

Number of } 1139323
Company }

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

Inscr
the
Name of the
Company.

CENTRAL PENSIONS SERVICES

LIMITED

Presented by

Presentor's Reference 22/164/20 MTS

Fuller Jenks Beecroft & Co

2-16 Torrington Place

London WC1E 7JP

Form No. 41
(No filing fee payable)

I, Michael Terry Saggors

of 17 Trinity Grove, Bengeo, Hertford, Herts.

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) the person named in
the Articles of Association as Secretary

23

of _____
Central Pensions Services 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

Note.—This margin is reserved for binding and must not be written across.

Declared at 43, Lower Street,
London WC1E 6HH,

the 14th day of September
one thousand nine hundred and
seventy three

M. T. Saggors

Before me,

[Signature]
A Commissioner for Oaths (or Notary Public or)

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

CENTRAL PENSIONS SERVICES LIMITED

1139323

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1. The name of the Company is "CENTRAL PENSIONS SERVICES LIMITED".
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are :-
 - a)(i) To carry on business as consultants, advisers and managers in relation to life assurance and pension arrangements and as insurance brokers and insurance agents and underwriting agents in all its branches and in particular and without prejudice to the generality of the foregoing to carry on the business of brokers and agents for those classes of insurance comprising life and pension arrangements.
 - (ii) To act as agents or managers for any insurance company, club or association, or for any individual underwriter in connection with its or his insurance or underwriting business or any branch of the same; and to make arrangements for all classes of insurance and to enter into any agreements for any of the purposes aforesaid with any such company, club, association or underwriter.
 - b)(i) To carry on the business of an insurance and guarantee company in all its branches, insure against risks of all kinds which are insured against by insurance companies or underwriters at Lloyds, and to undertake all kinds of insurance risks and all kinds of guarantee and indemnity risks provided always that without prejudice to the Company's powers under sub-clause (a) hereof) this clause shall not authorise the granting of any assurance or insurance or the undertaking of any other assurance or insurance business to which the Insurance Companies Acts 1958 to 1967 shall or may apply.
 - (ii) To re-insure and counter insure all or any risks, and to undertake all kinds of re-insurance and counter insurance connected with any of the business aforesaid.
 - (iii) To accumulate capital for any of the purposes of the Company and to appropriate any of the Company's property or assets to specific purposes, either conditionally or unconditionally, and to admit any class or other section of those who insure or have any dealings with the Company to any share in the profits thereof or in the profits of any particular branch of the Company's business, or to any other special rights, privileges, advantages and benefits.
 - c) To carry on any other business, whether subsidiary or not, which can in the opinion of the Board of Directors be carried on conveniently or advantageously in connection with the business of the Company.
 - d) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking assets or liabilities of any person or body owning any business within the objects of the Company, or whose business, or any part of whose business, may conveniently or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company.

25/9

RECEIVED
11 SEP 1967
Mc

- e) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels, or real or personal property of any kind, or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business.
- f) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company.
- g) To construct, alter, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant, or tools, or works of any description, or to contribute to the costs thereof, as may seem desirable in the interests of the Company.
- h) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- i) To manage, develop, sell, lease, mortgage, grant licences or rights of, in, or over, or otherwise turn to account, any property or assets of the Company.
- j) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and, when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner, and to such person, as the Company shall think fit, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debentures, debenture stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future (including uncalled capital), as the Company shall think fit.
- k) To receive loans at interest or otherwise, from and to lend money and give credit to, and to guarantee and become or give security for the performance of contracts by, and act as bankers for, any person or company, where the so doing may seem advantageous or desirable in the interests of the Company.
- l) To invest, lend, or otherwise deal with unemployed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.
- m) To acquire and hold, sell, mortgage, or deal with the shares, stock, bonds, debentures or securities of or in any other company or body (whether such shares or securities be fully paid or not) where the so doing may seem desirable in the interests of the Company.
- n) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
- o) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place, or assist in so doing, the whole or part of the shares or securities of such Company.

