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This has been noted but unfortunately steps taken to rectify this were unsuccessful.

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NO. OF COMPANY

902253/1

THE COMPANIES ACT, 1948.

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

BUPA INVESTMENTS

LIMITED.



CAT. No. C.F.41.

CS11 JS16401L

JORDAN & SONS,  
LIMITED

Company Registration Agents, Printers and Publishers

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

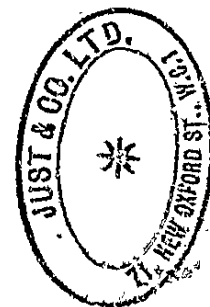
Presented by

BUPA INVESTMENTS LIMITED

c/o. Herbert & Gowers & Co.,

6 & 7 King Edward Street,

AVWADH A



I, CHARLES VERNON TRENKLE

of 6 & 7 King Edward Street, in the City of Oxford

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

of BUPA 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 12 King Edward  
Street Oxford

the 23rd day of March

One thousand nine hundred and sixty seven  
before me,

H. S. Turner  
A Commissioner for Oaths (b)

NOTES.

Section 15 of The Companies Act, 1948.

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 the Act.

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

(a) Delete words not required.

This margin to be reserved for binding.

of Company

902253

12



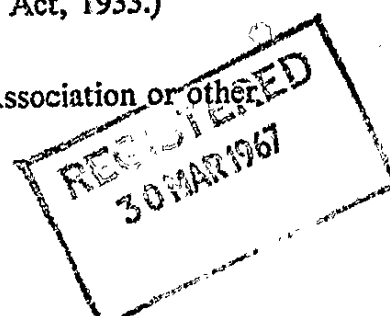
Form No. 15

18/1  
C.C.D.

# BUPA INVESTMENTS LIMITED

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

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



The NOMINAL CAPITAL of BUPA INVESTMENTS

..... Limited,

100, divided into 100 shares of £ 1 each

Signature

*Handwritten signature*

DIRECTOR OF:—

Description

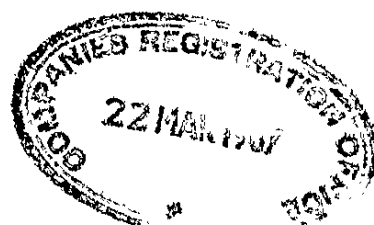
Date 16<sup>th</sup> March 1967



AGENTS ACTING IN THE FOUNDATION

Presented by

**JUST AND COMPANY LTD.**  
Company Printers and Registration Agents  
71 NEW OXFORD STREET, LONDON, W.C.1  
Telephone : TEMPLE BAR 2261



THE COMPANIES ACT, 1948

902253

COMPANY LIMITED BY SHARES

# Memorandum of Association

OF

BUPA INVESTMENTS LIMITED

REGISTERED  
30 MAR 1967

1. The name of the Company is "BUPA INVESTMENTS LIMITED".

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

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

(a) (1) To invest the capital and other moneys of the Company in the purchase or on the security of shares, stocks, debentures, debenture stocks, bonds, mortgages, obligations and securities of any kind issued or guaranteed by any company (corporation or undertaking) of whatever nature and wheresoever constituted or carrying on business, and shares, stocks, debentures, debenture stocks, bonds, mortgages, obligations and other securities issued or guaranteed by any Government, Sovereign Ruler, Commissioners, Trust, Municipal, Local or other Authority or body of whatever nature, whether at home or abroad.

(2) To acquire any such shares, stocks, debentures, debenture stocks, bonds, mortgages, obligations and other securities by original subscription, syndicate, participation, tender, purchase, exchange or otherwise and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof.

(3) To purchase or by any other means acquire and sell 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.

(4) Any capital profit arising on the sale of any investments or other property pursuant to the foregoing objects shall not be treated as income and shall accordingly not be distributable as such.

- (b) To carry on any similar business which may be capable of being advantageously carried on as necessary or ancillary to the objects of the Company or any of them.
- (c) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold, or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (d) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligation relating to the business or property so purchased or acquired.
- (e) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (f) To sell, let, licence, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- (g) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.
- (h) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (i) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company

or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.

- (j) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (k) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (l) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (m) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (n) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (o) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (p) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such persons.

- (q) Subject to the provisions of the Articles of Association of the Company to remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
- (r) 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.
- (s) To distribute any property of the Company in specie among the members.
- (t) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

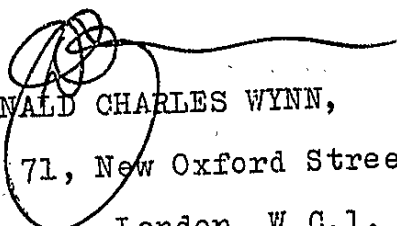
It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.



