

Number of  
Companies

937272/1

# THE COMPANIES ACT, 1948

REGISTERED

15 AUG 1960

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.

SECURITIES AGENCY (NOMINEES)

LIMITED

Presented by

Document Filer's Reference D

Barnett, Tuson & Co.,

117, Old Broad Street,

London, E.C.2.

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; 15 & 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



of 117, Old Broad Street, London, E.C.2.

(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) a Solicitor of

the Supreme Court engaged in the formation of

SECURITIES AGENCY (NOMINEES)

xx 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 117 Old Broad  
Street  
the 5<sup>th</sup> day of August  
one thousand nine hundred and  
Sixty eight

Charles A White

Before me,

[Signature]  
A Commissioner for Oaths [or Notary Public or]  
[Justice of the Peace]  
(A.D. FARROW)

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

CCD. 109~

Form 25.

No. of Company

937272

2

REGISTERED

15 AUG 1968



SECURITIES AGENCY (NOMINEES)

LIMITED.

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

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

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.2;

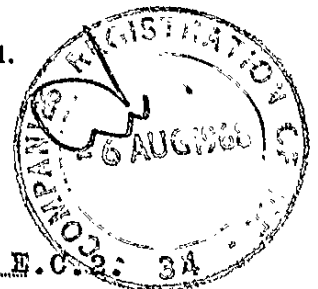
77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1.

Presented by

Barnett, Tuson & Co.,

117, Old Broad Street, London, E.C.2.

[C.A.30]



The NOMINAL CAPITAL of \_\_\_\_\_

\_\_\_\_\_ SECURITIES AGENCY (NOMINEES) Limited ✓

is £ 100 \_\_\_\_\_ divided into 100 \_\_\_\_\_ shares of £ 1 \_\_\_\_\_ each

Signature \_\_\_\_\_

*A.J.R. Rollings*

A.J.R. Rollings

\_\_\_\_\_  
Secretary

State whether Director or Secretary.

Date 5<sup>th</sup> day of August 19 68

GD 10.



THE COMPANIES ACTS, 1948 TO



COMPANY LIMITED BY SHARES.

937272

REGIST

D

15 AUG 1968



# Memorandum of Association

— OF —

## SECURITIES AGENCY (NOMINEES) LIMITED

1. The name of the Company is "Securities Agency (Nominees) Limited".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (A) To act as Nominees for any person or persons, company or corporation and to undertake the office of and act as manager, agent, attorney, trustee, executor or administrator for any person or persons, company, corporation, government, state, colony, province, dominion, sovereign or authority, supreme, municipal, local or otherwise and generally to undertake, perform and discharge any trusts, or trust agency business and any office of confidence.
  - (B) To buy, sell, underwrite, invest in, exchange or otherwise acquire and to hold, manage, develop, deal with and turn to account any bonds, stocks, obligations or securities of British, foreign or colonial governments, states, dominions, sovereigns, provinces, municipalities or ruling or public authorities, or the bonds, debentures, debenture stocks, scrips, obligations, shares, stocks, whether preference or ordinary and whether fully paid or not or securities of any companies, public works and undertakings incorporated or established by Act of Parliament, Royal Charter or under the Companies Acts in England or the Colonies or by state authority or under the laws of any foreign country or state and to invest in or upon real estate, whether incumbered or otherwise, including equities of redemption and whether by way of contributory mortgage or otherwise.



**Companies House  
Scan Upon Demand**

**We apologise that the following  
documents are of poor quality.**

**Thank You for your  
Understanding.**

- (C) To carry on any other business or activity and do anything of any nature which may seem to the Company capable of being conveniently carried on or done in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's business or property.
- (D) To acquire for any estate or interest and to take options over, construct and develop any property, real or personal, or rights of any kind which may appear to be necessary or convenient for any business of the Company including shares and other interests in any company the objects of which include the carrying on of any business or activity within the objects of this Company.
- (E) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee the payment of any principal moneys, premiums, interest and other moneys secured by or payable under any obligations or securities and the payment of dividends and premiums on, and the repayment of the capital of, stocks and shares of all kinds and descriptions.
- (F) To lend money to, or grant or provide credit or financial accommodation to, any person or company in any case in which such grant or provision is considered likely directly or indirectly to further any of the objects of the Company or the interests of its Members.
- (G) To invest any moneys of the Company not immediately required for the purposes of the business of the Company in such investments (other than shares in the Company or its holding company, if any), and in such manner as may from time to time be determined, and to hold, sell or otherwise deal with such investments.
- (H) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with, or to co-operate or participate in any way with, or assist or subsidise any company or person carrying on or proposing to carry on any business within the objects of the Company.
- (I) To borrow and raise money and 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 of or charges upon the undertaking and all or any of the real and personal property (present

and future) and the uncalled capital of the Company or by the creation and issue of debentures, debenture stock or other obligations or securities of any description.

