

number of
company

932947

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).

Insert the
Name of the
Company.

FOURTH THAMES

LIMITED

REGISTERED
29 MAY 1968

Presented by

Document Filer's Reference

J. L. Webster Esq.

17th Floor, Millbank Tower

Millbank, London S.W.1.

20 MAY 1968

Form No. 41
(The filing fee is 5s.)

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, J. L. Webster

of Millbank Tower, Millbank, London S.W.1

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") engaged
"in the formation"
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary".

Do solemnly and sincerely declare that I am ("a Solicitor

of the Supreme Court engaged in the formation

of Fourth Thames

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

Millbank Tower
Millbank Westminster in the
County of London
the 17th day of May
one thousand nine hundred and sixty-

eight

Before me,

R. F. Syden

A Commissioner for Oaths [or Notary Public or
Justice of the Peace]

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

J. L. Webster.

Number of
Company

932947

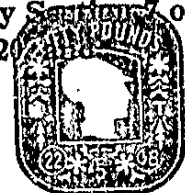
STATEMENT OF THE NOMINAL CAPITAL

OF

FOURTH LIMES

LIMITED

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.



THE NOMINAL CAPITAL of the above named Company is £ 50,000

Signature

J. L. Webster

Description Solicitor

Dated the 17th day of May 1963

REGISTERED
29 MAY 1963

NOTES.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

Document Filer's Reference.....

J. L. Webster Esq.

Millbank Tower, Millbank

London S.W.1.

Form No. 25



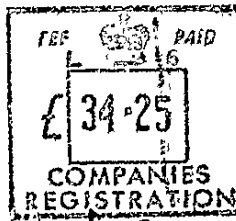
THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

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THE COMPANIES ACTS 1948 to 1967. ✓

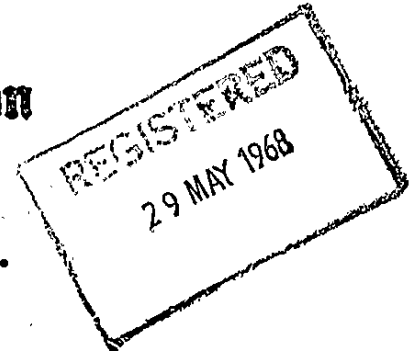


COMPANY LIMITED BY SHARES.

Memorandum of Association

— OF —

FOURTH THAMES LIMITED.



1. The name of the Company is "FOURTH THAMES LIMITED". ✓
2. The registered office of the Company will be situated in England. ✓
3. The objects for which the Company is established are:—
 - (A) To purchase or otherwise acquire lands, buildings and hereditaments of any tenure, and any rights, privileges or easements over or in respect of any property, 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 property of the Company.
 - (B) To improve, manage, develop, lease, mortgage and turn to account the property of the Company or any part thereof.
 - (C) To erect, construct, lay down, enlarge, alter and maintain any roads, parks, railways, airfields, wharves, docks, jetties, warehouses, factories, tanks, refineries, buildings, works, erections, plant and machinery of any description whatsoever, either upon the lands acquired by the Company or upon other lands and to contribute



P

to or subsidise the erection, construction and maintenance of any of the above.

- (D) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above or the general business of the Company.
- (E) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (F) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (G) To mortgage and charge 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, and to 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, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (H) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (I) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (J) To make advances to customers and others with or without security, and upon such terms as the Company

may approve, and generally to act as bankers for customers and others.

- (K) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.
- (L) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (M) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (N) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up 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 the Company may determine.
- (O) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in

one mode and partly in another, and generally, on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- (P) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (Q) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company; and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (R) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (S) To sell, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (T) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the

one mode and partly in another, and generally, on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- (P) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (Q) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company; and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (R) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (S) To sell, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (T) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the

liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

- (u) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property 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.
- (v) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.

To do all such other things as are incidental or conducive to the attainment of the above objects, and so that the word "Company" in this clause shall be deemed to include any partnership or other body of persons whether incorporated or not, and whether domiciled in the United Kingdom or elsewhere, and the intention is that the objects set forth in each of the paragraphs of this clause shall be in nowise limited or restricted by reference to or inference from the terms of any other paragraph of this clause, or the name of the Company.

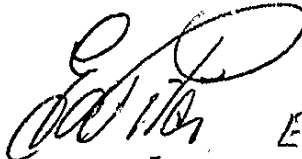
4. The liability of the Members is limited.

5. The Capital of the Company is £50,000, divided into 50,000 Shares of £1 each.

✓ WE, the several persons whose names and addresses are hereunto 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.

