

Number of Company . . .

751683

Form No. 41

# THE COMPANIES ACT, 1948



A COMPANIES  
REGISTRATION  
FEE STAMP OF  
5/- 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)*

Name of  
Company

HAMPSTEAD WAY INVESTMENTS  
LIMITED

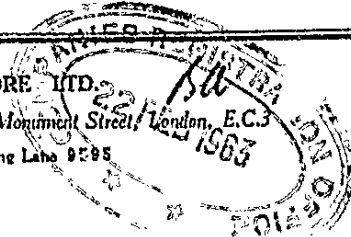
Presented by

STEPHENSON & WILKINSON  
Solicitors  
Gutter Lane,  
CHEAPSIDE, E.C.4

F. S. MOORE LTD.

Law Stationers & Printers, 11-15 Monument Street, London, E.C.3

Telephone: MINning Lane 8285



I, Michael John Cansdale

of Saddlers' Hall,

Gutter Lane, Cheapside, London, E.C.2

(a) Here insert:  
"A Solicitor of the  
Supreme Court"  
for in Scotland  
a Solicitor) "engaged  
in the formation"

or  
"A person named  
in the Articles of  
Association as a  
Director" (whichever  
Secretary  
is applicable).

Do solemnly and sincerely declare that I am (a) A Solicitor of

the Supreme Court engaged in

the formation

of HAIPSTEAD WAY INVESTMENTS

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 Cheapside House  
135/147 Cheapside  
in the City of London

M. J. Cansdale

\* the 22<sup>nd</sup> day of February 1963.

Before me,

H. Arnold Price  
H. ARNOLD PRICE.

A Commissioner for Oaths, (or a Notary Public or  
Justice of the Peace.)

\* This Declaration must not be made until the Memorandum and Articles of Association  
and Form 25 (Statement of Nominal Capital) have been signed and dated.

Reserve for binding

Number of Company

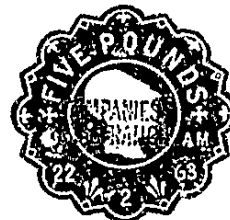
751683/2

Form No. 25

# THE STAMP ACT 1891

(54 & 55 Vict., Ch. 39)

COMPANY LIMITED BY SHARES



## Statement of the Nominal Capital

OF

HAMPSTEAD WAY INVESTMENTS  
LIMITED

REGISTERED  
27 FEB 1963

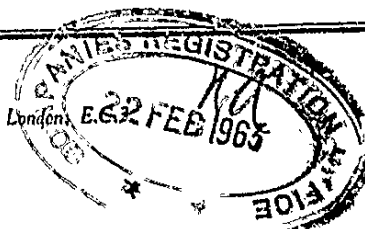
Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933

NOTE:- The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100

Presented by

STEPHENSON, HARRISON & TATNALL,  
SADDLER STREET,  
GUTHRIE & CO.,  
CHEAPSIDE, E.C.2.

F. S. MOORE LTD.  
Law Stationers & Printers, 11-15 Monument Street, London, E.C.3  
Telephone: MINcing Lane 9595



# THE NOMINAL CAPITAL

OF

## HAMPSTEAD WAY INVESTMENTS LIMITED

is £ 1000, divided into 1000

Shares of £1 each.

Signature



(State whether Director,  
Manager or Secretary)

SECRETARY

Dated the 27th day of February 19 63

Reserve for binding



751683/ 5

THE COMPANIES ACT, 1948

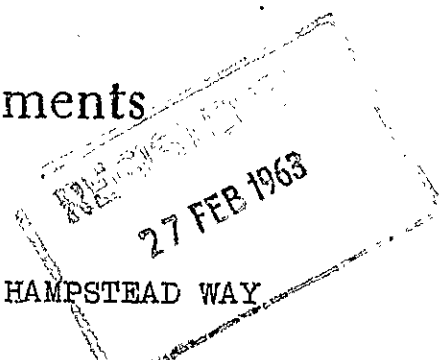


COMPANY LIMITED BY SHARES



## Memorandum of Association

OF

Hampstead Way Investments  
Limited. /

1. The name of the Company is HAMPSTEAD WAY INVESTMENTS LIMITED. /

2. The registered office of the Company will be situate in England. /

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

(1) To invest the moneys of the Company on the security or in the acquisition of real and personal property of any kind and in any part of the world and in particular of any land, buildings, leases, underleases, mortgages, charges, annuities, stocks, shares, debentures, debenture stocks, bonds, obligations or securities, and to hold and from time to time to vary or dispose of the same, but so that such properties as aforesaid and any properties acquired in substitution therefor shall be acquired for the purpose of investment only.

