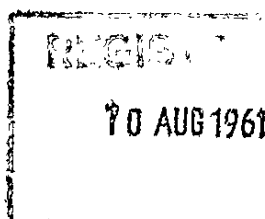


NO. OF COMPANY

700574/1

[C.F. 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)

(SEE FOOTNOTE OVERLEAF.)

NAME OF

COMPANY.....HILL HOUSE (INSURANCE BROKERS).....

LIMITED.

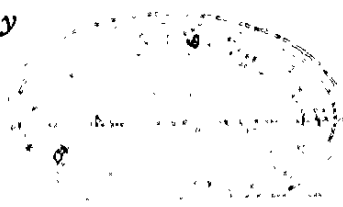
CAT. No. C.F.41.

C511 J5164(U) L

**JORDAN & SONS,**  
LIMITED

*Company Registration Agents, Printers and Publishers*  
116, Chancery Lane, W.C.2, and 13, Broad Street Place, E.C.2

*Presented by*



I, COLIN STANLEY HARVEY Solicitor.....  
of 10a Whiteladies Road, Clifton, Bristol

*2d*  
DO solemnly and sincerely declare that I am (a) [a Solicitor of the Supreme Court engaged in the formation] [~~a person named in the Articles of Association as a Director/Secretary~~],

of HILL HOUSE (INSURANCE BROKERS)

.....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 9 Whiteladies Road  
Clifton  
in the City and County of Bristol  
the 26 day of July  
One thousand nine hundred and Sixty one  
before me,

John  
A Commissioner for Oaths (b)

NOTE.

Section 15 of The Companies Act, 1948.

15.—(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

This margin to be reserved for binding.

NO. OF COMPANY.....

7005742 70 AUG 1961



Inland  
Revenue  
Duty Stamp  
to be  
impressed  
here.

COMPANY HAVING A SHARE CAPITAL.

NAME OF

COMPANY.....

HILL HOUSE (INSURANCE BROKERS).....

..... LIMITED.

## Statement of the Nominal Capital

*made pursuant to Section 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.)

The Nominal Capital of the above-named Company is £100.....

Signature.....

Date..... 26th July, 1961.

Description.....

This Statement must be signed by an officer of the Company.

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

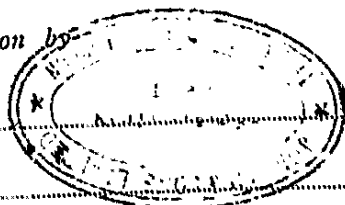
CAT. No. C.A. 25.

S3035 (P) □

**JORDAN & SONS,**  
LIMITED

Company Registration Agents, Printers & Publishers,  
116, Chancery Lane, W.C.2 and 13, Broad Street Place, E.C.2.

Presented for registration by.....



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



THE COMPANIES ACT, 1948  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION

of

HILL HOUSE (INSURANCE BROKERS) LIMITED

REC

70 AUG 1961

1. The Name of the Company is "Hill House (Insurance Brokers) Limited."
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are -
  - (A) To carry on all or any of the businesses of Insurance Brokers and Agents, Mortgage Brokers, Financial Agents, Consultants, Advisors, Managers and Administrators, Hire Purchase Brokers, and Agents, Estate and Business Developers, Estate Agents, Manufacturers' Agents, Surveyors, Auctioneers, Claims Assessors, Building Contractors, Financiers, Valuers, Assessors, Assessors' Agents, Arbitrators and Specialists and General Agents for the transaction of Motor, Marine, Fire, Life, Employers' Liability, Accident, Burglary, and other Insurance business; Agents for effecting Insurances and obtaining policies in respect of all and every kind of risk, and against death, injury, or loss arising out of or through or in connection with any accidents to human beings and against loss or damage to real and personal property, Commission, Business Agents, Land, House, and General Property Agents, Bill Brokers, Underwriters, Business Transfer Agents, and Agents for the purchase and sale of Annuities, and for negotiating loans.
  - (B) To undertake and carry on any business, transaction or operation capable of being undertaken or carried on by Insurance Brokers and Agents, Commission Agents, Hire Purchase Agents, General Agents and the like.
  - (C) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
  - (D) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
  - (E) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage,

21 AUG 1961

- and control the same or join with others in so doing.
- (F) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
  - (G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.
  - (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
  - (I) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
  - (J) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
  - (K) 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 (Perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
  - (L) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
  - (M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
  - (N) To enter into any arrangements with any Governments or authorities (supra-municipal, local, or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.

