

1053507/1

Form No. 41

(No registration  
fee payable)

No. of Company .....

**THE COMPANIES ACTS 1948 TO 1967****Declaration of compliance***Pursuant to Section 15(2) of the Companies Act 1948*Name of Company ..... HILL HOUSE (LIFE & PENSIONS CONSULTANTS) ..... Limited\*I, ..... PATRICK JAMES MICHAEL LYONS .....  
of ..... 16 Baldwin Street, Bristol 1 .....Do solemnly and sincerely declare that I am (see note (a) below) ..... a Solicitor of the  
Supreme Court engaged in the formation of .....  
of ..... Hill House (Life & Pensions Consultants) .....  
..... 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 ..... 8 Broad Quay .....  
..... The Centre .....  
..... Bristol 1 .....  
the ..... 15<sup>th</sup> ..... day of ..... March .....  
one thousand nine hundred and ..... 72 .....  
before me. .... Bill A. Parker. .....

A Commissioner for Oaths (see note (b) below)

(a) "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 "a person named in the articles of association as a secretary"

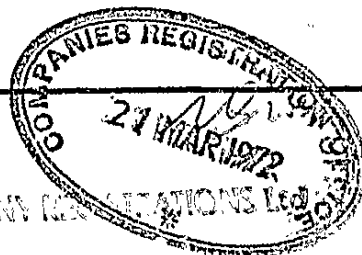
(b) or Notary Public or Justice of the Peace

\* Delete "Limited" if not applicable.

Presented by:

EXPRESS COMPANY REGISTRATIONS LTD

EXPRESS COMPANY REGISTRATIONS LIMITED

Company Registration Agents  
70, Finsbury Pavement.

Number of { 1053507/2  
Company

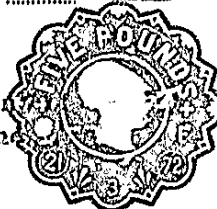
CCD 121

# Statement of the Nominal Capital.

OF

Insert the  
Name of  
the Company

HILL HOUSE (LIFE & PENSIONS CONSULTANTS)



LIMITED

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 71 of the Finance Act 1899, by Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

THE NOMINAL CAPITAL of the above named Company is £ 5,000. 00.

Signature

*A. J. R.*

Description

Director

Date

15<sup>TH</sup> MARCH 1972

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

Presented by

EXPRESS COMPANY REGISTRATIONS Ltd



Form No. 25

1053507/3

THE COMPANIES ACTS 1948 to 1967.

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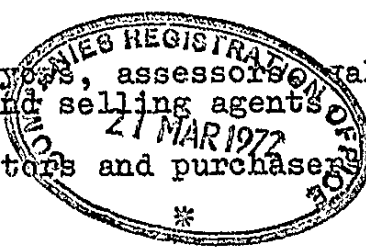
COMPANY LIMITED BY SHARES.

## Memorandum of Association

OF

HILL HOUSE (LIFE & PENSIONS CONSULTANTS)  
LIMITED

1. The name of the Company is Hill House (Life & Pensions Consultants) Limited.
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (A) (1) To carry on business as insurance brokers and agents in respect of all classes of insurance including marine, fire, life, accident, burglary, workmen's compensation, indemnity, motor, plate glass, livestock, fidelity and boiler insurance.
  - (2) To act as consultants for all classes of insurance and allied schemes including the arrangement negotiation and formation of Pension Schemes.
  - (3) To carry on business as financiers, financial agents, and to negotiate and arrange mortgages, loans and advances; to finance hire purchase agreements, and to give any guarantee for the payment of money or the performance of any obligation or undertaking.
  - (4) To carry on business as business transfer agents, and to negotiate and arrange, as agents, for the purchase or sale of any trade or business, or any interest therein, and the purchase or sale of partnerships, and properties of all kinds.
  - (5) To act as estate agents, surveyors, assessors, valuers, salvage adjusters, and commission and selling agents.
  - (6) To carry on business as collectors and purchasers of book debts.



- (B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.
- (C) To purchase, take on lease, exchange, hire or otherwise acquire, any real or personal property or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.
- (E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular the issue or deposit of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.
- (G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, Bonds or securities of any other company or corporation carrying on business in any part of the world.
- (H) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

- (I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.
- (J) To lend money or give credit on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies.
- (K) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (L) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.
- (M) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (N) To remunerate any person, firm or company rendering services to the Company in any manner and to pay all, or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- (O) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.
- (P) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or

for any exhibition or for any public, general or useful objects.

- (Q) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or Authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.
- (R) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (S) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
- (T) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the Members is limited.

