

THE COMPANIES ACTS 1948 to 1967

REGISTERED

16 SEP 1969

DECLARATION of Compliance with the requirements of the
Companies Act 1948 on application for registration of a Company.

Pursuant to Section 15 (2) of the Companies Act 1948

Insert the
Name of the
Company.

OFREX GROUP TRUSTEE COMPANY

LIMITED

Presented by

Presentor's Reference A.R. EMMETT

CLIFFORD-BURNER & CO.

11 OLD JEWRY,

LONDON E.C.2

10 SEP 1969

Form No. 41

(No filing fee payable)

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 CF1 4EA;
19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 14-22 Renfrew Court,
Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, MAURICE VICTOR BLANK

of 11 OLD JEWRY, LONDON E.C.2

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 OFREX GROUP TRUSTEE COMPANY

Limited,

And that all the requirements of the Companies Act 1948 in respect of
matters precedent to the registration of the said Company and incidental
thereto have been complied with, And I make this solemn Declaration
conscientiously believing the same to be true and by virtue of the provisions
of the Statutory Declarations Act 1835.

Declared at

6, Old Jewry, Poultry,
IN THE CITY OF LONDON

the 10 day of September

one thousand nine hundred and

sixty nine

Before me,

G. R. Richards

M. V. Blank

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

962064/2

STATEMENT OF THE NOMINAL CAPITAL

OF

OTREX GROUP TRUSTEE COMPANY



ELEMENTS

ursuant 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 £.100.0.0

Signature Clifford - Lerner & Co

Description. Solicitors

ted the 10th day of September 1969

TES.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 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 formation.

presented by

Presentor's Reference.....A.R. EMMETT

CLIFFORD-TURNER & CO.

11 OLD JEWRY,

LONDON E.C.2

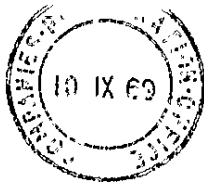
10 SEP 1968

Form No. 25

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

91-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 5 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA; 7 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 14-22 Renfrew Court, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.



THE COMPANIES ACTS, 1948 TO 1967

UNLIMITED COMPANY HAVING A SHARE CAPITAL

962064/3

Memorandum of Association

OF

OFREX GROUP TRUSTEE COMPANY

REGISTERED

16 SEP 1969

1. The Name of the Company is "OFREX GROUP TRUSTEE COMPANY".

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

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

(A) To undertake the office of and act as trustee executor administrator manager agent or attorney of or for any person or persons company corporation government state colony province dominion or authority supreme municipal local or otherwise or for any pension scheme executive incentive scheme or any other scheme generally for the benefit of the employees of any company corporation or government and generally to undertake transact perform and discharge any and all kinds of trusts or trust or 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 company or corporation 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 invest in or upon real estate whether encumbered or otherwise including equities of redemption and whether by way of contributory mortgage or otherwise.

- (c) To carry on any other trade or business whatsoever which can in the opinion of the Directors be advantageously carried on by the Company in connection with or as auxiliary to the general business of the Company.
- (d) To buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let on hire, and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, materials, produce, substances, articles and things for the purpose of any of the businesses specified herein, or likely to be required by customers or other persons having, or about to have, dealings with the Company.
- (e) To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.
- (f) To acquire, undertake and carry on the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on or possess, or which may seem to the Company capable of being conveniently carried on or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights, or any property suitable for the purposes of the Company.
- (g) To enter into any arrangements with any Government or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (h) To apply for, or join in applying for, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, registered designs, protections and concessions, which may appear likely to be advantageous or useful to the Company, and to use

and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting and testing and making researches, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

- (i) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise with any company, or with any employees of the Company, including in such case if thought fit the conferring of a participation in the management or its directorate, or with any company carrying on or engaged in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to give to any company special rights or privileges in connection with or control over this Company, and in particular the right to nominate one or more Directors of this Company. And to lend money to, guarantee the contracts of, or otherwise assist any such company, and to take or otherwise acquire shares or securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
- (j) To subsidise, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any persons or companies and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others.
- (k) To promote any company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (l) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company, and the issue of its capital, or for contributing to or assisting any company either issuing or purchasing with a view to issue all or any part of the Company's capital in connection with the advertising or offering the same for sale or subscription, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or debenture stock.

