

Number of  
Company

1123581/1  
1/4/2

Form No. 41  
(No registration fee payable)

## 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

BRACKERSON

LIMITED

Presented by

Presentor's Reference S.G.W.

~~Clifford-Turner & Co.,~~

11. Old Jewry,

London EC2R 8DS

I, Philip James Deverell Langford

of 11, Old Jewry, London EC2R 8DS

(a) 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

Brackerson

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 36, Poultry  
IN THE CITY OF LONDON

the 13<sup>th</sup> day of June

one thousand nine hundred and

seventy three

Before me,

G. A. Richardson  
A Commissioner for Oaths (b)

(b) Or  
"Notary Public or  
"Justice of the  
"Peace, as the case  
"may be".

Number of  
Company

1123581/2

50P

# STATEMENT OF THE NOMINAL CAPITAL

OF



BRACKERSON

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 £ 100.00

Signature Clifford-Turner & Co

Description Solicitors engaged in formation

Dated the 15th day of June 19 73

NOTES.—The Stamp Duty on the Nominal Capital is Fifty Pence 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

Presen'or's Reference S.G.W.

Clifford-Turner & Co.,

11, Old Jewry, London EC2R 8DS

Form No. 25

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PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

THE COMPANIES ACTS 1948 to 1967

1123581

3

COMPANY LIMITED BY SHARES

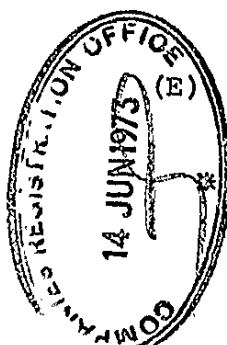
MEMORANDUM OF ASSOCIATION

- of -

BRACKERSON LIMITED

1. The name of the Company is "BRACKERSON 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 acquire by purchase, lease, exchange, or otherwise, land, buildings and property of any tenure or description, and any estate or interest therein and any rights over or connected with any such land, buildings and property.
  - (B) To develop and turn to account any land acquired by or in which the Company is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building lease or by building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
  - (C) To manage lands, buildings and other property whether belonging to the Company or not, and to collect rents and income.
  - (D) To construct, carry out, maintain, improve, manage, work, control and superintend any buildings, roads, ways, railways, bridges, reservoirs, watercourses, aqueducts, electric power, heat and light supply works, telephone works, offices, residences, hotels, clubs, restaurants, baths, places of worship, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies and other works and conveniences which may seem directly or indirectly conducive to any of the objects of the Company, and to contribute to, subsidise or otherwise aid or take part in any such operations.

(E) To carry on the following businesses, namely, builders and contractors, decorators, merchants, dealers in stone, sand, lime, bricks, timber, hardware and other building requisites, brick and tile and terra cotta makers, and land and estate agents, or 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.

- (F) 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.
- (G) To establish and carry on and to promote the establishment and carrying on upon any property in which the Company is interested of any undertaking which may be conveniently carried on upon or in connection with such property and the establishment of which may seem calculated to enhance the value of the Company's interest in such property.
- (H) To advance and lend money to builders, tenants, and others who may be willing to build, or rent or improve any land or building in which the Company is interested and generally to advance money to such persons and on such terms as may be arranged.
- (I) 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.
- (J) To mortgage or charge all or any of the undertaking and assets, and uncalled capital of the Company, whether specifically or by way of floating charge or otherwise and to create and issue debentures or debenture stock in such form and with such charges and rights and to secure any sums or obligations whether of the Company or any other person and whether as principal security or collaterally or otherwise as may be thought fit.
- (K) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of third parties.
- (L) To lend money to, and guarantee or undertake the performance of the obligations of and the payment of dividends and interest on and the repayment or capital paid up to or moneys borrowed or other moneys payable in respect of any shares, securities, debentures, debenture stock and obligations of any company firm or person including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act, 1948, in any case in which such loan guarantee or undertaking may be considered likely, directly or indirectly to further the objects of the Company or the interests of its members and for any such purposes and in any manner to mortgage or charge the whole or any part of the undertaking property and rights (including property and rights to be subsequently acquired) of the Company and any money uncalled on any shares of the capital original or increased of the Company and whether at the time issued or created or not.

- (M) 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.
- (N) 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.
- (O) 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.
- (P) 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.
- (Q) 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.
- (R) 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.
- (S) 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.
- (T) 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.
- (U) 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.

- (V) 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.
- (W) 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.
- (X) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.
- (Y) 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.
- (Z) 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.
- (AA) 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.
- (BB) 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.
- (CC) 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 £100 divided into 100 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>Labourer</i> 11, Old Jewry, London, EC2R 8DS <i>Solicitors Clerk</i>	One
<i>R G Hawley</i> 11, Old Jewry, London, EC2R 8DS <i>Solicitors Clerk</i>	One

DATED the *13<sup>th</sup>* day of June 1973.

WITNESS to the above signatures:

*M. Case*  
11, Old Jewry,  
London, EC2R 8DS.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

BRACKERSON LIMITED

1123581

PRELIMINARY.

1. (A) In these Articles "Table A" means Table A in the First Schedule to the Companies Act 1948, as amended by the Companies Act 1967.

(B) The regulations contained in Part I of Table A shall apply to the Company save in so far as they are excluded or modified hereby. The Clauses in Part I of Table A numbered 24, 53, 64, 77, 79, 87, 88(a) and (f), 89, 90, 91, 92, 93 and 107 shall not apply, but, subject as aforesaid, and in addition to the remaining Clauses in Part I of Table A the following shall be the Articles of Association of the Company.

PRIVATE COMPANY.

2. The Company is a private company, and accordingly the regulations contained in Part II of Table "A", except Clause 1 therein, shall apply to the Company.

SHARES.

3. The Share Capital of the Company is £100 divided into 100 Shares of £1 each.

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 not be 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 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 Director 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 not 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 be 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. The remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate and 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.

