

NO. OF COMPANY.....

735621

[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.....

*OCTRON* LIMITED.

CAT. No. C.F. 41.

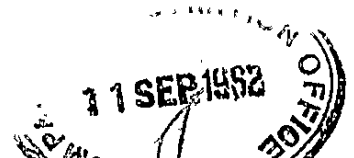
C511 J5164(J)L

**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*



I, DAVID ST. CLAIR MORGAN

of 116 CHANCERY LANE LONDON W.C.2

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

of

OCTRON 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 6 Cliffores Inn in the  
city of London

the 7<sup>th</sup> day of September

One thousand nine hundred and Sixty Two

before me,

Ken Mason  
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.

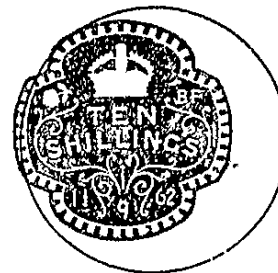
(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar,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

This margin to be reserved for binding.

No. OF COMPANY.....

735621

COMPANY HAVING A SHARE CAPITAL.



Inland  
Revenue  
Duty Stamp  
to be  
impressed  
here.



NAME OF

COMPANY.....

OCTRON

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.....

George A. Gordon

Date.....

7th September 1962

Description.....

Subscribed

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.

S2741 (n) □

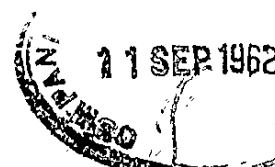
JORDAN & SONS,

LIMITED

Company Registration Agents, Printers & Publishers,

116, Chancery Lane, W.C.2 and 13, Broad Street Place, E.C.2.

Presented for registration by





735621

The Companies Act, 1948

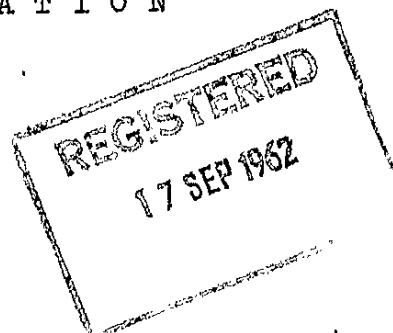
COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

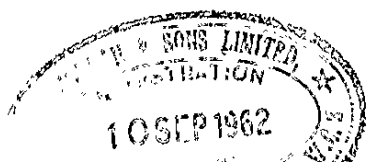
OF

OCTRORN LIMITED



1. The Name of the Company is "OCTRORN 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 out all or any of the businesses of Hire Purchase Financiers and Hire Purchase Consultants, Financiers for the promotion of the sale for cash or on credit or on the instalment plan or hire purchase, hire agreement or easy payment system or otherwise of goods, wares, produce, products and merchandise of every description, and to lend and advance money to, or negotiate loans on behalf of, or provide credit facilities for, such persons, firms or companies, and on such terms as may seem expedient; to give guarantees or become security for the payment of money or the performance of any obligations or undertakings, and to carry on the businesses of Industrial Bankers, Financiers, Financial Agents, Bill Discounters, Company Promoters, Mortgage and Insurance Brokers, Stock and Share Brokers, Dealers in Stocks, Shares, Loans, Annuities,



or may be conveniently used with, or may enhance the value of any other property of the Company (a).

- (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, 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, or for subsidising or otherwise assisting 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

(a) The class of works specially adapted to the business of the Company should be set out by name, and general words should cover other buildings &c. that may be required. The same remarks apply to Sub-Clause (E).

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 (supreme, 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 dependants 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 dependants.
- (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 (x).

(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 part of the world.

(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.

(a) This power is very useful either for starting subsidiary companies or for allowing the formation of a new company in case of a reconstruction. The power to promote companies generally should only be taken by a Finance 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.	No. of Shares taken by each Subscriber.
<p><i>Wm Russell</i>  <i>116 Chancery Lane,</i>  <i>London, W.C.2.</i>  <i>Commercial Manager</i></p> <p><i>George A. Cordery</i>  <i>116 Chancery Lane,</i>  <i>London, W.C.2.</i>  <i>Assistant Manager.</i></p>	<p><i>One</i></p> <p><i>One</i></p>
TOTAL SHARES TAKEN.	<i>Two</i>

Dated this *7th* day of *September* 19 *62*

Witness to the above Signatures :-

*E. Stevens,*  
*116, Chancery Lane,*

THE COMPANIES ACT, 1948

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COMPANY LIMITED BY SHARES.

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MEMORANDUM OF ASSOCIATION

of

OCTRORN LIMITED

---

A Private Company registered without Articles of Association and accordingly the Regulations contained in Part II of Table A in the First Schedule to The Companies Act, 1948, shall apply to the Company.

*Ally E. Currell*

*George A. Bondary*

Subscribers  
to the  
Memorandum

*Yd September 1962.*

and other Securities, and General Merchants, Agents, Factors, Brokers and Traders, and to undertake and carry on any business, transaction or operation commonly undertaken or carried on by financiers, company promoters, concessionnaires, contractors, capitalists or merchants, and generally to acquire, enter into, assist or participate in financial, commercial, mercantile, industrial or other undertakings and businesses of all kinds, and to carry on, develop and extend the same, or sell, dispose of and deal with or otherwise turn the same to account:

(B) To carry on in the United Kingdom or elsewhere the businesses of Brokers and General Agents for the transaction of Insurance-Business of all kinds, Arbitrators and Insurance Specialists, and Agents for effecting Insurance and obtaining policies in respect of every kind of risk.

(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,

C. 173

DUPLICATE FOR THE FILE.

No. 735621




## Certificate of Incorporation

I Hereby Certify, that

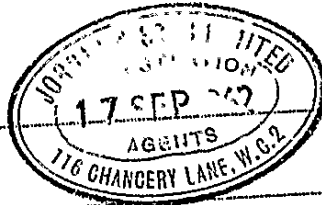
OCTRON LIMITED

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 September  
One thousand nine hundred and sixty two.

  
Assistant Registrar of Companies.

Certificate  
received by }



Date \_\_\_\_\_

C11119

Number of Company: 735621 / 4

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES.



(Copy)

SPECIAL RESOLUTION  
(Pursuant to The Companies Act, 1948, Sections 10 and 141)

of

OCTROON  
LIMITED,

Passed the 17th day of September 1962.

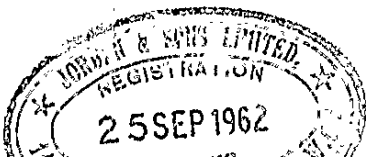
At an Extraordinary General Meeting of the above-named  
Company, duly convened, and held on the 17th day of  
September, 1962, the following SPECIAL RESOLUTION  
was duly passed:-

That the new Articles of Association already approved  
by this Meeting, and for the purpose of identification  
subscribed by the Chairman thereof, be and the same  
are hereby adopted as the Articles of Association of  
the Company in substitution for, and to the exclusion of,  
all the existing Regulations thereof.

*George A. Borelson*

CHAIRMAN.

318



The Companies Act, 1948

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COMPANY LIMITED BY SHARES

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## Articles of Association

OF

### Octroon Limited

*(Adopted by Special Resolution passed on the 18th day of  
September, 1962)*

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#### 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, 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 One Hundred 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," and there were added the following "If the members of the Company then entitled to attend and vote at such a meeting shall be only two or less than two one member shall be a quorum."

## DIRECTORS

8. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be more than five but need not exceed one. If and so long as there shall be a sole Director he shall have authority to exercise all the powers by Table A or these Articles expressed to be vested in the Directors generally.

9. The following persons shall be the first Directors of the Company: Sir STANLEY BELL, O.B.E., J.P. and FRANK HINDLE.

10. The shareholding qualification for Directors may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required.

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

12. 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.

13. Clause 86 in Part I of Table A shall be read and construed as if the words "and every Director present at any Meeting of Directors or Committee of Directors shall sign his name in a book to be kept for that purpose" were omitted.

14. Clause 88 in Part I of Table A shall be read and construed as if sub-clause (f) were omitted therefrom.

## WINDING UP

15. 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.

*Ronald A. Bondary*

4811/62



The Companies Act, 1948

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

OCTRON LIMITED

(Passed the 22nd day of October 1962)

.....