- (J) To sell, exchange, mortgage, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over 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 other obligations or securities, whether fully or partly paid up, of any other company.
- (K) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscription of, or otherwise assisting in the issue of, any shares, debentures or other securities of the Company or in or about the formation of the Company or the conduct of its business.
- (L) To establish or promote, or concur or participate in establishing or promoting, any company the establishment or promotion of which shall be considered desirable in the interests of the Company and to subscribe for, underwrite, purchase or otherwise acquire the shares, stocks and securities of any such company, or of any company carrying on or proposing to carry on any business or activity within the objects of the Company.
- (M) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (N) To subscribe or guarantee money for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its Members or for any national, charitable, benevolent, public, general or useful object, or for for any exhibition.
- (O) To grant pensions or gratuities to any officers or employees or ex-officers or ex-employees (including Directors and ex-Directors) of the Company, or of its predecessors in business or of its holding company or subsidiary companies (if any), or to the relations, connections or dependents of any such persons, and to establish or support any associations, institutions, clubs, building and housing schemes, funds, and



profits which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its Members.

- (P) To insure the life of any person who may in the opinion of the Company be of value to the Company as having or holding for the Company interests, goodwill or influence or other assets and to pay the premiums on such insurance.
- (Q) To act as secretaries, managers, registrars or transfer agents for any other company.
- (R) To distribute any of the property of the Company among its Members in specie or kind.
- (S) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (T) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

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 that the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in anywise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

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 and to divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions.

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>Kavan J. King.</i> <i>117, Old Broad Street, London, E.C.2.</i> <i>Solicitor.</i>	<i>One</i> <i>/</i>
<i>R.A. Hunt.</i> <i>117 Old Broad Street London E.C.2</i> <i>Solicitor Clerk</i>	<i>One</i> <i>/</i>
Total shares taken ... ..	<i>TWO</i>

DATED the *5th* day of *August*, 1968.

WITNESS to the above signatures:-

*Charles A. White.* ✓

*117, Old Broad Street*  
*London E.C.2.*  
*Solicitor*

CD 10/-

937272/4

THE COMPANIES ACTS, 1948 TO 1967.

REGISTERED

15 AUG 1968

COMPANY LIMITED BY SHARES.

## Articles of Association

— OF —

### SECURITIES AGENCY (NOMINEES) LIMITED



#### PRELIMINARY

1. The Regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A") shall, except where the same are excluded or varied by or are inconsistent with these Articles, apply to the Company. Except as otherwise stated references herein to Regulations in Table A shall be construed as referring to those contained in Part I thereof.

#### SHARES

2. The Share Capital of the Company at the date of the registration of these Articles is £100 divided into 100 Shares of £1 each.

3. Subject to any direction to the contrary that may be given by the Company in general meeting all the shares of the Company for the time being unissued shall be at the disposal of the Directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as the Directors may determine, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.

4. If any such separate general meeting as is referred to in Regulation 4 of Table A shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting those holders of shares of the class who are present shall be a quorum and Regulation 4 of Table A shall be construed accordingly.

5. The lien conferred by Regulation 11 of Table A shall also attach to fully paid up shares and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, and Regulation 11 of Table A shall be construed accordingly.

### CALLS ON SHARES

6. In Regulation 15 of Table A the words "Except insofar as may be otherwise agreed between the Company and any Member in the case of the shares held by him" shall be deemed to be inserted immediately after the words "Provided that".

### GENERAL MEETINGS

7. Subject to the provisions of the Act, a resolution in writing signed by all the Members of the Company who would be entitled to receive notice of and to attend and vote at a general meeting at which such resolution was to be proposed, or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and signature in the case of a corporate body, which is a Member shall be sufficient if made by a director thereof or its duly appointed attorney. Regulation 5 of Part II of Table A shall not apply.

8. A poll may be demanded by the Chairman or by any Member present in person or by proxy and Regulation 58 of Table A shall be construed accordingly.