- (O) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (P) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (Q) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (R) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock or securities of this Company.
- (S) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company, or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependents.
- (T) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (U) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (V) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.

- (W) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.
- (X) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned 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.

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>F. J. PITCHARD <i>[Signature]</i> TARASCON DRAGON RD WINTERBOURNE GLOS MOTOR CYCLE DEALER</p>	ONE
<p>C. W. VINING. <i>[Signature]</i> 102 KINGWESTON AVE. SHIREHAMPTON. BRISTOL. SHOP MANAGER.</p>	ONE.

dated the 26<sup>th</sup> day of July 1961

Witness to the above signatures -

*[Signature]*  
S. S. H. H.  
Bristol





700574/4



THE COMPANIES ACT, 1948  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION

REGIS

70 AUG 1961

HILL HOUSE (INSURANCE BROKERS) LIMITED

## PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, and 53 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a Private Company and Clauses 2, 3, 4, 5 and 6 (but not Clause 1) in Part II of Table A shall also apply to the Company.

## SHARE CAPITAL AND SHARES

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

4. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

## GENERAL MEETINGS

6. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

7. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum."

## DIRECTORS

8. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than Two nor more than Five.



700574/4



THE COMPANIES ACT, 1948  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION

REGIS

70 AUG 1961

of

HILL HOUSE (INSURANCE BROKERS) LIMITED

## PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, and 53 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.
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7. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum."

## DIRECTORS

8. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than Two nor more than Five.

9. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

10. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

#### WINDING UP

11. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively, and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

---

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

---

F. S. PATCHARD

*[Signature]*

TARASCON      DRAGON      RD  
WINTERBOURNE      GLOS.  
MOTOR CYCLE DEALER.

C. W. VINING,

*[Signature]*

102, KINGWESTON AVE.  
SHIREHAMPTON, BRISTOL.  
SHOP MANAGER.

---

Dated the 20<sup>th</sup> day of July 1964

Witness to the above Signatures -

*[Signature]*  
*[Signature]*  
*[Signature]*

DUPLICATE FOR THE FILE

No. 700574



# Certificate of Incorporation

I Hereby Certify, that

HILL HOUSE (INSURANCE BROKERS) LIMITED

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

Given under my hand at London this

Tenth

day of

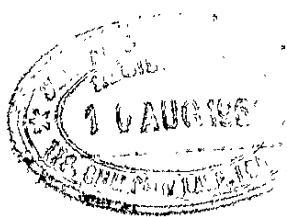
August

One Thousand Nine Hundred and Sixty one.

*R. H. Field*

Assistant Registrar of Companies.

Certificate  
received by }



Date

Handwritten: 105379-

Number 700574

121

COMPANIES ACT 1948

Resolution

of

HILL HOUSE (INSURANCE BROKERS) LIMITED

Passed 24th November 1967

At an Extraordinary General Meeting of the above named Company held on the 24th day of November 1967 the following Resolution was duly passed as an Ordinary Resolution:-

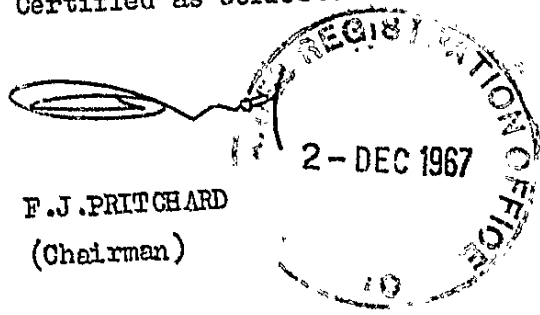
That the Authorised Capital of the Company be increased to 5000 by the creation of an additional 4900 Ordinary Shares of £1 each ranking pari passu in all respects with the existing Ordinary Shares of £1 each in the Capital of the Company.

Certified as Correct.

Printed by us using the Roneo  
Duplicating process.

*Robert Coyle*  
RONEO CO. LTD.  
100, FLEET STREET, LONDON, E.C.4

F.J. PRITCHARD  
(Chairman)



13

NO. OF COMPANY 700574 / 22

COMPANY HAVING A SHARE CAPITAL.