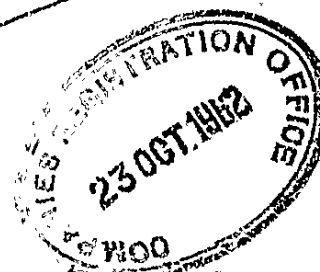
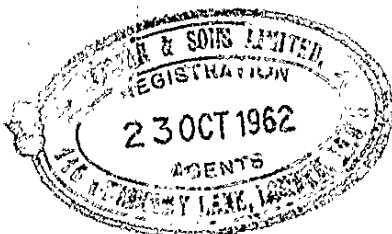
At an EXTRAORDINARY GENERAL MEETING of the Members of the  
above-named Company, duly convened, and held at Astley House,  
23 Quay Street, Manchester 3, on the 22nd day of October 1962,  
the following RESOLUTION was duly passed as a SPECIAL RESOLUTION 2-

SPECIAL RESOLUTION

With the consent of the Board of Trade the name  
of the Company be changed to NORTHERN TRUST  
COMPANY LIMITED

CHAIRMAN

REGISTERED  
23 OCT 1962





735621

OCTROBN LTD

We certify that, to the best of our knowledge and belief, the conditions mentioned in sub section (2) of Section 29 of the Companies Act, 1948, are satisfied at the date of passing this Resolution and have been satisfied at all times since 17th September 1962.

.....  
Lynn Smith

DIRECTOR

.....  
G. Makin

SECRETARY

Company Number 735621



**B**

Reference: C.R98/4811/62

BOARD OF TRADE,

COMPANIES ACT, 1948

OCTROORN

Limited

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to

NORTHERN TRUST COMPANY LIMITED

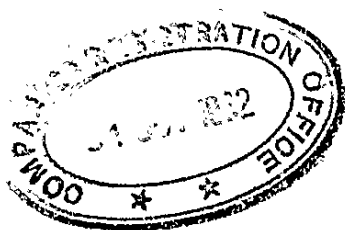
Signed on behalf of the Board of Trade

this

thirty-first

day of October

19 62



Authorised in that behalf by the  
President of the Board of Trade

REGISTERED

31 OCT 1962

No. C. 60.

Wt. 56813/730 4m. 11/61 B.L.&Co.Ltd. Gp.891/7420

DUPLICATE FOR THE FILE.

No. 735621



# Certificate of Incorporation on Change of Name

Whereas

OCTRORN LIMITED

was incorporated as a limited company under the

Companies Act, 1948,

on the seventeenth day of September, 1962

And whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

NORTHERN TRUST COMPANY LIMITED

Given under my hand at London, this thirty-first day of

October One thousand nine hundred and sixty two.

Certificate received by

.....  
.....

Date.....

*L. R. Cane*  
Registrar of Companies.

4441

118  
10/10

COMPANIES REGISTRATION OFFICE  
LONDON

FEE PAID  
COMPANIES  
REGISTRATION

07-CAP

51

Company No. ~~374024~~ 35621 / 10

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

(Copy)

ORDINARY RESOLUTION

(Pursuant to the Companies Act, 1948, Section 61)

of

OCTRORN LIMITED.

(Passed the 8th day of October, 1962)

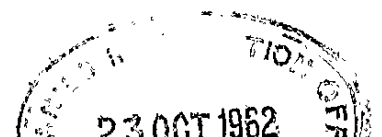
At an Extraordinary General Meeting of the above-named  
Company, duly convened, and held on the 8th day of October  
the following Resolution was duly passed as an Ordinary Resolution:

REGISTERED  
23 OCT 1962

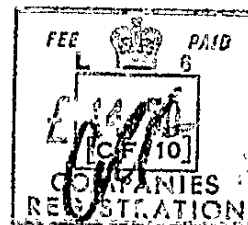
That the share capital of the Company be increased to  
£50,000 by the creation of an additional 49,900 Ordinary  
Shares of £1. each.

*[Signature]*  
CHAIRMAN.

MS  
E



NO. OF COMPANY.....735621 /11



14/10/1962  
£14/10

# THE COMPANIES ACT, 1948.

## Notice of Increase in Nominal Capital.

*Pursuant to Section 63.*

NAME OF COMPANY.....OCTORN.....

..... LIMITED.

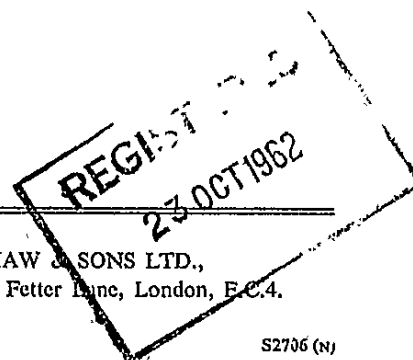
JORDAN & SONS, LTD.,  
116, Chancery Lane, London, W.C.2.

Cat. No. C.F. 10.

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

*Law Stationers and Company Registration Agents.*

S2706 (N)



*Presented by*



WHITEHEAD & ALDRICH



# Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

.....O.C.T.R.O.R.N.....

.....LIMITED,

hereby gives you notice pursuant to Section 63 of the Companies Act, 1948,  
that by (a).....Ordinary.....Resolution of the Company dated the  
.....8th.....day of .....October.....1962....., the nominal Capital  
of the Company has been increased by the addition thereto of the sum of  
£ 49,900.....beyond the registered Capital of £.....100.....

The additional Capital is divided as follows:—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
49,900	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 the new Shares are Preference Shares, and are (b) [not]  
redeemable.

(Signature).....

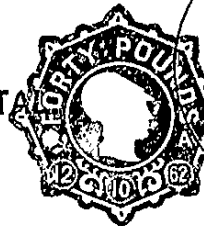
SECRETARY

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

Dated the.....8TH.....day of.....OCTOBER.....19 62

This margin to be reserved for binding.

NO. OF COMPANY.....735621



Inland  
Revenue  
Duty Stamp  
to be  
impressed  
here.

COMPANY HAVING A SHARE CAPITAL

## Statement of Increase of Nominal Capital

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

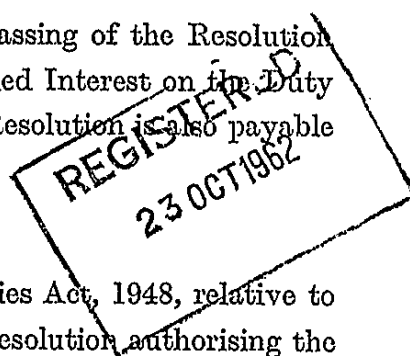
(NOTE.—The stamp duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

NAME OF  
COMPANY.....OCTORN

.....LIMITED.

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.



CAT. 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.*

COMPANIES REGISTERED 1223(X) L

10 OCT 1962

*Presented for registration by*

# The Nominal Capital

OF

OCTRO RN

LIMITED,

has by a Resolution of the Company dated the 8th day  
of OCTOBER, 1962, been increased by the addition thereto of  
the sum of FORTY NINE THOUSAND NINE HUNDRED Pounds,  
divided into ORDINARY Shares  
of ONE POUND each,  
beyond the Registered Capital of ONE HUNDRED POUNDS

\*Signature

G. Madhu

Description SECRETARY

Date 9TH OCTOBER 1962

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

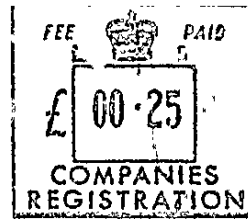
This margin is reserved for binding, and must not be written across.



Number of Company 735621



13



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

(COPY)

## Special Resolution

(Pursuant to The Companies Act, 1948, Sections 10 and 141)

OF

# Northern Trust Company Limited

*Passed the 28th day of February, 1963*

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Astley House, 23 Quay Street, Manchester, 3 in the County of Lancaster, on the 28th day of February, 1963, the following SPECIAL RESOLUTION was duly passed:—

That the new Articles of Association already approved by this Meeting, and for the purpose of identification subscribed by the Chairman thereof, be and the same are hereby adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Articles thereof.

REGISTERED

2 APR 1963



JORDAN & SONS, LIMITED,  
COMPANY REGISTRATION AGENTS, PRINTERS AND PUBLISHERS,  
CHANCERY LANE, LONDON, W.C.2, AND 13 BROAD STREET PLACE, E.C.2.

231

FAB 120

The Companies Act, 1948

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COMPANY LIMITED BY SHARES

---

## Articles of Association

OF

### Northern Trust Company Limited

*(Adopted by Special Resolution passed on the 28th day of  
February, 1963)*

---

#### 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 23, 53, 75, 77, 89, 90, 91, 92 and 106 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 and 6 (but not Clauses 1, 3 and 5) in Part II of Table A shall also apply to the Company.

#### SHARE CAPITAL AND SHARES

3. The Share Capital of the Company at the time of the adoption of these Articles is £50,000 divided into 50,000 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.

6. Subject to the provisions of Clause 24 in Part I of Table A any Share may be transferred to a person who is already a Member of the Company. Save as aforesaid the Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a Share (whether fully paid or not).

## 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," and there were added the following "If the members of the Company then entitled to attend and vote at such a meeting shall be only two or less than two one member shall be a quorum."

9. A poll may be demanded at any General Meeting by the Chairman or by any Member present in person or by proxy and entitled to vote; and Clause 58 in Part I of Table A shall be modified accordingly.

