

Number of  
Company

995767 //

# THE COMPANIES ACTS 1948 to 1967

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.

SABLE INVESTMENT NOMINEES  
LIMITED

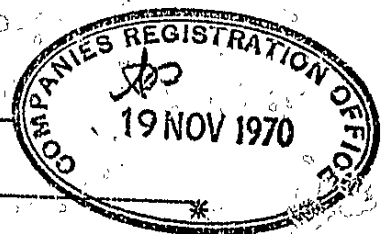
Presented by

Herbert Smith & Co.,

Presentor's Reference 25/C26

62 London Wall,

London, E.C.2.



Form No. 41  
(No filing fee payable)

The Solicitors' Law Stationery Society, Limited  
191-192 Fleet Street, E.C.4; 3 Bucklers' Alley, E.C.4; 49 Redford Row, W.C.1; 15 Hanover Street W1R 9HG;  
55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA; 19 & 21 North John Street,  
Liverpool L2 5RF; 28-30 John Dalton Street, Manchester M3 6HR; and 11-22 Rutherford Court, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, MARTIN HANKEY

of 62 London Wall, 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 Solicitor of

the Supreme Court engaged in the formation

of

Sable Investment Nominees 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 20 Copthall Avenue

in the City of London.

the 18 day of November

one thousand nine hundred and

seventy

*M. Hankey*

Before me

*Frank Eagles*

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.

Number of  
Company

995767/2

# STATEMENT OF THE NOMINAL CAPITAL

OF

SABLE INVESTMENT NOMINEES

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 £100

Signature Herbert Smith & Co

Solicitors engaged in the formation  
of the Company

Description

Dated the 17<sup>th</sup> day of November 1970

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

Presentor's Reference 25/626

Herbert Smith & Co.,

62 London Wall, London, E.C.2



THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

191-192 Fleet Street, E.C.4; 3 Bucklebury, E.C.4; 49 Bedford Row, W.C.1;  
15 Hanover Street, W.1; 58-59 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.



THE COMPANIES ACTS 1948 to 1967



120

COMPANY LIMITED BY SHARES

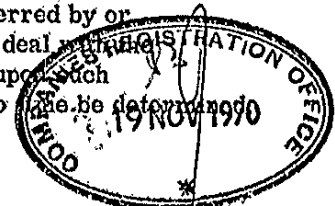
995767/3

MEMORANDUM OF ASSOCIATION

of

SABLE INVESTMENT NOMINEES  
LIMITED

1. The name of the Company is "SABLE INVESTMENT NOMINEES LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (1) To undertake and perform, either solely or jointly with another or others, the office of nominee for the purpose of holding and dealing with any real or personal property or security of any kind whatsoever for the behalf of any person or persons, company, corporation or other body or authority, supreme, municipal, public, local or otherwise, to undertake and perform the office of trustee, executor, administrator, registrar, secretary, committee, or attorney and generally to undertake, perform, and fulfil any trust or agency of any kind.
  - (2) To acquire and hold for investment shares, stocks, debentures, debenture stock perpetual or otherwise, annuities, bonds, obligations and securities issued or guaranteed by any company, and shares, stocks, debentures, debenture stock perpetual or otherwise, bonds, obligations and securities issued or guaranteed by any government, sovereign, ruler, commissioners, public body or authority, supreme, municipal local or otherwise whether in the United Kingdom or elsewhere.
  - (3) To acquire and hold any such shares, stocks, debentures, debenture stock bonds, obligations or securities by original subscription, tender, purchase, exchange, underwriting or participation in syndicates or otherwise and whether or not fully paid up and to make payments thereon as called up or in advance of calls or otherwise and to subscribe for the same whether conditionally or otherwise and to hold the same with a view to investment but with power to vary any investment and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof and to invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined by the directors.



- (4) To acquire by any means any real or personal property or rights whatsoever.
- (5) To carry on any other business which may seem to the Company capable of being conducted directly or indirectly for the benefit of the Company.
- (6) To make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (7) To acquire by any means the whole or any part of the assets, and to undertake the whole or any part of the liabilities, of any person carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be carried on in connection therewith, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon.
- (8) To acquire and hold shares or other interests in or securities of any other company and otherwise invest and deal with the moneys of the Company.
- (9) To lend money or give credit to such persons on such terms as may seem expedient, but not to carry on the business of a licensed moneylender.
- (10) To borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, the discharge by the Company or any other person of any obligation or liability.
- (11) To guarantee the performance of any obligation by any person whatsoever.
- (12) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (13) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government, state or municipality, Provisional Order or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated

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directly or indirectly to prejudice the interests of the Company or of its Members.