#### DIVIDENDS.

31. Dividends on the Company's share capital shall be payable only out of the income from investments or other revenue profits, if any. All profits or losses arising from the realisation of investments or other fixed assets (other than profits equal to any amounts previously applied out of net profits in writing down the value of the realised assets) shall be capital profits or losses. Capital profits may at the discretion of the Directors be applied in providing for depreciation or diminution in the value of investments or other fixed assets, or may be set off against capital losses, and all capital profits not applied in any such manner shall be carried to capital reserve. Capital reserve may at the discretion of the Directors be applied in meeting capital losses or in providing for depreciation or diminution in the value of investments or other fixed assets, and pending any such application may be employed as capital in the Company's business or at the discretion of the Directors may be separately invested in such investments as the Directors may think fit Clause 116 of Table A shall be construed accordingly.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

---

*W. L. L. L.*

11, Old Jewry,  
London EC2R 8DS

*Solicitors Clerk.*

*W. L. L. L.*

11, Old Jewry,  
London EC2R 8DS

*Solicitors Clerk.*

---

DATED this *13th* day of June 1973

WITNESS to the above Signatures:-

*V. Ware.*

11, Old Jewry,  
London EC2R 8DS



## CERTIFICATE OF INCORPORATION

No. 1123581

I hereby certify that

**BRACKERSON 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 19th July 1973

A handwritten signature in dark ink, appearing to read 'G. Taylor'.

(G. TAYLOR)

Assistant Registrar of Companies



No. of Company 1123581/7

Form No. 10

# THE COMPANIES ACTS 1948 to 1967

## Notice of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES

Insert name  
of Company;  
delete "Limited"  
if not applicable

Brackerson

†State whether  
Ordinary or  
Extraordinary  
or Special  
Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,  
that by a Special Resolution of the Company dated the  
31<sup>st</sup> day of December 1973 the nominal capital of the  
Company has been increased by the addition thereto of the sum of £ 4,900 —  
beyond the registered capital of £ 100 —

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
<u>3,900</u>	<u>Ordinary</u>	<u>£1</u>
<u>1,000</u>	<u>Founders</u>	<u>£1</u>

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)  
subject to which the new shares have been, or are to be, issued are as follows:—

If any of the new  
shares are  
Preference Shares  
state whether they  
are redeemable or  
not. If this space is  
insufficient the  
conditions should  
be set out  
separately by way  
of annexure.

The Founders Shares and the Ordinary Shares  
confer on the holders identical rights and rank  
pari passu save as specifically mentioned  
in the Articles of Association adopted on  
31<sup>st</sup> December, 1973.

Signature George W B White

State whether Director } Secretary  
or Secretary }

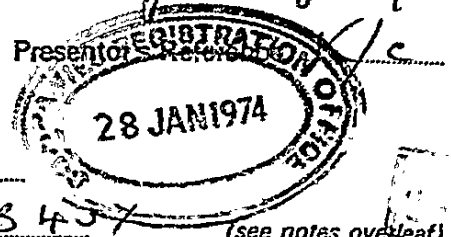
Dated the 24<sup>th</sup> day of January 1974

Presented by

Baker Rooker Co

99 Aldwych,

London WC2B 4JX



G  
29-3

COMPANY NO.: 1123581

8

still P Ltd. THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

BRACKERSON LIMITED ✓

(Passed the 31st day of December, 1973)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 15 New Bridge Street, London, EC4V 6XU, on the 31st day of December, 1973, the following SPECIAL RESOLUTIONS were duly passed:

1. That the Authorized capital of the Company be and it is hereby increased from £100 to £5,000 by the creation of 3,900 Ordinary Shares of £1 each and 1,000 Founders Shares of £1 each.
2. That the New Articles of Association of the Company in the form produced to the Meeting and, for the purpose of identification signed by the Chairman, be and they are hereby adopted in substitution for and of and to the exclusion of the existing Articles.

*Hugh Brackett*

HUGH BRACKETT

Chairman.



THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

BRACKERSON LIMITED

PRELIMINARY

1. (A) In these Articles "Table A" means Table A in the First Schedule to the Companies Act 1948, as amended by the Companies Act, 1967.

(B) The regulations contained in Part I of Table A shall apply to the Company save in so far as they are excluded or modified hereby. The Clauses in Part I of Table A numbered 24, 53, 64, 77, 79, 87, 88(a) and (f), 94 and 107 shall not apply, but, subject as aforesaid, and in addition to the remaining Clauses in Part I of Table A the following shall be the Articles of Association of the Company.

PRIVATE COMPANY.

2. The Company is a private company, and accordingly the regulations contained in Part II of Table A, except Clauses 1, 3 and 6 therein, shall apply to the Company.

SHARES.

3. (A) The period for the duration of the Company is until the passing of the resolution referred to in sub-clause (B) hereof.

(B) The Directors shall convene an Extraordinary General Meeting of the Company to be held at some time after the 1st January 1985 but not later than the 31st December 1990 at which a resolution will be proposed pursuant to the Companies Acts 1948 to 1967 (or any statutory modification or re-enactment thereof for the time being in force) requiring the company to be wound up voluntarily. Upon such resolution being proposed every member present in person or by proxy and entitled to vote shall vote in favour of such resolution.

4. (A) The capital of the Company is £5000 divided into 1000 Founders Shares of £1 each and 4000 Ordinary Shares of £1 each.

(B) The Founders Shares and the Ordinary Shares shall confer on the holders identical rights and shall rank pari passu save as specifically mentioned in the Articles of Association

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(C) (i) For the purposes of this paragraph the expressions:

(a) "Net Asset Value" shall mean the value of all the assets of the company concerned valued on the basis of a sale as an investment on the open market as between a willing buyer and a willing seller after deduction of a provision for all taxes which would become payable on the sale of the company's assets;

(b) "the Effective Date" shall mean the date of the passing of an effective resolution or the making of an order to wind up the Company and

(c) "Base Value" shall mean the total open market value at the date of acquisition of all the assets acquired by the Company from time to time in consideration for the issue of its shares or other securities, whether or not such assets are held by the Company at the Effective Date, provided that where such assets are shares in another company their open market value shall be deemed to be the Net Asset Value (as hereinbefore defined) of that other company at the date of acquisition of its shares or in a case where the whole of its share capital was not acquired the appropriate proportion of its Net Asset Value

(ii) the Founders Shares shall confer on the holders thereof the right on a return of capital in the event of a winding up, to receive payment of an amount calculated as follows:-

(a) the nominal amount paid up on the Founders Shares and

(b) after payment to the holders of the Ordinary Shares of the nominal amount paid up on the Ordinary Shares in priority to any further payment to the holders of the Ordinary Shares an amount equal to one tenth of the Net Asset Value of the Company at the Effective Date less the Base Value of the Company

(D) The Net Asset Value of the Company shall at the expense of the Company, be determined and certified in writing by the Liquidator within 12 months after the Effective Date. The Liquidator may at the cost of the Company engage the services of any competent surveyor valuer or other expert for the purpose of valuing any of the assets of the Company. In giving such certificate the Liquidator shall be deemed to be acting as an expert and not as an arbitrator; accordingly the provisions

of the Arbitration Act 1950 shall not apply and the auditors decision shall be final and binding on the Company and all shareholders.