KB (2) To acquire for investment any such lands, buildings, leases, underleases, mortgages, charges, annuities, stocks, shares, debentures, debenture stocks, bonds, obligations or securities aforesaid by purchase, lease, concession, grant, licence subscription, exchange or otherwise, and to exercise and enforce all rights and powers conferred by or incident to the tenure or ownership thereof as the case may be.



(2)

- (3) To manage, lease, grant licences or concessions in respect of, exchange, mortgage or charge all or any part of the Company's property.
- (4) To purchase or otherwise acquire, obtain options over, take over, manage, supervise, control and undertake all or any part of the business, undertaking, goodwill, property, assets and rights of any person, firm or company, or to acquire the control of shares of any company or any interest therein.
- (5) To purchase, subscribe for, underwrite, take or otherwise acquire and hold any shares, stock, bonds, options, debentures, debenture stock or obligations in any other company or corporation, or of any government or state.
- (6) To lend any moneys or assets of the Company to such persons or companies and on such terms as may be considered expedient, and either with or without security, and in particular to customers of and persons having dealings with the Company, and to invest and deal with moneys and assets of the Company not immediately required in such manner as may from time to time be determined, and to receive money and securities on deposit, at interest or otherwise.
- (7) To issue securities which the Company has power to issue by way of security and indemnity to any person whom the Company has agreed, or is bound or willing to indemnify, or in satisfaction of any liability undertaken or agreed to be undertaken by the Company, and generally in every respect upon such terms and conditions and for such consideration as the Company may think fit.
- (8) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with, and to co-operate in any way with or assist or subsidise any person, firm or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company.

- (9) To pay for any property or rights acquired by the Company, and for any services rendered or to be rendered to the Company either in cash or in fully or partly paid shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as may seem expedient.
- (10) To adopt such means of making known the businesses of the Company or its activities as may seem expedient, and in particular by advertising in the Press, by circulars and other means whereby the Company's businesses or any of them may be promoted or developed or whereby the Company's activities may be more extensively advertised and made known.
- (11) To pay all expenses incidental to the formation or promotion of this or any other company, and to remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in or debentures or debenture stock or other securities of the Company, or in or about the promotion, formation or business of the Company, or of any other company, promoted wholly or in part by this Company.
- (12) To sell, lease, grant licences, easements and other rights over, exchange and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company, or any part thereof, for such consideration as may be thought fit, and in particular for stocks, shares, debentures or securities of any other company, whether fully or partly paid up.
- (13) To make deposits, enter into recognisances or bonds and otherwise give security for the performance of any agreement, contracts, or obligations or mortgages or charges and to give any indemnity or guarantee in relation to any matter arising in the course of the business of the Company or for the

performance of any contracts or obligations of whatever nature by any person or company, including any guarantee for the payment or repayment of the capital, principal of and dividends, interest or premiums payable on or in respect of any shares, stock, debentures, debenture stock, bonds, loans or other obligations or securities of any company, whether having objects similar to those of this Company or not; and to accept property on trust, and to act as trustee, executor administrator or attorney either gratuitously or otherwise.

- (14) To promote or to assist in the promotion of any other company or companies for the purpose of acquiring or undertaking all or any of the assets and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company or to advance the objects or interests thereof, or to take and otherwise acquire and hold or dispose of shares, stock, debentures or other securities of any such company or companies.
- (15) To borrow or raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages, or other charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled or unpaid capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures or debenture stock, perpetual or otherwise, or other securities of any description.
- (16) To draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal with bills of exchange, promissory notes and other negotiable or transferable instruments or securities.
- (17) To grant pensions or gratuities to any employees or officers (including Directors) or ex-employees or ex-officers (including ex-Directors) of the Company or the relations, connections or dependants of any such persons, and to pay or contribute to

insurance schemes having such objects, and to establish or support associations, institutions, clubs, funds and trusts which may be considered likely to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish or contribute to any scheme for the purchase by trustees of fully paid shares in the Company to be held for the benefit of employees of the Company, including any Director holding a salaried employment or office in the Company, and to lend money to the Company's employees to enable them to purchase fully paid shares of the Company, and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.