- p) To pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist financially, whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.
- q) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.
- r) To pay for any property or assets acquired by the Company by the issue of fully or partly paid shares of the Company, with or without any preferred or special rights or privileges, or by the issue of debentures or other securities, with or without special rights or privileges.
- s) To pay the costs and expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same in whole or in part by others.
- t) To aid, financially or otherwise any association or body having for an object the promotion of trade or industry.
- u) To act as or through trustees, agents, secretaries, managers, brokers or sub-contractors, and to perform the duties of any office undertaken by the Company.
- v) To sell or otherwise dispose of the undertaking and assets of the Company, or any part thereof, for any consideration thought fit, and in particular for shares, debentures, or other securities of other companies.
- w) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- x) To distribute among the Members any assets of the Company in specie, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- y) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- z) The objects set forth in any sub-clause of this clause shall not, except where the context so requires, be limited or restricted by reference to or inference from any other sub-clause or by the name of the Company, and none of such sub-clauses shall be deemed to be subsidiary merely to the first or any other sub-clause, but the objects specified in each sub-clause shall, except where the context otherwise requires, be deemed to be main objects of the Company.

4. The liability of the Members is limited.

5. The Share capital of the Company is £100 divided into One Hundred Ordinary Shares of One pound each. Subject and without prejudice to any special rights or privileges for the time being attached to any special class of issued shares, any of the shares in the original capital of the Company for the time being unissued, and any new shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may from time to time be determined by the Company, and if at any time the capital of the Company shall be divided into shares of different classes, the rights attached to any class shall not be varied except in accordance with the provisions of Clause 4 of Part I of Table 'A' in the First Schedule to the Companies Act 1948.

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

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber .
JANINE MARJORIE ROUSE 7 CRESCENT GARDENS BILLERICAY ESSEX <i>J. Rouse</i> COMPANY SECRETARIAL ASSISTANT	One ONE
MICHAEL TERRY SAGGERS 17 TRINITY GROVE BENGEO HERTFORD HERTS <i>M.T. Saggars.</i> COMPANY SECRETARY	One ONE

Dated the 14th day of September 1973

JEAN VALERIE DAY
28 BUCKLEIGH ROAD
STREATHAM
LONDON SW16
SECRETARY

J. Day

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

1139323

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OF

CENTRAL PENSIONS SERVICES LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations in Table 'A' Part II, (including the Regulations referred to in Clause I thereof) in the First Schedule to the Companies Act 1948 shall apply to the Company, and such Table is hereinafter referred to as Table 'A'.
2. The Company is registered as a Private Company within the meaning of Section 28 of the Companies Act 1948, which is hereinafter referred to as "The Act" and accordingly :-
 - (A) The right to transfer shares is restricted in manner hereinafter provided.
 - (B) The number of the Members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of that employment to be, members of the Company) is limited to fifty. Provided that where two or more persons hold one or more shares in the Company jointly, they shall, for the purpose of this Article, be treated as a single person.
 - (C) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
 - (D) The Company shall not have power to issue share warrants to bearer.

SHARES

3. Subject to the provisions of Clause 2 hereof the shares of the Company shall be allotted by the Directors to such persons at such times and upon such terms and conditions and either at a premium or at par as they think fit, provided that any original shares for the time being unissued and not allotted and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, or as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not

SHARES (CONT'D)

accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

LIEN

4. The Company shall have a lien on every Share, whether fully paid or not, and whether registered in the name of one or more Members, and accordingly in Clause 11 of Table 'A' the words 'not being a fully paid share' and 'other than fully paid Shares' shall be omitted, and the words 'a single person' shall be deleted and the words 'any Member, whether alone or jointly with other Members' shall be substituted therefor.

CALLS ON SHARES

5. In Clause 15 of Table 'A' the words 'provided that no call shall exceed one-fourth of the nominal value of the Share or be payable at less than one month from the date fixed for the payment of the last preceding call' shall be omitted.

TRANSFER AND TRANSMISSION OF SHARES

6. In Clause 22 of Table 'A' the words 'and Transferee' and 'except as provided by sub-paragraph (4) of paragraph 2 of the Seventh Schedule to the Act' shall be omitted.
7. The following provisions shall have effect and shall be added after Clause 23 of Table 'A', viz :-

23.(A) Any share may be transferred by a Member to his or her wife or husband, descendant, parent, brother or sister, or to a person who is already a Member of the Company. Any share may also be transferred by the person entitled to transfer the same to the Trustees of the Will of a deceased Member or to a new Trustee for the purpose of effectuating the appointment of a new Trustee or to the legatee or next-of-kin of a deceased Member or to a beneficiary under a trust created by a deceased Member.