5. The share capital of the Company is £ 5,000 divided into 5,000 shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as the Articles of Association may from time to time prescribe.

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>A.J. Holmes</i> Arthur Job Holmes "Rodbury" Station Road, Backwell Nr. Bristol. <i>INSURANCE BROKER</i>	ONE
<i>Barry Malcolm Hulbert</i> Barry Malcolm Hulbert, 8, Waterford Close, Thornbury, Bristol. <i>COMPANY DIRECTOR</i>	ONE

DATED the 15<sup>th</sup> day of MARCH 1972. ✓

WITNESS to the above signatures :

*R. R. [Signature]*  
 30 City Rd.  
 London E.C.1

COMPANY LIMITED BY SHARES.

Articles of Association

OF

1053507 /4

HILL HOUSE (LIFE & PENSIONS. CONSULTANTS) LIMITED

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby; that is to say, Clauses 24, 53, 75, 79, 126 and 130 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a private Company and Clauses 2,3,4,5 and 6 in Part II of Table A as varied by these Articles shall accordingly apply to the Company.

SHARES

3. The shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit, subject to the provisions of the next following clause hereof (Clause 4).

4. Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and any new shares from time to time to be created, shall in the first instance be offered to the members in proportion (as nearly as may be) to the existing shares held by them, and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined; and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the Directors may dispose of the same in such manner as they think most beneficial to the Company.



- 1 -

LIEN

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

TRANSFER AND TRANSMISSION OF SHARES

6. Clause 3 of Part 2 of Table A shall not apply to any transfer to a person who is already a member of the Company or to a transferee under the next following Clause hereof (Clause 7).

7. Any share may be transferred by a member to any child or other issue, wife, husband, father, mother, brother, sister, son-in-law, daughter-in-law, nephew or niece of such member and any share of a deceased member may be transferred to any such relative as aforesaid of the deceased member or to the executors or administrators of any such deceased member. Any share standing in the name of the trustees of the Will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such Will or Settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

8. The proviso to clause 32 of Part 1 of Table A shall not apply to the Company.

GENERAL MEETING

9. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

10. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS

11. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than seven. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors.

12. The first Directors of the Company shall be  
*ARTHUR JOB HOLMES, BARRY MALCOLM HULBERT AND  
PAUL LEONARD BOFFIELD.*

*He*

13. 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 shall 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.

14. Any Director may appoint any person approved by the Board to be an alternate Director and such appointment shall have effect and such appointee, whilst he holds office as an alternate Director, shall be entitled to receive notice of Meetings of Directors and to attend and vote thereat, but he shall not require any qualification and shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him and agreed between the said Director and the appointee. Such appointment may be revoked at any time by the appointor or by a resolution of the Directors or by an Ordinary Resolution of the Company in General Meeting. Any appointment or revocation made under this clause, shall be in writing under the hand of the Director making the same.

#### DISQUALIFICATION OF DIRECTORS

15. The office of a Director shall be vacated:-
- (1) If he resigns his office by notice in writing to the Company.
  - (2) If he becomes bankrupt or enters into any arrangement with his creditors.
  - (3) If he is prohibited from being a Director by an order made under section 188 of the Act.
  - (4) If he becomes of unsound mind.
  - (5) If he is removed from office by a resolution duly passed under section 184 of the Act.

#### BORROWING POWERS

16. The directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertakings, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the company or of any third party.

17. The first Secretary of the Company shall be

 CHRISTOPHER GORDON RIGGS.

ACCOUNTS

18. The directors shall from time to time, in accordance with sections 148, 150 and 157 of the Companies Act 1948 and sections 16 to 22 of The Companies Act 1967, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

AUDIT

19. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 161 of the Companies Act 1948 and sections 13 and 14 of the Companies Act 1967.

INDEMNITY

20. In addition to the indemnity contained in clause 136 of Part 1 of Table A and subject to the provisions of Section 205 of the Companies Act 1948, every director, managing director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

*A. J. Holmes*

Arthur Job Holmes,  
"Rodbury" Station Road, Backwell, Nr. Bristol.

INSURANCE BROKER ✓

*B. M. Hulbert*

Barry Malcolm Hulbert,  
8, Waterford Close, Thornbury, Bristol.

COMPANY DIRECTOR ✓

DATED the *15<sup>th</sup>* day of *MARCH* 19*72*.

