

COMPANY NUMBER: 1039896

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

AMC LIMITED

PASSED THE 8TH DAY OF MARCH, 1996

At an extraordinary general meeting of the company held at 71 Lombard Street, London, EC3P 3BS on 8th March, 1996, the following special resolution was passed:

That the provisions of the memorandum of association of the company be amended by the deletion of the existing clause 3 and the insertion of a new clause 3 as set out in the document signed by the company secretary for the purpose of identification.



K.K. PARKER
COMPANY SECRETARY



amc/sub-mins



K. Santh
COMPANY SECRETARY

8TH MARCH 1996

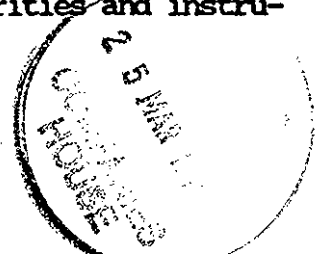
AMC LIMITED

TO BE

AMC BANK LIMITED

3. The objects for which the Company is established are:-

- (A) To carry on the business of banking in all its aspects including (but without limitation) the transaction of all financial monetary and other businesses which are now or may be at any time during the existence of the Company usually or commonly carried on in any part of the world by banks merchant banks discount houses or financiers and in particular (without prejudice to the generality of the foregoing):
- (a) to receive money on current deposit or other account on any terms whatsoever and to employ and use such money;
 - (b) to borrow raise or take up money on any terms whatsoever whether with or without security and whether on a subordinated basis or otherwise and to employ and use such money;
 - (c) to deposit lend or advance money securities and other property of every kind with or without security and generally to give credit of any nature with or without security and to make or negotiate loans and advances of every kind in any currency on any terms whatsoever including (but without limitation) arrangements for and participating in currency exchanges;
 - (d) to buy sell issue discount draw make accept grant endorse acquire tender for subscribe guarantee the subscription of execute negotiate guarantee hold transfer invest and deal in pay honour retire secure or otherwise dispose of obligations securities and instruments of every kind (whether or not transferable or negotiable);
 - (e) to issue grant negotiate and deal in in any way with or in letters of credit circular notes bills drafts promissory notes and all other forms of credits securities and instruments of every kind;



- (f) to buy sell and deal in bullion specie foreign exchange precious and other metals and commodities of every kind;
 - (g) to receive on deposit or for safe custody or otherwise cash documents securities and valuables of every kind;
 - (h) to collect hold and transmit money and securities and to act as agents for the receipt or delivery of securities and documents of every kind and for the receipt or payment of money;
 - (i) to issue and transact all kinds of business in respect of bankers' cards credit and debit cards and any other types of card issued by the Company or by any other company or person and generally to transact business in relation to all kinds of bankers' payments systems.
- (B) To carry on the business whether as principal or agent of advising on dealing in or marketing investments of whatever type including (but without limitation) stocks shares bonds debentures debenture stock and units in authorised and unauthorised unit trusts or collective investment schemes and to act as brokers and agents in all classes of insurance and as insurance advisers pensions advisers and consultants on life insurance policies or annuities and endowments and other insurance contracts and to manage all such investments on a discretionary or non-discretionary basis.
- (C) To undertake and execute the office of executor administrator attorney judicial and custodian trustee manager committee liquidator receiver and treasurer and to establish undertake and execute trusts of all kinds (whether private or public or charitable or religious or otherwise) and generally to carry on executor and trustee business in all its aspects and on any terms whatsoever and in particular (but without limitation) to act as trustees for the holders of any securities of any company or person and as managers and trustees of unit trusts investment trusts and pension benevolent or other funds and to transact all kinds of business arising from or in connection with any of the foregoing offices and trusts and to establish and if thought fit undertake and execute any trusts with a view to the issue of any securities certificates receipts or other documents based on or representing any securities or other assets of whatsoever nature appropriated for the purposes of or comprised in or connected with such trusts.
- (D) To carry on the business of share and stock brokers and in particular to purchase sell and otherwise deal in whether for the account of the Company or any other person shares stocks debentures debenture stock bonds notes options obligations and securities of any undertaking wherever constituted or carrying on business and debentures debenture stock bonds notes options obligations and securities of any government sovereign ruler public body or authority national supra-national municipal local or otherwise in any part of the world and to exercise and enforce all rights and powers conferred by or incidental to such property.
- (E) To provide services of all descriptions and to carry on business as advisers consultants brokers and agents of any kind.