5. (A) No distributions of capital (other than in the event of a winding up) shall be made to the Members unless at the time of the distribution the Net Asset Value of the Company as defined in regulation 5 above exceeds the total Base Value of the Company and the amount of the distribution shall be limited to such excess

(B) In the event of any such distribution one tenth of the total amount to be distributed shall be divided between the holders of the Founders Shares and the balance shall be divided between the holders of the Ordinary Shares in each in proportion to the nominal amount paid up on the shares concerned.

6. 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.

7. (A) (a) Except in the case of a transfer made pursuant to paragraph (B) of this Article no holder of any of the Founders Shares shall be entitled to sell or transfer any Founders Shares if any other person who for the time being holds Founders Shares is willing to purchase the same pursuant to the provisions hereinafter contained

(b) Any person or member (hereinafter called "the retiring member") who desires to sell or transfer any such share shall give notice in writing (hereinafter described as "a sale notice") to the Company that he desires to sell the same. Every sale notice shall specify the denoting numbers of the Founders Shares which the retiring member desires to sell and shall constitute the Company the agent of the retiring member for the sale of such shares. No sale notice shall be withdrawn except with the sanction of the Directors.

(c) The Company shall offer the shares comprised in a sale notice to the holders of Founders Shares ("Founders") other than the retiring member as nearly as may be in proportion to the number of Founders Shares held by them at the date of the sale notice and if a Founder fails to give notice to the Company within two weeks of his desire to accept all or any of the shares offered to him then the Company shall re-offer those shares (or the balance thereof) to the

Founders who have accepted their proportion of the original offer made to them, as nearly as may be in proportion to their then existing holdings, and such Founders shall accept or decline the offer within two weeks of such re-offer

(d) If the Company shall within one calendar month after service of a sale notice find a member or members holding Founders Shares willing to purchase all or part of the shares comprised therein (hereinafter called "the purchasing member") and shall give notice thereof to the retiring member, the retiring member shall be bound to transfer the share to the purchasing member, who shall be bound to purchase the same within fourteen days from the agreement of the price to be paid therefor or the ascertainment of the fair value thereof as hereinafter provided. The price to be paid by the purchasing member to the retiring member for any such share shall be such price as may be agreed between them or in default of agreement as may be determined and certified upon the application of either party by the Auditors for the time being of the Company to be the fair price thereof as between a willing vendor and a willing purchaser and in so certifying the Auditors shall be deemed to be acting as experts and not as arbitrators.

(e) In the event of the retiring member failing to carry out the sale of any shares which he shall have become bound to transfer as aforesaid, the Directors may nominate any person to execute a transfer in his name and may give a good receipt for the purchase price of such shares and may register the purchasing member as holder thereof and issue to him a certificate for the same and thereupon the purchasing member shall become indefeasibly entitled thereto. The retiring member shall in such case be bound to deliver up his certificate for the said shares, and on such delivery shall be entitled to receive the said purchase price, without interest, and if such certificate shall comprise any shares which he has not become bound to transfer as aforesaid the Company shall issue to him a balance certificate for such shares.

(f) If the Directors shall not, within the space of one calendar month after service of a sale notice, find a purchasing member for all the shares comprised therein and give notice in manner aforesaid, or if, through no default of the retiring member, the purchase of any shares in respect of which such last-mentioned notice shall be given shall not be completed within twenty-one days from the service of such notice to the retiring member, the retiring member shall, at any time within six months thereafter, be at liberty to sell and transfer the shares comprised in his sale

notice to any person and at any price not being less than the price or fair value thereof as ascertained in accordance with sub-paragraph (d) of this paragraph (A) or, if no such price has been ascertained, without restriction on price.

(B) Subject to Clause 2 in Part II of Table A any Founders Share may be transferred by a member to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, wife or husband of such member, or to the trustees of any settlement or trust for the benefit of such member or any such relative of him, and any Founders Share of a deceased member may be transferred by his executors or administrators to any such relative or the widow or widower of such deceased member (to whom such deceased member may have specifically bequeathed the same) and Founders Shares standing in the name of the trustees of the Will of any deceased member or of any settlement may be transferred upon any change of trustees to the trustees for the time being of such Will or settlement. Subject as aforesaid any Founders Share may be transferred by a member being a body corporate to any other body corporate which is its holding company or its subsidiary (as defined in Section 154 of the Companies Act 1948) or if both such bodies corporate are subsidiaries of the same holding company. The restrictions contained in the preceding provisions of this Article shall not apply to any transfer authorised by this paragraph.

8. 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.

9. 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.

10. 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.

11. No special or Extraordinary Resolution or Ordinary Resolution of which special notice must be given of the Company shall be deemed to have been validly passed unless the holder or holders for the time being of a majority in number of the Founders Shares shall have voted in favour of such resolution. 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.

12. 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.

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

14. 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.

15. 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.

16. 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.

17. 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.

18. (A) Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not more than nine and Clause 75 in Part I of Table A shall be modified accordingly.

(B) The holders for the time being of a majority of the Founders Shares in the Company shall be entitled from time to time by notice in writing signed by such holders and left at the registered office of the Company to appoint up to five Directors and by notice as aforesaid remove any Directors so appointed. The provisions of Regulations 89 to 93, 95 and 97 of Table A shall not apply in respect of any Directors so appointed.

19. 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.

20. 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.

21. 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.

22. 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.

23. 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.

24. 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.

25. 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".

26. 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.

27. 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.

28. (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 Director 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 not 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 be 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. The remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate and the Director appointing him.

29. 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.

30. 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.

31. 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.

32. 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.

Angus D. MacKell

31<sup>st</sup> December 1973

Number of } 1123581  
Company } 117

*The Companies Acts 1948 to 1967*

COMPANY LIMITED BY SHARES

## Special Resolution

*(Pursuant to s. 141 (2) of the Companies Act 1948)*

OF

BRACKERSON

LIMITED

Passed 31st July, 1978.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

6 BROAD STREET PLACE, LONDON. EC2M 7JT

on the 31st day of July, 1978, the subjoined SPECIAL RESOLUTION was duly passed, viz. :—

### RESOLUTION

That the Memorandum of Association of the Company be altered by the inclusion of the attached clauses in place of the original clauses 3a,b,c and d, which are to be deleted.

