Secretary of the Company shall be :— George Reynolds. In the event of the office of the Secretary being at any time vacant or if the Secretary shall be at any time or for any reason incapable of acting as such, the duties of the Secretary shall be performed by such person as shall be designated by the Directors as Assistant or Deputy Secretary or by any officer of the Company authorised generally or specially in that behalf by the Directors.

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Names, Addresses and Descriptions of Subscribers.

---

*W. J. J. J. J.*

43 Albotwood Gardens  
Salford  
Essex

Accountant

*George Rogers*

2 Jervis Close

Belfast St. Peter

Buckinghamshire

Chartered Accountant.

---

Dated the 7<sup>th</sup> day of February 1961.

Witness to the above Signatures:—

Francis Edward Bown

2 Stanley Avenue,  
Beckenham,  
Kent

Clerk



DUPLICATE FOR THE FILE

No. 683698



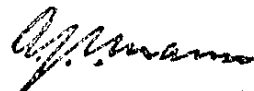
## Certificate of Incorporation

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.

  
Assistant Registrar of Companies.

Certificate  
received by {

P

Date

20 FEB 1961

Number of Company 683698

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES



## Ordinary and Special Resolutions

### RENOWN INVESTMENTS (HOLDINGS) LIMITED

Passed 1st May, 1962

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 19 Bedford Row, London, W.C.1, on the 1st day of May, 1962, the subjoined Resolution numbered 1 was duly passed as an ORDINARY RESOLUTION and the subjoined Resolution numbered 2 was duly passed as a SPECIAL RESOLUTION, viz. :—

#### ORDINARY RESOLUTION

1. That the capital of the Company be increased to £75,100 by the creation of 75,000 Ordinary Shares of £1 each which shall rank *pari passu* with the existing Ordinary Shares of the Company.

#### SPECIAL RESOLUTION

2. That the sum of £75,000 being the amount standing to the credit of the capital reserve arising on the revaluation of the Company's properties be capitalized and accordingly that the Directors of the Company be and they are hereby authorised and directed to appropriate and apply such sum as capital in paying up in full at par 75,000 Ordinary Shares of £1 each in the capital of the Company and to allot and distribute such Shares credited as fully paid amongst the persons who are registered as holders of the issued Shares in the capital of the Company at the close of this meeting in the proportion of 750 new Ordinary Shares for each existing Ordinary Share held by them respectively.

L. W. MELVILLE,  
Chairman.

B., M. & Co., Ltd. S40191.



*G. Melville*

Number of  
Company

682698 / 11

Form No. 10

# THE COMPANIES ACT, 1948

20-11-0

## Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the  
Name  
of the  
Company

RENOWN INVESTMENTS (HOLDINGS)

LIMITED

REGISTERED  
29 MAY 1962

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

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

Presented by

Leslie Melville & Co.,

Winchester House,

19, Bedford Row, W.C.1.



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;  
5 Hanover Street, W.1; 55-59 Newhall Street, Birmingham. 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

Companies 6A

RENOWN INVESTMENTS (HOLDINGS)

Limited, hereby gives you notice, pursuant to

\*"Ordinary",  
"Extra-  
ordinary", or  
"Special".

Section 63 of the Companies Act, 1948, that by an\* Ordinary

Resolution of the Company dated the 1st day of May 1962

the Nominal Capital of the Company has been increased by the addition thereto of  
the sum of £75,000 beyond the Registered Capital  
of £ 100

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
75,000	Ordinary	£1

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)

subject to which the new shares have been, or are to be, issued are as follows:—

to rank pari passu with the existing  
Ordinary Shares of the Company.

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

Signature

*[Handwritten Signature]*

State whether Director  
or Secretary

*[Handwritten: Director]*

Dated the 5th day of May 1962.