WITNESS to the above signatures :

*R. R. Doyle*

*30 City Rd.*

*London E.C.1.*



## CERTIFICATE OF INCORPORATION

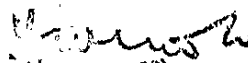
No. 1053507

I hereby certify that

**HILL HOUSE (LIFE & PENSIONS CONSULTANTS) 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 8th May 1972

  
(P. W. WILSON)

Assistant Registrar of Companies

No. of Company: 1053507

124

The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF  
HILL HOUSE (LIFE AND PENSIONS CONSULTANTS) LIMITED  
(Passed the 20<sup>th</sup> day of February 1983)

At an EXTRAORDINARY GENERAL MEETING of the above-named company, duly convened and held at Hill House, Lewin's Mead, Bristol the subjoined Special Resolution was duly passed:-

R E S O L U T I O N

THAT the Regulations contained in the document submitted to the Meeting and for the purpose of identification subscribed by the Chairman thereof be and they are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

Signature ..... 

Chairman



THE COMPANIES ACTS 1948 to 1981

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION  
OF  
HILL HOUSE (LIFE & PENSIONS CONSULTANTS) LIMITED  
(Adopted by Special Resolution on 21<sup>st</sup> February 1983)

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PRELIMINARY

1. In these Articles and in Table A:-
 

"the Act"	means the Companies Act 1948 as amended by the other Acts, which, together therewith, may by reason of Section 119(2) of the Companies Act 1981 be cited together as the Companies Acts 1948 to 1981.
"Table A"	means Table A in the First Schedule to the Act.
"the 1981 Act"	means the Companies Act 1981.
- 2.(A) Subject as hereinafter provided, the regulations contained in Table A shall apply to the Company.
- (B) Regulations 3, 24, 58, 60, 75, 77, 79, 88 to 97 inclusive, 106 and 136 of Table A shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.



SHARES

- 3.(A) The directors shall have general and unconditional authority (limited in time as hereinafter provided) to allot any relevant securities up to the maximum amount hereinafter laid down. The maximum amount of relevant securities which may be allotted under the authority hereby conferred shall be that which would result in the issue of all the shares in the Company for the time being unissued. Subject to Section 14(5) of the Companies Act 1980, the authority hereby conferred shall expire five years after the date of the adoption of these Articles unless renewed (with or without variation) by the Company in general meeting at any time and from time to time before or after the date on which it would otherwise have expired.
- (B) The Company may at any time and from time to time prior to the expiry of the authority conferred by paragraph (A) of this Article or any renewal thereof make any offer or agreement which would or might require relevant securities to be allotted after such expiry.
- (C) Save as otherwise provided in these Articles, all unissued shares (whether forming part of the original or any increased capital) which the directors are authorised (by these Articles or otherwise) to allot shall be at the disposal of the directors who may allot, grant options over, offer or otherwise deal with or dispose of them to such persons, at such times and generally on such terms and conditions as they may determine.
4. By virtue of Section 17(9) of the Companies Act 1980 the provisions of Section 17(1) of the



Companies Act 1980 shall not apply to the Company.

5. Subject to the provisions of Section 45 of the 1981 Act the Company may, with the sanction of an ordinary resolution, issue any shares on the terms that they are, or at the option of the Company or the shareholder are liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may by special resolution determine.
6. The Company shall not give any financial assistance for the acquisition of any shares in the Company or in its holding company, but nothing in this Article shall prohibit those transactions mentioned in Sections 42(3) to 42(6) inclusive and Section 43 of the 1981 Act. For the purposes of this Article the giving of financial assistance shall only be construed as being the giving of the financial assistance referred to in Section 42(8) of the 1981 Act.
7. Subject to the provisions of Part III of the 1981 Act the Company may, with the sanction of an ordinary resolution, purchase any of its own shares.
8. Subject to the provisions of Part III of the 1981 Act the Company may, with the sanction of a special resolution effective for the purposes of Section 55(7) of the 1981 Act, make a payment out of capital in respect of the redemption or purchase of any of its own shares.

LIEN

9. The lien conferred by regulation 11 of Table A shall apply to all shares of the Company whether

fully paid or not 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 several joint holders. The said regulation 11 shall be modified accordingly.

CALLS

10. In the first sentence of regulation 15 of Table A the words "except in so far as may be otherwise agreed between the Company and any member in the case of any shares held by him" shall be inserted immediately after the words "provided that".

TRANSFER OF SHARES

11. The directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share.
12. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee and regulation 22 of Table A shall be modified accordingly.
13. The Company shall not charge transfer or registration fees and the reference to a fee in regulation 25 of Table A shall be disregarded.
14. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairman or by any member present in person or by proxy and entitled to vote. Unless a poll is so demanded a declaration by the chairman that a resolution has on a show of hands

been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. A demand for a poll may be withdrawn.