23.(B) A Member desiring to transfer shares otherwise than in accordance with paragraph (A) above shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof.

8. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of shares, whether fully paid or not, not being a transfer to a person who is already a Member of the Company or to a transferee under Clause 7 hereof. Clause 24 of Table 'A' shall not apply.

CONVERSION OF SHARES INTO STOCK

9. Clauses 40 to 43 inclusive of Table 'A' shall not apply.

GENERAL MEETINGS

10. In Clause 49 to Table 'A' the words 'one Member' shall be substituted for the words 'two Members'.

PROCEEDINGS AT GENERAL MEETINGS

11. One Member present in person or by proxy may demand a poll, and Clause 58 of Table 'A' shall be deemed to be altered and modified accordingly.
12. Subject to the provisions of the Act a Resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

DIRECTORS

13. Clause 75 of Table 'A' shall not apply, and the following Clause shall be substituted therefor, viz :-

75. The number of Directors shall be not less than two nor more than five but the Company in General Meeting may reduce or increase these limits. The first Directors of the Company shall be John Sidney Wait and Richard John Side.

14. Subject to the provisions of Section 199 of the Act a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, and may be counted in the quorum of any meeting at which any such matter is considered.

POWERS AND DUTIES OF DIRECTORS

15. Clause 79 of Table 'A' shall not apply, and the following Clause shall be substituted therefor :-

79. The Directors may at their own discretion and upon such terms in all respects as they think fit raise or borrow money for the purpose of the Company's business and may mortgage or charge the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital, and may issue debentures, debenture stock, mortgages or other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS

16. Any Director being, or about to be going, abroad may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

DISQUALIFICATION OF DIRECTORS

17. Clause 88 of Table 'A' shall not apply, and the following Clause shall be substituted therefor :-

88. The office of Director shall be vacated if the Director :-

- (A) Fails to obtain his qualification (if any) within one month from the date of this appointment or thereafter ceases at any time to hold his qualification.
- (B) Becomes bankrupt or suspends payment or compounds with his creditors.
- (C) Becomes prohibited from being a Director by reason of any Order made under Section 188 of the Companies Act 1948.
- (D) Is found lunatic or becomes of unsound mind.
- (E) Is absent from Directors' meetings for six calendar months without reasonable excuse and without the consent of the other Directors and they resolve that he vacate office.
- (F) If by notice in writing he signifies his resignation as a Director

ROTATION OF DIRECTORS

18. The Directors shall not be subject to retirement by rotation and Clauses 89 to 97 of Table 'A' shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

19. Clause 106 of Table 'A' shall not apply and the following Clause shall be substituted therefor :-

106. A resolution determined on without any meeting of Directors and evidenced by writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors, or all the members of a Committee shall be as valid and effectual as a resolution duly passed at a meeting of the Directors or of such Committee, as the case may be.

INDEMNITY

20. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is referred to in Section 205 of the Companies Act 1948) which he may sanction or incur in or about the execution of his duties of office or otherwise in relation thereto, and no Director or other Officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article shall only have effect so far as its provisions are not avoided by the said Section.

ACCOUNTS

21. In Clause 126 of Table 'A' after the words '157 of the Act' shall be added the words 'and Sections 16 to 22 inclusive of the Companies Act 1967.'

AUDIT

22. In Clause 130 of Table 'A' the words '162 of the Act' shall be deleted and the words '161 of the Act and Sections 13 and 14 of the Companies Act 1967' shall be substituted therefor.