 E.A. PITCHER.

41 QUEEN STREET

ONE

LONDON. E.C. 4.

CONSULTING ENGINEER

 J.L. Webster

MILLBANK TOWER,

ONE

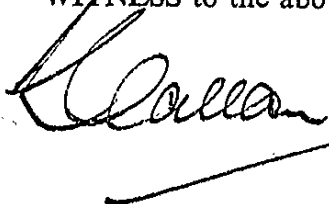
MILLBANK,

LONDON. S.W.1.

SOLICITOR

DATED the 17th day of May, 1968.

WITNESS to the above signatures :—



L. CALLAN.

41, QUEEN STREET,
LONDON, E.C.4.

CONSULTING ENGINEER.



THE COMPANIES ACTS 1948 to 1967. C

COMPANY LIMITED BY SHARES.

Articles of Association

— OF —

FOURTH THAMES LIMITED.



1. Subject as hereinafter provided, the regulations contained or incorporated in Part I and Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A, Part I" and "Table A, Part II") shall apply to the Company.

2. The following regulations of Table A, Part I, and Table A, Part II shall be altered, modified, omitted or replaced in the manner and to the extent set opposite to the same respectively:—

No. of Regulation in Table A, Part I.	Alteration, modification, omission or substitution.	Extent of alteration, modification, omission or substitution.
5	Omit	The whole Regulation.
11	Omit	The words "(not being a fully paid share)" and the words "(other than fully paid shares)".
22	Omit	The words "and transferee" and the words "except as provided by sub-paragraph (4) of paragraph 2 of the Seventh Schedule to the Act".
24	Omit	The whole Regulation.
32	Omit	The proviso at the end of such Regulation.
52	Omit	The words "the appointment of, and".
53	Omit	The whole Regulation.
71	Omit	The whole Regulation.
75	Substitute	Article 4.
77	Substitute	Article 5 for the whole Regulation.

No. of Regulation in Table A, Part I.	Alteration, modification, omission or substitution.	Extent of alteration, modification, omission or substitution.
78	Insert	The words "in General Meeting" after the words "unless the Company".
79	Omit	The whole proviso.
84	Insert	The words "and subject to such disclosure, a Director may vote in respect of any contract or arrangement in which he is interested and he shall be reckoned for the purpose of constituting a quorum of Directors" at the end of paragraph (1).
84	Omit	Paragraph (2).
87	Substitute	Article 6 for the whole Regulation.
89 to 93 inclusive	Omit	The whole Regulations.
94	Omit	The words "and may also determine in what rotation the increased or reduced number is to go out of office".
95	Omit	The last sentence beginning "Any Director so appointed".
131	Omit	The words "in the case of a notice of a meeting" and all the words after "the letter containing the same is posted".
135	Insert	The words "with the like sanction" immediately before the words "determine how such division".

No. of Regulation in Table A, Part II.	Alteration, modification, omission or substitution.	Extent of alteration, modification, omission or substitution.
1	Omit	The whole Regulation.
3	Omit	The whole Regulation.

6(9) /

3. Except with the consent in writing of all the Directors, any new shares created on any increase of capital shall before the same are allotted to any other person be offered *pro rata* to the Members holding Ordinary Shares in the Company and if any such Shares are not accepted by any Member they shall be re-offered *pro rata* to the other Members holding Ordinary Shares who have accepted but subject to any such offers the new shares shall be under the control of the Directors who may allot grant options over or otherwise dispose of the same to such persons and upon such terms as they may think fit.

4. (1) Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than

two nor more than ten. The first Directors shall be appointed by the Subscribers hereto by writing under their hands.

(2) It shall not be necessary for a Director to hold any share qualification.

5. (1) A Member (or in the event of his death his executor or administrator) shall be entitled to sell or transfer any share as follows:—

- (a) to the spouse lineal descendants or trustees of a family settlement of such Member
- (b) to any person entitled under the will or intestacy of such Member or
- (c) (in the event of a Member being a company) to its subsidiary or to any company of which it is a subsidiary or to its fellow subsidiary.