- (M) Generally to purchase, take on lease or exchange, hire, or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
- (N) To receive money on deposit upon such terms as the Company may approve.
- (O) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (P) To lend money with or without security, but not to carry on the business of a registered money lender.
- (Q) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise charged upon all or any of the Company's property (both present and future), including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (R) To remunerate any company for services rendered or to be rendered, in placing, or assisting to place, or guaranteeing the placing or procuring the underwriting of any of the shares or debentures, or other securities of the Company or of any company in which this Company may be interested or propose to be interested, or in or about the conduct of the business of the Company, whether by cash payment or by the allotment of shares or securities of the Company credited as paid up in full or in part, or otherwise.
- (S) To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other obligations of any other company having objects altogether or in part similar to those of this Company.
- (T) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, warrants, debentures and other negotiable and transferable instruments.
- (U) To sell, lease, exchange, let on hire, or dispose of any real or personal property or the undertaking of the Company, or any part or parts thereof, for such consideration as the Company may think fit, and, in particular, for shares whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether, or in part, similar to those of the Company,

and to hold and retain any shares, debentures or securities so acquired, and to improve, manage, develop, sell, exchange, lease, mortgage, dispose of or turn to account or otherwise deal with all or any part of the property or rights of the Company.

- (v) To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the Press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
- (w) To support or subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the Company or its Directors, officers or employees, or the Directors, officers and employees of its predecessors in business, or of any subsidiary, allied or associated company, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person (including any Directors or former Directors) who may have served the Company or its predecessors in business, or any subsidiary allied or associated company or to the wives, children or other relatives or dependants of such persons; to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any Directors or officers of or persons employed by the Company, or of or by its predecessors in business, or of or by any subsidiary, allied or associated company, and to subsidise or assist any association of employers or employees, or any trade association.
- (x) To obtain any Provisional Order or Act of Parliament for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or for any other purposes which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (y) To establish, grant and take up agencies in any part of the world, and to do all such other things as the Company may deem conducive to the carrying on of the Company's business, either as principals, or agents, and to remunerate any persons in connection with the establishment or granting of such agencies upon such terms and conditions as the Company may think fit.

- (z) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others and to procure the Company to be registered or recognised in any foreign country or place.
- (AA) To distribute any of the property of the Company in specie among the shareholders.
- (BB) To amalgamate with any other company having objects altogether or in part similar to those of this Company.
- (CC) To do all such other 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 shall be deemed to include any person or partnership or other body of persons whether domiciled in the United Kingdom or elsewhere, and words denoting the singular number only shall include the plural number and *vice versa*, and so that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be regarded as independent objects, and in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

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>Alfred George ANDREWS, 8 Fernhall Drive, Ilford, Essex. Chartered Accountant.</i>	<i>ONE</i>
<i>Roy Francis Merewyn Pope Belnacraig, Burgers Wood Road, Beckenfield, Sussex. Incorporated Secretary.</i>	<i>ONE.</i>

DATED the 22 day of August, 1969.

WITNESS to all the above Signatures:—

*Jean M^c Carney
17 Metlin Gardens,
Downham,
Bromley, Kent.
Secretary.*



THE COMPANIES ACTS 1948 to 1967

UNLIMITED COMPANY HAVING A SHARE CAPITAL

Articles of Association
OF
OFREX GROUP TRUSTEE COMPANY

PRELIMINARY

1. The Regulations contained in Parts I and II of Table A set out in the First Schedule to the Companies Act 1948 (hereinafter called Table "A") shall apply to the Company save insofar as they are excluded or modified hereby. The Clauses in Part I of Table "A" numbered 24, 40 to 46 inclusive, 53, 64, 77, 79, 87, 88 (A) and (F), 89, 90, 91, 92, 93 and 107 and the Clause in Part II of Table "A" numbered 1 shall not apply but subject as aforesaid and in addition to the remaining Clauses in Parts I and II of Table "A", the following shall be the Articles of Association of the Company.

2. The number of Members with which the Company proposes to be registered is two but the Directors may from time to time register an increase of Members.

3. (A) The share capital of the Company is £100 divided into one hundred shares of £1 each.

