

THE COMPANIES ACT, 1948.

REGIS

4 SEP 1962



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.....LLANOVER PROPERTIES.....

.....LIMITED.

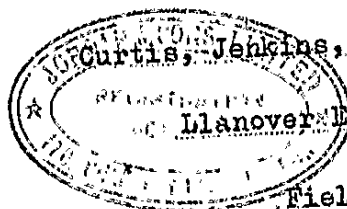
CAT. No. C.F. 41.

C511 JS164(J)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



Curtis, Jenkins, Cornwell & Company

Llanover Estate Buildings,

Fields Road, Newport, Mon.



27 AUG 1962

of 15 Groves Road, Newport, Mon.

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 LLANOVER PROPERTIES

.....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

respect in the County
of Glamorgan

the 22nd day of August

One thousand nine hundred and ninety five
before me,

P. B. J. J. J. J.
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.

(a) Delete words not required.

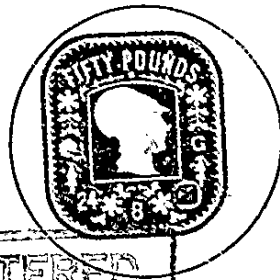
(b) or Notary Public or Justice of the Peace.

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NO. OF COMPANY.....

734316 1/2

COMPANY HAVING A SHARE CAPITAL.



Inland
Revenue
Duty Stamp
to be
impressed
here.

REGISTERED

4 SEP 1962

NAME OF

COMPANY..... LLANOVER PROPERTIES

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 £ 10,000

Signature.....

Secretary

Date 21st August 1962

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.

JORDAN & SONS,

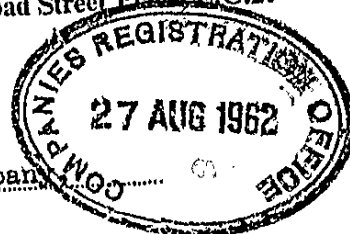
LIMITED

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

Presented for registration by

Curtis, Jenkins, Cornwell & Company

Llanover Estate Buildings.



S1370 (S) □

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



734316/3

The Companies Act, 1948



COMPANY LIMITED BY SHARES

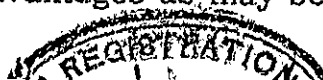
Memorandum of Association

OF



LLANOVER PROPERTIES LIMITED.

1. The Name of the Company is "LLANOVER PROPERTIES LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:-
 - (A) To carry on business as a Holding and Investment Company and to acquire such freehold, leasehold, or other property for any estate or interest whatever, and such building 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 life assurance, and such other property and rights and interest in property, as the Company shall deem fit, but so that the Company shall not have power to deal or traffic in stocks, shares, debentures, debenture stock, bonds, obligations, or securities, policies of life assurance, lands, building leases, underleases, or other property or assets, and may acquire the same for the purposes of investment only and with a view to holding and managing the same and receiving the income therefrom, and so that 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 to do so, 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.
 - (B) To build, construct, maintain, alter, renovate, repair, furnish, enlarge, pull down, and remove or replace any houses, garages, showrooms, shops, offices, flats or other buildings, and to manage, lease, grant licences or concessions in respect of, exchange, mortgage or charge all or any part of the Company's property, to collect rents and income, and to supply to tenants and occupiers such amenities, facilities, and advantages as may be deemed expedient.



- (C) To lend and advance money to or give credit to such persons, firms, or companies on such terms as may seem expedient, and to give guarantees or become security for any such persons, firms, or companies, and to co-ordinate the policy, administration and management of any subsidiary Companies or of any other companies of which this Company is a Member or which are in any manner controlled by this Company and to assist financially or otherwise any such subsidiary or other Company.
- (D) 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.
- (E) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- (F) To act as agents or brokers and as trustees for any person, firm, or company, and also to act in any of the affairs of the Company through or by means of agents, brokers, trustees, or others.
- (G) 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.
- (H) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company.
- (I) 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 employés, or may be connected with any town or place where the Company carries on its operations; 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.

- (J) To promote any other company for the purpose of acquiring the whole or any part of the property and undertaking any of the liabilities of this Company, or of undertaking any operations which may appear likely to assist or benefit this Company or to enhance the value of any property 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.
- (K) To sell or otherwise dispose of the whole or any part of the undertaking 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.
- (L) 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.
- (M) 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 £10,000 divided into 10,000 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.	No of Shares taken by each Subscriber.
<i>John Arthur Oliver Herbert</i> ^{HERBERT} <i>Director.</i> <i>Ly. Uchaf, Llanover, Abergavenny, Mon.</i>	1
<i>William John Vaughan</i> ^{VAUGHAN} <i>Chartered Land Agent</i> <i>Bryntain, Penpergwm, Abergavenny, Mon.</i>	1
<i>John Henry Pollitt</i> ^{POLLITT} <i>Chartered Accountant</i> <i>15 Groves Road, Newport, Mon.</i>	1
<i>Reginald Ernest Phillips</i> ^{PHILLIPS} <i>Chartered Surveyor.</i> <i>Eastgate, 27 High Cross Lane,</i> <i>Newport, Mon.</i>	1
TOTAL SHARES TAKEN.	
	4

Dated this *21st.* day of *August.* 19*62.*

Witness to the above Signatures :-

Wm Davies

clerk.

14 Coleridge Road
Newport,

Mon.



734316/A



The Companies Act, 1948

COMPANY LIMITED BY SHARES

REGISTERED

4 SEP 1962

Articles of Association

OF

LLANOVER PROPERTIES 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, 53, 75 and 77 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, 4, 5 and 6 (but not Clauses 1 and 3) 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 £10,000, divided into 10,000 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.