SECRETARY

23. The first Secretary of the Company shall be Michael Terry Saggars.

Names, Addresses and Descriptions of Subscribers

JANINE MARJORIE ROUSE

7 CRESCENT GARDENS

BILLERICAY

ESSEX

COMPANY SECRETARIAL ASSISTANT

MICHAEL TERRY SAGGERS

17 TRINITY GROVE

BENGEO

HERTFORD

HERTS

COMPANY SECRETARY

Dated the 14th day of September 1973

JEAN VALERIE DAY

28 BUCKLEIGH ROAD

STREATHAM SW16

SECRETARY



CERTIFICATE OF INCORPORATION

No. 1139323

I hereby certify that

CENTRAL PENSIONS SERVICES 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

12th October 1973


(N. TAYLOR)

Assistant Registrar of Companies

Company Number 1139323/11

Central Pensions Services Limited

The company has informed the Registrar that accounts were not annexed to its
19 76.....annual return because*

- (i) it did not trade during the year ✓
- (ii) accounts were not presented in general meeting during the period of the annual return.

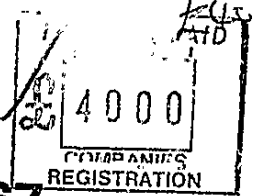
K. Williams
14/12/76.

This margin to be reserved for binding

*the appropriate item is ticked

54

Number of Company.....1139323 ✓
32



THE COMPANIES ACT, 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 [2] of The Companies Act 1948)

OF

The blanks in this heading may be filled up in writing.

.....
CENTRAL PENSIONS SERVICES LIMITED

Passed 23rd April , 19 82

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Rawlplug House, 147, London Road, Kingston-upon-Thames, Surrey

on the 23rd day of April , 1982, the subjoined Special Resolution was duly passed, viz.:

RESOLUTION

THAT THE NAME OF THE COMPANY BE
CHANGED TO E.B.CONSULTANTS LIMITED

The Special Resolutions(s) must be printed on this space, and not affixed to or written on it, except in the case of an exempt private company when it may be typed. See s. 143 (1) and Note overleaf.



Signature.....

Chairman

To be signed by the Chairman, a Director, or the Secretary of the Company

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

Nat West

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

1139323 / 33

I hereby certify that

CENTRAL PENSIONS' SERVICES LIMITED

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

E.B. CONSULTANTS LIMITED

Given under my hand at Cardiff the

16TH JUNE 1982

A handwritten signature in black ink, appearing to be 'A. J. Jones'.

Assistant Registrar of Companies

Number of } 1139323
Company }

The Companies Act 1985

COMPANY LIMITED BY SHARES



Special Resolution

(Pursuant to s. 378 (2) of the Companies Act 1985)

OF

E B CONSULTANTS LIMITED

Passed 5th FEBRUARY , 19 88

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Rawlplug House, 147 London Road, Kingston-upon-Thames, Surrey.

on the 5th day of FEBRUARY , 1988, the subjoined SPECIAL RESOLUTION was duly passed, viz.:—

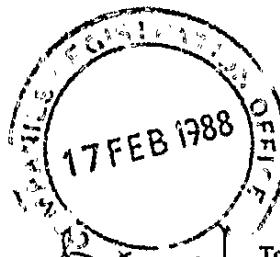
RESOLUTION

THAT THE NAME OF THE COMPANY BE CHANGED TO
CENTRAL PENSIONS SERVICES LIMITED.

212

Signature.....

John Brown
CHAIRMAN



To be signed by
the Chairman, a
Director, or the
Secretary of the
Company.



Brown
Shipley
062838

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Tel: 0384 66042

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

[P.T.O.]

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1139323

I hereby certify that

E B CONSULTANTS LIMITED

having by special resolution changed its name,

is now incorporated under the name of

CENTRAL PENSIONS SERVICES LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 25 FEBRUARY 1988

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

D. G. JENKINS

an authorised officer

Number of } 1139323
Company }

The Companies Act 1985

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 378 (2) of the Companies Act 1985)

OF

CENTRAL PENSIONS SERVICES LIMITED

Passed 29th June , 19 90

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Rawlplug House, 147 London Road, Kingston upon Thames, Surrey

on the 29th day of June , 19 90 the subjoined SPECIAL RESOLUTION was duly passed, viz:—

RESOLUTION

That the company having satisfied the provisions of Section 252 of the Companies Act 1985 relating to dormant companies the company be exempt from the obligation to appoint auditors as otherwise required by Section 384 of that Act.

Signature.....

A. J. Harris

Secretary

To be signed by
the Chairman, a
Director, or the
Secretary of the
Company

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Worley

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

[P.T.O.]