(B) The Company may by Special Resolution:—

- (a) Increase the share capital by such sum to be divided into shares of such amount as the Resolution may prescribe.
- (b) Consolidate its shares into shares of a larger amount than its existing shares.
- (c) Sub-divide its shares into shares of a smaller amount than its existing shares.
- (d) Cancel any shares which at the date of the passing of the

Resolution have not been taken or agreed to be taken by any person.

- (e) Reduce its share capital in any way.

SHARES

4. All shares for the time being created and unissued shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons (including any Directors), on such terms and conditions and at such time or times as the Directors may think fit, and with full power for the Directors to give to any person (including any Director) the call of any shares, either at par or at a premium, and for such time and for such consideration as the Directors may think fit.

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

6. In Clause 15 of Part I of Table "A" the following words "except in so far as may be otherwise agreed between the Company and any Member in the case of the shares held by him" shall be inserted immediately after the words "Provided that".

NOTICES

7. Every notice calling a General Meeting shall comply with the provisions of Section 136 (2) of the Act, as to giving information to Members in regard to their right to appoint proxies, and all notices and other communications relating to a General Meeting which any Member is entitled to receive shall also be sent to the Auditor for the time being of the Company.

RESOLUTIONS

8. Any such resolution in writing as is referred to in Clause 5 in Part II of Table "A" may consist of several documents in the like form each signed by one or more of the Members (or their duly authorised representatives) in that Clause referred to.

TRANSFERS

9. An instrument of transfer of a share (other than a partly paid share) need not be executed on behalf of the transferee and Clause 22 of Part I of Table "A" shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

10. The following words shall be added to the end of Clause 52 in Part I of Table "A" "and fixing the remuneration of Directors".

11. The words "the meeting shall be dissolved" shall be substituted for the words "the members present shall be a quorum" in Clause 54 in Part I of Table "A".

12. It shall not be necessary to give any notice of an adjourned meeting and Clause 57 in Part I of Table "A" shall be construed accordingly.

13. A poll may be demanded by any Member present in person or by proxy and Clause 58 in Part I of Table "A" shall be modified accordingly.

14. A Member for whom a receiver, *curator bonis* or other person in the nature of a receiver or *curator bonis* has been appointed by a Court in England and Wales or Scotland having jurisdiction in that behalf on the ground that the Member is incapable by reason of mental disorder of managing and administering his property, and affairs may vote, whether on a show of hands or on a poll, by the person so appointed, and that person may appoint a proxy to vote on a poll on behalf of the Member.

DIRECTORS

15. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than two nor more than six and Clause 75 in Part I of Table "A" shall be modified accordingly.

16. A Director need not hold any shares of the Company to qualify him as a Director but he shall be entitled to receive notice of and attend at all General Meetings of the Company and at all separate General Meetings of the holders of any class of shares in the Capital of the Company and Clause 134 of Part I of Table "A" shall be modified accordingly.

17. If any Director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a Board Meeting of the Directors of the Company and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.

18. 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 and to issue debentures, debenture stock and other securities as security for any debt, liability or obligation of the Company or of any third party.

19. A Director may vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, and if he does so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration and Clause 84 in Part I of Table "A" shall be modified accordingly.

20. A Director present at any meeting of Directors or Committees of Directors need not sign his name in a book kept for that purpose and Clause 86 in Part I of Table "A" shall be modified accordingly.

21. The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or on his death to his widow or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

22. Paragraph (d) of Clause 88 of Part I of Table "A" shall be modified by deleting the words "becomes of unsound mind" and substituting therefor the words "in the opinion of all his co-Directors becomes incapable by reason of mental disorder of discharging his duties as Director".

23. A Director shall not retire by rotation and Clauses 94, 96 and 97 in Part I of Table A "A" shall be modified accordingly.

24. A Director appointed to fill a casual vacancy or as an addition to the Board shall not retire from office at the Annual General Meeting next following his appointment and the last sentence of Clause 95 of Part I of Table "A" shall be deleted.

25. Without prejudice to the provisions of Section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his term of office. The Company may by Ordinary Resolution appoint another person in place of the Director so removed.