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

Number of  
Company

682698

12

Form No. 26a

# THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARE

## Statement of Increase of the Nominal Capital

OF

RENOWN INVESTMENTS (HOLDINGS)

LIMITED

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

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

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Presented by

Leslie Melville & Co.,

Winchester House,

19 Bedford Row, W.C.1.

MAY  
29 JUN 1962

29 MAY 1962

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; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

# THE NOMINAL CAPITAL

OF

RENOWN INVESTMENTS (HOLDINGS) Limited

has by a Resolution of the Company dated  
1st May, 1962 been increased by  
the addition thereto of the sum of £75,000,  
divided into:—

75,000 Shares of £1 each

                     Shares of                      each

beyond the registered Capital of £100

Signature                     

(State whether Director or Secretary) Director

Dated the 5th day of May, 1962.

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

Co. No. 685648 / 113



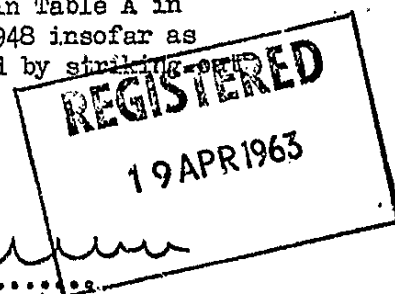
**SPECIAL RESOLUTION**  
**OF**  
**RENOWN INVESTMENTS (HOLDINGS) LIMITED**

Passed on the 2nd day of April 1963

AT an EXTRAORDINARY GENERAL MEETING of the above  
Company duly convened and held at 19 Bedford Row, London  
W.C.1. on the second day of April 1963 the following  
Resolution was duly passed as a SPECIAL RESOLUTION

**SPECIAL RESOLUTION**

That the regulation contained in Table A in  
the First Schedule to the Companies Act 1948 insofar as  
the same apply to this Company be modified by striking out  
Clauses 89, 90, 91, 92 and 93 thereof.



*[Signature]*  
.....  
(L. W. MELVILLE)  
CHAIRMAN

We certify that to the best of our knowledge and  
belief the conditions mentioned in subsection (2) of  
section one hundred and twenty nine of the Companies  
Act 1948 are satisfied at the date hereof and have  
been satisfied at all times since 17th February 1961

*[Signature]*

Director:

*[Signature]*

Secretary:

Presented By,  
Messrs. Charles & Co

29 APR 1963

Number of  
Company

683692/31

## THE COMPANIES ACTS 1948 to 1967

### Notice of Place where Register of Members is kept or of any Change in that Place

(Pursuant to section 110 (3) of the Companies Act, 1948)

Insert the  
Name of  
the Company

RENOWN INVESTMENTS

(HOLDINGS)

LIMITED

Section 110 of the Companies Act, 1948, provides that:—

\* \* \* \* \*

(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place:

Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

Presented by

Presentor's Reference R14

C. F. Spires

46 Green St

London W.1.

Form No. 103  
(No filing fee payable)



Notice of Place where Register of Members is kept or of any  
Change in that Place.

To the REGISTRAR OF COMPANIES.

RENOWN INVESTMENTS

(HOLDINGS)

LIMITED

hereby gives you notice, in accordance with subsection (3) of section 110  
of the Companies Act, 1948, that the register of members of the Company  
is kept at 46, Green St., London, W.1.

Signature 

(State whether  
Director or Secretary)

Dir-103

Dated the 16 FEB 1968  
day of  19 .

NOTE.—This Margin is reserved for binding and must not be written across.

# SILVER, ALTMAN & Co

CHARTERED ACCOUNTANTS

S. GOLDWATER    A. H. BYRNE  
P. B. MENDEL    V. SKLAR  
A. J. DANSEY    N. PROZGER  
M. S. G. HEAD    S. L. JACKSON

HIGH HOLBORN HOUSE,  
52/54, HIGH HOLBORN,  
LONDON, WC1V 6RT

TELEPHONE:  
01-405 9421/5  
TELEX:  
298663  
TELEGRAMS:  
ESSAYCO, LONDON, W.C.1.

OUR REF: R.116/NP/MJS

YOUR REF:

27th July, 1981

The Directors,  
Renown Investments (Holdings) Ltd.,  
High Holborn House,  
52-54 High Holborn,  
LONDON, WC1V 6RT.