WE, the several persons whose names and addresses 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
<i>M.R. Parsons</i> MARGARET ROSE PARSONS, 71, New Oxford Street, London, W.C.1. Typist.	One
 DONALD CHARLES WYNN, 71, New Oxford Street, London, W.C.1. Clerk.	One

DATED this 16<sup>th</sup> day of MARCH 1967.

WITNESS to the above signatures :-

ALAN ROGER HARRISON,  
71, New Oxford Street,  
London, W.C.1.

*A.R. Harrison*

902253

THE COMPANIES ACT, 1948

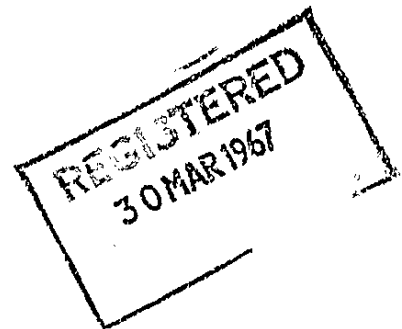
COMPANY LIMITED BY SHARES



# Articles of Association

OF

BUPA INVESTMENTS LIMITED



## PRELIMINARY.

1. The regulations contained in Parts I and II 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 and 75 in Part I and Clause 1 in Part II of Table "A" shall not apply to the Company; but in lieu thereof, and in addition to the remaining Clauses in Parts I and II of Table "A", the following shall be the regulations of the Company.

## SHARE CAPITAL AND SHARES.

2. The share capital of the Company is £100 divided into 100 shares of £1 each.

3. Subject to the provisions of these Articles, 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.

## DIRECTORS.

4. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be less than two nor more than ten.

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

6. Each Director shall have the power to nominate (1) any other Director, or (2) any person approved for

that purpose by a resolution of the Directors, to act as alternate Director in his place during his absence, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall (except as regards remuneration and any requirements for holding qualification shares) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director whilst so acting shall exercise and discharge all the functions, powers and duties of the Director he represents.

7. Subject to the provisions of Article 8 hereof a Director may enter into any contracts or arrangements or dealing with the Company and may accept office as a Director of any company promoted by the Company or in which the Company is interested and may subscribe for, guarantee the subscription of or otherwise acquire, shares or other interests in any such company and shall be in no wise accountable for any profits or benefits so obtained and, subject to making disclosure of the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Companies Act, 1948, (with which Section he shall comply in any event) he may vote and be counted in a quorum at meetings of the Directors in regard to any contract, arrangement or dealing in which he is interested or upon any matter arising thereout. Clause 84 of Table "A" shall be modified accordingly.

8. (a) Subject to the provisions of Clause 114 of Table "A" all the profits of the Company available for distribution as dividend shall be paid to The British United Provident Association (a company limited by guarantee and not having a share capital) to be applied towards the promotion and carrying out of the objects of that Association.

(b) No member of the Board of Governors or other governing body or other person engaged or concerned in the management of The British United Provident Association shall hold any salaried office or employment in the Company.

(c) No member of the Board of Governors or other governing body or other person engaged or concerned in the management of The British United Provident Association shall enter into or be concerned or interested directly or indirectly in any contract with the Company, other than a contract which, if entered into with the Association, would not have involved any infringement of Clause 5 of the Association's Memorandum of Association.

(d) That the Company's Auditors shall include in their annual report a statement showing whether to the best of their knowledge and belief the above provisions have been complied with.

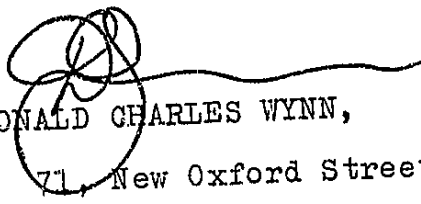
~~SECRETARY~~

~~9. The first Secretary of the Company shall be~~  
~~120~~

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

*M. R. Parsons*

MARGARET ROSE PARSONS,  
71, New Oxford Street,  
London, W.C.1.  
Typist.

  
DONALD CHARLES WYNN,  
71, New Oxford Street,  
London, W.C.1.  
Clerk.

DATED this 16<sup>th</sup> day of March 1967.

WITNESS to the above signatures :-

ALAN ROGER HARRISON,  
71, New Oxford Street,  
London, W.C.1.

*AR Harrison*

DUPLICATE FOR THE FILE.

No. 902253



## Certificate of Incorporation

I Hereby Certify that

DUPA INVESTMENTS LIMITED

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

Given under my hand at London this THIRTIETH DAY OF MARCH  
ONE THOUSAND NINE HUNDRED AND SIXTY SEVEN.

*L. S. Whitfield*

Assistant Registrar of Companies.

Certificate  
received by



Date

30 MAR 1967