26. (A) Any Director may by writing under his hand appoint (1) any other Director, or (2) any other person who is approved by

the Board of Directors as hereinafter provided to be his alternate; and every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notices of all meetings of the Directors, and in the absence from the Board of the Directors appointing him, to attend and vote at Meetings of the Directors, and to exercise all the powers, rights, duties and authorities of the Director appointing him; Provided always that no such appointment of a person other than a Director shall be operative unless and until the approval of the Board of Directors by a majority consisting of two-thirds of the whole Board shall have been given and entered in the Directors' Minute Book. A Director may at any time revoke the appointment of an alternate appointed by him, and subject to such approval as aforesaid appoint another person on his place, and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine, provided always that in the event of these Articles providing for the retirement of Directors by rotation, if any Director so retires but is re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had so retired. An alternate Director shall not be counted in reckoning the maximum number of Directors allowed by the Articles of Association for the time being. A Director acting as alternate shall have an additional vote at meetings of Directors for each Director for whom he acts as alternate but he shall count as only one for the purpose of determining whether a quorum is present.

(B) Every person acting as an alternate Director 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.

27. Any such resolution in writing as is referred to in Clause 106 in Part I of Table "A" may consist of several documents in the like form each signed by one or more of the Directors for the time being entitled to receive notice of a meeting of the Directors and Clause 106 in Part I of Table "A" shall be modified accordingly.

28. No person shall be or become incapable of being appointed a Director by reason of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.

29. The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of Chairman or Deputy Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director as the Directors may decide for such fixed term or without limitation as to period and on such terms as they think fit and a Director appointed to any executive office shall (without prejudice to any claim for damages for breach of any Service Contract between him and the Company) if he ceases to hold the office of Director from any cause *ipso facto* and immediately cease to hold such executive office.

30. A Director holding such executive office as aforesaid for a fixed period shall not be entitled to resign as a Director of the Company and Clause 88 (e) of Table "A" shall be modified accordingly.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Alfred George ANDREWS
8, Fernhall Drive, Ilford, Essex
Chartered Accountant

Roy Francis Remewey Pope.
BelnaCraig. Burgers Wood Road
Beaconsfield. Bucks
Incorporated Secretary.

DATED this 22 day of August, 1969.

WITNESS to the above Signatures:—

Jean M^c Cartney
17 Merlin Gardens,
Downham,
Bromley, Kent.
Secretary.



CERTIFICATE OF INCORPORATION

No.

962064

I hereby certify that

OFREX GROUP TRUSTEE COMPANY

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

16TH SEPTEMBER, 1969

Given under my hand at London the


(F. L. KNIGHT)

Assistant Registrar of Companies

13
THE COMPANIES ACTS 1948 to 1967.UNLIMITED COMPANY HAVING A SHARE CAPITAL

SPECIAL RESOLUTIONS

OF

OFREX GROUP TRUSTEE COMPANY.

Passed the 18th day of March, 1975.

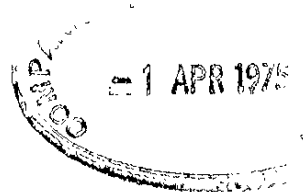
At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held at Ofrex House, Stephen Street, London, W.1 on the 18th day of March 1975 the sub-joined Special Resolutions were duly passed, viz:-

- ✓ 1. That this Company be registered under the Companies Acts 1948 - 1967 as a company limited by shares under the name of Ofrex Group Trustee Company Limited with a nominal capital of £100. divided into 100 Ordinary Shares of £1. each.
2. That Clause 1 of the Memorandum of Association of the Company be amended by adding at the end the word "Limited".
3. That the Memorandum of the Company be further amended by the addition of the following clauses:
 - "4. The liability of the members be limited.
 5. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each."
4. Article 1 of the Articles of Association of the Company shall be amended by substituting the figures "43" for "46" and Article 3(B) shall be deleted.

H. G. Anderson
.....
Chairman.

Presented by:

Booth & Blackwell
3 and 4 Berners st,
London W.1.