- (F) To carry on any other business of any nature whatsoever which may seem to the directors to be capable of being conveniently carried on in connection or in conjunction with or as ancillary to any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view to rendering profitable or more profitable or enhancing directly or indirectly the value of any of the Company's property or assets or its undertaking or utilising its know how or expertise.
- (G) To arrange some or all the investments of the Company in convenient or selected units or groups and to sell or otherwise turn to account any interest or interests in any such units or groups upon such terms and conditions as shall be thought fit and to enter into execute and carry into effect any trust deed or trust deeds either revocable or irrevocable and to arrange and do all acts deeds and things necessary or convenient for rendering any certificates or other documents of title issued by the Company marketable on any stock exchange and obtaining official quotations therefor.
- (H) To subscribe underwrite purchase or otherwise acquire and pay for and to hold dispose of and deal with on any such terms and conditions as may be thought fit any shares debentures stocks bonds scrip or other securities or investments of whatsoever nature and any options or rights in respect thereof and to carry on business as mortgage and finance brokers insurance brokers estate agents and generally to undertake and execute agency and commission work.
- (I) To carry on the business of a holding company and to acquire by purchase lease contract concession tender grant exchange underwriting subscription licence participating in syndicates or otherwise such businesses options rights privileges lands buildings leases underleases stocks shares debentures debenture stock bonds obligations securities reversionary interests annuities policies of assurance and other property and rights and interest in property as the directors shall deem fit and generally to hold manage develop lease sell or dispose of the same.
- (J) To enter into assist or participate in financial commercial mercantile industrial and other transactions undertakings and businesses of every description and to establish carry on develop and extend the same or sell dispose of or otherwise turn the same to account and to co-ordinate the policy and administration of and carry on any business of any companies of which the Company is a member or which are in any manner controlled by or connected with the Company.
- (K) To acquire and assume for any estate or interest and to take options over construct develop or exploit real and personal property of every kind.
- (L) To purchase or otherwise acquire and undertake all or any part of the business property and liabilities of any company firm person or body carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company as the directors may deem expedient.
- (M) To manufacture process import export deal in and store goods of every kind and to carry on the business of manufacturers processors importers exporters and storers of and dealers in goods of every kind.

- (N) To acquire and exploit lands mines and mineral rights to acquire explore for and exploit any natural resources and to carry on any business involving the ownership or possession of land or other immovable property or buildings or structures thereon and to construct erect install enlarge alter and maintain buildings plant and machinery and to carry on business as builders contractors and engineers.
- (O) To advertise market and sell the services and products of the Company and of any other person and to carry on the business of advertisers or advertising agents or of a marketing and selling organisation or of a supplier wholesaler retailer merchant or dealer of any kind.
- (P) To provide technical cultural artistic educational entertainment or business material facilities or services and to carry on any business involving any such provisions.
- (Q) To invest money of the Company in any investments and to hold sell or otherwise deal with such investments and to carry on the business of a property or investment company.
- (R) To acquire and carry on any business carried on by a subsidiary or parent undertaking of the Company or another subsidiary undertaking of a parent undertaking of the Company.
- (S) To enter into any arrangements with any government or authority international supreme municipal local or otherwise and to obtain from any such government or authority any rights privileges or concessions which the directors may think it desirable to obtain and to carry out exercise and comply with any such arrangements rights privileges and concessions.
- (T) To secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular (but without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities.
- (U) To effect and enter into any guarantee bond recognisance or contract of indemnity or suretyship and generally to provide security for support and become responsible or liable for or in respect of the performance of any contract obligation or duty by any company or person (including but without limitation any company which is the holding company of the Company or which is a subsidiary of the Company or of any such holding company or which is in any way whatsoever allied to or associated with the Company or any such holding company or subsidiary or in which the Company or any such holding company subsidiary or allied or associated company is interested whether as shareholder or otherwise and whether directly or indirectly) and to do all of the foregoing things by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets (present and future) and the uncalled capital of the Company or by both of such methods or in any other manner whatsoever and in particular (but without prejudice to the generality of the foregoing) by either or both of such methods or in any other manner to guarantee provide security for support and become responsible or liable for or in respect of the validity reliability or authenticity of all kinds of titles securities instruments deeds and documents and the payment of capital principal premiums dividends interest and other monies and the performance of any obligations secured

by or payable or performable under or in respect of any securities to undertake the insurance counter-insurance and reinsurance of all kinds of risks to obtain and receive all kinds of guarantees counter-guarantees indemnities and counter-indemnities to take all other kinds of security whether by way of personal covenant mortgage or charge or otherwise howsoever for or in respect of the performance or implementation of any obligations of any person or company and generally to carry on the business of a guarantee and indemnity company in all its aspects.