- (18) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition, or for any purpose which may be considered likely, directly or indirectly to further the objects of the Company or the interests of its Members.
- (19) To distribute among the members of the Company in specie by way of dividend or bonus or upon a return of capital any property or assets of the Company, or any proceeds of sale or disposal of any property or assets of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (20) To hold in the names of others any property which the Company is authorised to acquire and to do all or any of the things and matters aforesaid in any part of the world and either as principal, agent, contractor, trustee or otherwise, and by or through trustees, agents, sub-contractors or otherwise, and either alone or in conjunction with others.
- (21) To procure the Company to be registered or incorporated in any British Dominion, Colony, Protectorate, Mandated or Trust Territory or Dependency, or in any foreign country or state.

- (22) To do all such other things and to carry on such other business or businesses whatsoever and wheresoever as may, in the opinion of the Company, be necessary, incidental, conducive or convenient to the attainment of the above objects or any of them, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, assets or rights, or otherwise likely in any respect to be advantageous to the Company.

AND it is hereby declared that the word "company" in this Clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and further the intention is that the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be independent main objects and be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

5. The Share Capital of the Company is £1,000 divided into 1,000 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. (In Words)
<p>305105 DAEJAN  <i>Daajan Holdings Limited</i>  <i>24/27 High Holborn, W.C.1</i>  <i>by W.G. STERN</i>  <i>Duly Authorised</i> ✓</p>	<p>One</p>
<p><i>J. H. Stewart</i>  <i>24/27 High Holborn,</i>  <i>London, W.C.1.</i>  <i>Chartered Secretary</i> ✓</p>	<p>One.</p>

DATED this 22nd day of February, 1963.

WITNESS to the above Signatures :-

*M. J. Candale*  
*Saddlers' Hall*  
*Gutter Lane,*  
*London E.C.2.*

Solicitor.



751683 / 4



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

## Articles of Association

27 FEB 1963

OF

Hampstead Way Investments  
Limited. ✓

1. Subject as hereinafter provided the regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (such Part being hereinafter referred to as "Table A") shall apply to the Company. The regulations contained in Part II of such First Schedule shall not apply to the Company.

2. The Company is a Private Company and accordingly :-

- (a) the right to transfer Shares is restricted in manner hereinafter prescribed;
- (b) the number of Members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be Members of the Company) is limited to fifty. Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this Article be treated as a single Member;
- (c) any invitation to the public to subscribe for any Shares or Debentures of the Company is prohibited;
- (d) the Company shall not have power to issue Share Warrants to bearer.

A.S.

3. Subject to any direction to the contrary given by the Company in General Meeting either generally or in any particular case, the whole of the unissued shares of the Company for the time being (whether part of the original or any additional capital) shall be under the control of the Directors who may grant options over, allot or otherwise dispose of the same to such persons on such terms and conditions and with such preferred, deferred or other special rights and privileges, and subject to such restrictions whether in regard to dividend, voting, return of capital or otherwise, and either at par or at a premium, and at such times as the Directors may think fit, and Regulation 2 of Table A shall be read subject to this Article.

4. In Regulation 15 of Table A the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.

5. Regulation 24 of Table A shall not apply. The Directors may in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

6. Two persons being Members or proxies for Members shall be a quorum at a General Meeting and Regulation 53 of Table A shall be modified accordingly.

7. In Regulation 54 of Table A the words "the members present shall be a quorum" shall be omitted and the words "the Meeting shall be dissolved" substituted therefor.

8. A poll may be demanded by the Chairman or any member present in person or by proxy and entitled to vote, and Regulation 58 of Table A shall be modified accordingly.

9. Subject to the provisions of the Act, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations, by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

10. Regulation 75 of Table A shall be omitted. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two nor more than six. The first Directors shall be appointed in writing by the subscribers to the Memorandum of Association of the Company.