9. If at any general meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the Chairman of the Meeting, be of sufficient magnitude to vitiate the result of the voting.

### DIRECTORS

10. Unless and until otherwise determined by the Company in general meeting the number of Directors shall not be less than two. The names of the first Directors shall be determined in writing by the subscribers of the Memorandum of association.

11. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission,

percentage of profits or otherwise as the Directors may determine.

#### POWERS AND DUTIES OF THE BOARD

12. The Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party (including its holding company). Regulation 79 of Table A shall not apply.

13. The Board may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Assistant Managing Director, or in any other executive office or employment under the Company or indirectly as an executive officer or employee of any subsidiary company of the Company or of its holding company (if any) notwithstanding that he may be or may have been a Director of the Company and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person. Regulation 87 of Table A shall not apply.

14. A Director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 199 of the Act. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present. Paragraphs (2) and (4) of Regulation 84 of Table A shall not apply.

15. The Board may from time to time appoint one or more of its body to an executive office (including that of Managing Director, Manager or any other salaried office) for such period and on such terms as it shall think fit, and subject to the terms of any Agreement entered into in any particular case, may revoke such appointment. Subject to the terms of any such Agreement the appointment of any Director as aforesaid shall be ipso facto determined if he cease from any cause to be a Director. Regulation 107 of Table A shall not apply.

16. A Managing Director, Manager or other executive officer as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits or pension or otherwise howsoever, whether similar to the foregoing or not) as the Board may determine. Regulation 108 of Table A shall not apply.

17. The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the Registered Office of the Company remove any Director from office or appoint any person to be a Director.

18. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall (subject to Regulation 88 of Table A) hold office until he is removed pursuant to the last preceding Article.

19. Regulations 89 to 97 (inclusive) of Table A shall not apply.

20. Each Director shall have power to nominate in writing (1) any other Director or (2) any person approved for that purpose by the other Directors to act as alternate Director 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 the power to appoint an alternate, 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 whom he represents. An alternate Director shall ipso facto cease to be an alternate Director if his appointor cease for any reason to be a Director. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

*Kavanagh, King.*

*117, Old Broad Street, London, E.C.2.*  
*Solicitor.*

*R. A. Munn.*

*117 Old Broad Street London E.C.2*  
*Solicitor Clerk*

---

DATED the *5th* day of *August*, 1968.

WITNESS to the above signatures:-

*Charles A. White*

*117 Old Broad Street*  
*London E.C.2.*  
*Solicitor*



## CERTIFICATE OF INCORPORATION

No. 937272

I hereby certify that

**SECURITIES AGENCY (NOMINEES) 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 15th August, 1968.

A handwritten signature in dark ink, appearing to read 'B. H. H. H.', written over a horizontal line.

Assistant Registrar of Companies



The Companies Act, 1948

11-10-60  
REGISTRATION

k10

SECURITIES AGENCY (NOMINEES) LIMITED

No. 937272 / 3

At an EXTRAORDINARY GENERAL MEETING of Securities Agency (Nominees) Limited duly convened and held on 1st February, 1972 the following special Resolution was duly passed:

SPECIAL RESOLUTION

That the name of the Company be changed from Securities Agency (Nominees) Limited to Drayton Corporation (Nominees) Limited.

*Certified a true copy*  
*J. R. Ramesh*

SECURITIES AGENCY LIMITED, Secretaries

17

10-5-1972  
51



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 937272

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I hereby certify that

**SECURITIES AGENCY (NOMINEES) LIMITED**

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

**DRAYTON CORPORATION (NOMINEES) LIMITED**

Given under my hand at London the

**18th FEBRUARY 1972**

*J. L. Knight*  
(F. L. KNIGHT)

*Assistant Registrar of Companies*

*[Signature]*

**17**

C.172

186 City Road  
London EC1V 2NU  
Telephone 01-251 1644  
Telex 885734  
Telegraphic address Apocope London EC1

Your reference:

Our reference:  
MKH/E

934272 / 165  
**ROBSON R RHODES**  
Chartered Accountants

Internationally  
Dunwoody Robson McGladrey & Pullen

Date:  
20th November 1981

The Secretary  
Drayton Corporation (Nominees) Limited  
114 Old Broad Street  
London EC2P 2HY

Dear Sir,

DRAYTON CORPORATION (NOMINEES) LIMITED

We herewith tender our resignation as joint auditors to Drayton Corporation (Nominees) Limited with immediate effect. We confirm there are no circumstances connected with our resignation which should be brought to the notice of members or creditors of the Company.

