

1017675

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

ST. KATHARINE BY THE TOWER LIMITED



1. The name of the Company is "ST. KATHARINE BY THE TOWER LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (i) To carry on the business of managers of the buildings and site at St. Katharine Dock London E1, and elsewhere and to buy, take on lease, or otherwise acquire, and to sell, let on lease, mortgage, grant licences, easements or rights, or otherwise turn to accounts, lands and buildings, and any rights and privileges connected therewith and to prepare development schemes for and to develop alone, in partnership or as agents any such land by laying out, constructing and maintaining roads, sewers, drains and waterworks and by erecting buldings for any purpose thereon and laying out parks, gardens, sports and recreation grounds or marina and providing other services, amenities and conveniences and to collect rents service charges and any other income.
 - (ii) To enter into agreements with builders, contractors, landowners, financiers, agents, tenants and purchasers, architects, engineers, surveyors, and to advance money to builders and others on the security of lands with or without buildings erected thereon and to guarantee and secure the repayment of money borrowed on the security of lands with or without buildings erected thereon and to carry on the business of managers, builders, contractors, decorators, builders' merchants, carriers, house and estate agents, auctioneers, surveyors and valuers and every other business connected with the management and maintenance of buildings and lands.
 - (iii) To carry on the business of hotel, restaurant, cafe, motel, and apartment-house keepers and to run places of public entertainment.

- (iv) To appropriate any part or parts of the property of the Company for the purpose of and to build or let shops offices and other places of business and to use or lease any part of the property of the Company not required for the purposes aforesaid for any purpose for which it may be conveniently used or let and if any lease or leases granted by the Company or by any subsidiary or associated company shall be determined for any reason whatsoever, to carry on the business formerly carried on by the former lessee.
- (v) To carry on any other business similar to or complementary to the foregoing business or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.
- (vi) To take out, apply for and acquire by original grant or by transfer or assignment or otherwise letters patent, brevets d'invention, licences, concessions, secret processes and inventions and to use and exercise the same or to sell, assign and develop the same or grant licences in respect thereof or otherwise turn the same to the advantage of the Company.
- (vii) To erect, construct, alter and maintain or demolish buildings, erections and works of all kinds, whether on the property of the Company or not.
- (viii) To invest the money of the Company in any manner that the Company may think fit.
- (ix) To enter into partnership or joint purse agreement with or to make any agreement or arrangement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such company, firm or person.
- (x) To sell the whole or any part of the undertaking of the Company for cash, shares, debentures or any other consideration.
- (xi) To acquire by purchase or otherwise and either for cash, shares or debentures in the Company or any other consideration any other business or any interest therein which in the opinion of the Company may be conveniently or profitably combined with the business of the Company.
- (xii) To lend money and to guarantee the observance and performance of obligations and contracts.

- (xiii) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities.
- (xiv) To indemnify any person, firm or company against any liability whether by contract or otherwise and to secure the performance of any such indemnity in such manner as the Company shall think fit.
- (xv) To draw, make, endorse, accept, discount and negotiate, bills, notes, warrants and negotiable instruments of all kinds.
- (xvi) To remunerate any company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.
- (xvii) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company, their widows, children and dependants, and to subscribe to benevolent and other funds for the benefit of any such persons, and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object.
- (xviii) To promote or assist in the promotion of any company having objects similar to or complementary to the objects of the Company, and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such company.
- (xix) To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers, and to promote or take part in competitions, displays and exhibitions and to produce, manufacture, buy, market, sell and otherwise deal with any goods, articles of clothing or other merchandise under the name or label "St. Katharine by the Tower" or such other name or label as the Company may decide.
- (xx) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- (xxi) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.

- (xxii) To do all such things in any part of the World either as principal or agent and either alone or in conjunction with any other person, firm or company.
- (xxiii) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

- 4. The liability of the members is limited.
- 5. The share capital of the Company is £1,000,000, divided into 1,000,000 shares of £1 each (see notes).
 - (i) The share capital of the Company was increased by Ordinary Resolution on 8th June 1989 to £50,000,000.
 - (ii) The share capital of the Company was reduced by £49,000,000 by Special Resolution dated 10th November 2004 and confirmed by the Court on 6th December 2004.

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
CLIFFORD ROBIN KNOTT 3, Oulton Rise, Harpenden, Hertfordshire, Chartered Secretary	One
KEITH PLUMMER 136 Harrowdene Gardens, Teddington Middlesex, Legal Assistant.	One

Dated this 28th day of June 1971

WITNESS to the above Signatures:-

JUDITH M HALES
Carmichael,
Godstone Road,
Bechingley,
Surrey,
Private Secretary.