NAME OF

COMPANY HILL HOUSE (INSURANCE BROKERS)

## Statement of Increase of Nominal Capital

*pursuant to Section 112 of the Stamp Act, 1891.*

(NOTE.—The stamp duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

The Nominal Capital of the above-named Company has by a Resolution of the Company dated 24<sup>th</sup> November 1967 been increased by the addition thereto of the sum of £4900 beyond the Registered Capital of £100

Signature.....

Date..... 27<sup>th</sup> Nov 1967

Description.....

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the increase.

CAY. NO. CA.26.

JORDAN & SONS, LTD.,

116, Chancery Lane, London, W.C.2.

SHAW & SONS LTD.,

7, 8 & 9, Fetter Lane, London, E.C.4.

*Law Stationers and Company Registration Agents.*

S1457 (A)

Presented for registration by

Hill House (Insurance Brokers) Ltd

77, Whitechapel Road,

London, E.1

STATION

DEC 1967

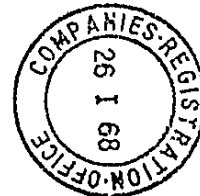
NO. OF COMPANY 700574



[C.F. 10]

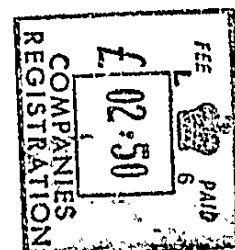
*23 CR £2-10-0*

# THE COMPANIES ACT, 1948.



## Notice of Increase in Nominal Capital.

Pursuant to Section 63.



NAME OF COMPANY

HILL HOUSE (INSURANCE BROKERS)

LIMITED

JORDAN & SONS, LTD.,  
116, Chancery Lane, London, W.C.2.

Oct. No. C.F. 10.

SHAW & SONS LTD.,  
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

89184 (D) L

Document Filer's Reference

Presented by

Hill House (Insurance Brokers) Ltd.

77 Whitechapel Road,

Bristol, S.

93704  
STRATION

2-DEC 1967

700-10



# Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

HILL HOUSE (INSURANCE BROKERS)

LIMITED,

hereby gives you notice pursuant to Section 63 of the Companies Act, 1948, that by (a) ORDINARY Resolution of the Company dated the 24<sup>th</sup> day of NOVEMBER 1967, the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 4900 beyond the registered Capital of £ 100.

The additional Capital is divided as follows:—

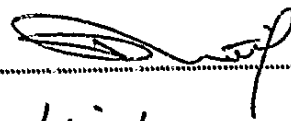
Number of Shares.	Class of Share.	Nominal Amount of each Share.
4900	ORDINARY	ONE POUND

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

*To rank pari passu in all respects with the existing Ordinary shares of £1 each*

.....of the new Shares are Preference Shares, and are (b) [not] redeemable.

(Signature).....



(State whether Director, or Secretary).....

*Director*

Dated the 27<sup>th</sup> day of Nov 1967

(a) "Ordinary," "Extraordinary" or "Special"

This margin to be reserved for binding.

HILL HOUSE (INSURANCE BROKERS) LIMITED

AT THE EXTRAORDINARY GENERAL MEETING of the Members of the Company held at the Registered Office on 30th March, 1973, the following Special Resolution was passed.

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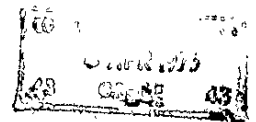
Special Resolution passed 30th March 1973.

AUTHORISED CAPITAL

Resolved that:

1. The Authorised Capital of the Company be increased from £5,000 to £100,000 by the creation of 95,000 new shares of £1 each.
2. The new Ordinary shares shall rank pari passu in each and every respect with the original Ordinary shares.

  
.....  
CHAIRMAN.



THE COMPANIES ACTS 1967

Notice and statement of increase in nominal capital

To the Registrar of Companies

Name of Company Hill House (Insurance Brokers)

hereby gives you notice, pursuant to Section 63 of the Companies Act 1967 that by extraordinary/special\* resolution of the company dated the 19th March 1973 the nominal capital of the company has been increased by the addition thereto of a sum of £ 95,000 beyond the registered capital of £ 5,000. The additional capital is divided as follows:-

Number of shares  
95,000

Class of share  
Ordinary

Nominal amount of each share  
£1 (ONE)

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:-  
(If any of the shares are preference shares state whether they are redeemable or not)

THE NEW ORDINARY SHARES SHALL RANK PARI PASSU IN EACH AND EVERY RESPECT WITH THE ORIGINAL ORDINARY SHARES.