For and on behalf of  
Signature ..... SOUTH EASTERN SECRETARIAT LIMITED

J. A. Rattine ..... SECRETARY

To be signed  
by the Chair-  
man, a Direc-  
tor, or the  
Secretary of  
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).



- 3 (a) To carry on business as employment agents for the supply of permanent or temporary shorthand typists, copy typists, receptionists, general clerical staff executive, professional industrial Commercial and generally staff of all description.
- (b) To establish, maintain and carry on one or more colleges or schools at which tuition in any subject or subjects may be obtained and in particular any training for a business or professional career.
- (c) To establish maintain and carry on typewriting, duplicating, copying and secretarial services.
- (d) To carry on business as shorthand writers, copyists, language-translators, company promoters, underwriters, mortgage and financial brokers, private enquiry agents and generally to undertake and execute agencies and commissions of any kind.



THE COMPANIES ACTS, 1948 to 1967.

COMPANY LIMITED BY SHARES

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# Memorandum

AND

# Articles of Association

OF

BRACKERSON LIMITED

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Incorporated 19th July 1973  
Reprinted as in force September 1979

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

BRACKERSON LIMITED

1. The name of the Company is "BRACKERSON LIMITED". ✓

2. The registered office of the Company will be situate in England. ✓

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

- (A) To carry on business as employment agents for the supply of permanent or temporary shorthand typists, copy typists, receptionists, general clerical staff executive, professional industrial commercial and generally staff of all description. *hand  
teaching  
+  
property*
- (B) To establish, maintain and carry on one or more colleges or schools at which tuition in any subject or subjects may be obtained and in particular any training for a business or professional career.
- (C) To establish maintain and carry on type-writing, duplicating, copying and secretarial services.
- (D) To carry on business as shorthand writers, copyists, language translators, company promoters, underwriters, mortgage and financial brokers, private enquiry agents and generally to undertake and execute agencies and commissions of any kind.

X OBJECTS as altered by Special Resolution passed the 31st day of July, 1978.

- (E) To carry on the following businesses, namely, builders and contractors, decorators, merchants, dealers in stone, sand, lime, bricks, timber, hardware and other building requisites, brick and tile and terra cotta makers, and land and estate agents, or any other trade or business whatsoever as can in the opinion of the Directors be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company.
- (F) 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.
- (G) To establish and carry on and to promote the establishment and carrying on upon any property in which the Company is interested of any undertaking which may be conveniently carried on upon or in connection with such property and the establishment of which may seem calculated to enhance the value of the Company's interest in such property.
- (H) To advance and lend money to builders, tenants and others who may be willing to build, or rent or improve any land or building in which the Company is interested and generally to advance money to such persons and on such terms as may be arranged.
- (I) 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.
- (J) To mortgage or charge all or any of the undertaking and assets, and uncalled capital of the Company, whether specifically or by way of floating charge or otherwise and to create and issue debentures or debenture stock in such form and with such charges and rights and to secure any sums or obligations whether of the Company or any other person and whether as principal security or collaterally or otherwise as may be thought fit.



- (K) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of third parties.
- (L) To lend money to, and guarantee or undertake the performance of the obligations of and the payment of dividends and interest on and the repayment or capital paid up to or moneys borrowed or other moneys payable in respect of any shares, securities, debentures, debenture stock and obligations of any company firm or person including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act, 1948, in any case in which such loan guarantee or undertaking may be considered likely, directly or indirectly to further the objects of the Company or the interests of its members and for any such purposes and in any manner to mortgage or charge the whole or any part of the undertaking property and rights (including property and rights to be subsequently acquired) of the Company and any money uncalled on any shares of the capital original or increased of the Company and whether at the time issued or created or not.
- (M) 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.
- (N) 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.
- (O) 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.
- (P) 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.

- (Q) 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.
- (R) 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.
- (S) 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.
- (T) 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.
- (U) 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.
- (V) 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.
- (W) 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.
- (X) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.

- (Y) 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.
- (Z) 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.
- (AA) 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.
- (BB) 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.
- (CC) 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 such-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 £100 divided into 100 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
R. G. ROWLEY, 11, Old Jewry, London, EC2R 8DS.	ONE
R. W. CONRAD, 11, Old Jewry, London, EC2R 8DS.	ONE

DATED the 13th day of June, 1973.

WITNESS to the above signatures:

S. WARE,  
11, Old Jewry,  
London, EC2R 8DS.

THE COMPANIES ACTS 1948 to 1967.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

BRACKERSON LIMITED

(Adopted by Special Resolution passed on the 31st  
day of December 1973)

*Still  
private*

PRELIMINARY

1. (A) In these Articles "Table A" means Table A in the First Schedule to the Companies Act 1948, as amended by the Companies Act, 1967.

(B) The regulations contained in Part I of Table A shall apply to the Company save in so far as they are excluded or modified hereby. The Clauses in Part I of Table A numbered 24, 53, 64, 77, 79, 87, 88(a) and (f), 94 and 107 shall not apply, but, subject as aforesaid, and in addition to the remaining Clauses in Part I of Table A the following shall be the Articles of Association of the Company.

PRIVATE COMPANY

2. The Company is a Private Company, and accordingly the regulations contained in Part II of Table A, except Clauses 1, 3 and 6 therein, shall apply to the Company.

SHARES

3. (A) The period for the duration of the Company is until the passing of the resolution referred to in sub-clause (B) hereof.

(B) The Directors shall convene an Extraordinary General Meeting of the Company to be held

at some time after the 1st January 1985 but not later than the 31st December 1990 at which a resolution will be proposed pursuant to the Companies Acts 1948 to 1967 (or any statutory modification or re-enactment thereof for the time being in force) requiring the company to be wound up voluntarily. Upon such resolution being proposed every member present in person or by proxy and entitled to vote shall vote in favour of such resolution.

4. (A) The capital of the Company is £5000 divided into 1000 Founders Shares of £1 each and 4000 Ordinary Shares of £1 each.

(B) The Founders Shares and the Ordinary Shares shall confer on the holders identical rights and shall rank pari passu save as specifically mentioned in the Articles of Association.

(C) (i) For the purposes of this paragraph the expressions :

(a) "Net Asset Value" shall mean the value of all the assets of the company concerned valued on the basis of a sale as an investment on the open market as between a willing buyer and a willing seller after deduction of a provision for all taxes which would become payable on the sale of the Company's assets;

(b) "the Effective Date" shall mean the date of the passing of an effective resolution or the making of an order to wind up the Company and

(c) "Base Value" shall mean the total open market value at the date of acquisition of all the assets acquired by the Company from time to time in consideration for the issue of its shares or other securities, whether or not such assets are held by the Company at the Effective Date, provided that where such assets are shares in another company their open market value shall be deemed to be the Net Asset Value (as hereinbefore defined) of that other company at the date of acquisition of its shares or in a case where the whole of its share capital was not acquired the appropriate proportion of its Net Asset Value.