- (14) To enter into any arrangements with any governments, or authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (15) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments 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 with the Company or any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (16) To procure the Company to be registered or recognised in any part of the world.
- (17) To promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.
- (18) To dispose by any means of the whole or any part of the assets of the Company.
- (19) To distribute among the Members of the Company in kind any assets of the Company.
- (20) To do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (21) To do all such other things as may be deemed 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 the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is limited.

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

Partnership,  
whether  
formed in  
the objects,  
or otherwise  
terms of

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS  
OF SUBSCRIBERS.

Number of Shares  
taken by each  
Subscriber.

*Martin Hamkey*

*One*

*62, London Wall. E.C.2.*

*Solicitor*

*Peter Michael Shirley*

*One*

*62 London Wall*

*London*

*EC2R 7JP*

*Solicitor*

DATED this *17<sup>th</sup>* day of *November*, 1970.

WITNESS to the above signatures:-

*P. J. Boulbin*

*62 London Wall*

*London, E.C.2.*

*Secretary.*



995767/4

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

SABLE INVESTMENT NOMINEES LIMITED

1. The regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 as amended by Part III of the Eighth Schedule to the Companies Act 1967 (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these regulations.

2. Regulations 24, 53, 75, 77, 89 to 97 (inclusive) and 106 in Part I of Table A and Regulation 5 in Part II of Table A shall not apply to the Company.

3. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held and may consist of several documents in the like form each signed by one or more Members.

4. Unless and until otherwise determined by the Company in general meeting the Directors shall not be less than two in number.

5. A Member or Members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors, either as an addition to the existing Directors or to fill any vacancy, and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

6. The Directors shall have power at any time, and from time to time, to appoint any person or persons to be a Director or Directors, either to fill a casual vacancy or as an addition to the existing Directors.

7. The Company may at any time and from time to time by Ordinary Resolution appoint any person or persons to be a Director or Directors, either to fill a casual vacancy or as an addition to the

existing Directors and, without prejudice to the provisions of the Act, may at any time remove a Director from office, provided that any such removal shall be without prejudice to any claim such Director may have for breach of any contract of service between him and the Company.

8. No person shall be disqualified from being or becoming a Director by reason of his attaining or having attained the age of 70 or any other age.

9. The proviso to Regulation 79 in Part I of Table A shall not apply to the Company.

10. Each Director shall have the power from time to time to appoint with the approval of the Board of Directors (such approval not to be unreasonably withheld) any person to act as alternate Director in his place at all meetings, in all proceedings in which, and on all occasions when he shall not himself act, and on such appointment being made the alternate Director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. An alternate Director shall be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall ipso facto vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this clause shall be effected in writing under the hand of the Director making the same and shall take effect on delivery to the registered office of the Company. The remuneration of an alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such part (if any) of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.

11. A Director and alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.

12. The words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose" at the end of Regulation 86 in Part I of Table A shall not apply to the Company.

13. A Director (including an alternate Director) who has duly declared his interest therein 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 shall so vote his vote shall be counted, and he shall be counted in the quorum when any such contract or arrangement is under consideration, and paragraphs (2) and (4) of Regulation 84 in Part I of Table A shall not apply to the Company.

14. A resolution in writing signed by all the Directors (other than a Director for the time being absent from the United Kingdom and not represented by an alternate Director) shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors, but so that the expression "Director" in this Article shall not include an alternate Director unless he has been appointed by a Director who is for the time being absent from the United Kingdom.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Martin Hankey  
62 London Wall, E.C.2.  
Solicitor.

Peter Michael Huiey  
62 London Wall  
London  
EC2R 7JP  
Solicitor

DATED this 17<sup>th</sup> day of November, 1970.

WITNESS to the above signatures:-

P. J. Boulchin  
62 London Wall  
London, E.C.2.  
Secretary.



## CERTIFICATE OF INCORPORATION

No. 995767

I hereby certify that

**SABLE INVESTMENT 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 **1st DECEMBER 1970.**

  
(F. L. KNIGHT)

Assistant Registrar of Companies