10. Subject to the provisions of The Companies Act, 1948 a resolution in writing signed by all the Members for the time being entitled to receive notice of and attend and vote at General Meetings shall be as effective as if the same had been passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form, each signed by one or more persons. In the case of a corporation the resolution may be signed on its behalf by a Director thereof or by its duly appointed attorney or duly authorised representative.

## DIRECTORS

11. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be more than five but need not exceed one. If and so long as there shall be a sole Director he shall have authority to exercise all the powers by Table A or these Articles expressed to be vested in the Directors generally.

12. The Directors of the Company at the time of the adoption of these Articles are: Sir STANLEY BELL, O.B.E., J.P. and FRANK HINDLE.

13. The shareholding qualification for Directors may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required.

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

15. No Director shall be disqualified by his position as Director from entering into any contract or arrangement with the Company, and a Director may vote as a Director and be taken into account for the purpose of constituting a quorum in respect of any contract or arrangement in which he may be in any way interested, and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. A Director may hold any other office or place of profit under the Company other than that of Auditor on such terms as to remuneration and otherwise as the Directors may determine. Sub-Clauses (2), (3), (4) and (5) of Clause 84 in Part I of Table A shall not apply to the Company.

16. Clause 86 in Part I of Table A shall be read and construed as if the words "and every Director present at any Meeting of Directors or Committee of Directors shall sign his name in a book to be kept for that purpose" were omitted.

17. Clause 88 in Part I of Table A shall be read and construed as if sub-clause (f) were omitted therefrom.

18. All references in Clauses 94, 95, 97 and 107 in Part I of Table A to the retirement by rotation of Directors shall be deemed to be omitted.

19. A Resolution in writing signed by all the Directors for the time being in the United Kingdom shall be as effective 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.

20. A Director present at a meeting of the Directors shall in addition to his own vote be entitled to one vote in respect of each other Director not present at the Meeting who shall have authorised him in respect of such meeting to vote for such other Director in his absence. Any such authority may relate generally to all meetings of the Directors or to any specified meeting or meetings and must be in writing or by cable or radiogram or telegram or telex message, which must be delivered to the Secretary for filing prior to or must be produced at the first meeting at which a vote is to be cast pursuant thereto.

#### WINDING UP

21. 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.

A large, stylized handwritten signature in dark ink, likely belonging to a company director or secretary, is written over the bottom right portion of the page. The signature is cursive and somewhat illegible due to its fluid style.

THE COMPANIES ACTS 1948 TO 1967

Notice of

**consolidation, division, sub-division, or conversion  
into stock of shares,** specifying the shares so consolidated,  
divided, sub-divided or converted into stock,

or of the  
**re-conversion into shares of stock,** specifying the  
stock so re-converted

or of the  
**redemption of redeemable preference shares**

or of the  
**cancellation of shares**  
(otherwise than in connection with a reduction of share capital  
under section 66 of the Companies Act 1948)

pursuant to section 62 of the Companies Act 1948

**name of company**

*Northern Trust Company*

Limited

**Jordan & Sons Limited,**  
Company Registration Agents, Printers & Publishers  
City Office: Wilec House 82 City Road London EC1  
Telephone: 01-253 6214 Telex No. 261010

Presented by

Presenter's reference **758**



To the Registrar of Companies

Northern Trust Company

Limited

HEREBY GIVES YOU NOTICE

in accordance with Section 62 of the Companies Act 1948, that\*

Each of the existing Ordinary Shares of  
£1 each has been sub-divided into 4  
Shares of £0.25 each.

Signature

*Oliver Pinkin*

(State whether Director or Secretary)

*Secretary*

Dated

*23rd May*

1972

\*e.g. In the case of Consolidation and Division "the 1,000 Preference Shares of £10 each of this Company numbered 1 to 1,000 have been consolidated and divided into 500 Preference Shares of £20 each, numbered 1 to 500." In the case of Conversion into Stock "the 10,000 Ordinary Shares of £5 each of this Company, numbered 1 to 10,000 have been converted into £50,000 Ordinary Stock." In the case of Re-conversion into Shares "the £50,000 Ordinary Stock of this Company has been re-converted into 10,000 Ordinary Shares of £5 each numbered 1 to 10,000." In the case of Sub-division "each of the 5,000 Ordinary Shares of £5 each has been divided into 5 Shares of £1 each." In the case of Redemption "500 of the Redeemable Preference Shares of £1 each of this Company numbered 1 to 500 have been redeemed." In the case of Cancellation "2,500 of the Ordinary Shares of the Company which have not been taken or agreed to be taken have been cancelled."

NOTE: The examples set out above will require amendment when distinctive numbers of shares are not used

## THE COMPANIES ACTS 1948 and 1967

## COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS  
(Pursuant to the Companies Act 1948, Section 61)

of

## NORTHERN TRUST COMPANY LIMITED

(Passed the 18th day of May 1972)

At an Extraordinary General Meeting of the above-named Company, duly convened, and held on the 18th day of May 1972 the following Resolutions were duly passed as Ordinary Resolutions :

1. That each of the existing Ordinary Shares of £1 each in the capital of the Company be subdivided into four shares of £0.25 each.
2. That the Share Capital of the Company be increased to £100,000 by the creation of an additional 200,000 Ordinary Shares of £0.25 each.

SIR STANLEY BELL

  
CHAIRMAN

735621

THE COMPANIES ACTS 1948 and 1967

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS  
(Pursuant to the Companies Act 1948, Section 61)

of

NORTHERN TRUST COMPANY LIMITED

(Passed the 18th day of May 1972)

At an Extraordinary General Meeting of the above-named Company, duly convened, and held on the 18th day of May 1972 the following Resolutions were duly passed as Ordinary Resolutions :

1. That each of the existing Ordinary Shares of £1 each in the capital of the Company be subdivided into four shares of £0.25 each.
2. That the Share Capital of the Company be increased to £100,000 by the creation of an additional 200,000 Ordinary Shares of £0.25 each.

SIR STANLEY BELL

  
CHAIRMAN



735621/26 number of company  
form No. 10  
no filing fee payable

C.R.F. £12.50

THE COMPANIES ACTS 1948 TO 1967

Notice of  
**increase in nominal capital**  
pursuant to section 63 of the Companies Act 1948

name of company

Northern Trust Company

Limited

Jordan & Sons Limited  
Company Registration Agents, Printers & Publishers  
City Office: Wilco House 82 City Road London EC1  
Telephone: 01-253 6214 Telex No. 261010



Presented by WHITEHEAD & ALDRICH

5, Rotherhithe Place

PRESTON P13 6B7

Presenter's Reference 798

To the Registrar of Companies

Northern Trust Company

.....Limited

hereby gives you notice pursuant to Section 63 of the Companies Act 1948 that, by (1) Ordinary Resolution of the Company dated 18th May 1972, the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 50,000 beyond the registered Capital of £ 50,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal Amount of each Share
200,000	Ordinary	£0.25.

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:—

The new shares to rank *pari passu* in all respects with the existing Ordinary Shares.

~~.....of the new Shares are Preference Shares, and are (2)~~  
~~not redeemable.~~

Olive Pittini

.....(Signature)

Secretary

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

Dated 23rd May 1972

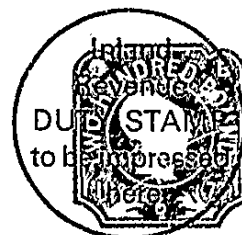
(1) " Ordinary, " Extraordinary " or " Special "

(2) Delete as appropriate.

735621/27 number of company

form No. 26

ced  
1250



COMPANY HAVING A SHARE CAPITAL



Statement of

**increase in nominal capital**

pursuant to section 112 of the Stamp Act 1891

**Note:** The stamp duty on an increase of Nominal Capital is 10s. (50p) for every £100 or fraction of £100—Section 41, Finance Act 1933.

name of company

Northern Trust Company  
Limited

The Nominal Capital of the above-named Company has by a Resolution of the Company dated 18th May 1972 been increased by the addition thereto of the sum of £ 50,000 beyond the Registered Capital of £ 50,000

Eric Pickin Signature  
Dated 23rd May 1972 Description Secretary

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 which also requires the filing of a Notice of Increase and a printed copy of the Resolution authorising the increase.