Dear Sirs,

## RENOWN INVESTMENTS (HOLDINGS) LIMITED

We hereby tender our resignation as Auditors of the Company, such resignation to be effective from the 27th July, 1981.

In accordance with Section 16(2)(a) of the Companies Act 1976 we confirm that there are no circumstances connected with our resignation which we consider should be brought to the notice of the Members or Creditors of the Company. We further confirm that we have no outstanding claim against the Company in respect of any matter whatsoever.

Yours faithfully,

*Silver, A.D.*  
*Zw*



## THE COMPANIES ACTS 1948 TO 1976

# **Notice of place where copies of directors' service contracts or memorandums thereof are kept or of any change in that place**

Pursuant to section 26(3) of the Companies Act 1967 as amended by the Companies Act 1976

Please do not write in this binding margin

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

\*delete if inappropriate

To the Registrar of Companies

For official use

Company number

065

683698

Name of company

RENOWN INVESTMENTS (HOLDINGS)

Limited\*

hereby gives you notice, in accordance with section 26(3) of the Companies Act 1967 as amended by the Companies Act 1976, that such copies of the directors' service contracts, or where they are not in writing such written memorandums setting out the terms of those contracts, as are required to be kept by the company and to be open to the inspection of the members of the company, are kept at:

111 WESTMINSTER BRIDGE ROAD, LONDON SE1 7UE.

delete as appropriate

Signed

{Director} [Secretary]† Date 6 August 1982

Presenter's name, address and reference (if any):

Costain Group PLC  
111 Westminster Bridge Road  
London SE1 7UE

For official use  
General section

Post room





## THE COMPANIES ACTS 1948 TO 1976

# Notice of place where register of directors' interests in shares etc. is kept or of any change in that place

Pursuant to section 29(8) of the Companies Act 1967  
as amended by the Companies Act 1976

# 27

Please do not  
write in this  
binding margin



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

To the Registrar of Companies

For official use

Company number

066

683698

Name of company

RENOWN INVESTMENTS (HOLDINGS)

Limited\*

\*delete if  
inappropriate

hereby gives you notice, in accordance with section 29(8) of the Companies Act 1967 as amended by the Companies Act 1976, that the register of directors' interests in shares in, or debentures of, the company or any other body corporate, being the company's subsidiary or holding company or a subsidiary of the company's holding company, is kept at:

111 WESTMINSTER BRIDGE ROAD, LONDON SE1 7UE.

†delete as  
appropriate

Signed

[Director] [Secretary]† Date 6 August 1982

Presenter's name, address and  
reference (if any):

Costain Group PLC  
111 Westminster Bridge Road  
London SE1 7UE

For official use  
General section

Post room



# G

Please do not  
write in this  
binding margin



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

\*delete if  
inappropriate

## THE COMPANIES ACTS 1948 TO 1976

### Notice of place where register of members is kept or of any change in that place

Pursuant to section 110(3) of the Companies Act 1948  
as amended by the Companies Act 1976

Form No. 103

# 103

To the Registrar of Companies

For official use

Company number

067

683 698

Name of company

RENOWN INVESTMENTS (HOLDINGS)

Limited\*

hereby gives you notice in accordance with section 110(3) of the Companies Act 1948 that the  
register of members is now kept at:

111 WESTMINSTER BRIDGE ROAD

LONDON SE1 7UE

In lieu of\*

46 GREEN STREET - LONDON W1

where it was previously kept

†delete as  
appropriate

Signed

{Director} {Secretary}† Date 6 August 1982

Presenter's name, address and  
reference (if any):

COSTAIN GROUP PLC  
111 Westminster Bridge  
Road, LONDON SE1 7UE

SCTY.CNH

For official use

General section

Post room



Number of } 683 698  
Company } 73

*The Companies Acts 1948 to 1981*

COMPANY LIMITED BY SHARES

**Special Resolution**

*(Pursuant to s. 141 (2) of the Companies Act 1948)*

OF

RENOWN INVESTMENTS (HOLDINGS) LIMITED

Passed 20th May, 19 85

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

on the 20th day of May, 19 85 the subjoined  
SPECIAL RESOLUTION was duly passed, viz.:—