(ii) The Founders Shares shall confer on the holders thereof the right on a return of capital in the event of a winding up, to receive payment of an amount calculated as follows :-

(a) the nominal amount paid up on the Founders Shares and

(b) after payment to the holders of the Ordinary Shares of the nominal amount paid up on the Ordinary Shares in priority to any further payment to the holders of the Ordinary Shares an amount equal to one tenth of the Net Asset Value of the Company at the effective Date less the Base Value of the Company.

(D) The Net Asset Value of the Company shall at the expense of the Company, be determined and certified in writing by the Liquidator within 12 months after the Effective Date. The Liquidator may at the cost of the Company engage the services of any competent surveyor valuer or other expert for the purpose of valuing any of the assets of the Company. In giving such certificate the Liquidator shall be deemed to be acting as an expert and not as an arbitrator; accordingly the provisions of the Arbitration Act 1950 shall not apply and the auditors decision shall be final and binding on the Company and all shareholders.

5. (A) No distributions of capital (other than in the event of a winding up) shall be made to the Members unless at the time of the distribution the Net Asset Value of the Company as defined in regulation 5 above exceeds the total Base Value of the Company and the amount of the distribution shall be limited to such excess.

(B) In the event of any such distribution one tenth of the total amount to be distributed shall be divided between the holders of the Founders Shares and the balance shall be divided between the holders of the Ordinary Shares in each in proportion to the nominal amount paid up on the shares concerned.

6. 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.

7. (A) (a) Except in the case of a transfer made pursuant to paragraph (B) of this Article no holder of any of the Founders Shares shall be entitled to sell or transfer any Founders Shares if any other person who for the time being holds Founders Shares is willing to purchase the same pursuant to the provisions hereinafter contained.



(b) Any person or member (hereinafter called "the retiring member") who desires to sell or transfer any such share shall give notice in writing (hereinafter described as "a sale notice") to the Company that he desires to sell the same. Every sale notice shall specify the denoting numbers of the Founders Shares which the retiring member desires to sell and shall constitute the Company the agent of the retiring member for the sale of such shares. No sale notice shall be withdrawn except with the sanction of the Directors.

(c) The Company shall offer the shares comprised in a sale notice to the holders of Founders Shares ("Founders") other than the retiring member as nearly as may be in proportion to the number of Founders Shares held by them at the date of the sale notice and if a Founder fails to give notice to the Company within two weeks of his desire to accept all or any of the shares offered to him then the Company shall re-offer those shares (or the balance thereof) to the Founders who have accepted their proportion of the original offer made to them, as nearly as may be in proportion to their then existing holdings, and such Founders shall accept or decline the offer within two weeks of such re-offer.

(d) If the Company shall within one calendar month after service of a sale notice find a member or members holding Founders Shares willing to purchase all or part of the shares comprised therein (hereinafter called "the purchasing member") and shall give notice thereof to the retiring member, the retiring member shall be bound to transfer the share to the purchasing member, who shall be bound to purchase the same within fourteen days from the agreement of the price to be paid therefor or the ascertainment of the fair value thereof as hereinafter provided. The price to be paid by the purchasing member to the retiring member for any such share shall be such price as may be agreed between them or in default of agreement as may be determined and certified upon the application of either party by the Auditors for the time being of the Company to be the fair price thereof as between a willing vendor and a willing purchaser and in so certifying the Auditors shall be deemed to be acting as experts and not as arbitrators.

(e) In the event of the retiring member failing to carry out the sale of any shares which he shall have become bound to transfer

as aforesaid, the Directors may nominate any person to execute a transfer in his name and may give a good receipt for the purchase price of such shares and may register the purchasing member as holder thereof and issue to him a certificate for the same and thereupon the purchasing member shall become indefeasibly entitled thereto. The retiring member shall in such case be bound to deliver up his certificate for the said shares, and on such delivery shall be entitled to receive the said purchase price, without interest; and if such certificate shall comprise any shares which he has not become bound to transfer as aforesaid the Company shall issue to him a balance certificate for such shares.

(f) If the Directors shall not, within the space of one calendar month after service of a sale notice, find a purchasing member for all the shares comprised therein and give notice in manner aforesaid, or if, through no default of the retiring member, the purchase of any shares in respect of which such last-mentioned notice shall be given shall not be completed within twenty-one days from the service of such notice to the retiring member, the retiring member shall, at any time within six months thereafter, be at liberty to sell and transfer the shares comprised in his sale notice to any person and at any price not being less than the price or fair value thereof as ascertained in accordance with sub-paragraph (d) of this paragraph (A) or, if no such price has been ascertained, without restriction on price.

(B) Subject to Clause 2 in Part II of Table A any Founders Share may be transferred by a Member to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, wife or husband of such member, or to the trustees of any settlement or trust for the benefit of such member or any such relative of him, and any Founders Share of a deceased member may be transferred by his executors or administrators to any such relative or the widow or widower of such deceased member (to whom such deceased member may have specifically bequeathed the same) and Founders Shares standing in the name of the trustees of the Will of any deceased member or of any settlement may be transferred upon any change of trustees to the trustees for the time being of such Will or Settlement. Subject as aforesaid any Founders Share may be transferred by a member being a body corporate to any other body corporate which is its holding company or its subsidiary (as defined in Section 154 of the Companies Act 1948) or if both such bodies corporate are subsidiaries of the same holding company. The restrictions contained in the preceding provisions of this Article shall not apply to any transfer authorised by this paragraph.

8. 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.

9. 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

10. 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

11. No special or Extraordinary Resolution or Ordinary Resolution of which special notice must be given of the Company shall be deemed to have been validly passed unless the holder or holders for the time being of a majority in number of the Founders Shares shall have voted in favour of such resolution. 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

12. 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

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

14. 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.

15. 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.

16. 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.

17. 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

18. (A) Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not more than nine and Clause 75 in Part I of Table A shall be modified accordingly.

(B) The holders for the time being of a majority of the Founders Shares in the Company shall be entitled from time to time by notice in writing signed by such holders and left at the registered office of the Company to appoint up to five Directors and by notice as aforesaid remove any Directors so appointed. The provisions of Regulations 89 to 93, 95 and 97 of Table A shall not apply in respect of any Directors so appointed.