**Jordan & Sons Limited**

Company Registration Agents, Printers & Publishers  
City Office: Wilco House 82 City Road London EC1  
Telephone: 01-253 6214 Telex No. 261010

Presented by WHITEHEAD & ALDRICH  
5, Finsbury Lane  
Presented on 19th May 1972  
Presenter's Reference 758

Number of Company 735621

139  
THE COMPANIES ACTS 1929 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION  
-of-  
NORTHERN TRUST COMPANY LIMITED

(Passed the 11th day of October, 1977)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 12/13 St. Wilfrid Street, Preston, on the 11th day of October, 1977, the following SPECIAL RESOLUTION was duly passed :-

That clause 3 (A) of the Memorandum of Association of the Company be amended to read as follows :-

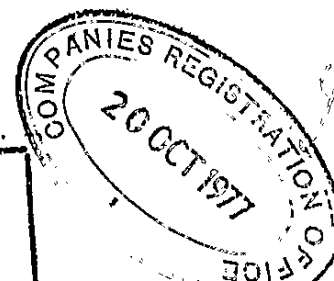
"(A)(i) To carry out all or any of the business of Hire Purchase Financiers and Hire Purchase Consultants, Financiers for the promotion of the sale for cash or on credit or on the instalment plan or hire purchase, hire agreement or easy payment system or otherwise of goods, wares, produce, products and merchandise of every description, and to lend and advance money to, or negotiate loans on behalf of, or provide credit facilities for, such persons, firms or companies, and on such terms as may seem expedient; to give guarantees or become security for the payment of money or the performance of any obligations or undertakings, and to carry on the business of Industrial Bankers, Financiers, Financial Agents, Bill Discounters, Company Promoters, Mortgage and Insurance Brokers, Stock and Share Brokers, Dealers in Stocks, Shares, Loans, Annuities, and other Securities, and General Merchants, Agents, Factors, Brokers and Traders, and to undertake and carry on any business, transaction or operation commonly undertaken or carried on by financiers, company promoters, concessionaires, contractors, capitalists or merchants, and generally to acquire, enter into, assist or participate in financial, commercial, mercantile, industrial or other undertakings and businesses of all kinds, and to carry on, develop and extend the same, or sell, dispose of and deal with or otherwise turn the same to account.

"(A)(ii) To carry on the business of undertaking or entering into or being party to bonds or covenants in favour of local or statutory authorities whereunder the due performance by builders or developers of obligations entered into by them in such bonds or covenants for the construction or road or street works as part of the development of building land or estates be guaranteed by the Company to such authorities."

*J. H. Mann*  
Chairman

33

Presented by:-  
THE LONDON LAW AGENCY LTD.,  
TEMPLE CHAMBERS.



735621/41

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION  
(Pursuant to the Companies Act 1948, Section 61)

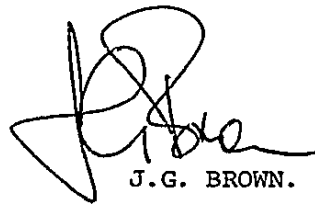
of

NORTHERN TRUST COMPANY LIMITED

(Passed on the 2nd day of February 1978)

At an Extraordinary General Meeting of the above-named Company,  
duly convened, and held on the 2nd day of February 1978 the  
following Resolution was duly passed as an Ordinary Resolution:

That the Share Capital of the Company be  
increased to £250,000 by the creation of an  
additional 600,000 Ordinary Shares of £0.25 each.

  
J.G. BROWN.

CHAIRMAN.



No. 735621

140

The Companies Act,

This print is filed pursuant to Section 9 of the European Communities Act 1972, any amendments to this print have been duly initiated.

THE LONDON LAW AGENCY LIMITED

COMPANY LIMITED BY SHARES

## Memorandum of Association

OF

### Northern Trust Company Limited

1. "The Name of the Company is "NORTHERN TRUST COMPANY LIMITED."

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

3. The Objects for which the Company is established are—

(A)(i) To carry out all or any of the business of Hire Purchase Financiers and Hire Purchase Consultants, Financiers for the promotion of the sale for cash or on credit or on the instalment plan or hire purchase, hire agreement or easy payment system or otherwise of goods, wares, produce, products and merchandise of every description, and to lend and advance money to, or negotiate loans on behalf of, or provide credit facilities for, such persons, firms or companies, and on such terms as may seem expedient; to give guarantees or become security for the payment of money or the performance of any obligations or undertakings, and to carry on the business of Industrial Bankers, Financiers, Financial Agents, Bill Discounters, Company Promoters, Mortgage and Insurance Brokers, Stock and Share Brokers, Dealers in Stocks, Shares, Loans, Annuities, and other Securities, and General Merchants, Agents, Factors, Brokers and Traders, and to undertake and carry on any business, transaction or operation commonly undertaken or carried on by financiers, company promoters, concessionaires, contractors, capitalists or merchants, and generally to acquire, enter into, assist or participate in financial, commercial, mercantile, industrial or other undertakings and businesses of all kinds, and to carry on, develop and extend the same, or sell, dispose of and deal with or otherwise turn the same to account.

(A)(ii) To carry on the business of undertaking or entering into or being party to bonds or covenants in favour of local or statutory authorities whereunder the due performance by builders or developers of obligations entered into by them in such bonds or covenants for the construction or road or street works as part of the development of building land or estates be guaranteed by the Company to such authorities.

(B) To carry on in the United Kingdom or elsewhere the businesses of Brokers and General Agents for the transaction of Insurance Business of all kinds, Arbitrators and Insurance Specialists, and Agents for effecting Insurance and obtaining policies in respect of every kind of risk.

\*The Name of the Company was on the 31st day of October, 1962 changed from "OCTRORN LIMITED" to "NORTHERN TRUST COMPANY LIMITED."

ANIES REGISTRA

Presented by

THE LONDON LAW AGENCY LTD.

- (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, 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, or for subsidising or otherwise assisting 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 (supreme, 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 dependants 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 dependants.
- (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 part of the world.
- (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 £100 000 divided into 100 000 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	Number of Shares taken by each Subscriber
PERCY O. ANSELL, 116 Chancery Lane, London, W.C.2. Commercial Manager.	One
GEORGE A. CORDEROY, 116 Chancery Lane, London, W.C.2. Assistant Manager.	One
Total Shares taken	Two

DATED this 7th day of September, 1962.

Witness to the above Signatures :—

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

The Companies Act, 1948

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COMPANY LIMITED BY SHARES

---

## Articles of Association

OF

### Northern Trust Company Limited

*(Adopted by Special Resolution passed on the 28th day of  
February, 1963)*

---

#### 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 23, 53, 75, 77, 89, 90, 91, 92 and 106 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 and 6 (but not Clauses 1, 3 and 5) in Part II of Table A shall also apply to the Company.

#### SHARE CAPITAL AND SHARES

3. The Share Capital of the Company at the time of the adoption of these Articles is £50,000 divided into 50,000 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.

*SUN  
FRI 12*

6. Subject to the provisions of Clause 24 in Part I of Table A any Share may be transferred to a person who is already a Member of the Company. Save as aforesaid the Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a Share (whether fully paid or not).

## 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," and there were added the following "If the members of the Company then entitled to attend and vote at such a meeting shall be only two or less than two one member shall be a quorum."

9. A poll may be demanded at any General Meeting by the Chairman or by any Member present in person or by proxy and entitled to vote; and Clause 58 in Part I of Table A shall be modified accordingly.

10. Subject to the provisions of The Companies Act, 1948 a resolution in writing signed by all the Members for the time being entitled to receive notice of and attend and vote at General Meetings shall be as effective as if the same had been passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form, each signed by one or more persons. In the case of a corporation the resolution may be signed on its behalf by a Director thereof or by its duly appointed attorney or duly authorised representative.

## DIRECTORS

11. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be more than five but need not exceed one. If and so long as there shall be a sole Director he shall have authority to exercise all the powers by Table A or these Articles expressed to be vested in the Directors generally.

12. The Directors of the Company at the time of the adoption of these Articles are: Sir STANLEY BELL, O.B.E., J.P. and FRANK HINDLE.

13. The shareholding qualification for Directors may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required.

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

DIRECTORS  
AGREED  
UNLIMITED.

15. No Director shall be disqualified by his position as Director from entering into any contract or arrangement with the Company, and a Director may vote as a Director and be taken into account for the purpose of constituting a quorum in respect of any contract or arrangement in which he may be in any way interested, and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. A Director may hold any other office or place of profit under the Company other than that of Auditor on such terms as to remuneration and otherwise as the Directors may determine. Sub-Clauses (2), (3), (4) and (5) of Clause 84 in Part I of Table A shall not apply to the Company.

16. Clause 86 in Part I of Table A shall be read and construed as if the words "and every Director present at any Meeting of Directors or Committee of Directors shall sign his name in a book to be kept for that purpose" were omitted.

17. Clause 88 in Part I of Table A shall be read and construed as if sub-clause (f) were omitted therefrom.

18. All references in Clauses 94, 95, 97 and 107 in Part I of Table A to the retirement by rotation of Directors shall be deemed to be omitted.

19. A Resolution in writing signed by all the Directors for the time being in the United Kingdom shall be as effective 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.

20. A Director present at a meeting of the Directors shall in addition to his own vote be entitled to one vote in respect of each other Director not present at the Meeting who shall have authorised him in respect of such meeting to vote for such other Director in his absence. Any such authority may relate generally to all meetings of the Directors or to any specified meeting or meetings and must be in writing or by cable or radiogram or telegram or telex message, which must be delivered to the Secretary for filing prior to or must be produced at the first meeting at which a vote is to be cast pursuant thereto.