Yours faithfully,

*David Rhodes*



London: EB, Palmer, EJC, Bell, MC, Ainley, HGC, Aldus, FA, Atwood, MJ, Bates, JW, Clement, JD, Cucksey, JJ, Francis, DA, Genese, R, Gray, MK, Hardy, KPB, Hovey, Halmer, Hudson, RR, Lemanski, JL, Mawhood, DA, Medland, RW, Mertons, P, Mowor, JD, Orme, JB, Rayer, CJ, Rev, EAW, Robson, JF, Sands, CE, Shanbury, FA, Smith, JR, Venning, RA, Warren, Birmingham: JKR, Jones, GW, Cross, R, Hale, MB, Lloyd, FA, Rounthwaite, Bradford: CWW, Turner, RJ, Barracough, RJ, Dawson, Dewsbury: JP, Blake, DJG, Paylor, RA, Pollock, Leeds: TAJ, Bedford, DE, Clayton, G, Connor, J, Purcell, ME, Roberts, DJ, Williams, Leicester/Hinckley: JKR, Allen, C, Farrer, J, Houston, M, Peters, Manchester: JKC, Barnes, T, Barker, JS, Cullen, AR, Dobell, RA, Hushon, AWW, Wilson, Taunton/Tiverton: WRG, Pearse, DW, Griffiths, CB, Hodson, RHW, Marriot, GHR, Oakes, G, Ware, Wolverhampton: JM, Ruddy, AH, Nelson, CA, Sherry, EJC, Wooding.

20/9  
Coopers  
& Lybrand

chartered accountants

Abacus House Gutter Lane  
Cheapside London EC2V 8AH

a member firm of  
Coopers & Lybrand (International)

telephone 01-606 4040  
telegrams Colybrand London  
telex 887470  
fax groups 01-606 8237

our reference AH.217

8 August 1985

Drexler Corporation (Nominees) Limited  
11 Devonshire Square  
London  
EC2M 4YR

937272

166

Dear Sirs

We are writing in response to the letter dated 25 July 1985 from the chief executive of Samuel Montagu & Co. Limited to confirm our resignation as auditors of the above company.

We confirm that there are no circumstances connected with our resignation which we consider should be brought to the notice of members or creditors of the company.

Yours truly

*Coopers & Lybrand*

/jas



THE COMPANIES ACT 1985

Company limited by shares

---

SPECIAL RESOLUTION

of

Drayton Corporation (Nominees) Limited

No. 937272

---

At the annual general meeting of the above-named Company duly convened and held on 29 July 1987 the following resolution was passed as a special resolution:-

SPECIAL RESOLUTION

It was resolved that the Company having satisfied the provisions of section 252, Companies Act 1985, relating to dormant companies, the Company be exempt from the obligation to appoint auditors as otherwise required by section 384 of that Act.

Certified a true copy

.......... Secretary



THE COMPANIES ACTS  
COMPANY LIMITED BY SHARES

DRAYTON CORPORATION (NOMINEES) LIMITED

No. 937272

At the annual general meeting of the above named company held at 10 Lower Thames Street, London EC3R 6AE on 12 April 1991 the following resolutions were duly passed as elective resolutions.

ELECTIVE RESOLUTIONS

1. DURATION OF AUTHORITY TO ALLOT SHARES  
That, pursuant to section 80A of the Companies Act 1985 (as amended), the directors be and are hereby generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for such shares, up to the nominal amount for the time being of the authorised share capital of the Company, such authority to exist for an indefinite period in accordance with sub-section (2)(a) of the said section. All previous resolutions in these respects be and are hereby cancelled.
2. LAYING OF ACCOUNTS AND REPORTS BEFORE GENERAL MEETINGS  
That, pursuant to section 252 of the Companies Act 1985 (as amended), the requirement to lay accounts and reports before the Company in general meeting be and is hereby dispensed with.
3. HOLDING OF ANNUAL GENERAL MEETINGS  
That, pursuant to section 366A of the Companies Act 1985 (as amended), the requirement to hold annual general meetings be and is hereby dispensed with.
4. APPOINTMENT OF AUDITORS ANNUALLY  
That, pursuant to section 386 of the Companies Act 1985 (as amended), the requirement to appoint auditors annually be and is hereby dispensed with.

Certified a true copy

*Richard Quin*

Richard Quin  
Secretary

RWQ/E/Registrar