19. 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.

20. 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.

21. 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.

22. 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 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.

23. 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.

24. The Directors on behalf of the Company may pay a gratuity or pensions 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.

25. 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".

26. 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.

27. 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.

28. (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 Director 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 not 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 be 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. The remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate and the Director appointing him.

29. 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.

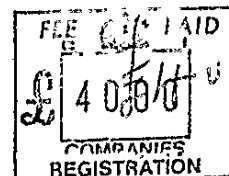
30. No person shall be or become incapable of being appointed a Director by reason of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his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

31. 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.

32. 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.

Number of } 1123581 / 26  
Company }



*The Companies Acts 1948 to 1967*

COMPANY LIMITED BY SHARES

## Special Resolution

*(Pursuant to s. 141 (2) of the Companies Act 1948)*

OF

BRACKERSON

LIMITED

Passed 5th January, , 1981 .

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Ramillies Buildings, Hills Place, London W.1.

on the 5th day of January , 1981, the subjoined SPECIAL RESOLUTION was duly passed, viz. :—

### RESOLUTION

That the name of the Company be changed to :

"PORTMAN RECRUITMENT SERVICES LIMITED"

Signature *M. Blundell Jones*

Director

To be signed  
by the Chair-  
man, a Direc-  
tor, or the  
Secretary of  
the Company.

*Williams & Glyns*

£40

NOTE.—To be filed within 15 days after the passing of the Resolution(s).  
See section 143 (1) and (4) printed overleaf.



# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

1123581

/27

I hereby certify that

BRACKERSON LIMITED

having by special resolution and with the approval of the Secretary of State changed  
its name, is now incorporated under the name of

PORTMAN RECRUITMENT SERVICES LIMITED

Given under my hand at Cardiff the

3RD FEBRUARY 1981

A handwritten signature in dark ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

*Assistant Registrar of Companies*

**G**

COMPANIES FORM No. 225(1)

**Notice of new accounting reference date given during the course of an accounting reference period****225(1)**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--	--	--

1123581
---------

Name of company

* PORTMAN RECRUITMENT SERVICES 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 as shown below:

**Note**  
Please read notes 1 to 4 overleaf before completing this form

Day Month

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

† delete as appropriate

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	8
---	---	---	---	---	---	---	---

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 \_\_\_\_\_

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

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

Signed

*M. Blundell Jones*

[Director][Secretary]† Date

27/10/88

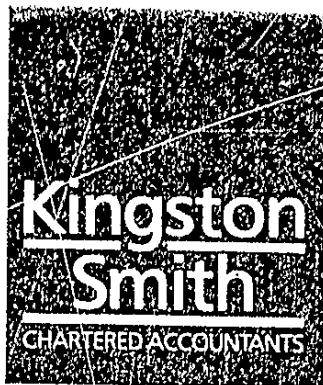
Presenter's name address and reference (if any):

KINGSTON SMITH  
DEVONSHIRE HOUSE  
146 BISHOPSGATE  
LONDON  
EC2M 4JX  
REF SNIDM

For official Use  
General Section

Post room





INCORPORATING  
SMALLFIELD RAWLINS

Devonshire House  
146 Bishopsgate  
London EC2M 4JX  
Telephone. 01-377 8888

Telex. 894477  
Cables. Computatio,  
London EC2

FAX No. 01-247 7048

Represented in the  
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also at:  
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Herts  
Telephone. 0727 32261

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Telephone. 040 22 21872

Partners:  
Robin Long  
Michael J Snyder  
Benjamin J Howe  
Richard F Wallis  
Anthony J Sansom  
E Roger Duncombe  
Emile H Woolf  
Steven Neal  
Peter J Timms  
Charles U Aitchison  
Graham K Fildes  
D Howard Duncombe  
Martin A Burchmore  
Robert N Surman  
Julie I Walsh  
David N Masterson  
Janice R Riches

8th December 1988

SN/ARM/anl

our ref:

your ref:

The Directors,  
Portman Recruitment Services Ltd.,  
Devonshire House,  
146 Bishopsgate,  
LONDON EC2M 4JX

Dear Sirs,

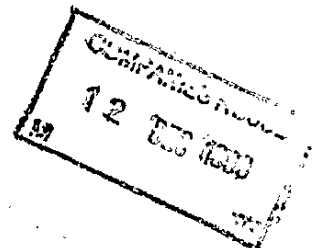
*C/N*  
PORTMAN RECRUITMENT SERVICES LIMITED 1123581

We formally resign as auditors to the above named Company.

In accordance with the requirements of Section 390 of the Companies Act 1985 we confirm that there are no circumstances connected with our resignation which need to be brought to the notice of the members or creditors of the above named Company.

Yours faithfully,

A handwritten signature in dark ink, appearing to read 'Kingston Smith'. The signature is written in a cursive, flowing style with some loops and flourishes.



PORTMAN RECRUITMENT SERVICES LIMITED

COMPANIES ACT 1985

NOTICE TO THE REGISTRAR OF COMPANIES

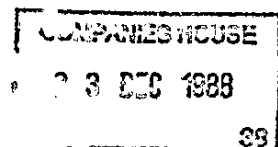
Given pursuant to Section 380 of the Companies Act  
1985 of a Special Resolution of the company passed at an  
Extraordinary General Meeting of the company held at *15 Creek*  
*St. Thomas Apostle Sq* at *2.00* am/pm on the  
*8* day of *December* 1988

Ordinary Resolution

"The Directors be and now are unconditionally authorised for the purpose of Section 80 of the Companies Act 1985 to allot and issue 5,180 'A' Ordinary Shares of 5 pence each in the Company to such persons, on such terms and in such manner as they think fit, up to an aggregate nominal amount of £259 at any time or times during the period of one month from the date of this Resolution."

Signed..