11. Any Director may at any time and from time to time appoint any person who is approved by a majority of the Directors to be his alternate, and may at any time remove any such alternate Director and (subject to such approval as aforesaid) appoint another in his place. An alternate Director shall not be entitled to receive any remuneration from the Company, nor shall it be necessary for him to acquire or hold any qualification, but he shall be entitled (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) to receive notice of meetings of the Directors and to attend and vote as a Director at any such meeting and generally to exercise all the powers, rights, duties and authorities of the Director appointing him in the absence of such Director. A Director who is also an alternate Director shall be entitled, in addition to his own vote, to a separate vote on behalf of the Director he is representing. An alternate Director may be removed from office by a resolution of the Board, and shall, ipso facto, cease to be an alternate if his appointor ceases for any reason to be a Director. Every person acting as an alternate shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. All appointments and removals made in pursuance of this Article shall be in writing under the hand of the Director making the same and shall be sent to or left at the Registered Office.

12. The proviso to Regulation 79 of Table A shall be omitted.

13. Paragraphs (2) and (4) of Regulation 84 of Table A shall be omitted. A Director, notwithstanding his interest, may vote in respect of any contract or arrangement in which he is interested and may be counted in the quorum present at any Meeting.

14. The following paragraph shall be added at the end of Regulation 88 of Table A, viz :-

"(g) Shall be required to resign his office by notice in writing lodged at the Registered Office signed by the holder or holders of not less than three-fourths of the nominal value of the issued shares of the Company."

15. Regulations 89 to 94 (inclusive) and the last sentence of Regulation 95 of Table A shall be omitted.

16. Unless and until otherwise determined by Ordinary Resolution of the Company, either generally or in any particular case, no Director approved by the Board for re-appointment or continuance in office shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy and any such Director retiring or liable to retire under the provisions of these Articles or any person approved by the Board for appointment as a Director shall be capable of being re-appointed or appointed, as the case may be, as a Director notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy and no special notice need be given of any resolution for the re-appointment or appointment of such a Director or person at any age, and it shall not be necessary to give to the members notice of the age of any such Director or person proposed to be re-appointed or appointed as a Director.

17. Regulations 116 and 117 of Table A shall not apply. No dividend shall be paid except out of the profits of the Company available for dividend. In arriving at the profits of the Company available for dividend there shall be excluded all profits arising from the sale, changes or transpositions of investments or other capital assets.

18. The Directors shall establish a Reserve to be called "the Capital Reserve" and shall either carry to the credit of such Reserve from time to time all capital appreciations realised on the sale or transposition or re-valuation of any investments or other capital assets of the Company in excess of the book price of the same or apply the same in providing for depreciation or contingencies. Any losses realised on the sale of any investments or

other capital assets may be carried to the debit of the Capital Reserve, except in so far as the Directors shall in their discretion decide to make good the same out of other funds of the Company. The Capital Reserve and all monies in the nature of accretion to capital whether on sale of investments or other capital assets or otherwise shall be treated for all purposes as capital monies and not as profits available for payment of dividends or bonuses on the shares of the Company.

19. The Directors may, before recommending any dividend, whether preferential or otherwise, set aside out of the profits of the Company (other than profits arising from changes or transpositions of investments or other realisation of capital assets), such sums as they think proper as a reserve fund to meet contingencies, or for equalising dividends or for the payment of special dividends, or for such other purposes (being purposes for which the profits of the Company may lawfully be applied) as the Directors shall in their absolute discretion think conducive to the interests of the Company, and may invest the several sums so set aside upon such investments as they think fit and from time to time vary or realise such investments and dispose of all or any part thereof for the benefit of the Company, and may divide any reserve fund into such special funds as they think fit, with full power to employ the assets constituting the reserve fund in the business of the Company, and that without being bound to keep the same separate from the other assets. The Directors may also, without placing the same to reserve carry forward any profits which they may think prudent not to divide.

20. In Regulation 128 of Table A after the words "to the credit of any of the Company's reserve accounts" there shall be inserted the words "other than the Capital Reserve".

21. The following sentence shall be added at the end of paragraph (a) of Regulation 134 of Table A namely :-

"and except those who under the provisions of the Company's Regulations and Articles of Association or the terms of issue of the shares held by them are not entitled to receive notices of General Meetings of the Company."

Names, Addresses and Descriptions of Subscribers.

*Daejeon Holdings Limited*  
*24/27 High Holborn, W.C.*  
*by [Signature] STERN*  
*Duly Authorised.*

*J.H. Hayward*  
*24/27 High Holborn,*  
*London, W.C.1.*  
*Chartered Secretary*

DATED this 22nd day of February 1963.