For fee payable see below

No. of Company 962064 *114*

THE COMPANIES ACTS 1948 TO 1967

APPLICATION BY AN UNLIMITED COMPANY TO BE RE-REGISTERED AS LIMITED

Pursuant to Section 44 of the Companies Act 1967

Name of Company OFREX GROUP TRUSTEE COMPANY

Registered Office Ofrex House

..... Stephen Street

..... London, W1A 1EA

The fee payable should be calculated in accordance with Schedule 3 of the Companies Act 1967

1. Consequent upon the passing of a Special Resolution by the above-named Company on the 18th March, 1975..... application is hereby made for the Company to be re-registered as limited.
2. A copy of the aforesaid Special Resolution

☒ is attached
☒ ~~has already been presented for registration~~
3. Printed copies of the memorandum and articles of the company as altered in pursuance of the Special Resolution are attached.
4. * Nominal share capital (if any) provided for by the memorandum as altered £100.....
5. ** Maximum (if any) number of members allowed by the articles as altered *MA*

Signed *K. J. Pope*

State whether Director or Secretary Secretary

Date *30* April, 1975.....

/ Delete words which are not applicable

* If the company is to have a share capital the application should be accompanied by the appropriate Inland Revenue form on which the necessary Capital Duty has been paid

** Applies only if the company is to be limited by guarantee

Presented by:

BOOTH & BLACKWELL,
3 and 4 Berners Street,
London, W.1.

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

Memorandum

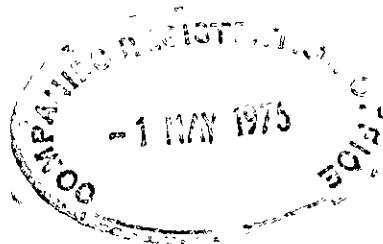
AND

Articles of Association

OF

**OFREX GROUP TRUSTEE COMPANY
LIMITED**

Incorporated the 16th day of September, 1969



BOOTH & BLACKWELL,
3 AND 4 BERNERS STREET,
LONDON, W.1.



COMPANY LIMITED BY SHARES

Memorandum of Association
OF
OFREX GROUP TRUSTEE COMPANY
LIMITED

1. The Name of the Company is "OFREX GROUP TRUSTEE COMPANY LIMITED".

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

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

- (A) To undertake the office of and act as trustee executor administrator manager agent or attorney of or for any person or persons company corporation government state colony province dominion or authority supreme municipal local or otherwise or for any pension scheme executive incentive scheme or any other scheme generally for the benefit of the employees of any company corporation or government and generally to undertake transact perform and discharge any and all kinds of trusts or trust or 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 company or corporation 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 invest in or upon real estate whether encumbered or otherwise including equities of redemption and whether by way of contributory mortgage or otherwise.

- (c) To carry on any other trade or business whatsoever which can in the opinion of the Directors be advantageously carried on by the Company in connection with or as auxiliary to the general business of the Company.
- (d) To buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let on hire, and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, materials, produce, substances, articles and things for the purpose of any of the businesses specified herein, or likely to be required by customers or other persons having, or about to have, dealings with the Company.
- (e) To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.
- (f) To acquire, undertake and carry on the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on or possess, or which may seem to the Company capable of being conveniently carried on or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights, or any property suitable for the purposes of the Company.
- (g) To enter into any arrangements with any Government or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (h) To apply for, or join in applying for, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, registered designs, protections and concessions, which may appear likely to be advantageous or useful to the Company, and to use

and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting and testing and making researches, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

- (I) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise with any company, or with any employees of the Company, including in such case if thought fit the conferring of a participation in the management or its directorate, or with any company carrying on or engaged in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to give to any company special rights or privileges in connection with or control over this Company, and in particular the right to nominate one or more Directors of this Company. And to lend money to, guarantee the contracts of, or otherwise assist any such company, and to take or otherwise acquire shares or securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
- (J) To subsidise, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any persons or companies and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others.
- (K) To promote any company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (L) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company, and the issue of its capital, or for contributing to or assisting any company either issuing or purchasing with a view to issue all or any part of the Company's capital in connection with the advertising or offering the same for sale or subscription, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or debenture stock.