(2) Subject to sub-clause 5 (1) of these Articles:—

- (a) No person or Member shall be entitled to sell or transfer any share if any Member is willing to purchase the same pursuant to the provisions hereinafter contained.
- (b) Any person or Member (hereinafter called "the Retiring Member") who desires to sell or transfer any share shall give notice in writing (hereinafter described as "a sale notice") to the Company that he desires to sell the same. Every sale notice shall specify the number and class of shares which the Retiring Member desires to sell and shall constitute the Company the agent of the Retiring Member for the sale of such shares. No sale notice shall be withdrawn except with the sanction of the Directors. Shares of different classes shall not be included in the same sale notice.
- (c) The Company shall offer the shares comprised in a sale notice to the Members (other than the Retiring Member) holding shares of the same class as those specified in the sale notice as nearly as may be in proportion to their respective holdings of shares of that class and if a Member fails to give notice to the Company within one month of his desire to accept all or any of the shares offered to him then the Directors shall re-offer those shares or the balance thereof to the Members who have accepted their proportion of the original offer in the same proportions as on such

original offer and such Members shall accept or decline such re-offer within twenty-one days of the same being made.

- (d) If the Company shall within two calendar months after service of a sale notice find a Member or Members holding shares of that class willing to purchase any share comprised therein (hereinafter called "the Purchasing Member") and shall give notice thereof to the Retiring Member, the Retiring Member shall be bound to transfer the share to the Purchasing Member, who shall be bound to purchase the same within fourteen days from the agreement of the price to be paid therefor or the ascertainment of the fair value thereof as hereinafter provided. The price to be paid by the Purchasing Member to the Retiring Member for any such share shall be such price as may be agreed between them or in default of agreement as may be certified upon the application of either party by the Auditors of the Company for the time being to be the fair price thereof as between a willing vendor and a willing purchaser dealing at arm's length and in so certifying the Auditors shall be deemed to be acting as experts and not as arbitrators.
- (e) In the event of the Retiring Member failing to carry out the sale of any shares which he shall have become bound to transfer as aforesaid, the Directors may nominate any person to execute a transfer in his name and may give a good receipt for the purchase price of such shares and may register the Purchasing Member as holder thereof and issue to him a certificate for the same and thereupon the Purchasing Member shall become indefeasibly entitled thereto. The Retiring Member shall in such case be bound to deliver up his certificate for the said shares, and on such delivery shall be entitled to receive the said purchase price, without interest, and if such certificate shall comprise any shares which he has not become bound to transfer as aforesaid the Company shall issue to him a balance certificate for such shares.
- (f) If the Directors shall not, within the space of two calendar months after service of a sale notice, find a Purchasing Member for all or any of the shares comprised therein and give notice in manner aforesaid,

or if, through no default of the Retiring Member, the purchase of any shares in respect of which such last-mentioned notice shall be given shall not be completed within twenty-one days from the service of such notice to the Retiring Member, the Retiring Member shall, at any time within six months thereafter, be at liberty, subject to sub-clause (g) hereof, to sell and transfer the shares comprised in his sale notice or such of them as shall not have been sold to a Purchasing Member to any person and at any price agreed with such person.

- (g) The Directors may refuse to register the transfer of any share purported to be made pursuant to the preceding sub-clause of this Article to any person whom it shall in the opinion of the Directors be undesirable in the interests of the Company to admit to membership.

(3) The provisions of this Article may be waived with the consent in writing of all the Directors.

6. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and give or procure the giving of pensions, allowances, gratuities or bonuses to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated in business with the Company or with any such subsidiary company, or of any business acquired by the Company or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and the wives, widows, families and dependants of any such persons. Any Director shall be entitled to participate in and retain for his own benefit any such pension, allowance, gratuity or bonus, and may vote in favour of the exercise of any of the powers aforesaid notwithstanding that he is or may become interested therein.

7. A Director who is not a Member of the Company or not the holder of a share of any class entitling the holder to vote at the meeting shall, nevertheless, be entitled to receive notice of and attend at every General Meeting of the Company but not to vote thereat except, if he acts as Chairman of the meeting, by giving a casting vote in a case of an equality of votes.

8. The Directors may establish any local or special boards or agencies for managing any of the affairs of the Company either in the United Kingdom or elsewhere and may appoint any persons to be members of such boards, or any managers or agents, and may fix their remuneration and may delegate to any such board, manager or agent any of the powers, authorities and discretions vested in the Directors (other than the powers to borrow and make calls) with power to sub-delegate and may authorise the members of any such board or any of them to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any persons so appointed and may annul and vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

9. (1) Any Director may at any time appoint any person approved by the majority of the Directors (such approval not to be unreasonably withheld) to be an alternate Director of the Company and may at any time remove any alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company, nor be required to hold any share qualification. Every person acting as an alternate Director shall be an officer of the Company and he shall not be deemed to be the agent of the Director whom he represents.

(2) An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Board, and to attend and vote as a Director 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.

(3) An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director.

(4) All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the registered office of the Company.