WITNESS to the above Signatures :-

*M.J. Cansdale*  
*Saddlers' Hall*  
*Gutter Lane*  
*London E.C.2.*  
*Solicitor.*

DUPLICATE FOR THE FILE

No. 751683



## Certificate of Incorporation

I Hereby Certify, that

HAMPSTEAD WAY INVESTMENTS LIMITED

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

Given under my hand at London this Twenty-seventh day of February One Thousand Nine Hundred and Sixty three.

*J. S. Whitfield.*  
Assistant Registrar of Companies.

Certificate  
received by

*[Signature]*

Date 27th February 1963.

X13167.

No. of company : 751683 / 46

THE COMPANIES ACTS; 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

HAMPSTEAD WAY INVESTMENTS LIMITED

Passed on 13th Sept. 1972

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at 162 Shaftesbury Avenue London W.1. on the 13th day of September 1972 the sub-joined SPECIAL RESOLUTION was duly passed viz:

SPECIAL RESOLUTION

That the Memorandum of Association of the Company be altered by deleting paragraph (13) of Clause 3 thereof and substituting for such paragraph the following new paragraph :-

" (13) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of any contract or obligation of and the discharge of any liability incurred by, and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of, any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act 1948 or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in business."

  
Chairman

Certified true copy

No. of Company : 751683

56  
THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION  
of  
HAMPSTEAD WAY INVESTMENTS LIMITED  
Passed on 13th Sept. 1972

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at 162 Shaftesbury Avenue London W.1. on the 13th day of September 1972 the sub-joined SPECIAL RESOLUTION was duly passed viz:

SPECIAL RESOLUTION

That the Memorandum of Association of the Company be altered by deleting paragraph (13) of Clause 3 thereof and substituting for such paragraph the following new paragraph :-

" (13) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of any contract or obligation of and the discharge of any liability incurred by, and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of, any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act 1948 or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in business."

Chairman  
O. M. Freshwater



THE COMPANIES ACT, 1948

35

COMPANY LIMITED BY SHARES

(Certified True Copy)  
751683/57

*Director*  
*William*  
*8/11/1963*

---

---

Memorandum  
AND  
Articles of Association  
OF  
Hampstead Way Investments  
Limited.

---

---

Incorporated the 27th day of February 1963

19 APR 1977

No. 751683



## Certificate of Incorporation

---

I Hereby Certify, That HAMPSTEAD WAY INVESTMENTS LIMITED is this day Incorporated under the Companies Act 1948 and that the Company is Limited.

Given under my hand at London this Twenty-Seventh day of February One Thousand Nine Hundred and Sixty Three.

L. S. WHITFIELD

Assistant Registrar of Companies.

THE COMPANIES ACT, 1948

---

COMPANY LIMITED BY SHARES

---

Memorandum of Association

OF

Hampstead Way Investments  
Limited.

1. The name of the Company is HAMPSTEAD WAY INVESTMENTS LIMITED.

2. The registered office of the Company will be situate in England.

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

- (1) To invest the moneys of the Company on the security or in the acquisition of real and personal property of any kind and in any part of the world and in particular of any land, buildings, leases, underleases, mortgages, charges, annuities, stocks, shares, debentures, debenture stocks, bonds, obligations or securities, and to hold and from time to time to vary or dispose of the same, but so that such properties as aforesaid and any properties acquired in substitution therefor shall be acquired for the purpose of investment only.
- (2) To acquire for investment any such lands, buildings, leases, underleases, mortgages, charges, annuities, stocks, shares, debentures, debenture stocks, bonds, obligations or securities aforesaid by purchase, lease, concession, grant, licence subscription, exchange or otherwise, and to exercise and enforce all rights and powers conferred by or incident to the tenure or ownership thereof as the case may be.