- (M) Generally to purchase, take on lease or exchange, hire, or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
- (N) To receive money on deposit upon such terms as the Company may approve.
- (O) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (P) To lend money with or without security, but not to carry on the business of a registered money lender.
- (Q) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise charged upon all or any of the Company's property (both present and future), including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (R) To remunerate any company for services rendered or to be rendered, in placing, or assisting to place, or guaranteeing the placing or procuring the underwriting of any of the shares or debentures, or other securities of the Company or of any company in which this Company may be interested or propose to be interested, or in or about the conduct of the business of the Company, whether by cash payment or by the allotment of shares or securities of the Company credited as paid up in full or in part, or otherwise.
- (S) To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other obligations of any other company having objects altogether or in part similar to those of this Company.
- (T) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, warrants, debentures and other negotiable and transferable instruments.
- (U) To sell, lease, exchange, let on hire, or dispose of any real or personal property or the undertaking of the Company, or any part or parts thereof, for such consideration as the Company may think fit, and, in particular, for shares whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether, or in part, similar to those of the Company,

and to hold and retain any shares, debentures or securities so acquired, and to improve, manage, develop, sell, exchange, lease, mortgage, dispose of or turn to account or otherwise deal with all or any part of the property or rights of the Company.

- (v) To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the Press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
- (w) To support or subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the Company or its Directors, officers or employees, or the Directors, officers and employees of its predecessors in business, or of any subsidiary, allied or associated company, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person (including any Directors or former Directors) who may have served the Company or its predecessors in business, or any subsidiary allied or associated company or to the wives, children or other relatives or dependants of such persons; to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any Directors or officers of or persons employed by the Company, or of or by its predecessors in business, or of or by any subsidiary, allied or associated company, and to subsidise or assist any association of employers or employees, or any trade association.
- (x) To obtain any Provisional Order or Act of Parliament for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or for any other purposes which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (y) To establish, grant and take up agencies in any part of the world, and to do all such other things as the Company may deem conducive to the carrying on of the Company's business, either as principals, or agents, and to remunerate any persons in connection with the establishment or granting of such agencies upon such terms and conditions as the Company may think fit.

- (z) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others and to procure the Company to be registered or recognised in any foreign country or place.
- (AA) To distribute any of the property of the Company in specie among the shareholders.
- (BB) To amalgamate with any other company having objects altogether or in part similar to those of this Company.
- (CC) To do all such other 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 shall be deemed to include any person or partnership or other body of persons whether domiciled in the United Kingdom or elsewhere, and words denoting the singular number only shall include the plural number and *vice versa*, and so that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be regarded as independent objects, and in nowise 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 be limited.

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

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
<p>ALFRED GEORGE ANDREWS, 8, Fernhall Drive, Ilford, Essex. <i>Chartered Accountant.</i></p>	One
<p>ROY FRANCIS TRETHERWEY POPE, Balnacraig, Burgess Wood Road, Beaconsfield, Bucks. <i>Incorporated Secretary.</i></p>	One

DATED the 22nd day of August, 1969.

WITNESS to the above Signatures :—

JEAN McCARTNEY,
17, Merlin Gardens,
Downham,
Bromley, Kent.
Secretary.

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

Articles of Association
OF
OFREX GROUP TRUSTEE COMPANY
LIMITED

PRELIMINARY

1. The Regulations contained in Parts I and II of Table A set out in the First Schedule to the Companies Act 1948 (hereinafter called Table "A") shall apply to the Company save insofar as they are excluded or modified hereby. The Clauses in Part I of Table "A" numbered 24, 40 to 43 inclusive, 53, 64, 77, 79, 87, 88 (A) and (F), 89, 90, 91, 92, 93 and 107 and the Clause in Part II of Table "A" numbered 1 shall not apply but subject as aforesaid and in addition to the remaining Clauses in Parts I and II of Table "A", the following shall be the Articles of Association of the Company.

2. The number of Members with which the Company proposes to be registered is two but the Directors may from time to time register an increase of Members.

3. The share capital of the Company is £100 divided into one hundred shares of £1 each.

SHARES

4. All shares for the time being created and unissued shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons (including any Directors), on such terms and conditions and at such time or times as the Directors may think fit, and with full power for the Directors to give to any person (including any Director) the call of any shares, either at par or at a premium, and for such time and for such consideration as the Directors may think fit.

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

6. In Clause 15 of Part I of Table "A" the following words "except in so far as may be otherwise agreed between the Company and any Member in the case of the shares held by him" shall be inserted immediately after the words "Provided that".