10. All capital appreciations realised upon any sales or transpositions of the Company's properties or realisations of other assets

shall be applied to capital purposes only and unless appropriated to meeting realised losses on sales or transpositions of or writing down properties or other capital assets (either individually or in the aggregate) shall be carried by the Directors to a separate reserve to be called the Capital Reserve Sums carried and standing to the Capital Reserve may be applied for any of the purposes referred to in regulation 117 of Table A Part I except and provided that no part of the Capital Reserve shall in any event be transferred to Profit and Loss account or regarded or treated as profits of the Company available for dividend or be applied in paying dividends on any shares in the Company's capital.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

[Signature]

41 QUEEN STREET
LONDON. E. C. 4.
CONSULTING ENGINEER

[Signature]

MILL BANK TOWER,
MILL BANK, LONDON, S.W.1.
SOLICITOR.

DATED the 17th day of May, 1968.

WITNESS to the above signatures:—

[Signature]

41, QUEEN STREET,
LONDON, E.C.4.
CONSULTING ENGINEER.



CERTIFICATE OF INCORPORATION

No. 932947

I hereby certify that

FOURTH THAMES LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the
Company is Limited.

Given under my hand at London the 29th May, 1968

A handwritten signature in cursive script, appearing to read 'L. Knight'.

Assistant Registrar of Companies

C.173

No. 932947

32
THE COMPANIES ACTS 1948 to 1981
COMPANY LIMITED BY SHARES

RESOLUTION
of
FOURTH THAMES LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held at 17th Floor, Millbank Tower, Millbank, London SW1P 4QZ on 21st December 1981, the following Resolution was duly passed as an Ordinary Resolution:

That the authorised Share Capital of the Company be increased to £ 700,000 by the creation of 650,000 Ordinary Shares of £1 each, each such Share ranking pari passu in all respects with the existing Ordinary Shares of £1 each.

P. D. A. Clarke

P D A Clarke

Chairman



THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use Company number

3

932947

Name of Company

FOURTH THAMES

Limited*

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]
[extraordinary] [special] resolution of the company dated 21ST DECEMBER 1981the nominal capital of the company has been increased by the addition thereto of the sum of
£ 650,000 :— beyond the registered capital of £ 50,000 :—A printed copy of the resolution authorising the increase is forwarded herewith
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
650,000	Ordinary	£1

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:New shares rank pari passu in all respects with its existing ordinary
shares.Please tick here if
continued overleaf☐

Signed

DA. Sampson [Director] [Secretary] Date 31 January 1982

Presentor's name, address and
reference (if any):DA. SAMPSON
16TH FLOOR
MILLBANK TOWER
LONDON
SW1P 4QZ

DAS/SM

For official use
General section

Post room



DAMAGED DOCUMENT

No. 932947

137

THE COMPANIES ACTS 1948 to 1981

Company limited by shares

RESOLUTION OF FOURTH THAMES LIMITED



At the Extraordinary General Meeting of the above-named Company duly convened and held at 17th Floor, Millbank Tower, Millbank, London SW1P 4QZ on 15th July 1983 the following resolution was duly passed as a Special Resolution:

RESOLUTION

THAT the name of the Company,
subject to the consent of the
Department of Trade, be changed
to WEST THURROCK ESTATE LIMITED

P. A. Whitely

Chairman

Mid 233067



£80
8/2

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

932947

38

I hereby certify that

FOURTH THAMES LIMITED

having by special resolution changed its name, is now
incorporated under the name of

WEST THURROCK ESTATE LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the

11TH AUGUST 1983

A handwritten signature in dark ink, appearing to read 'P. C. Coates'.

P. C. COATES

an authorised officer

C.172

COMPANY NO: 932947

The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Pursuant to S.378 of the Companies Act 1985)

OF

WEST THURROCK ESTATE LIMITED

Passed the 20 September 1989

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at Millbank Tower, Millbank, London SW1P 4QZ on the 20 September 1989, the following resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the regulations contained in the document produced to the meeting, marked "A" and signed by the Chairman for the purposes of identification, be and hereby are approved and adopted as the articles of association of the Company in substitution for, and to the entire exclusion of, the existing articles of association of the Company.

SIGNATURE 

To be signed by the
Chairman, a Director
or the Secretary of
the Company.