(2)

- (3) To manage, lease, grant licences or concessions in respect of, exchange, mortgage or charge all or any part of the Company's property.
- (4) To purchase or otherwise acquire, obtain options over, take over, manage, supervise, control and undertake all or any part of the business, undertaking, goodwill, property, assets and rights of any person, firm or company, or to acquire the control of shares of any company or any interest therein.
- (5) To purchase, subscribe for, underwrite, take or otherwise acquire and hold any shares, stock, bonds, options, debentures, debenture stock or obligations in any other company or corporation, or of any government or state.
- (6) To lend any moneys or assets of the Company to such persons or companies and on such terms as may be considered expedient, and either with or without security, and in particular to customers of and persons having dealings with the Company, and to invest and deal with moneys and assets of the Company not immediately required in such manner as may from time to time be determined, and to receive money and securities on deposit, at interest or otherwise.
- (7) To issue securities which the Company has power to issue by way of security and indemnity to any person whom the Company has agreed, or is bound or willing to indemnify, or in satisfaction of any liability undertaken or agreed to be undertaken by the Company, and generally in every respect upon such terms and conditions and for such consideration as the Company may think fit.
- (8) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with, and to co-operate in any way with or assist or subsidise any person, firm or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company.

(2)

- (9) To pay for any property or rights acquired by the Company, and for any services rendered or to be rendered to the Company either in cash or in fully or partly paid shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as may seem expedient.
- (10) To adopt such means of making known the businesses of the Company or its activities as may seem expedient, and in particular by advertising in the Press, by circulars and other means whereby the Company's businesses or any of them may be promoted or developed or whereby the Company's activities may be more extensively advertised and made known.
- (11) To pay all expenses incidental to the formation or promotion of this or any other company, and to remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in or debentures or debenture stock or other securities of the Company, or in or about the promotion, formation or business of the Company, or of any other company, promoted wholly or in part by this Company.
- (12) To sell, lease, grant licences, easements and other rights over, exchange and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company, or any part thereof, for such consideration as may be thought fit, and in particular for stocks, shares, debentures or securities of any other company, whether fully or partly paid up.
- (13) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of any contract or obligation of and the discharge of any liability incurred by, and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of, any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act 1948 or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in business.

performance of any contracts or obligations of whatever nature by any person or company, including any guarantee for the payment or repayment of the capital, principal of and dividends, interest or premiums payable on or in respect of any shares, stock, debentures, debenture stock, bonds, loans or other obligations or securities of any company, whether having objects similar to those of this Company or not; and to accept property on trust, and to act as trustee, executor administrator or attorney either gratuitously or otherwise.

- (14) To promote or to assist in the promotion of any other company or companies for the purpose of acquiring or undertaking all or any of the assets and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company or to advance the objects or interests thereof, or to take and otherwise acquire and hold or dispose of shares, stock, debentures or other securities of any such company or companies.
- (15) To borrow or raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages, or other charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled or unpaid capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures or debenture stock, perpetual or otherwise, or other securities of any description.
- (16) To draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal with bills of exchange, promissory notes and other negotiable or transferable instruments or securities.
- (17) To grant pensions or gratuities to any employees or officers (including Directors) or ex-employees or ex-officers (including ex-Directors) of the Company or the relations, connections or dependants of any such persons, and to pay or contribute to

insurance schemes having such objects, and to establish or support associations, institutions, clubs, funds and trusts which may be considered likely to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish or contribute to any scheme for the purchase by trustees of fully paid shares in the Company to be held for the benefit of employees of the Company, including any Director holding a salaried employment or office in the Company, and to lend money to the Company's employees to enable them to purchase fully paid shares of the Company, and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.

- (18) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition, or for any purpose which may be considered likely, directly or indirectly to further the objects of the Company or the interests of its Members.
- (19) To distribute among the members of the Company in specie by way of dividend or bonus or upon a return of capital any property or assets of the Company, or any proceeds of sale or disposal of any property or assets of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (20) To hold in the names of others any property which the Company is authorised to acquire and to do all or any of the things and matters aforesaid in any part of the world and either as principal, agent, contractor, trustee or otherwise, and by or through trustees, agents, sub-contractors or otherwise, and either alone or in conjunction with others.
- (21) To procure the Company to be registered or incorporated in any British Dominion, Colony, Protectorate, Mandated or Trust Territory or Dependency, or in an foreign country or state.

- (22) To do all such other things and to carry on such other business or businesses whatsoever and wheresoever as may, in the opinion of the Company, be necessary, incidental, conducive or convenient to the attainment of the above objects or any of them, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, assets or rights, or otherwise likely in any respect to be advantageous to the Company.