NOTICES

7. Every notice calling a General Meeting shall comply with the provisions of Section 136 (2) of the Act, as to giving information to Members in regard to their right to appoint proxies, and all notices and other communications relating to a General Meeting which any Member is entitled to receive shall also be sent to the Auditor for the time being of the Company.

RESOLUTIONS

8. Any such resolution in writing as is referred to in Clause 5 in Part II of Table "A" may consist of several documents in the like form each signed by one or more of the Members (or their duly authorised representatives) in that Clause referred to.

TRANSFERS

9. An instrument of transfer of a share (other than a partly paid share) need not be executed on behalf of the transferee and Clause 22 of Part I of Table "A" shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

10. The following words shall be added to the end of Clause 52 in Part I of Table "A" "and fixing the remuneration of Directors".

11. The words "the meeting shall be dissolved" shall be substituted for the words "the members present shall be a quorum" in Clause 54 in Part I of Table "A".

12. It shall not be necessary to give any notice of an adjourned meeting and Clause 57 in Part I of Table "A" shall be construed accordingly.

13. A poll may be demanded by any Member present in person or by proxy and Clause 58 in Part I of Table "A" shall be modified accordingly.

14. A Member for whom a receiver, *curator bonis* or other person in the nature of a receiver or *curator bonis* has been appointed by a Court in England and Wales or Scotland having jurisdiction in that behalf on the ground that the Member is incapable by reason of mental disorder of managing and administering his property, and affairs may vote, whether on a show of hands or on a poll, by the person so appointed, and that person may appoint a proxy to vote on a poll on behalf of the Member.

DIRECTORS

15. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than two nor more than six and Clause 75 in Part I of Table "A" shall be modified accordingly.

16. A Director need not hold any shares of the Company to qualify him as a Director but he shall be entitled to receive notice of and attend at all General Meetings of the Company and at all separate General Meetings of the holders of any class of shares in the Capital of the Company and Clause 134 of Part I of Table "A" shall be modified accordingly.

17. If any Director shall be called upon to perform extra services or to make special exertions in going or returning abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a Board Meeting of the Directors of the Company and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.

18. 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 and to issue debentures, debenture stock and other securities as security for any debt, liability or obligation of the Company or of any third party.

19. A Director may vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, and if he does so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration and Clause 84 in Part I of Table "A" shall be modified accordingly.

20. A Director present at any meeting of Directors or Committees of Directors need not sign his name in a book kept for that purpose and Clause 86 in Part I of Table "A" shall be modified accordingly.

21. The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or on his death to his widow or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

22. Paragraph (D) of Clause 88 of Part I of Table "A" shall be modified by deleting the words "becomes of unsound mind" and substituting therefor the words "in the opinion of all his co-Directors becomes incapable by reason of mental disorder of discharging his duties as Director".

23. A Director shall not retire by rotation and Clauses 94, 96 and 97 in Part I of Table A "A" shall be modified accordingly.

24. A Director appointed to fill a casual vacancy or as an addition to the Board shall not retire from office at the Annual General Meeting next following his appointment and the last sentence of Clause 95 of Part I of Table "A" shall be deleted.

25. Without prejudice to the provisions of Section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his term of office. The Company may by Ordinary Resolution appoint another person in place of the Director so removed.

26. (A) Any Director may by writing under his hand appoint (1) any other Director, or (2) any other person who is approved by

the Board of Directors as hereinafter provided to be his alternate; and every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notices of all meetings of the Directors, and in the absence from the Board of the Directors appointing him, to attend and vote at Meetings of the Directors, and to exercise all the powers, rights, duties and authorities of the Director appointing him; Provided always that no such appointment of a person other than a Director shall be operative unless and until the approval of the Board of Directors by a majority consisting of two-thirds of the whole Board shall have been given and entered in the Directors' Minute Book. A Director may at any time revoke the appointment of an alternate appointed by him, and subject to such approval as aforesaid appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine, provided always that in the event of these Articles providing for the retirement of Directors by rotation, if any Director so retires but is re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had so retired. An alternate Director shall not be counted in reckoning the maximum number of Directors allowed by the Articles of Association for the time being. A Director acting as alternate shall have an additional vote at meetings of Directors for each Director for whom he acts as alternate but he shall count as only one for the purpose of determining whether a quorum is present.