#### WINDING UP

21. 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.

735621 / 42 .....number of company  
**form No. 10**  
no filing fee payable

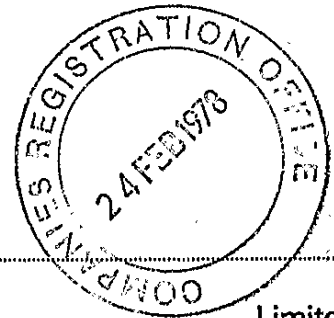
THE COMPANIES ACTS 1948 to 1976

Notice of  
**increase in nominal capital**  
pursuant to section 63 of the Companies Act 1948

name of company

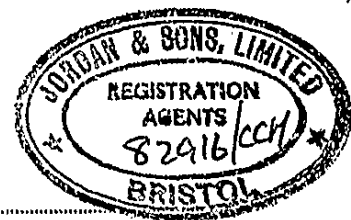
NORTHERN TRUST COMPANY

Limited



**Jordan & Sons Limited**

Legal and Information Services, Printers and Publishers  
Jordan House, 47 Brunswick Place, London N1 6EE  
Telephone 01-253 3030      Telex 261010



Presented by KEVILL BROWN & CO.,  
SOLICITORS,

15, ST WILFRID STREET, PRESTON, PR1 2US

Presenter's Reference JGB

59

**To the Registrar of Companies**

**NORTHERN TRUST COMPANY**

**Limited**

hereby gives you notice pursuant to Section 63 of the Companies Act 1948 that, by (1) Ordinary Resolution of the Company dated 2nd February 1978, the nominal Capital of the Company has been increased by the addition thereto of the sum of £150,000 beyond the registered Capital of £100,000

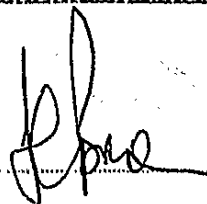
The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal Amount of each Share
600,000	Ordinary	£0.25

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 new Shares are Preference Shares, and are (2)~~  
~~not redeemable~~



(Signature)

Director

(State whether Director or Secretary)

Dated 20th February 1978

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

(2) Delete as appropriate



No. of Company 735621

The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

145



# Memorandum and Articles of Association of

NORTHERN TRUST COMPANY LIMITED

(Incorporated the 17th day of September, 1962)

33

CH

**Jordan & Sons Limited**

Legal and Information Services, Printers and Publishers

Jordan House 47 Brunswick Place London N1 6EE

Telephone 01-253 3030 Telex 261010

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

NORTHERN TRUST COMPANY LIMITED

(As altered by Special Resolution passed on the 11th day of October, 1977.)

1. \* The Name of the Company is "NORTHERN TRUST COMPANY LIMITED."

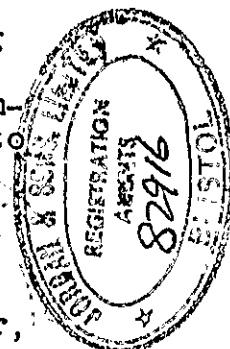
2. The Registered Office of the Company will be situate in England.

3. The Objects for which the Company is established are:-

(A) (i) To carry out all or any of the businesses of Hire Purchase Financiers and Hire Purchase Consultants, Financiers for the promotion of the sale for cash or on credit or on the instalment plan or hire purchase, hire agreement or easy payment system or otherwise of goods, wares, produce, products and merchandise of every description, and to lend and advance money to, or negotiate loans on behalf of, or provide credit facilities for, such persons, firms or companies, and on such terms as may seem expedient; to give guarantees or become security for the payment of money or the performance of any obligations or undertakings, and to carry on the business of Industrial Bankers, Financiers, Financial Agents, Bill Discounters, Company Promoters, Mortgage and Insurance Brokers, Stock and Share Brokers, Dealers in Stocks, Shares, Loans, Annuities, and other Securities, and General Merchants, Agents, Factors, Brokers and Traders, and to undertake and carry on any business, transaction or operation commonly undertaken or carried on by financiers, company promoters, concessionaires, contractors, capitalists or merchants, and generally to acquire, enter into, assist or participate in financial, commercial, mercantile, industrial or other undertakings and businesses of all kinds, and to carry on, develop and extend the same, or sell, dispose of and deal with or otherwise turn the same to account.

(ii) To carry on the business of undertaking or entering into or being party to bonds or covenants in favour of local or statutory authorities whereunder the due performance by builders or developers of obligations entered into by them in such bonds or covenants for the construction of road or street works as part of the development of building land or estates be guaranteed by the Company to such authorities.

\* The Name of the Company was on the 31st day of October, 1962 changed from "OCTRORN LIMITED" to "NORTHERN TRUST COMPANY LIMITED."



(B) To carry on in the United Kingdom or elsewhere the businesses of Brokers and General Agents for the trans-  
action of Insurance Business of all kinds, Arbitrators  
and Insurance Specialists, and Agents for effecting  
Insurance and obtaining policies in respect of every kind  
of risk.

(C) To carry on any other business (whether manufactur-  
ing 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 free-  
hold, leasehold, or other property for any estate or  
interest whatever, and any rights, privileges, or ease-  
ments over or in respect of any property, and any build-  
ings, 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 what-  
soever 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, tram-  
ways, 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, 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, or for subsidising or otherwise assisting 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 (supreme, 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 dependants 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 dependants.

(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 part of the world.

(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 £250,000, divided into 1,000,000 Shares of £0.25 each.

\* By Ordinary Resolution passed on the 8th day of October, 1962 the Share Capital was increased from £100 divided into 100 Shares of £1 each to £50,000 divided into 50,000 Shares of £1 each.

By Ordinary Resolutions passed on the 18th May 1972 the Share Capital was subdivided into ordinary shares of £0.25p each and the Capital was increased to £100,000 by the creation of an additional 200,000 Ordinary shares of £0.25p each.

By Ordinary Resolution passed on the 2nd day of February 1978 the Share Capital of the Company has been further increased to £250,000 divided into 1,000,000 shares of £0.25p.

THE COMPANIES ACTS 1948 to 1976

*J. R. Rose*  
*Director*

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

NORTHERN TRUST COMPANY LIMITED

(Adopted by Special Resolution passed on the 28th day of February, 1963)

*Subsidiary*

#### 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 23, 53, 75, 77, 89, 90, 91, 92 and 106 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 and 6 (but not Clauses 1, 3 and 5) in Part II of Table A shall also apply to the Company.

#### SHARE CAPITAL AND SHARES

3. \* The Share Capital of the Company at the time of the adoption of these Articles is £50,000 divided into 50,000 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.

\* By Ordinary Resolutions passed on the 18th May 1972 the Share Capital was subdivided into ordinary shares of £0.25p each and the Capital was increased to £100,000 by the creation of an additional 200,000 Ordinary shares of £0.25p each.

By Ordinary Resolution passed on the 2nd day of February 1978 the Share Capital of the Company has been further increased to £250,000 divided into 1,000,000 shares of £0.25p.



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.

6. Subject to the provisions of Clause 24 in Part I of Table A any Share may be transferred to a person who is already a Member of the Company. Save as aforesaid the Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a Share (whether fully paid or not).

#### 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," and there were added the following "If the Members of the Company then entitled to attend and vote at such a meeting shall be only two or less than two one member shall be a quorum."

9. A poll may be demanded at any General Meeting by the Chairman or by any Member present in person or by proxy and entitled to vote; and Clause 58 in Part I of Table A shall be modified accordingly.

10. Subject to the provisions of The Companies Act, 1948 a resolution in writing signed by all the Members for the time being entitled to receive notice of and attend and vote at General Meetings shall be as effective as if the same had been passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form, each signed by one or more persons. In the case of a corporation the resolution may be signed on its behalf by a Director thereof or by its duly appointed attorney or duly authorised representative.

#### DIRECTORS

11. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be more than five but need not exceed one. If and so long as there shall be a sole Director he shall have authority to exercise all the powers by Table A or these Articles expressed to be vested in the Directors generally.

12. The Directors of the Company at the time of the adoption of these Articles are: Sir Stanley Bell, O.B.E., J.P. and Frank Hindle.

13. The shareholding qualification for Directors may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required.

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

15. No Director shall be disqualified by his position as Director from entering into any contract or arrangement with the Company, and a Director may vote as a Director and be taken into account for the purpose of constituting a quorum in respect of any contract or arrangement in which he may be in any way interested, and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. A Director may hold any other office or place of profit under the Company other than that of Auditor on such terms as to remuneration and otherwise as the Directors may determine. Sub-Clauses (2), (3), (4) and (5) of Clause 84 in Part I of Table A shall not apply to the Company.

16. Clause 86 in Part I of Table A shall be read and construed as if the words "and every Director present at any Meeting of Directors or Committee of Directors shall sign his name in a book to be kept for that purpose" were omitted.