AND it is hereby declared that the word "company" in this Clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and further the intention is that the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be independent main objects and be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members ~~is~~ limited.
5. The Share Capital of the Company is £1,000 divided into 1,000 Shares of £1 each.

(7)

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 Sub- scriber. (In Words)
DAEJAN HOLDINGS LIMITED, 24/27, High Holborn, London, W. C. 1.  by W.G. Stern Duly Authorised	One
J. H. SEYMOUR, 24/27, High Holborn, London, W. C. 1.  Chartered Secretary	One

DATED this 22nd day of February, 1963.

WITNESS to the above Signatures :-

M. J. CANSDALE,  
Saddlers' Hall,  
Gutter Lane,  
London, E. C. 2.

Solicitor.

---

COMPANY LIMITED BY SHARES

---

Articles of Association

OF

Hampstead Way Investments  
Limited.

1. Subject as hereinafter provided the regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (such Part being hereinafter referred to as "Table A") shall apply to the Company. The regulations contained in Part II of such First Schedule shall not apply to the Company.

2. The Company is a Private Company and accordingly :-

- (a) the right to transfer Shares is restricted in manner hereinafter prescribed;
- (b) the number of Members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be Members of the Company) is limited to fifty. Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this Article be treated as a single Member;
- (c) any invitation to the public to subscribe for any Shares or Debentures of the Company is prohibited;
- (d) the Company shall not have power to issue Share Warrants to bearer.

3. Subject to any direction to the contrary given by the Company in General Meeting either generally or in any particular case, the whole of the unissued shares of the Company for the time being (whether part of the original or any additional capital) shall be under the control of the Directors who may grant options over, allot or otherwise dispose of the same to such persons on such terms and conditions and with such preferred, deferred or other special rights and privileges, and subject to such restrictions whether in regard to dividend, voting, return of capital or otherwise, and either at par or at a premium, and at such times as the Directors may think fit, and Regulation 2 of Table A shall be read subject to this Article.
4. In Regulation 15 of Table A the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.
5. Regulation 24 of Table A shall not apply. The Directors may in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.
6. Two persons being Members or proxies for Members shall be a quorum at a General Meeting and Regulation 53 of Table A shall be modified accordingly.
7. In Regulation 54 of Table A the words "the members present shall be a quorum" shall be omitted and the words "the Meeting shall be dissolved" substituted therefor.
8. A poll may be demanded by the Chairman or any member present in person or by proxy and entitled to vote, and Regulation 58 of Table A shall be modified accordingly.
9. Subject to the provisions of the Act, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations, by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

10. Regulation 75 of Table A shall be omitted. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two nor more than six. The first Directors shall be appointed in writing by the subscribers to the Memorandum of Association of the Company.

11. Any Director may at any time and from time to time appoint any person who is approved by a majority of the Directors to be his alternate, and may at any time remove any such alternate Director and (subject to such approval as aforesaid) appoint another in his place. An alternate Director shall not be entitled to receive any remuneration from the Company, nor shall it be necessary for him to acquire or hold any qualification, but he shall be entitled (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) to receive notice of meetings of the Directors and to attend and vote as a Director at any such meeting and generally to exercise all the powers, rights, duties and authorities of the Director appointing him in the absence of such Director. A Director who is also an alternate Director shall be entitled, in addition to his own vote, to a separate vote on behalf of the Director he is representing. An alternate Director may be removed from office by a resolution of the Board, and shall, ipso facto, cease to be an alternate if his appointor ceases for any reason to be a Director. Every person acting as an alternate shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. All appointments and removals made in pursuance of this Article shall be in writing under the hand of the Director making the same and shall be sent to or left at the Registered Office.

12. The proviso to Regulation 79 of Table A shall be omitted.

13. Paragraphs (2) and (4) of Regulation 84 of Table A shall be omitted. A Director, notwithstanding his interest, may vote in respect of any contract or arrangement in which he is interested and may be counted in the quorum present at any Meeting.

14. The following paragraph shall be added at the end of Regulation 88 of Table A, viz :-

"(g) Shall be required to resign his office by notice in writing lodged at the Registered Office signed by the holder or holders of not less than three-fourths of the nominal value of the issued shares of the Company."