(B) Every person acting as an alternate Director 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.

27. Any such resolution in writing as is referred to in Clause 106 in Part I of Table "A" may consist of several documents in the like form each signed by one or more of the Directors for the time being entitled to receive notice of a meeting of the Directors and Clause 106 in Part I of Table "A" shall be modified accordingly.

28. No person shall be or become incapable of being appointed a Director by reason of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.

29. The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of Chairman or Deputy Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director as the Directors may decide for such fixed term or without limitation as to period and on such terms as they think fit and a Director appointed to any executive office shall (without prejudice to any claim for damages for breach of any Service Contract between him and the Company) if he ceases to hold the office of Director from any cause *ipso facto* and immediately cease to hold such executive office.

30. A Director holding such executive office as aforesaid for a fixed period shall not be entitled to resign as a Director of the Company and Clause 88 (E) of Table "A" shall be modified accordingly.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

ALFRED GEORGE ANDREWS,
8 Fernhall Drive, .
Ilford, Essex.
Chartered Accountant.

ROY FRANCIS TRETHEWEY POPE,
Balnacraig, Burgess Wood Road,
Beaconsfield, Bucks.
Incorporated Secretary.

DATED the 22nd day of August, 1969.

WITNESS to the above Signatures :—

JEAN McCARTNEY,
17, Merlin Gardens,
Downham,
Bromley, Kent.
Secretary.



CERTIFICATE OF INCORPORATION
ON RE - REGISTRATION AS A LIMITED COMPANY

No. 962054 / 17.

I hereby certify that

OPREX GROUP TRUSTEE COMPANY LIMITED

formerly registered as unlimited, has this day been re-registered under the Companies Acts 1948 to 1967 as limited.

Dated at London the **1st May 1975**

(R.W. Westley)

Registrar of Companies

WITNESSED BY J. WELCH
BY SAMUEL TONIKIN
DATE 29-5-75.



38

01

THE COMPANIES ACT 1985

(copy)

SPECIAL RESOLUTION (S)

OF

OFREX GROUP TRUSTEE COMPANY LIMITED

Passed the 14th Day of November, 1985

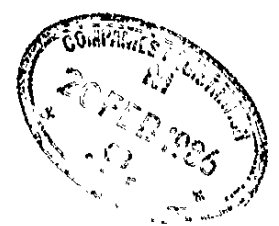
At an Extraordinary General Meeting of the members of
the above named Company, duly convened and held at

The Lodge,
Harmondsworth Lane,
Harmondsworth,
West Drayton,
Middlesex,
UB7 OLQ.

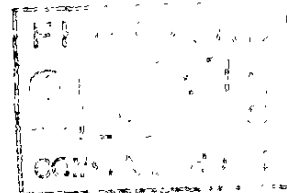
on the 14th Day of November, 1985
the following SPECIAL RESOLUTION was duly passed:

"that article 15 of the Company's Articles of Association
be altered by deleting the words "no more than six"

H. P. H. H.
.....
Chairman



Company No: 962064



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

LTD

OFREX GROUP TRUSTEE COMPANY LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at The Lodge, Harmondsworth Lane, Harmondsworth, West Drayton, Middlesex, UB7 0LQ on the 18th day of November 1992 the following Resolution was duly passed as a Special Resolution:-

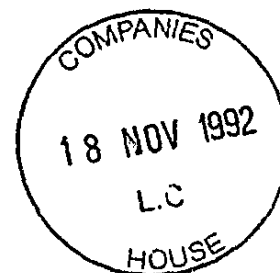
THAT the name of the Company be changed to:

ACCO-REXEL GROUP TRUSTEE COMPANY LIMITED

Handwritten signature

.....
CHAIRMAN

DATED the 18th day of November, 1992.



200 = Cash.
c/n, Dan

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 962064

The Registrar of Companies for England and Wales hereby certifies that

OFREX GROUP TRUSTEE COMPANY LTD

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

ACCO-REXEL GROUP TRUSTEE COMPANY LIMITED

Given at Companies House, London, the 18th November 1992

A handwritten signature in black ink, appearing to read 'C Carr'.

MR. C. CARR

For The Registrar Of Companies



C O M P A N I E S H O U S E