- (V) To amalgamate or enter into partnership or any joint venture or profit/loss sharing arrangement with or to co-operate or participate in any way with or to take over or assume any obligation of or to assist or subsidise any person.
- (W) To apply for and take out purchase or otherwise acquire any trade and service marks and names designs patents patent rights inventions and secret processes and to carry on the business of an inventor designer or research organisation.
- (X) To sell exchange mortgage charge 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 all or any part of the undertaking property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities.
- (Y) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purposes.
- (Z) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of or otherwise assisting in the issue of any securities of the Company or in or about the formation of the Company or the conduct or course of its business and to establish or promote or concur or participate in establishing or promoting any undertaking fund or trust and to subscribe for underwrite purchase or otherwise acquire securities of any undertaking fund or trust and to carry on the business of fund trust or business promoters or managers and of underwriters or dealers in securities and to act as director of and as secretary manager registrar or transfer agent for any other undertaking.
- (AA) To pay all the costs charges and expenses preliminary or incidental to the promotion formation establishment and incorporation of the Company and to procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (BB) To establish and maintain or contribute to any pension or superannuation funds for the benefit of and to give or procure the giving of donations gratuities pensions allowances or emoluments to any individuals who are or were at any time in the employment or service of the Company or of any other undertaking which is its parent undertaking or in which the Company or such parent undertaking or any of the predecessors of the Company or of such parent undertaking has any interest whether direct or indirect or which is in any way allied to or associated with the Company or of any subsidiary undertaking of or any other body whether or not

incorporated ("body") owned by or in which an interest is owned by the Company or any such other undertaking or who are or were at any time directors officers or in the employment or service of the Company or of any such other undertaking or subsidiary undertaking or body and the wives widows families and dependants of any such individuals and to establish and subsidise or subscribe to any institutions associations clubs or funds which may be considered likely to benefit any such persons or to further the interests of the Company or of any such other undertaking or subsidiary undertaking or body.

- (CC) (i) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors officers employees or auditors of the Company or of any other undertaking which is its parent undertaking or in which the Company or such parent undertaking or any of the predecessors of the Company or of such parent undertaking has any interest whether direct or indirect or which is in any way allied to or associated with the Company or of any subsidiary undertaking of or any other body whether or not incorporated ("body") owned by or in which an interest is owned by the Company or any such other undertaking or who are or were at any time trustees of any pension fund in which employees of the Company or any such other undertaking or subsidiary undertaking or body are interested including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or the exercise or purported exercise of their powers and/or otherwise in relation to or in connection with their duties powers or offices in relation to the Company or any such other undertaking subsidiary undertaking body or pension fund; and

(ii) to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability.

- (DD) To establish maintain operate contribute to subsidise and support any scheme arrangements fund or trust under or pursuant to which individuals who are or were at any time directors officers employees servants or agents of the Company or of any other undertaking which is its parent undertaking or in which the Company or such parent undertaking has any interest whether direct or indirect or which is in any way allied to or associated with the Company or of any subsidiary undertaking of or any other body whether or not incorporated ("body") owned by or in which an interest is owned by the Company or any such other undertaking or subsidiary undertaking or body and the wives widows families dependants and personal representatives of any such individuals as aforesaid may share or participate in the profits of the Company or of any such other undertaking or subsidiary undertaking or body or may in any other manner whatsoever acquire rights or benefits which are referable to or dependent upon or otherwise connected with the success or prosperity of the Company or subsidiary undertaking or body and (without prejudice to the generality of the foregoing) to such extent and in such manner as shall be legally permissible to lend or otherwise provide or procure or subsidise the lending or other provision of money to or directly or indirectly for the benefit of any such persons as aforesaid with a view to shares in or any other securities of the Company or of any other such undertaking or subsidiary undertaking or body being acquired or held by or directly or indirectly for the benefit of any such persons as aforesaid.

- (EE) To cease carrying on or wind up any business or activity of the Company and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.
- (FF) To distribute among members of the Company in specie or otherwise by way of dividend or bonus or by way of reduction of capital all or any of the property or assets of the Company or any proceeds of sale or other disposal of any property or assets of the Company with and subject to any incident authorised and consent required by law.
- (GG) 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 subsidiary undertakings or otherwise and either alone or in conjunction with others.
- (HH) To do all such other things as in the opinion of the directors are or may be incidental or conducive to the attainment of the above objects or any of them.

AND IT IS HEREBY DECLARED THAT:-

- i. the expressions "undertaking" "subsidiary undertaking" and "parent undertaking" shall have the same meanings as in the Companies Act 1989; and
- ii. the expression "person" shall include any company as well as any other legal or natural person; and
- iii. the expression "securities" shall include any fully partly or nil paid or no par value share stock unit debenture debenture or loan stock deposit receipt bill note warrant coupon right to subscribe or convert or similar right or obligation; and
- iv. the words "and" and "or" shall mean "and/or" where the context so permits; and
- v. the words "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible; and
- vi. the objects specified in the different paragraphs of this clause shall not except where the context expressly so requires be in any way 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.