*Sandra J. H. Reuben*  
Chairman



PORTMAN RECRUITMENT SERVICES LIMITED

COMPANIES ACT 1985

NOTICE TO THE REGISTRAR OF COMPANIES

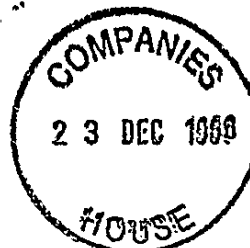
Given pursuant to Section 380 of the Companies Act  
1985 of a Special Resolution of the company passed at an  
Extraordinary General Meeting of the company held at *St. Thomas Apostle Ccy* at *8.00* am/pm on the  
*8* day of *December* 1988

Special Resolution

"That:-

- (1) 500 of the Ordinary Shares of £1 each in the existing authorised but unissued share capital of the Company be and they are hereby converted into 500 'A' Ordinary Shares of £1 each;
- (2) each of the 'A' Ordinary Shares to be created pursuant to this resolution be and it is hereby sub-divided into 20 'A' Ordinary Shares of 5 pence each;
- (3) the 'A' Ordinary Shares of 5 pence each to be created pursuant to this resolution shall have attached thereto the rights set out in the new Articles of Association of the Company to be adopted pursuant to paragraph (4) of this resolution;
- (4) the Regulations contained in the document now produced to the Meeting and signed for identification purposes by the Chairman hereof be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company"

*Raydon M. Reddy*  
Chairman



THE COMPANIES ACTS 1948 TO 1967

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

PORTMAN RECRUITMENT SERVICES LIMITED

(Adopted by special resolution passed on 8.12.1988)

1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter called "Table A") shall apply to the Company save in so far as they are varied or excluded by or are inconsistent with these articles; and regulation 1 shall so apply as if references to "these regulations" included references to these articles. Accordingly, in these articles "the Act" means the Companies Act 1985, including any statutory modification or re-enactment of it for the time being in force; and any reference in these articles to any statutory modification or re-enactment of that provision for the time being in force.
2. Regulations 24 and 73 to 80 (inclusive) in Table A shall not apply to the Company.
3. Sections 89(1) and 90(1) to (6) (inclusive) of the Act, in their application to allotments by the Company of equity securities, are hereby excluded.
4. The directors may in their absolute discretion, and without giving any reason, decline to register any transfer of any share, whether or not fully paid.
5. (A) The capital of the Company is £5,000 divided into 1,000 Founders Shares of £1 each, 3500 Ordinary Shares of £1 each and 10,000 'A' Ordinary Shares of 5 pence each.  
(B) The Founders Shares and the Ordinary Shares shall confer on the holders identical rights and shall rank pari passu save as specifically mentioned in the Articles of Association.  
(C) (i) For the purposes of this paragraph the expressions:



- (a) "Net Asset Value" shall mean the value of all the assets of the company concerned valued on the basis of a sale as an investment on the open market as between a willing buyer and a willing seller after deduction of a provision for all taxes which would become payable on the sale of the Company's assets;
  - (b) "the Effective Date" shall mean the date of the passing of an effective resolution or the making of an order to wind up the Company and
  - (c) "Base Value" shall mean the total open market value at the date of acquisition of all the assets acquired by the Company from time to time in consideration for the issue of its shares or other securities, whether or not such assets are held by the Company at the Effective Date, provided that where such assets are shares in another company their open market value shall be deemed to be the Net Asset Value (as hereinbefore defined) of that other company at the date of acquisition of its shares or in a case where the whole of its share capital was not acquired the appropriate proportion of its Net Asset Value.
- (ii) The Founders Shares shall confer on the holders thereof the right on a return of capital in the event of a winding up, to receive payment of an amount calculated as follows:-
- (a) the nominal amount paid up on the Founders Shares and
  - (b) after payment to the holders of the Ordinary Shares and of the 'A' Ordinary Shares of the nominal amount paid up on the Ordinary Shares and the 'A' Ordinary Shares in priority to any further payment to the holders of the Ordinary Shares and of the 'A' Ordinary Shares an amount equal to one tenth of the Net Asset Value of the Company at the effective Date less the Base Value of the Company.
- (D) The Net Asset Value of the Company shall at the expense of the Company, be determined and certified in writing by the Liquidator within 12 months after the Effective Date. The Liquidator may at the cost of the Company engage the services of any competent surveyor valuer or other expert for the purpose of valuing any of the assets of the Company. In giving such certificate the Liquidator shall be deemed to be acting as an expert and not as an arbitrator;

accordingly the provisions of the Arbitration Acts 1950 to 1979 shall not apply and the auditors decision shall be final and binding on the Company and all shareholders.

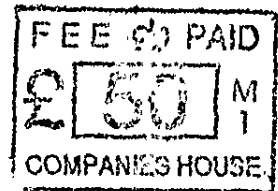
- (E) The holders of the 'A' Ordinary Shares shall be entitled to one vote for each 'A' Ordinary Share held at general meetings of the Company and the holders of the Founders Shares and Ordinary Shares shall be entitled to twenty votes for each Founders Share and each Ordinary Share held.
  - (F) In all other respects 20 'A' Ordinary Shares shall rank pari passu with 1 Ordinary Share.
6. (A) No distributions of capital (other than in the event of a winding up) shall be made to the Members unless at the time of the distribution the Net Asset Value of the Company as defined in regulation 5 above exceeds the total Base Value of the Company and the amount of the distribution shall be limited to such excess.
- (B) In the event of any such distribution one tenth of the total amount to be distributed shall be divided between the holders of the Founders Shares and the balance shall be divided between the holders of the Ordinary Shares and of the 'A' Ordinary Shares in each in proportion to the nominal amount paid up on the shares concerned.
7. A member or members holding a majority in nominal value of the issued ordinary shares in the Company may appoint any person who is willing to act to be a director, and may remove from office any director however appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members concerned or, in the case of a corporate member, signed by one of its directors on its behalf, and shall take effect on lodgment at the office.
8. The directors may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.
9. The Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director and, without prejudice to the provisions of the Act, may by ordinary resolution remove a director from office.
10. The removal of a director under article 7 or 9 shall be without prejudice to any claim the director may have for breach of any contract of service between him and the Company.



11. 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.
12. A director who has duly declared his interest (so far as he is required to do so) may vote at a meeting of the directors or of a committee of the directors on any resolution concerning a matter in which he is interested, directly or indirectly. If he does, his vote shall be counted; and whether or not he does, his presence at the meeting shall be taken into account in calculating the quorum. Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.
13.
  - (a) The Board may, from time to time, appoint any manager or other officer or person in the employment of the Company or of any company which is a subsidiary of the Company for the time being who, in the opinion of the Board, is qualified to undertake the special responsibilities of such office, to be a Regional Director of the Company.
  - (b) The appointment of a person to be a Regional Director shall not, save as otherwise agreed between him and the Company or the subsidiary company (if any) in whose service he may be, affect the terms and conditions of his employment by the Company or by any such subsidiary company, whether as regard duties, remuneration, pension or otherwise, and his office as a Regional Director shall be vacated if he becomes of unsound mind or bankrupt or makes any arrangement or composition with his creditors generally, or becomes prohibited from being a Director by reason of any order made under any provision of the Act or any other act for the time being in force affecting the Company or if he resigns his office or in the event of his ceasing to be in the employment of the Company (in some capacity other than that of a Regional Director) or of any such subsidiary company, or if employed by more than one of such companies then on his no longer being employed by any of them or in the event of his being removed from such office by a resolution of the Board.
  - (c) The appointment and removal of a Regional Director shall be determined by the Board, with full powers to make such arrangements as the Board may think fit, and the Board shall have the right to enter into any contract on behalf of the Company or transact any business of any description without the knowledge or approval of any Regional Director except that no act shall be done that would impose any personal liability on any or all of the Regional Directors except with his or their knowledge and consent.

