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No: 1144794

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Secretary

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

Mallinson-Denny (Trustees) Limited
(Passed on 22nd July 1985)

At an Extraordinary General Meeting of the above-named Company duly convened and held on the twenty second day of July 1985 the following resolutions were passed as Special Resolutions namely:-

SPECIAL RESOLUTIONS

1. THAT clause 3 of the Memorandum of Association of the Company be altered by deleting the whole of clause 3 after and excepting sub-clauses (a) and (b) thereof and by substituting in lieu thereof the sub-clauses et seq as set out in a print annexed hereto and for purposes of identification initialled by the Chairman of this meeting.
2. THAT the regulations placed before the meeting and initialled for identification by the Chairman thereof be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association.

J G DYKE
CHAIRMAN



MALLINSON-DENNY LTD
121, 122, 123
BOND STREET
LONDON W1

MALLINSON-DENNY (TRUSTEES) LIMITED

New Sub-clauses to clause 3 of the Memorandum of Association,
as adopted by Special Resolution passed 22nd July 1985

- (c) To carry on any other business whatsoever which can in the opinion of the Directors be advantageously or conveniently carried on by the Company by way of extension of or in connection with any business which the Company is authorised to carry on or is calculated directly or indirectly to develop any business which the Company is authorised to carry on or to increase the value of or turn to account any of the Company's assets property or rights.
- (d) To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- (e) To acquire the whole or any part of the business property and liabilities of any company or person possessed of property suitable for the purposes of the Company or carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company and to undertake and carry on or to liquidate and wind up any such business.
- (f) To acquire and hold any shares stock securities or debentures of or other investments in any company have objects wholly or in part similar to those of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (g) To purchase take on lease exchange hire or otherwise acquire for any estate or interest any real or personal property and any rights and privileges for any purpose in connection with any business which the Company is authorised to carry on.
- (h) To apply for take out purchase or otherwise acquire and maintain any designs trade marks patent rights inventions copyrights or secret processes and any other intangible property and to use exercise develop grant licences in respect of or otherwise turn to account any such property rights and information.
- (i) To build construct maintain alter enlarge pull down remove or replace any buildings works plant and machinery for any purpose in connection with any business which the Company is authorised to carry on.
- (j) To receive money on deposit or loan with or without allowance of interest thereon and to borrow raise or secure the payment of money by mortgage charge or lien or by the issue of debentures or debenture stock perpetual or otherwise or in any other manner either with or without security and to charge all or any of the property or assets of the Company whether present or future including its uncalled capital to support any obligation of the Company or any other company or person (including without limitation, any company which is for the time being the Company's holding company, as defined by Section 736 of the Companies Act 1985, or a subsidiary, as defined by the said Section, of the Company or of the Company's holding company or any company which may for the time being have any shareholders and/or directors in common with the Company, or any company associated with the Company in business) and collaterally or further to secure any securities of the Company by a ~~trust deed~~ or other assurance.

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- (k) To invest and turn to account any moneys in the acquisition or upon the security of any real or personal property of any kind whatsoever or by placing the same on deposit or in any other manner.
- (l) To draw make accept endorse negotiate discount execute and issue promissory notes bills of exchange bills of lading warrants debentures and other negotiable or transferable instruments.
- (m) To make advances or give credit to any company, firm or person with or without security, and upon such terms as the Company may approve, and either with or without the Company receiving any consideration or advantage (whether direct or indirect) to guarantee support and secure the performance (and to assume liability as principal in respect) of the obligations and the payment of the capital or principal (together with any premium) of and any dividends or interest on any stocks, shares, or securities or other obligations of any nature whatsoever (including, without limiting the generality of the foregoing, obligations for the repayment of money and/or discharge of liabilities both present and future due, owing or incurred to bankers) of any company, firm or person, (and in the case of a company, whether having objects similar to those of this Company or not) and, in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company, as defined by Section 736 of the Companies Act 1985, or a subsidiary, as defined by the said Section, of the Company or of the Company's holding company or company which may for the time being have any shareholders and/or directors in common with the Company, or any company associated with the Company in business, and to create mortgage charges (whether in third party form or otherwise) or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital whether in support of any such guarantee (or assumption of liability) or otherwise.
- (n) To pay for any property rights or easements acquired by the Company either in cash or in exchange for any stock shares securities or debentures of or other investments in any company as the Directors may think fit or otherwise and to accept any stock shares securities debentures of or other investments in any company or otherwise as the Directors may think fit in payment or part payment of any obligation of any company.
- (o) To vest any real or personal property rights or interests acquired by or belonging to the Company in any company or person on itself or for the benefit of the Company and with or without any declared trust in favour of the Company.
- (p) To sell lease grant licences easements and other rights over and in any other manner dispose of the undertaking property assets rights and effects of the Company or any part thereof for such consideration as the Directors may think fit.
- (q) To distribute in specie among the members of the Company any property of the Company.