RESOLUTION

That the Memorandum of Association of the Company be altered  
by deleting the words " BUT ANY SURPLUSES OR DEFICIENCIES  
ARISING ON OR FROM SUCH REALISATION SHALL BE DEALT WITH AS  
CAPITAL SURPLUSES NOT AVAILABLE FOR THE PAYMENT OF DIVIDENDS OR  
AS CAPITAL DEFICIENCIES WHICH SHALL BE CHARGED AGAINST CAPITAL  
ACCOUNT " in the last five lines of sub-clause (A) of clause 3.

Signature 

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

CHAIRMAN

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



Number of } 683 698 / 74  
Company }

*The Companies Acts 1948 to 1981*

COMPANY LIMITED BY SHARES

**Special Resolution**

*(Pursuant to s. 141 (2) of the Companies Act 1948)*

OF

RENOWN INVESTMENTS (HOLDINGS) LIMITED

Passed 20th May, 1985

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

on the 20th day of May, 1985 the subscribed  
SPECIAL RESOLUTION was duly passed, viz.:—

RESOLUTION

That the regulations contained in the printed document submitted to this meeting and, for the purpose of identification, signed by the Chairman hereof be and are hereby adopted as the Articles of Association of the Company.

Signature



CHAIRMAN

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



THE COMPANIES ACTS 1948 to 1983

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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

---

  
G. LANGHAM  
Chairman







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

---

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, 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

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

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.

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

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COMPANY LIMITED BY SHARES

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NEW

ARTICLES OF ASSOCIATION

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

OF  
RENOWN INVESTMENTS (HOLDINGS) LIMITED

=====

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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.

Number of } 683 696  
Company }

*The Companies Act 1985*

COMPANY LIMITED BY SHARES

**Special Resolution**

*(Pursuant to s. 378 (2) of the Companies Act 1985)*

OF

RENOWN INVESTMENTS (HOLDINGS) LIMITED

*Passed 19th May , 1987*

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

on the 19th day of May , 19 87 the subjoined  
SPECIAL RESOLUTION was duly passed, viz.:—

**RESOLUTION**

That having satisfied the provisions of Section 252 of  
the Companies Act 1985 relating to dormant companies,  
the company be exempt from the obligations to appoint  
auditors as otherwise required by Section 384 of the  
Act.

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.]



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoot Street, London SE1 5TS



COMPANIES FORM No. 123

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

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number

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683698

Name of company

\* RENOWN INVESTMENTS (HOLDINGS) LIMITED

\*Insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 21st December 1988 the nominal capital of the company has been  
increased by £ 5,000,000 beyond the registered capital of £ 75,100.

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

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 follows:

forming a single class with the existing shares.

Please tick here if  
continued overleaf☐§Delete as  
appropriate

Signed

[Director][Secretary]§ Date 4 January 1988

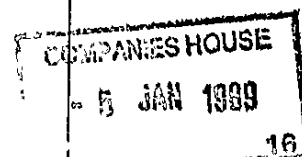
Presentor's name, address and  
reference (if any):COSTAIN GROUP PLC  
111 Westminster Bridge  
Road, London SE1 7UE

SCTY.CNH

For official use

General section

Post room



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoth Street, London SE1 5TS

Companies G123

1985 Edition  
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5017157

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Number of } 683698  
Company }

*The Companies Act 1985*

**COMPANY LIMITED BY SHARES**

**Special Resolution**

*(Pursuant to s. 378 (2) of the Companies Act 1985)*

OF

**RENOWN INVESTMENTS (HOLDINGS) LIMITED**

*Passed 19 December, 1988.*

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

on the 19th day of December, 1988, the subjoined  
SPECIAL RESOLUTION was duly passed, viz.:—

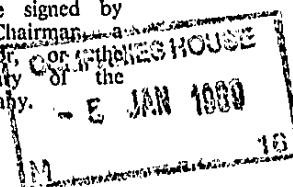
**RESOLUTION**

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

Signature .....