15. The chairman shall not have a casting vote on an equality of votes, whether on a show of hands or on a poll at any general meeting.
16. If at any adjourned meeting of members of the Company a quorum is not present within half an hour from the time appointed for the meeting, the member present shall be a quorum.
17. A proxy shall be entitled to vote on a show of hands and regulation 62 of Table A shall be modified accordingly.
18. Any such resolution in writing as is referred to in regulation 73A of Table A may consist of several documents in a like form each signed by one or more of the members (or their duly authorised representatives) in that regulation referred to. In the case of a corporation a director or the secretary thereof shall be deemed to be a duly authorised representative for this purpose.

#### DIRECTORS

19. The number of directors need not exceed one.
20. A director shall not be required to hold any qualification shares in the Company, but

nevertheless shall be entitled to attend and speak at any general meeting and at any separate general meeting of the holders of any class of shares in the capital of the Company.

21. The words "unless the Company otherwise direct" at the end of regulation 78 of Table A shall be deleted.

#### BORROWING POWERS

22. The directors may exercise all the powers of the Company to borrow or raise money or to guarantee and to mortgage or charge its undertaking, property, assets and rights and uncalled capital or any part thereof and, subject to the provisions of the Act, to create and issue debentures, debenture stock, mortgages, charges and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

#### POWERS AND DUTIES OF DIRECTORS

23. Subject to the provisions of Part IV of the Companies Act 1980 a director may be interested directly or indirectly in any contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a director may vote on any matter in which he is interested and be included for the purpose of a quorum at any

meeting, at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 84 of Table A shall be modified accordingly.

24. It shall not be necessary for the directors to sign a book recording their attendances at meetings of directors and regulation 86 of Table A shall be modified accordingly.

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

25. Without prejudice to the powers of the Company under Section 184 of the Act to remove a director by ordinary resolution, the holder or holders for the time being of more than one half in nominal value of the issued ordinary shares of the Company shall have the 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 on its behalf by one of its directors, and shall take effect upon lodgement at the registered office of the Company.
26. 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.
27. The office of director shall be vacated if the director:-

- (i) by notice in writing to the Company resigns the office of director;
  - (ii) shall for more than 6 months have been absent without permission of the directors from meetings of the directors held during that period, unless he shall have appointed an alternate director who has not been similarly absent during such period;
  - (iii) becomes bankrupt or enters into any arrangement with his creditors;
  - (iv) is prohibited from being a director by an order made under any provision of the Act;
  - (v) becomes of unsound mind;
  - (vi) is removed from office under Articles 25 or 26 above or Article 28 below;
28. Without prejudice to the powers of the directors under Article 26 above 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.
29. Each director shall have the power from time to time to appoint (1) any other director or (2) any person approved for that purpose by a resolution of the board of directors (such approval not to be unreasonably withheld) 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 his 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.

30. Any director or member of a committee of the directors may participate in a meeting of the directors or such committee by means of conference telephone or similar communications equipment, whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

31. A resolution in writing signed by all 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.

#### NOTICES

32. Every director of the Company and every alternate director (other than a director or alternate director for the time being absent from the United Kingdom) shall be entitled to receive notices of general meetings in addition to the persons specified in regulation 134 of Table A.

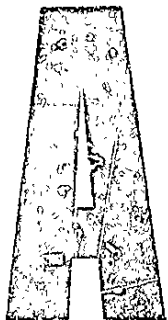
#### INDEMNITY

33. Every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company



in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by Section 205 of the Act. !

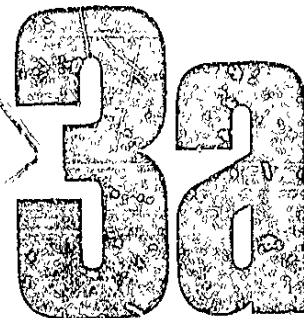
A.G. 15<sup>th</sup>



## THE COMPANIES ACTS 1948 TO 1976

# Notice of new accounting reference date given after the end of an accounting reference period

Pursuant to section 3 (2) of the Companies Act 1976



Please do not write in this binding margin

To the Registrar of Companies

For official use

Company number

1053507

Please complete legibly, preferably in black type, or bold black lettering

\*delete if inappropriate

**Note**

Please read notes 1 to 5 overleaf before completing this form

Name of company

HILL HOUSE (LIFE &amp; PENSIONS CONSULTANTS)

Limited \*

hereby gives you notice in accordance with section 3 (2) of the Companies Act 1976 that the company's new accounting reference date on which the previous accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3	1	0	3
---	---	---	---

†delete as appropriate

The previous accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and [is to be treated as having come to an end] ~~will come to an end~~† on

Day Month Year

3	1	0	3	1	9	8	3
---	---	---	---	---	---	---	---

†delete as appropriate

The company is a [subsidiary] ~~holding company~~† of HILL HOUSE HAMMOND LIMITED

960198

, company number

31st March

the accounting reference date of which is

†delete as appropriate

Signed

[Director] ~~[Secretary]~~ Date 13th April 1983

Presentor's name, address and reference (if any):

Charles Russell & Co.,  
Killowen House,  
Bayshill Road,  
Cheltenham,  
Glos.