- (r) To surrender or claim group relief and make payments for group relief for the purposes of corporation or any other tax and to surrender or claim or make payments in respect of any other like or similar relief and to enter into and carry into effect any agreement for such purposes.
- (s) To establish or promote or concur in establishing or promoting any company for the purposes of acquiring the whole or any part of the property business or undertaking of the Company or for furthering any of the objects of the Company and to acquire and hold any shares stock securities or debentures of or other investments in any such company and to issue place underwrite or guarantee the subscription for or concur in issuing placing underwriting or guaranteeing the subscription for any shares stock securities or debentures of or other investments in any company whatsoever.
- (t) To enter into and carry into effect any agreement or arrangement for the sharing of profits or for the conduct of any business of the Company in association with or through the agency of any other company or person or any joint adventure reciprocal concession or other agreement of a like nature with any company or person.
- (u) To amalgamate with any other company the objects of which include the carrying on of any business which the Company is authorized to carry on and to re-construct the Company in any manner authorized by any legislation for the time being in force.
- (v) To take all necessary or proper steps in Parliament or with the authorities national local municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of furthering the interests of the Company or effecting any modification in the constitution of the Company or furthering the interests of its members and to oppose any steps taken by any other company or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its members and to procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (w) To subscribe or guarantee money for any national charitable benevolent public general or useful object or for any purpose which in the opinion of the Directors is likely directly or indirectly to further the objects of the Company or the interest of its members.

- (x) To grant pensions or gratuities to and provide for the welfare of any persons who are or at any time have been employees officers or Directors of the Company or its predecessors in any business of the Company or of any company in which the Company is in any way interested or the families relations connections or dependants of any such persons and to establish or support associations institutions clubs funds and trusts which may be considered likely to benefit any such persons or otherwise advance the interests of the Company or of its members and to make payments towards insurances to constitute or contribute to pension schemes and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees and to lend money to the Company's employees to enable them to purchase shares in the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees (including officers and Directors) or any of them.
- (y) To undertake and carry on the office or offices and duties of trustee custodian trustee executor administrator liquidator receiver attorney or nominee of or for any company or person scheme trust fund government state municipal or other body public and to undertake and execute any trust or discretion and to distribute amongst the beneficiaries pensioners or other persons entitled thereto any income capital or annuity whether periodically or otherwise and whether in money or specie in furtherance of any trust discretion or other obligation or permission.
- (z) To do all or any of the things and matters aforesaid in any part of the world and either as principals agents independent contractors trustees or otherwise and by or through trustees or is or otherwise and either alone or in conjunction with others.
- (aa) To do all such other things as the Directors may think incidental or conducive to the above objects or any of them.