.....SECRETARY.....

To be signed by  
the Chairman or 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.]



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoth Street, London SE1 5TS

1985 Edition  
1.86 F5902  
5017408

Number of } 683698  
Company }

*The Companies Act 1985*

**COMPANY LIMITED BY SHARES**

**Ordinary Resolution**

OF

RENOWN INVESTMENTS (HOLDINGS) LIMITED

Passed 19 December, 1988.

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

on the 19th day of December, 1988, the subjoined  
RESOLUTION was duly passed, viz.:—

**RESOLUTION**

That the capital be hereby increased from £75,100 to  
£5,075,100 by the creation of 5,000,000 ordinary shares  
of £1 each forming a single class with the existing  
shares.

Signature



SECRETARY

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

COMPANIES HOUSE

5 JAN 1989

[P.T.O.]



Number of } 683698  
Company }

*The Companies Act 1985*

**COMPANY LIMITED BY SHARES**

**Ordinary Resolution**

OF  
RENOWN INVESTMENTS (HOLDINGS) LIMITED

Passed 19 December, 1988.

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

on the 19th day of December, 1988, the subjoined  
RESOLUTION was duly passed, viz.:—

**RESOLUTION**

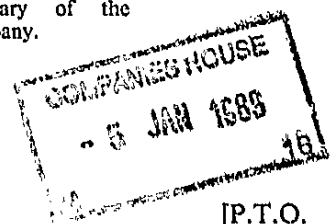
That the directors be hereby generally and uncondi-  
tionally authorised until 18 December 1993 to allot  
relevant securities (within the meaning of Section 80  
Companies Act 1985) up to an aggregate nominal amount  
of £5,000,000.

Signature



SECRETARY

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



[P.T.O.]

683 6-26

THE COMPANIES ACTS 1948 to 1983

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COMPANY LIMITED BY SHARES

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MEMORANDUM

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

ARTICLES OF ASSOCIATION

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

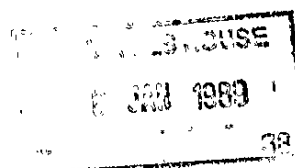
OF

RENOWN INVESTMENTS (HOLDINGS) LIMITED

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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 dark ink, appearing to be 'G. J. [unclear]'.

*Assistant Registrar of Companies.*

The Companies Act, 1948. to 1983

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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, 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 copy-rights, 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 1988 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.

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COMPANY LIMITED BY SHARES

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NEW

ARTICLES OF ASSOCIATION

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

OF  
RENOWN INVESTMENTS (HOLDINGS) LIMITED

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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".

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#### 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.

Number of  
Company

688,800,000

*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 386A 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.]

# James Worley & Sons

Chartered Accountants and Registered Auditors

9 Bridle Close  
Surbiton Road  
Kingston upon Thames  
Surrey KT1 2JW

Tel: 081-546 1817/0530

Fax: 081-546 6254

Our Ref: JAS/RWR/LPC/10015

19th January 1993

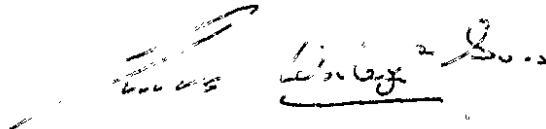
The Directors,  
Renown Investments (Holdings) Ltd.  
111 Westminster Bridge Road,  
LONDON  
SE1 7UE

Gentlemen,

We hereby give notice that in accordance with Section 392 of the Companies Act 1985 we resign as auditors of Renown Investments (Holdings) Ltd. with effect from the date of this letter.

We confirm that there are no circumstances (as referred to in Section 394(1) of the Companies Act 1985) connected with our resignation which it is considered should be brought to the attention of the members or creditors of the company.

Yours faithfully,



7858916  
6036910

Partners: P H A Pearson P Lorient J A Spanton G M Greene S Fyles

CHARTERED ACCOUNTANTS & RAMPFORD  
ASSOCIATED OFFICE - LONDON

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Registered in England & Wales under the Companies Act 1985