SEC 47(5), FINANCE ACT 1973	
CREDIT ALLOWABLE	£ 485 9
CALCULATED	£ 470
INITIAL DATE	13/3/74
RECEIVED NO	1000587

This notice is accompanied by\*

1. A copy of the resolution
2. A remittance for (a) registration fees (b) companies capital duty
3. A letter stating that a claim for relief of companies capital duty has been or will be made pursuant to Section 55 of the Finance Act, 1967.

Signed [Signature]

State whether Director or Secretary DIRECTOR

Date 4. 4. 73

\* Delete as necessary

Presented by: **BUNKER GIBBONS & PARTNERS**  
**BRICK HOUSE**  
**21 HORSE STREET**  
**CHIPPING SODBURY. BRISTOL BS 17 6PA**  
Presenter's reference M/H56

Form No. 10A  
(See notes overleaf)

4X13 'u' 13/4  
No. of Company: 700574 / 63

The Companies Acts 1948 to 1981

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

RESOLUTIONS of HILL HOUSE (INSURANCE BROKERS) LIMITED  
(Passed the 25<sup>th</sup> day of February, 1983)

At an EXTRAORDINARY GENERAL MEETING of the above-named company, duly convened and held at Hill House, Lewin's Mead, Bristol the subjoined Resolutions were duly passed, Resolutions numbered 1 and 3 as Special Resolutions and Resolution numbered 2 as an Ordinary Resolution : -

R E S O L U T I O N S

1. THAT the Regulations contained in the document submitted to the Meeting and for the purpose of identification subscribed by the Chairman thereof be and they are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.
2. THAT upon the recommendation of the Directors it is desirable to capitalise the sum of £1,000 being part of the amount standing to the credit of the Company's revenue reserves and accordingly that
  - (1) such sum be set free for distribution amongst the persons who immediately prior to the holding of this Meeting were registered as the holders of the 50,000 issued Ordinary shares of £1 each in the capital of the Company in the proportions in which they would have been entitled if the same had been distributed by way of dividend



on condition that the same be not paid in cash but be applied in paying up in full 1,000 Ordinary Shares of £1 each in the capital of the Company;

(2) the Directors be and are hereby unconditionally authorised to allot and distribute the said 1,000 Ordinary Shares credited as fully paid up to and amongst such holders in the proportions aforesaid;

(3) the said authority shall expire on 30th June, 1983

3. THAT on the allotment of the new Ordinary Shares pursuant to the preceding Resolution the 50,000 existing issued Ordinary Shares of £1 each shall be converted into 10 per cent Non-Cumulative Preference Shares of £1 each having attached thereto the rights and being subject to the restrictions following, namely : -

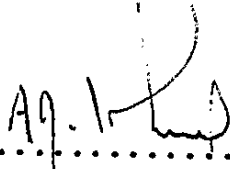
(a) The right to a fixed non-cumulative preferential dividend at the rate of 10 per cent per annum payable as regards each financial year out of the profits of the Company resolved to be distributed in respect of that year but with no rights, in case of deficiency, to resort to the profits of subsequent financial years.

(b) The right on a return of assets on a winding-up to repayment of the amounts paid up or credited as paid up on such shares in priority to the holders of any other class of shares.

(c) The said 10 per cent Non-Cumulative Preference Shares of £1 each shall rank as regards dividend and repayment of capital subject to the rights attaching to any shares hereafter created or issued to rank in priority thereto and shall not : -

(i) confer any further or other right to participate in the profits or assets of the Company; or

(ii) entitle the holders thereof to receive notice of or to attend or vote at any General Meeting of the Company.

Signature ..... 