17. Clause 88 in Part I of Table A shall be read and construed as if sub-clause (f) were omitted therefrom.

18. All references in Clauses 94, 95, 97 and 107 in Part I of Table A to the retirement by rotation of Directors shall be deemed to be omitted.

19. A Resolution in writing signed by all the Directors for the time being in the United Kingdom shall be as effective 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.

20. A Director present at a meeting of the Directors shall in addition to his own vote be entitled to one vote in respect of each other Director not present at the Meeting who shall have authorised him in respect of such meeting to vote for such other Director in his absence. Any such authority may relate generally to all meetings of the Directors or to any specified meeting or meetings and must be in writing or by cable or radiogram or telegram or telex message which must be delivered to the Secretary for filing prior to or must be produced at the first meeting at which a vote is to be cast pursuant thereto.

## WINDING UP

21. 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.

## THE COMPANIES ACTS 1948 TO 1976

# A

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

Pursuant to section 3(1) of the Companies Act 1976

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

52

735621

Name of company

NORTHERN TRUST COMPANY

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(1) of the Companies Act 1976 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 as shown below:

Day Month

3 1 0 3

†delete as  
appropriate

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 0 3 1 9 8 3

See note 4(c) and  
complete if  
appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

‡delete as  
appropriate

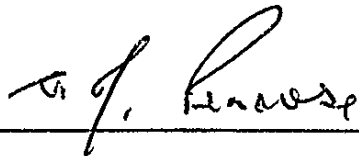
The company is a [subsidiary] [holding company] ‡ of \_\_\_\_\_

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

the accounting reference date of which is \_\_\_\_\_

§delete as  
appropriate

Signed



[Director] [Secretary] §Date

30.3.83

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

POMFRET RUSHTON  
CHARTERED ACCOUNTANTS  
28 RIBBLESDALE PLACE  
PRESTON PR1 3NA

For official use  
General section

Post room



159 735621

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING  
OF NORTHERN TRUST COMPANY LIMITED will be held at

on Fri. day the Twenty-fifth day of January 1985 at 4 o'clock  
in the afternoon for the purpose of considering and if thought fit passing the following Resolution which will  
be proposed as a Special Resolution:-

**SPECIAL RESOLUTION**

(1) THAT the Memorandum of Association of the Company be amended by the deletion of Clause (34) thereof and the substitution thereof of the following:-

"To borrow and raise money and secure any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages or charges upon the undertaking and all or any of the real and personal property and assets (present or future), and all or any of the uncalled capital for the time being of the Company, or by the creation and issue (at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges, and conditions as may be thought fit) of debentures, debenture stock or other obligations or securities of any description, and whether with or without the company receiving any consideration to guarantee or secure (with or without a mortgage or charge on all or any part of the undertaking and assets, present and future, and the uncalled capital, for the time being of the Company) the performance of the obligations, and the payment of the principal of, and dividends, interest and premiums on, any stocks, shares, debentures, debenture stock or other securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary of the Company (as defined by Section 154 of the Companies Act, 1948) or the holding company (as defined by the said Section) or another subsidiary (as so defined) of the Company's holding company or otherwise associated with the Company in business and (without prejudice to the generality of the foregoing) to procure bankers or others to guarantee all or any of the obligations of the Company."

I hereby certify that the above Special Resolution was passed at an Extraordinary General Meeting held  
on 25th January 1985

L. J. Linsay  
Secretary

We being the holders of all the issued shares in the capital of

NORTHERN TRUST COMPANY LIMITED entitled to attend and vote at General Meetings of the Company HEREBY CONSENT to the convening and holding of the above mentioned Extraordinary General Meeting of the Company today and the passing thereof of the Resolution above set forth notwithstanding that less than 21 days notice has been given of the said Meeting and that the Resolution to be proposed thereat will be so proposed as a Special Resolution.

DATED this Twenty-fifth day of January 1985  
[Signature]  
.....  
Limited



NO. OF COMPANY 735621/60

THE COMPANIES ACT 1985

---

ORDINARY RESOLUTION

OF

NORTHERN TRUST COMPANY LIMITED

Passed on the 11th day of October 1985.

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at 59, St. Thomas's Road, Chorley, in the County of Lancashire

on the 11th day of October 1985 the following  
ORDINARY RESOLUTION was duly passed:-

RESOLUTION

That the capital of the Company be increased to 10,000,000 25p Ordinary Shares each by creation of 9,000,000 additional Ordinary Shares of 25p each to rank pari passu with the existing shares of the Company.

.....  
(J.G. Brown) Director

Presented for filing by:

Powfret Rushton  
28 Ribblesdale Place  
Preston, Lancashire.



735621

.....number of company

**form No. 10**

no filing fee payable

## THE COMPANIES ACTS 1948 TO 1967

Notice of

**increase in nominal capital**

pursuant to section 63 of the Companies Act 1948

**name of company**

NORTHERN TRUST COMPANY

.....Limited

**Jordan & Sons Limited**

Company Registration Agents, Printers & Publishers

Wilec House 82 City Road London EC1Y 2BX

Telephone: 01-253 6214 Telex No. 261010

Presented by.....

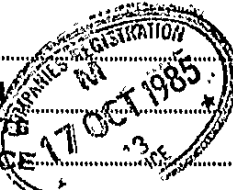
POMFRET RUSHTON

CHARTERED ACCOUNTANTS

28 RIBBLESDALE PLACE

PRESTON PR1 3NA

Presenter's Reference.....



**To the Registrar of Companies**

NORTHERN TRUST COMPANY

Limited


hereby gives you notice pursuant to Section 63 of the Companies Act 1948 that, by (1) Ordinary Resolution of the Company dated 11th October 1985, the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 2,250,000 beyond the registered Capital of £ 250,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal Amount of each Share
9,000,000	Ordinary	25p

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:—

The additional Ordinary Shares rank pari passu with the existing shares.

 ~~of the new Shares are Preference Shares, and are (2)~~  
~~[not] redeemable.~~

 (Signature)

(State whether Director or Secretary)

Dated 15th October 1985

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

(2) Delete as appropriate.



**Company Number: 735621**

**The Companies Acts 1948 to 1976**

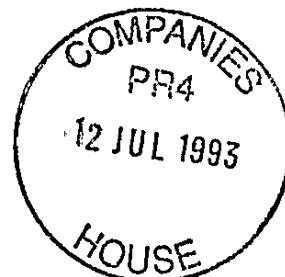
**COMPANY LIMITED BY SHARES**

---

**MEMORANDUM  
AND ARTICLES  
OF ASSOCIATION**

**NORTHERN TRUST COMPANY LIMITED**

**Incorporated the 17th day of September 1962**



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**Jordan & Sons Limited  
Company Formation and Information Specialists  
Legal Stationers and Publishers  
Branches throughout the United Kingdom  
Head Office Telephone 0272-230600 Fax 0272-230063**

THE COMPANIES ACTS 1948 to 1976

*L. J. Lacey.*

*DIRECTOR/ SECRETARY*

COMPANY LIMITED BY SHARES

CERTIFICATION

MEMORANDUM OF ASSOCIATION OF

NORTHERN TRUST COMPANY LIMITED

WE HEREBY CERTIFY that this print incorporates all alterations made to this company's Memorandum Association by filed resolutions and is lodged in compliance with the requirements of section 18 of the companies Act 1985.

9 JUL 1993

(As altered by Special Resolutions passed on the 11th day of October, 1977, the 25th day of January 1985 and the 2nd day of October 1987)

1. \*The Name of the Company is "NORTHERN TRUST COMPANY LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:-

(A) (i) To carry out all or any of the businesses of Hire Purchase Financiers and Hire Purchase Consultants, Financiers for the promotion of the sale for cash or on credit or on the instalment plan or hire purchase, hire agreement or easy payment system or otherwise of goods, wares, produce, products and merchandise of every description, and to lend and advance money to, or negotiate loans on behalf of, or provide credit facilities for, such persons, firms or companies, and on such terms as may seem expedient; to give guarantees or become security for the payment of money or the performance of any obligations or undertakings, and to carry on the business of Industrial Bankers, Financiers, Financial Agents, Bill Discounters, Company Promoters, Mortgage and Insurance Brokers, Stock and Share Brokers, Dealers in Stocks, Shares, Loans, Annuities, and other Securities, and General Merchants, Agents, Factors, Brokers and Traders, and to undertake and carry on any business, transaction or operation commonly undertaken or carried on by financiers, company promoters, concessionaires, contractors, capitalists or merchants, and generally to acquire, enter into, assist or participate in financial, commercial, mercantile, industrial or other undertakings and businesses of all kinds, and to carry on, develop and extend the same, or sell, dispose of and deal with or otherwise turn the same to account; to acquire by purchase, lease, exchange, hire or otherwise and whether for investment or resale, lands and property of any tenure or any interest in the same and to purchase, sell and deal in freehold and leasehold ground rents and rentcharges; to sell, lease, let, mortgage or otherwise dispose of the lands, houses, buildings and other property of the Company.