- (d) In calculating the number of form a quorum at any meeting of the Board any Regional Director shall not be counted.
- (e) A Regional Director shall not be entitled to receive notice of a meeting of the Directors or to attend a meeting of the Board of Directors (except when expressly invited by the Board to do so) or to vote at a Meeting of the Board. He shall not require any qualification and shall not be deemed to be a Director for the purpose of the Act and any other act for the time being in force affecting the Company or of these Articles

No. of Company 1123581



**THE COMPANIES ACT 1985 AND 1989**

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**COMPANY LIMITED BY SHARES**

---

**SPECIAL RESOLUTION**

- of -

**PORTMAN RECRUITMENT SERVICES LIMITED**

(passed on 22nd October 1992)


At a General Meeting of the Company held at Shakespeare House, 168 Lavender Hill, London SW11 5TG on 22nd October 1992, the following resolution was duly passed as a Special Resolution of the Company:-

**SPECIAL RESOLUTION**

**THAT the name of the Company be changed to "ACTION SECRETARIES LIMITED".**



MIB  
E150X3  
102565

  
.....  
**D.J. SEALE**  
**Secretary of the Company**

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1123581

I hereby certify that

PORTMAN RECRUITMENT SERVICES LIMITED

having by special resolution changed its name,

is now incorporated under the name of

ACTION SECRETARIES LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 4 NOVEMBER 1992

*P. Bevan*  
P. BEVAN

an authorised officer

# G

## COMPANIES FORM No. 225(1) Notice of new accounting reference date given during the course of an accounting reference period

# 225(1)

Pursuant to section 225(1) of the Companies Act 1985  
as inserted by section 3 of the Companies Act 1989

To the Registrar of Companies

Company number

1123581

Name of company

Action Secretaries Limited

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	2
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\* delete as appropriate

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	2	1	9	9	3
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If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][parent]\* undertaking of

ServiceLink Personnel Limited

\_\_\_\_\_, company number 774601

the accounting reference date of which is 31/12

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 the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on \_\_\_\_\_ and it is still in force.

† Insert Director,  
Secretary  
Etc

Signed



Designation †

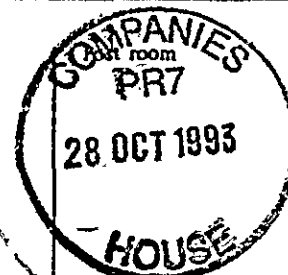
Secretary

Date 21/10/93

Presentor's name address  
telephone no. and reference (if any):

Mr G T Brown, Solicitor  
Legal Department, Rentokil Limited  
Garland Court, Garland Road  
East Grinstead  
West Sussex RH19 2DR

For official use  
D.H.B.



BLUEPRINT\*

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The Board of Directors  
Securiguard Group plc  
Shakespeare House  
168 Lavender Hill  
London  
SW11 5TG

22 September 1993

Our ref: ASD/IMC/sw

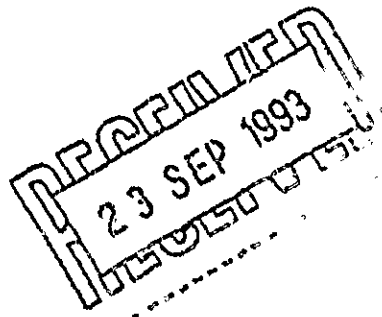
Dear Sirs

This letter is formal notice of our resignation as auditors of Securiguard Group plc and all its subsidiary companies with effect from today's date.

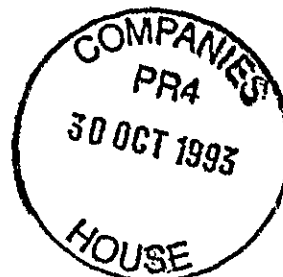
There are no circumstances connected with our resignations which we consider should be brought to the attention of the members or creditors of the companies.

Yours faithfully

*BDO Binder Hamlyn*



RE: ACTION SECRETARIES LIMITED  
Registration No: 1123581



**THE COMPANIES ACTS 1985 AND 1989**

**COMPANY LIMITED BY SHARES**

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**ELECTIVE RESOLUTIONS**

- of -

**ACTION SECRETARIES LIMITED**

(passed on 8th October 1993)

The following resolutions numbered 1 to 3 inclusive were duly passed as Elective Resolutions of the Company on 8th October 1993:-

**ELECTIVE RESOLUTION**

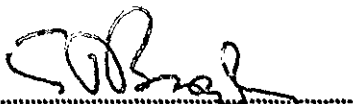
1. THAT pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint Auditors annually.

**ELECTIVE RESOLUTION**

- (2) THAT pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting for the current year and all subsequent financial years.

**ELECTIVE RESOLUTION**

- (3) THAT pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings in 1994 and subsequent years until this election is revoked.



**G.T. BROWN**  
Secretary of the Company

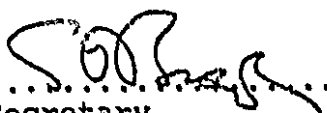


COMPANY NO. 1123581

THE COMPANIES ACT 1985, PART VII  
SPECIAL RESOLUTION OF  
ACTION SECRETARIES LIMITED

AT AN EXTRAORDINARY MEETING OF THE ABOVE NAMED COMPANY, HELD ON  
THE 5TH DAY OF NOVEMBER 1993 THE FOLLOWING SPECIAL RESOLUTION WAS  
DULY PASSED:-

The accounts of the company for the financial period ending 1st  
November 1992 having been laid before the company at the meeting,  
and the company, having qualified as small in that year and  
having been dormant since the end of it, resolves to make itself  
exempt from the provisions of Part VII of the Companies Act 1985  
relating to the audit of accounts.

SIGNED.....  
Secretary

DATE 5th November 1993