Chairman

THE COMPANIES ACTS 1948 to 1981

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION  
OF  
HILL HOUSE (INSURANCE BROKERS) LIMITED

(Adopted by Special Resolution on *25<sup>th</sup> February 1983*)

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PRELIMINARY

1. In these Articles and in Table A:-
  - "the Act" means the Companies Act 1948 as amended by the other Acts, which, together therewith, may by reason of Section 119(2) of the Companies Act 1981 be cited together as the Companies Acts 1948 to 1981.
  - "Table A" means Table A in the First Schedule to the Act.
  - "the 1981 Act" means the Companies Act 1981.
- 2.(A) Subject as hereinafter provided, the regulations contained in Table A shall apply to the Company.
- (B) Regulations 3, 24, 58, 60, 75, 77, 79, 88 to 97 inclusive, 106 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.(A) The directors shall have general and unconditional authority (limited in time as hereinafter provided) to allot any relevant securities up to the maximum amount hereinafter laid down. The maximum amount of relevant securities which may be allotted under the authority hereby conferred shall be that which would result in the issue of all the shares in the Company for the time being unissued. Subject to Section 14(5) of the Companies Act 1980, the authority hereby conferred shall expire five years after the date of the adoption of these Articles unless renewed (with or without variation) by the Company in general meeting at any time and from time to time before or after the date on which it would otherwise have expired.
- (B) The Company may at any time and from time to time prior to the expiry of the authority conferred by paragraph (A) of this Article or any renewal thereof make any offer or agreement which would or might require relevant securities to be allotted after such expiry.
- (C) Save as otherwise provided in these Articles, all unissued shares (whether forming part of the original or any increased capital) which the directors are authorised (by these Articles or otherwise) to allot shall be at the disposal of the directors who may allot, grant options over, offer or otherwise deal with or dispose of them to such persons, at such times and generally on such terms and conditions as they may determine.
4. By virtue of Section 17(9) of the Companies Act 1980 the provisions of Section 17(1) of the



Companies Act 1980 shall not apply to the Company.

5. Subject to the provisions of Section 45 of the 1981 Act the Company may, with the sanction of an ordinary resolution, issue any shares on the terms that they are, or at the option of the Company or the shareholder are liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may by special resolution determine.
6. The Company shall not give any financial assistance for the acquisition of any shares in the Company or in its holding company, but nothing in this Article shall prohibit those transactions mentioned in Sections 42(3) to 42(6) inclusive and Section 43 of the 1981 Act. For the purposes of this Article the giving of financial assistance shall only be construed as being the giving of the financial assistance referred to in Section 42(8) of the 1981 Act.
7. Subject to the provisions of Part III of the 1981 Act the Company may, with the sanction of an ordinary resolution, purchase any of its own shares.
8. Subject to the provisions of Part III of the 1981 Act the Company may, with the sanction of a special resolution effective for the purposes of Section 55(7) of the 1981 Act, make a payment out of capital in respect of the redemption or purchase of any of its own shares.

LIEN

9. The lien conferred by regulation 11 of Table A shall apply to all shares of the Company whether

fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of several joint holders. The said regulation 11 shall be modified accordingly.

#### CALLS

10. In the first sentence of regulation 15 of Table A the words "except in so far as may be otherwise agreed between the Company and any member in the case of any shares held by him" shall be inserted immediately after the words "provided that".

#### TRANSFER OF SHARES

11. The directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share.
12. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee and regulation 22 of Table A shall be modified accordingly.
13. The Company shall not charge transfer or registration fees and the reference to a fee in regulation 25 of Table A shall be disregarded.
14. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairman or by any member present in person or by proxy and entitled to vote. Unless a poll is so demanded a declaration by the chairman that a resolution has on a show of hands

been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. A demand for a poll may be withdrawn.

15. The chairman shall not have a casting vote on an equality of votes, whether on a show of hands or on a poll at any general meeting.
16. If at any adjourned meeting of members of the Company a quorum is not present within half an hour from the time appointed for the meeting, the member present shall be a quorum.
17. A proxy shall be entitled to vote on a show of hands and regulation 62 of Table A shall be modified accordingly.
18. Any such resolution in writing as is referred to in regulation 73A of Table A may consist of several documents in a like form each signed by one or more of the members (or their duly authorised representatives) in that regulation referred to. In the case of a corporation a director or the secretary thereof shall be deemed to be a duly authorised representative for this purpose.

#### DIRECTORS

19. The number of directors need not exceed one.
20. A director shall not be required to hold any qualification shares in the Company, but

nevertheless shall be entitled to attend and speak at any general meeting and at any separate general meeting of the holders of any class of shares in the capital of the Company.