\* The Name of the Company was on the 31st day of October, 1962 changed from "OCTRORN LIMITED" to "NORTHERN TRUST COMPANY LIMITED".

(ii) To carry on the business of undertaking or entering into or being party to bonds or covenants in favour of local or statutory authorities whereunder the due performance by builders or developers of obligations entered into by them in such bonds or covenants for the construction of road or street works as part of the development of building land or estates be guaranteed by the Company to such authorities.

(B) To carry on in the United Kingdom or elsewhere the businesses of Brokers and General Agents for the transaction of Insurance Business of all kinds, Arbitrators and Insurance Specialists, and Agents for effecting Insurance and obtaining policies in respect of every kind of risk.

(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, 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, or for subsidising or otherwise assisting 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 and raise money and secure any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages or charges upon the undertaking and all or any of the real and personal property and assets (present or future), and all or any of the uncalled capital for the time being of the Company, or by the creation and issue (at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges, and conditions as may be thought fit) of debentures, debenture stock or other obligations or securities of any description, and whether with or without the Company receiving any consideration to guarantee or secure (with or without a mortgage or charge on all or any part of the undertaking and assets, present and future, and the uncalled capital, for the time being of the Company) the performance of the obligations, and the payment of the principal of, and dividends, interest and premiums on, any stocks, shares, debentures, debenture stock or other securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary of the Company (as defined by Section 154 of the Companies Act, 1948) or the holding company (as defined by the said Section) or another subsidiary (as so defined) of the Company's holding company or otherwise associated with the Company in business and (without prejudice to the generality of the foregoing) to procure bankers or others to guarantee all or any of the obligations of the Company.

(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 (supreme, 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 dependants 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 dependants.

(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 part of the world.

(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 £250,000, divided into 1,000,000 Shares of £0.25 each.

\* By Ordinary Resolution passed on the 8th day of October, 1962 the Share Capital was increased from £100 divided into 100 Shares of £1 each to £50,000 divided into 50,000 Shares of £1 each.

\* By Ordinary Resolutions passed on the 18th May 1972 the Share Capital was subdivided into ordinary shares of £0.25p each and the Capital was increased to £100,000 by the creation of an additional 200,000 Ordinary shares of £0.25p each.

\* By Ordinary Resolution passed on the 2nd day of February 1978 the Share Capital of the Company has been further increased to £250,000 divided into 1,000,000 shares of £0.25p.

\* By Ordinary Resolution passed on the 29th October, 1985 the Share Capital of the Company has been further increased to £1,000,000 divided into 4,000,000 Shares of £0.25 each.

THE COMPANIES ACTS 1948 to 1976

*L. J. King*

DIRECTOR/ SECRETARY

COMPANY LIMITED BY SHARES

CERTIFICATION

ARTICLES OF ASSOCIATION OF

NORTHERN TRUST COMPANY LIMITED

WE HEREBY CERTIFY that this print incorporates all alterations made to this company's Articles of Association by filed resolutions and is lodged in compliance with the requirements of section 18 of the companies Act 1985.

9 JUL 1993

(Adopted by Special Resolution passed on the 28th day of February, 1963 and altered by Special Resolution passed on the 31st March 1993)

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 23, 53, 75, 77, 89, 90, 91, 92 and 106 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 and 6 (but not Clauses 1, 3 and 5) in Part II of Table A shall also apply to the Company.

SHARE CAPITAL AND SHARES

3. \*The Share Capital of the Company at the time of the adoption of these Articles is £50,000 divided into 50,000 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.

\* By Ordinary Resolutions passed on the 18th May 1972 the Share Capital was subdivided into ordinary shares of £0.25p each and the Capital was increased to £100,000 by the creation of an additional 200,000 Ordinary shares of £0.25p.

\* By Ordinary Resolution passed on the 2nd day of February 1978 the Share Capital of the Company has been further increased to £250,000 divided into 1,000,000 shares of £0.25p.

\* By Ordinary Resolution passed on the 29th October, 1985 the Share Capital of the Company has been further increased to £1,000,000 divided into 4,000,000 Shares of £0.25p.

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.

6. Subject to the provisions of Clause 24 in Part I of Table A any Share may be transferred to a person who is already a Member of the Company. Save as aforesaid the Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a Share (whether fully paid or not).

#### 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," and there were added the following "If the Members of the Company then entitled to attend and vote at such a meeting shall be only two or less than two one member shall be a quorum".

9. A poll may be demanded at any General Meeting by the Chairman or by any Member present in person or by proxy and entitled to vote; and Clause 58 in Part I of Table A shall be modified accordingly.

10. Subject to the provisions of The Companies Act, 1948 a resolution in writing signed by all the Members for the time being entitled to receive notice of and attend and vote at General Meetings shall be as effective as if the same had been passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form, each signed by one or more persons. In the case of a corporation the resolution may be signed on its behalf by a Director thereof or by its duly appointed attorney or duly authorised representative.

#### DIRECTORS

11. That the number of Directors shall not be subject to any maximum, but shall not be less than two.

12. The Directors of the Company at the time of the adoption of these Articles are: Sir Stanley Bell, O.B.E., J.P. and Frank Hindle.

13. The shareholding qualification for Directors may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required.

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

15. No Director shall be disqualified by his position as Director from entering into any contract or arrangement with the Company, and a Director may vote as a



Director and be taken into account for the purpose of constituting a quorum in respect of any contract or arrangement in which he may be in any way interested, and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. A Director may hold any other office or place of profit under the Company other than that of Auditor on such terms as to remuneration and otherwise as the Directors may determine. Sub-Clauses (2), (3), (4) and (5) of Clause 84 in Part I of Table A shall not apply to the Company.

16. Clause 86 in Part I of Table A shall be read and construed as if the words "and every Director present at any Meeting of Directors or Committee of Directors shall sign his name in a book to be kept for that purpose" were omitted.

17. Clause 88 in Part I of Table A shall be read and construed as if sub-clause (f) were omitted therefrom.

18. All references in Clauses 94, 95, 97 and 107 in Part I of Table A to the retirement by rotation of Directors shall be deemed to be omitted.

19. A Resolution in writing signed by all the Directors for the time being in the United Kingdom shall be as effective 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.

20. A Director present at a meeting of the Directors shall in addition to his own vote be entitled to one vote in respect of each other Director not present at the Meeting who shall have authorised him in respect of such meeting to vote for such other Director in his absence. Any such authority may relate generally to all meetings of the Directors or to any specified meeting or meetings and must be in writing or by cable or radiogram or telegram or telex message which must be delivered to the Secretary for filing prior to or must be produced at the first meeting at which a vote is to be cast pursuant thereto.

#### WINDING UP

21. 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.

Company Number : 735621

THE COMPANIES ACT 1985 and 1989

COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTION

- of -

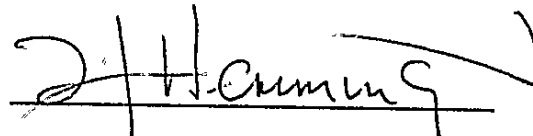
NORTHERN TRUST COMPANY LIMITED

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Pursuant to Section 381A of the Companies Act 1985 we the undersigned being the sole Member of the Company entitled at the date of this resolution to receive notice of and to attend and vote at General Meetings of the Company HEREBY RESOLVE :-

THAT the regulations contained in the printed document attached to this resolution be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the Company's existing Articles of Association.

SIGNED :



A duly authorised signatory on behalf of  
TJH GROUP LIMITED

DATED :

22 February 1994



**Company Number : 735621**

**THE COMPANIES ACTS 1985 and 1989**

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**COMPANY LIMITED BY SHARES**

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**ARTICLES OF ASSOCIATION**

**- of -**

**NORTHERN TRUST COMPANY  
LIMITED**

**NICHOLSON GRAHAM & JONES  
25-31 Moorgate, London EC2R 6AR**

THE COMPANIES ACTS 1985 and 1989

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

- of -

NORTHERN TRUST COMPANY LIMITED

(adopted by Written Resolution  
passed on *12<sup>th</sup> February* 1994)

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1. Preliminary

- 1.1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 ("Table A") shall apply to the Company save insofar as they are excluded or modified hereby.
- 1.2 The regulations of Table A numbered 3, 40, 41, 54, 64, 65, 66, 69, 73 to 81 (inclusive), 89, 93, 94, 101, 115 and 118 shall not apply. The regulations of Table A numbered 56, 62, 88, 112 and 116 shall be modified as hereinafter mentioned. Subject to such exclusions and modifications, and in addition to the remaining regulations of Table A, the following shall be the articles of association of the Company.