PME/14107

For official use

Data punch

Post room



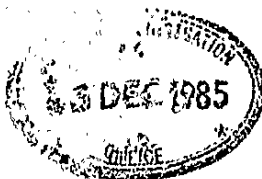
HILL HOUSE LIFE & PENSIONS (CONSULTANTS) LTD.

No. 1053507. /34

THE COMPANIES ACTS 1948 to 1981  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION.

At the Annual General Meeting of Hill House Life & Pensions (Consultants) Ltd convened and held at 53 Eastcheap, London, EC3P 3HL on 21st October, 1985 the following resolution was passed as a SPECIAL RESOLUTION:

That in accordance with Section 12 of the Companies Act 1981, the Company being a dormant company under section 12, section 14 of the Companies Act 1976 shall not apply and accordingly no auditors shall be appointed.



# G

## COMPANIES FORM No. 225(1)

# 225(1)

### Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

Please complete legibly, preferably in black type, or bold black lettering

To the Registrar of Companies

For official use

Company number


1053507.

Name of company

\* HILL HOUSE LIFE & PENSION (CONSULTANTS) LIMITED.

\*Insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come to an end is

Day Month

3	1	1	0
---	---	---	---

The current accounting reference period of the company is to be treated as [shortened] [extended]† and [is to be treated as having come to an end] [will come to an end]† on

Day Month Year

3	1	1	0	1	9	8	7
---	---	---	---	---	---	---	---

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [holding company]† of \_\_\_\_\_

NOT APPLICABLE.

\_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on \_\_\_\_\_ NOT APPLICABLE.

and it is still in force.

Signed \_\_\_\_\_

Designation: SECRETARY.

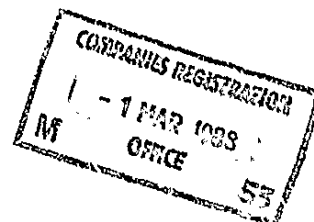
Date

29. 2. 88

Presentor's name, address and reference (if any):

For official use  
General Section

Post room



\* Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate



Number of company: 1053507

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

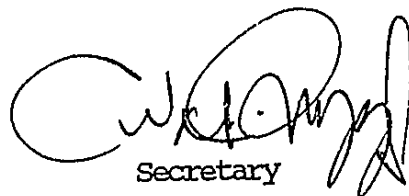
SPECIAL RESOLUTION

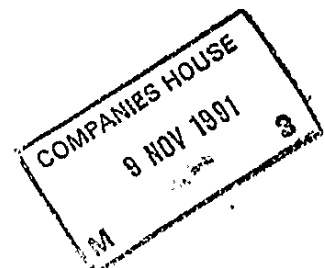
pursuant to Section 378 Companies Act 1985  
of HILL HOUSE (LIFE & PENSIONS CONSULTANTS) LIMITED

Passed the 30th day of October 1991

At an extraordinary general meeting of the members of the above-named company, duly convened and held at Hill House, Lewins Mead, Bristol, BS1 2LL on the 30th day of October 1991, the following SPECIAL RESOLUTION was duly passed:

"THAT the name of the Company be changed to TSB SERVICES (No. 3) LIMITED".

  
Secretary



FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1053507

I hereby certify that

**HILL HOUSE (LIFE & PENSIONS CONSULTANTS)  
LIMITED**

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

**TSB SERVICES (NO. 3) LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 18 NOVEMBER 1991

*P. Bevan*  
P. BEVAN

an authorised officer

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
ELECTIVE RESOLUTION  
pursuant to section 379A Companies Act 1985  
of TSB SERVICES (NO. 3) LIMITED  
Passed the 18th day of May 1992

At an annual general meeting of the members of the above named company, duly convened and held at 25 Milk Street, London EC2 on the 18th day of May 1992, the following ELECTIVE RESOLUTION was duly passed :-

THAT the company hereby elects :

- (i) pursuant to Section 252 of the Companies Act 1985 ("the Act") to dispense with the laying of its statutory accounts and directors' report before the members of the company in general meeting ; and
- (ii) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings.

*R. S. Kurland.*

Chairman