21. The words "unless the Company otherwise direct" at the end of regulation 78 of Table A shall be deleted.

#### BORROWING POWERS

22. The directors may exercise all the powers of the Company to borrow or raise money or to guarantee and to mortgage or charge its undertaking, property, assets and rights and uncalled capital or any part thereof and, subject to the provisions of the Act, to create and issue debentures, debenture stock, mortgages, charges and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

#### POWERS AND DUTIES OF DIRECTORS

23. Subject to the provisions of Part IV of the Companies Act 1980 a director may be interested directly or indirectly in any contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a director may vote on any matter in which he is interested and be included for the purpose of a quorum at any

meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 84 of Table A shall be modified accordingly.

24. It shall not be necessary for the directors to sign a book recording their attendances at meetings of directors and regulation 86 of Table A shall be modified accordingly.

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

25. Without prejudice to the powers of the Company under Section 184 of the Act to remove a director by ordinary resolution, the holder or holders for the time being of more than one half in nominal value of the issued ordinary shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a director or directors, either as an addition to the existing directors or to fill any vacancy, and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed on its behalf by one of its directors, and shall take effect upon lodgement at the registered office of the Company.

26. The directors shall have power at any time and from time to time, to appoint any person or persons to be a director or directors, either to fill a casual vacancy or as an addition to the existing directors.

27. The office of director shall be vacated if the director:-

- (i) by notice in writing to the Company resigns the office of director;
  - (ii) shall for more than 6 months have been absent without permission of the directors from meetings of the directors held during that period, unless he shall have appointed an alternate director who has not been similarly absent during such period;
  - (iii) becomes bankrupt or enters into any arrangement with his creditors;
  - (iv) is prohibited from being a director by an order made under any provision of the Act;
  - (v) becomes of unsound mind;
  - (vi) is removed from office under Articles 25 or 26 above or Article 28 below;
28. Without prejudice to the powers of the directors under Article 26 above the Company may at any time and from time to time by ordinary resolution appoint any person or persons to be a director or directors, either to fill a casual vacancy or as an addition to the existing directors and, without prejudice to the provisions of the Act, may at any time remove a director from office, provided that any such removal shall be without prejudice to any claim such director may have for breach of any contract of service between him and the Company.
29. Each director shall have the power from time to time to appoint (1) any other director or (2) any person approved for that purpose by a resolution of the board of directors (such approval not to be unreasonably withheld) to act as alternate

director in his place at all meetings, in all proceedings in which, and on all occasions when he shall not himself act, and on such appointment being made the alternate director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other directors of the Company. An alternate director shall be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the director appointing him and the director so appointing shall not be responsible for the acts and defaults of an alternate director so appointed. An alternate director shall ipso facto vacate office if and when the director so nominating him vacates office as a director or removes the nominee from his office. Every such nomination and removal under this clause shall be effected in writing under the hand of the director making the same and shall take effect on delivery to the registered office of the Company. The remuneration of an alternate director shall be payable out of the remuneration payable to the director appointing him, and shall consist of such part (if any) of the last-mentioned remuneration as shall be agreed between the alternate director and the director appointing him.

30. Any director or member of a committee of the directors may participate in a meeting of the directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

31. A resolution in writing signed by all directors (other than a director for the time being absent from the United Kingdom and not represented by an alternate director) shall be as effective for all purposes as a resolution passed at a meeting of the directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the directors, but so that the expression "director" in this Article shall not include an alternate director unless he has been appointed by a director who is for the time being absent from the United Kingdom.

#### NOTICES

32. Every director of the Company and every alternate director (other than a director or alternate director for the time being absent from the United Kingdom) shall be entitled to receive notices of general meetings in addition to the persons specified in regulation 134 of Table A.

#### INDEMNITY

33. Every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and 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 judgement 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 insofar as its provisions are not avoided by Section 205 of the Act.

17/1/5  
me  
→

## THE COMPANIES ACTS 1948 TO 1976

# A

## Notice of new accounting reference date given after the end of an accounting reference period

Pursuant to section 3 (2) of the Companies Act 1976

3a

Please do not write in this binding margin

To the Registrar of Companies

For official use

Company number

700574

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

Name of company

HILL HOUSE (INSURANCE BROKERS)

Limited \*

\*delete if inappropriate

**Note**

Please read notes 1 to 5 overleaf before completing this form

hereby gives you notice in accordance with section 3 (2) of the Companies Act 1976 that the company's new accounting reference date on which the previous accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3	1	0	3
---	---	---	---

†delete as appropriate

The previous accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and [is to be treated as having come to an end] [will come to an end]† on

Day Month Year

3	1	0	3	1	9	8	3
---	---	---	---	---	---	---	---

‡delete as appropriate

The company is a [subsidiary] ~~[holding company]~~‡ of HILL HOUSE HAMMOND LIMITED

\_\_\_\_\_, company number 960198

the accounting reference date of which is 31st March

§delete as appropriate

Signed

[Director] [Secretary]§ Date 13th April 1983

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

Charles Russell & Co.,  
Killowen House,  
Bayshill Road,  
Cheltenham,  
Gloucestershire.  
PME/14107

For official use  
Data punch

Post room



HILL HOUSE (INSURANCE BROKERS) LIMITED.