2. Share Capital

- 2.1 Subject to the provisions of the Act and without prejudice to article 2.2 any shares may be issued which are to be redeemed or are liable to be redeemed at the option of the company or the holder of such shares on such terms and in such manner as may be provided by the articles or as the Company may by resolution determine.
- 2.2 The unissued shares in the capital of the Company for the time being shall be under the control of the Directors, who are hereby generally and unconditionally authorised to allot, grant options over, or otherwise dispose of or deal with any unissued shares and relevant securities (as defined in Section 80(2) of the Act) to such persons, on such terms and in such manner as they think fit, but subject to any agreement binding on the Company Provided that the authority

contained in this article insofar as the same relates to relevant securities (as defined as aforesaid) shall, unless revoked or varied in accordance with Section 80 of the Act:-

- (i) be limited to a maximum nominal amount of shares equal to the amount of the authorised share capital of the Company at the date of adoption of these articles; and
- (ii) expire five years from the date of adoption by the Company of these articles but without prejudice to any offer or agreement made before that anniversary which would or might require the exercise by the Directors after such anniversary of their powers in pursuance of the said authority.

In exercising their authority under this article the Directors shall not be required to have regard to Sections 89(1) and 90(1) to (6) (inclusive) of the Act which Sections shall be excluded from applying to the Company.

### **3. Proceedings at General Meetings**

- 3.1 No business shall be transacted at any meeting unless a quorum is present. One person entitled to vote upon the business to be transacted, being a member, or a proxy for a member or a duly authorised representative of a corporation shall be a quorum.
- 3.2 If a quorum is not present within half an hour from the time appointed for the Meeting, or if during a Meeting such a quorum ceases to be present, the Meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine; and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, or if during the adjourned Meeting such a quorum ceases to be present such adjourned Meeting shall be dissolved.

### **4. Votes of Members**

- 4.1 Subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote and on a poll every member shall have one vote for every share of which he is the holder. Section 372(2)(c) of the Act shall not apply.
- 4.2 Regulation 62 of Table A shall be modified by the deletion in paragraph (a) of the words "within the United Kingdom".
- 4.3 In the case of a corporation a director or the secretary thereof shall be deemed to be a duly authorised representative.

- 4.4 An instrument appointing a proxy may be deposited at any time up to the time appointed for holding the meeting or adjourned meeting either at the registered office of the Company or any place specified by the directors for the deposit of proxies or may be delivered to the chairman of the meeting at the commencement of the meeting or adjourned meeting. The provisions of Regulations 56 and 62 of Table A shall be modified accordingly.

5. Number of Directors

The minimum number of Directors shall be one and there shall be no maximum number.

6. Alternate Directors

- 6.1 Any Director (other than an alternate Director) may appoint any other person willing to act, whether or not he is a director of the Company, to be an alternate Director and may remove from office an alternate Director so appointed by him. Save as otherwise provided in these articles, unless he is already an officer of the Company in his own right, an alternate Director shall not, as such, have any rights other than those mentioned in article 6.2 below.
- 6.2 An alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointor is a member, and to attend, speak and vote at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in his absence. An alternate Director who is absent from the United Kingdom shall be entitled to receive notice of all meetings of Directors and meetings of committees of Directors. A Director (including an alternate director) present at such meeting and appointed alternate Director for any other Directors entitled to attend and vote at such meeting shall have an additional vote for each of his appointors absent from the meeting. An alternate Director shall not be entitled to receive any remuneration from the Company for his services as an alternate Director.
- 6.3 Without prejudice to article 6.2 and save as otherwise provided in the articles, an alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him.
- 6.4 Regulation 88 of Table A shall be modified by deletion of the word "not" in the third line.
7. Appointment and Retirement of Directors
- 7.1 The Directors of the Company shall not retire by rotation.

- 7.2 The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company either to fill a casual vacancy or as an addition to the Board.
- 7.3 Without prejudice to the powers of the Directors under article 7.2 the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a casual vacancy or as an addition to the Board.
- 7.4 The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at General Meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the office of the Company remove any Director from office or appoint any person to be a Director. Such removal or appointment shall take effect forthwith upon delivery of the memorandum to the office of the Company or on such later date (if any) as may be specified therein.

8. Disqualification and Removal of Directors

8.1 The office of a Director shall be vacated if :-

- (i) by notice in writing to the Company he resigns the office of Director, provided that if such Director is under a contract of service with the Company the notice shall not take effect until the resignation is accepted in writing by the Company; or
- (ii) he becomes bankrupt or enters into any arrangement or composition with his creditors generally; or
- (iii) he is prohibited from being a Director by an order made under any of the provisions of the Insolvency Act 1986, the Company Directors Disqualification Act 1986 or any other statutory provisions; or
- (iv) he is, or may be, suffering from mental disorder and either :
  - (a) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984, or
  - (b) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

- (v) he is removed from office pursuant to a resolution duly passed under Section 303 of the Act; or
  - (vi) he is removed from office pursuant to a notice given by any member or members under article 7.4; or
  - (vii) he is requested in writing by all his co-Directors to resign.
- 8.2 No person shall be disqualified from being or becoming a Director of the Company by reason of his attaining or having attained the age of 70 years or any other age.

9. Directors' Interests

Provided that a Director declares his interest in a contract or arrangement or proposed contract or arrangement with the Company in manner provided by Section 317 of the Act he shall be counted in the quorum of any meeting of Directors at which the same is considered and shall be entitled to vote as a Director in respect thereof.

10. Proceedings of Directors

- 10.1 It shall be necessary to give notice of a meeting to a director who is absent from the United Kingdom and Regulation 88 of Table A shall be modified accordingly.
- 10.2 The quorum for the transaction of the business of the Directors shall, except when one Director only is in office, be two. A person who holds office as alternate Director shall, if his appointor is not present, be counted in the quorum. When one Director only is in office he shall have and may exercise all the powers and authorities in and over the affairs of the Company as are conferred on the Directors by the articles.
- 10.3 The Directors at any meeting of Directors need not be present at one place provided that they are able to hear and communicate with each other by telephone or other instantaneous means throughout the proceedings and both the Director(s) present at the place fixed for the meeting and the Director(s) in communication are willing to treat the Director(s) in communication as being present.
- 10.4 A resolution in writing signed by all the Directors (including a sole Director) entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors; but a resolution signed by an alternate Director need not also be signed by his appointor and, if it is signed by a Director who has appointed an alternate Director, it need not be signed by the alternate Director in that capacity.



**11. The Seal**

If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal.

**12. Notices**

12.1 Regulation 112 of Table A shall be modified by the deletion of the last sentence and the substitution therefor of the following: "Any member whose registered address is not within the United Kingdom shall be entitled to have notices given to him at that address."

12.2 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Any notice given pursuant to the articles by the Company by post to an address within the United Kingdom shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted. Any such notice sent by post to an address outside the United Kingdom shall be posted by airmail and shall be deemed to be given at the expiration of 72 hours after the envelope containing it was posted. Any notice not sent by post but given orally or by telefacsimile machine or left at a member's registered address shall be deemed to be given at the time of oral communication or transmission or being left (as the case may be).

12.3 Regulation 116 of Table A shall be modified by the deletion of the words "within the United Kingdom".

**13. Indemnities**

13.1 Every Director or other officer or Auditor of the Company shall 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 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

13.2 The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.

Company No: 00735621

**THE COMPANIES ACT 1985 AND 1989**

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**PRIVATE COMPANY LIMITED BY SHARES**

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**ELECTIVE RESOLUTIONS IN WRITING**

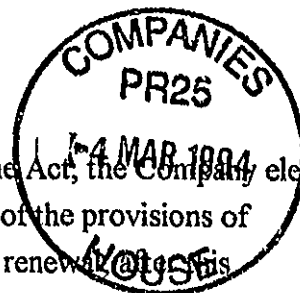
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of

**NORTHERN TRUST COMPANY LIMITED**

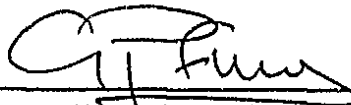
WE, being all the members of the Company who at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with Section 381A of the Companies Act 1985, AS FOLLOWS:

1. THAT, in accordance with Sections 252 and 379A of the Companies Act 1985, the Company elects to dispense with the laying of accounts and reports before the Company in general meeting.
2. THAT, in accordance with Sections 366A and 379A of the Act, the Company elects to dispense with the holding of annual general meetings.
3. THAT, in accordance with Sections 379A and 386 of the Act, the Company elects to dispense with the obligation to appoint auditors annually.
4. THAT, in accordance with Sections 80A (1) and 379A of the Act, the Company elects that the provisions of Section 80A of the Act apply, instead of the provisions of Section 80(4) and (5) of the Act, in relation to the giving or renewal of this election, of an authority under that Section.



These written resolutions take effect as elective resolutions.

SIGNATURE:



Director (for and on behalf of NORTHERN TRUST COMPANY  
LIMITED (sole shareholder))

DATE:

16.2.94

Date sent to auditors:

23.2.94

K. M. M. 28/2/94