15. Regulations 89 to 94 (inclusive) and the last sentence of Regulation 95 of Table A shall be omitted.

16. Unless and until otherwise determined by Ordinary Resolution of the Company, either generally or in any particular case, no Director approved by the Board for re-appointment or continuance in office shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy and any such Director retiring or liable to retire under the provisions of these Articles or any person approved by the Board for appointment as a Director shall be capable of being re-appointed or appointed, as the case may be, as a Director notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy and no special notice need be given of any resolution for the re-appointment or appointment of such a Director or person at any age, and it shall not be necessary to give to the members notice of the age of any such Director or person proposed to be re-appointed or appointed as a Director.

17. The following sentence shall be added at the end of paragraph (a) of Regulation 134 of Table A namely :-

"and except those who under the provisions of the Company's Regulations and Articles of Association or the terms of issue of the shares held by them are not entitled to receive notices of General Meetings of the Company."

Names, Addresses and Descriptions of Subscribers.

DAEJAN HOLDINGS LIMITED  
24/27, High Holborn,  
London, W. C. 1.

by W. G. Stern,  
Duly Authorised

J. H. SEYMOUR,  
24/27, High Holborn,  
London, W. C. 1.

Chartered Secretary

DATED this 22nd day of February, 1963.

WITNESS to the above Signatures :-

M. J. CANSDALE,  
Saddlers' Hall,  
Gutter Lane,  
London, E. C. 2.

Solicitor.

THE COMPANIES ACTS 1948 to 1976

35

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION  
(passed 30th March 1977)

of

HAMPSTEAD WAY INVESTMENTS LIMITED

At an Extraordinary General Meeting of the Company duly convened and held on 30th March 1977 the following resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

"THAT the Articles of Association of the Company be amended by the deletion of Articles 17, 18, 19 and 20 and that Article 21 accordingly be renumbered as Article 17".

.....  
Chairman

19 MAR 1977

**G**

Notice of new accounting reference date given after the end of an accounting reference period by an holding or subsidiary company or by a company subject to an administration order

**225 (2)**

Pursuant to section 225(2) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

To the Registrar of Companies

For official use

Company Number

Name of Company

--	--	--

751683

Hampstead Way Investments Limited

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

Day Month

3	0	0	3
---	---	---	---

The previous accounting reference period of the company is to be treated as **SHORTENED** and is to be treated as having come to an end on

Day Month Year

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

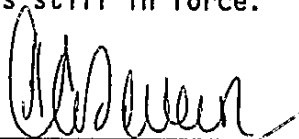
If this notice is given by a company which is a subsidiary or holding company but which is not subject to an administration order, the following statement should be completed:

The company is a subsidiary of Daejan Holdings PLC, company number 305105 the accounting reference date of which is 30 March

If this notice is given by a company which is subject to an administration order the following statement should be completed:

An administration order was made in relation to the company on \_\_\_\_\_ and it is still in force.

Signed



Designation

Secretary

Date

11/5/89

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

The Secretary  
Freshwater House  
158-162 Shaftesbury Avenue  
LONDON  
WC2H 8HR

CHAPP

For official use  
General section

Post room



G

Notice of new accounting  
reference date given after the  
end of an accounting reference  
period by an holding or subsidiary  
company or by a company subject  
to an administration order

225(2)

Pursuant to section 225(2) of the Companies Act 1985  
as amended by Schedule 13 to the Insolvency Act 1986

To the Registrar of Companies

For official use

Company Number

Name of Company

751683

Hampstead Way Investments Limited

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

Day Mon.h

3 1 0 3

The previous accounting reference period of  
the company is to be treated as EXTENDED  
and is to be treated as having come to an  
end on

Day Month Year

3 1 0 3 1 9 8 9

If this notice is given by a company which is a subsidiary or holding company  
but which is not subject to an administration order, the following statement  
should be completed:

The company is a subsidiary of Daejan Holdings PLC, company number 305105  
the accounting reference date of which is 31 March

If this notice is given by a company which is subject to an administration  
order the following statement should be completed:

An administration order was made in relation to the company on \_\_\_\_\_  
and it is still in force.

Signed



Designation SECRETARY

Date 28/6/89

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

The Secretary  
Freshwater House  
158-162 Shaftesbury Avenue  
LONDON  
WC2H 8HP

For official use  
General section

Post room

COMPANIES HOUSE

1 - 3 JUL 1989

M

43

CHAPP