No. 700574. / 72

THE COMPANIES ACTS 1948 to 1981  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION.

At the Annual General Meeting of Hill House (Insurance Brokers) Ltd convened and held at 53 Westcheap, London, EC3P 3HL on 21st October, 1985 the following resolution was passed as a SPECIAL RESOLUTION:

That in accordance with Section 12 of the Companies Act 1981, the Company being a dormant company under section 12, section 14 of the Companies Act 1976 shall not apply and accordingly no auditors shall be appointed.



A handwritten signature in dark ink, consisting of a series of loops and flourishes, followed by a dotted line indicating the end of the signature.

# G

COMPANIES FORM No. 225(1)

# 225(1)

## Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies

For official use

Company number


700574

Name of company

\*Insert full name of company

\* HILL HOUSE (INSURANCE BROKERS) LIMITED.

**Note**  
Please read notes 1 to 4 overleaf before completing this form

†Delete as appropriate

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come to an end is

Day Month

3 1 1 0

The current accounting reference period of the company is to be treated as [shortened] [extended]† and [is to be treated as having come to an end] [will come to an end]† on

Day Month Year

3 1 1 0 1 9 8 7

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [holding company]† of

NOT APPLICABLE.

, company number.

the accounting reference date of which is

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on NOT APPLICABLE. and it is still in force.

\* Insert  
Director,  
Secretary,  
Receiver,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Signed

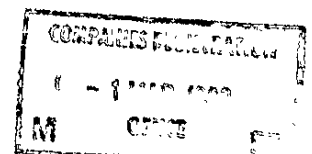
Designation† SECRETARY

Date 29.2.88

Presentor's name, address and reference (if any)

For official use  
General Section

Post room





Number of company: 700574.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

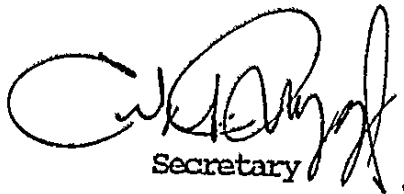
pursuant to Section 378 Companies Act 1985

of HILL HOUSE (INSURANCE BROKERS) LIMITED

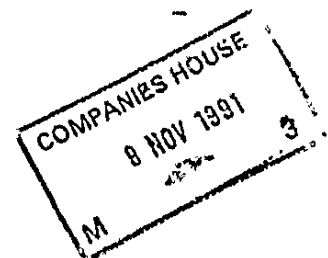
Passed the 30th day of October 1991

At an extraordinary general meeting of the members of the above-named company, duly convened and held at Hill House, Lewins Mead, Bristol, BS1 2LL on the 30th day of October 1991, the following SPECIAL RESOLUTION was duly passed:

"THAT the name of the Company be changed to TSB SERVICES (No. 2) LIMITED".

  
Secretary

18/11/91



# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 700574

I hereby certify that

HILL HOUSE (INSURANCE BROKERS) LIMITED

having by special resolution changed its name,

is now incorporated under the name of

TSB SERVICES (NO. 2) LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 18 NOVEMBER 1991

*P. Bevan*  
P. BEVAN

an authorised officer

Company Number : 700574

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
ELECTIVE RESOLUTION  
pursuant to section 379A Companies Act 1985  
of TSB SERVICES (NO. 2) LIMITED  
Passed the 18th day of May 1992

At an annual general meeting of the members of the above named company, duly convened and held at 25 Milk Street, London EC2 on the 18th day of May 1992, the following ELECTIVE RESOLUTION was duly passed :-

THAT the company hereby elects :

- (i) pursuant to Section 252 of the Companies Act 1985 ("the Act") to dispense with the laying of its statutory accounts and directors' report before the members of the company in general meeting ; and
- (ii) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings.

*K. S. K. K. K.*

Chairman