COMPANY: 932947

THE COMPANIES ACT 1948 TO 1967

AND

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

WEST THURROCK ESTATE LIMITED

(as at 20 September 1989)

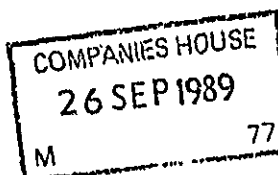


TABLE A

1. The regulations in Table A in the first Schedule to the Companies Act 1948 all not apply to the Company, but, subject as otherwise provided in these Articles, the regulations in Table A prescribed under section 8 of the Companies Act 1985, as in force at 20 September 1989 (in these Articles hereafter referred to as "Table A"), shall apply to the Company.
2. The following provisions of Table A shall not apply to the Company - in regulation 24 : the words "which is not fully paid"; in regulation 62(a): the words "not less than 48 hours"; in regulation 62(b): the words "not less than 24 hours"; in regulation 66: the last sentence; in regulation 88: the third and the last sentences; regulations 94 to 98 inclusive; in regulation 112: the last sentence.

SHARES

3. Subject to the provisions of the Companies Act 1985 relating to authority, pre-emption rights and otherwise and of any resolution of the Company in general meeting passed pursuant thereto, all unissued shares for the time being in the capital of the Company shall be at the disposal of the directors and they may (subject as aforesaid) allot, grant options over or otherwise dispose of them to such persons, on such terms and conditions and at such times as they think fit.

DIRECTORS

4. A director shall not be required to vacate his office and no person shall be ineligible for appointment or re-appointment as a director by reason of his attaining the age of seventy or any other age.

ALTERNATE DIRECTORS

- 5(1) At the end of the regulation 67 of Table A, as applicable to the Company, there shall be added the following sentence -

"The appointment of an alternate director shall also determine automatically on the happening of any event which if he were a director would cause him to vacate his office as director".
- (2) At the end of regulation 66 of Table A, as applicable

to the Company, there shall be added the following sentence -

"A director or any other person may act as alternate director to represent more than one director, and an alternate director shall be entitled at meetings of the directors or any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.

INTERESTS OF DIRECTORS

6. A director may vote at any meeting of the directors or of a committee of the directors on any resolution concerning a transaction or arrangement with the company or in which the Company is interested, or concerning any other matter in which the Company is interested, notwithstanding that he is interested in that transaction, arrangement or matter or has in relation to it a duty which conflicts or may conflict with the interests of the Company.

APPOINTMENT AND REMOVAL OF DIRECTORS

7(1) The immediate holding company (if any) for the time being of the Company may appoint any person to be a director or remove any director from office. Every such appointment or removal shall be in writing and signed by or on behalf of the said holding company and shall take effect upon receipt at the registered office of the Company or by the secretary.

(2) While the Company is a subsidiary, the directors shall have power to appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors, subject to any maximum for the time being in force, and any director so appointed shall (subject to regulation 81 of Table A) hold office until he is removed pursuant to Article 7(1).

(3) While the Company is a subsidiary, regulations 73 to 80 (inclusive) of Table A shall not apply to the Company and all references elsewhere in Table A to retirement by rotation shall be modified accordingly.

J. J. J.

PROCEEDINGS OF DIRECTORS

8(1) A resolution which has been agreed upon by all the directors for the time being entitled to receive notice of a meeting of the directors or of a committee of the directors shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) that committee of the directors duly convened and held, and for this purpose -

- (a) a resolution to which an alternate director has agreed need not also be agreed to by his appointor; and
- (b) a resolution to which a director who has appointed an alternate director has agreed need not also be agreed to by the alternate director in that capacity

(2) Without prejudice to the first sentence of regulation 88 of Table A, a meeting of the directors or of a committee of the directors may consist of a conference between directors who are not all in one place, but of whom each is able (directly or by telephonic communication) to speak to each of the others, and to be heard by each of the others simultaneously; and the word "meeting" in these Articles and in Table A shall be construed accordingly.

Company No. 932947

THE COMPANIES ACT 1985-1989

Company Limited by Shares

RESOLUTIONS OF WEST THURROCK ESTATE LIMITED

At the Annual General Meeting of the above-named company duly convened and held at Millbank Tower, Millbank, London, SW1P 4QZ on Thursday 30th May 1991 the following resolutions were duly passed as ELECTIVE RESOLUTIONS in accordance with s.379A of the Companies Acts 1985-1989 ("the Act").

RESOLUTION

THAT in accordance with section 252 of the Act an election be made to dispense with the laying of the accounts and reports before the company in general meeting.

RESOLUTION

THAT in accordance with section 366A of the Act an election be made to dispense with the holding of annual general meetings.

RESOLUTION

THAT in accordance with section 386 of the Act an election be made to dispense with the obligation to appoint auditors annually.

M. S. Forrester
Company Secretary