TRANSFER OF SHARES.

6. (A) A Share may at any time be transferred to any Member of the Company but no Share shall be transferred to a person who is not a Member so long as any Member or any person selected by the Directors as one whom it is desirable in the interests of the Company to admit to Membership is willing to purchase the same at the fair value.

(B) Except where the transfer is made pursuant to Sub-Article (A) hereof the person proposing to transfer any Share (hereinafter called "the proposing transferor") shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same. Such notice shall specify the sum he fixes as the fair value, and shall constitute the Company his agent for the sale of the Share to any Member of the Company or person selected as aforesaid at the price so fixed, or, at the option of the purchaser, at the fair value to be fixed by the Company's Auditor in accordance with these Articles. The transfer notice may include two or more Shares, and in such case shall operate as if it were a separate notice in respect of each. The transfer notice shall not be revocable except with the sanction of the Directors.

(C) If the Company shall within the space of twenty-eight days after being served with such notice find a Member or person selected as aforesaid willing to purchase the Share (hereinafter called "the purchaser"), and shall give notice thereof to the proposing transferor, he shall be bound upon payment of the fair value to transfer the Share to the purchaser.

(D) In case any difference arises between the proposing transferor and the purchaser as to the fair value of a Share, the Auditor shall, on the application of the purchaser, certify in writing the sum which in his opinion is the fair value, and such sum shall be deemed to be the fair value, and in so certifying the Auditor shall be considered to be acting as an expert and not as an arbitrator; and accordingly The Arbitration Act, 1950, shall not apply.

(E) If in any case the proposing transferor, after having become bound as aforesaid, makes default in transferring the Share the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of the Share in favour of the purchaser who shall thereupon be registered as the holder of the Share. The receipt of the Company for the purchase money shall be a good discharge to the purchaser, and after his name has been entered in the Register of Members in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.

(F) If the Company shall not within the space of twenty-eight days after being served with the transfer notice find a Member or person selected as aforesaid willing to purchase the Share, and give notice in manner aforesaid, the proposing transferor may at any time within three calendar months afterwards be at liberty (subject to Sub-Article (H) hereof and to Clause 2 of Part II of Table A) to sell and transfer the Shares or those not placed to any person and at any price.

(G) The Directors shall be at liberty to make such arrangements as they think fit for finding a purchaser for any Share comprised in a transfer notice.

(H) The Directors may refuse to register any transfer of a Share (a) where the Company has a lien on the Share; or (b) where it is not proved to their satisfaction that the proposed transferee is a responsible person; or (c) where the Directors are of opinion that the proposed transferee is not a desirable person to admit to Membership; and shall not be bound to give any reason for such refusal; but Paragraphs (b) and (c) of this Sub-Article shall not apply where the proposed transferee is already a Member.

GENERAL MEETINGS.

7. 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.

8. 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.

9. 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.

10. The following persons shall be the first Directors of the Company:-

Robin Arthur Elidyr Herbert,
William John Vaughan,
John Kensey Pollitt and
Reginald Ernest Phillips.

11. The qualification of every Director shall be the holding of at least One Share of the Company. A Director may act before acquiring his qualification, but he shall acquire his qualification within two calendar months of being appointed a Director.

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

13. 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.

SECRETARY.

14. The said John Kensey Pollitt shall be the first Secretary of the Company and he shall be entitled to hold office on such terms and for such period as may from time to time be determined by the Directors.

CAPITAL RESERVE.

15. (1) All monies realised on the sale of any of the properties, investments or other assets of the Company in excess of the values at which such properties, investments or other assets stood in the books of the Company at the time of sale, shall be carried to the credit of a Reserve to be called the Capital Reserve and such Capital Reserve and all other monies in the nature of accretions to Capital, whether on the sale of the assets of the Company or otherwise, shall be treated for all purposes as Capital monies and not as profits available for Dividend.
- (2) Any losses realised on the sale of any of the properties, investments or other assets of the Company may be carried to the debit of the Capital Reserve, except in so far as the Directors shall, in their discretion, decide to make good the same out of the other funds of the Company.
- (3) Any monies for the time being standing to the credit of the Capital Reserve may, at the discretion of the Directors, either be employed in the undertaking of the Company or be invested in such properties, investments or other assets as the Directors may from time to time think fit.
- (4) Capital Reserve referred to in this Article shall be separate and distinct from the Reserves referred to in Clause 117 in Part I of Table A.

WINDING UP.

16. 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.

Robert Arthur Edgar Herbert Director.
Ly. Richard, Llanover, Abergavenny, Mon.

William John Vaughan Chartered Land Agent.
Bryn Caim, Penpergarn, Abergavenny, Mon.

John Henry Sault Chartered Accountant.
15 Green Road, Newport, Mon.

Reginald Ernest Lewis Chartered Surveyor.
Eastgate, 27 High Cross Lane, Newport, Mon.

Dated this 21st. day of August. 1962.

Witness to the above Signatures :-

Hub Davies

clerk.

114 Coleridge Road,
Newport,
Mon.

C. 173

DUPLICATE FOR THE FILE.

No. 734316



Certificate of Incorporation

I Hereby Certify, that

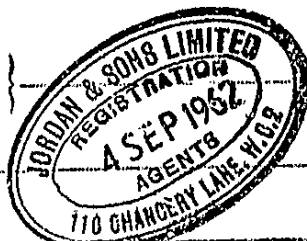
LANOVER PROPERTIES LIMITED

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

Given under my hand at London this Fourth day of September
One thousand nine hundred and sixty two.

L.S. Whitfield.
Assistant Registrar of Companies.

Certificate
received by



Date