For the avoidance of doubt, each of the above sub-clauses shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company. None of the above sub-clauses shall be restrictively construed but the widest interpretation shall be given thereto, and they shall not be in any way limited to or restricted by reference to or inference from any other object or objects set forth in each sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

Where the context so admits the phrase "company or person" shall be deemed to include any body corporate or unincorporate association firm or company or person and the word "company" shall be deemed to include any body corporate or unincorporate.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed 22nd July 1985)

- of -

MULLINSON-GRINY (TRUSTEES) LIMITED

PRELIMINARY

1. Regulations numbered 61, 63, 64, 73, 74, 75, 76, 80, 81, 93, 94 and 116 of Table A in The Companies (Tables A to F) Regulations 1985 (SI No. 805) ("Table A") shall not apply to the Company. The remaining regulations of Table A shall, together with the following regulations, constitute the Articles of Association of the Company.
2. In these Articles "the Parent Company" means any company which is a registered holder of not less than 75% of the equity share capital of the Company.
3. A person shall be deemed to be present in person at a meeting of the members or the Directors or of a committee of the Directors of the Company if he is able to participate in the meeting by means of television, telephone or similar apparatus provided that all persons participating can hear each other and for the avoidance of doubt two persons only so participating shall constitute a meeting.



SHARES

4. (A) The shares in the capital of the Company from time to time shall be under the control of the Directors who may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 83(2) of the Act (as defined in Table A of the Company to such persons and generally on such terms and in such manner as they think fit.
- (B) The general authority conferred by paragraph (A) of this Article shall extend to all relevant securities of the Company which are issued on incorporation of the Company, and shall expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in general meeting.
- (C) The Directors shall be entitled under the general authority conferred by this Article to make, at any time before the expiry of such authority, any offer or agreement which will or may require securities to be allotted after the expiry of such authority.
5. The provisions of Section 87(1) and Section 89 sub sections (1) to (6) of the Act shall not apply to the Company.
6. The transferor of a share shall be deemed to remain the holder of it until the name of the transferee is entered in the register of members in respect of such share.
7. The Directors may, in their absolute discretion refuse to register any transfer of any share whether or not it is a fully paid share without giving any reason for such refusal.

GENERAL MEETINGS

8. If at any general meeting any votes shall be counted which ought not to have been counted or might have been rejected, or if any votes shall not be counted which ought to have been counted, the error shall not affect the result of the relevant resolution unless it be pointed out at the same meeting and not in that case unless it shall, in the opinion of the Chairman of the meeting, be of sufficient magnitude to affect the result of the relevant resolution.
9. A resolution in writing signed or approved by letter, fax or telex by or on behalf of all the members or all the holders of a class of shares (as the case may be) for the time being entitled to vote on the relevant resolution shall be as valid and effective as if it had been passed at a general meeting of the Company or a separate meeting of such class (as the case may be) duly convened and held and when signed or approved may consist of several documents each signed or approved by one or more of the persons aforesaid or being corporations by their duly authorized representatives or their attorneys.

10. If, within half an hour from the time appointed for a members' meeting, a quorum is not present the meeting (if convened upon the requisition of members) shall be dissolved. In any other case the meeting shall stand adjourned to the same time, place and day in the next week or otherwise as the Directors may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

DIRECTORS

11. Unless otherwise determined by the Company in general meeting the number of Directors (other than alternate directors) shall not be subject to any maximum but shall not be less than two. The quorum for meetings of the Directors shall be determined by the Directors from time to time and failing such determination two Directors present in person or by an alternate shall constitute a quorum but one alternate representing two Directors shall not constitute a quorum.
12. (A) Regulation 77 of Table A shall be amended by omitting the words "(other than a director retiring by rotation at the meeting)".
- (B) Regulation 78 of Table A shall be amended by omitting the words "Subject as aforesaid" and the words "and may also determine the rotation in which any additional directors are to retire".
- (C) Regulation 79 of Table A shall be amended by omitting the second and third sentences.
13. A Director or former Director shall not be accountable to the Company or the members for any benefit of any kind referred to in regulation 87 of Table A and the receipt of any such benefit shall not disqualify any person from being or becoming a Director of the Company.
14. Notwithstanding Section 293 of the Act, a person who has attained the age of seventy shall be capable of being appointed or elected a Director and a Director shall not be required to vacate his office at the conclusion of the annual general meeting commencing next after he attains that age.
15. Subject to the Act and provided he has disclosed his duty or interest to the Directors a Director (including an alternate Director) may vote as a Director in regard to any matter, contract or arrangement in which he has, directly or indirectly, an interest or duty which is material and he shall be included in determining the quorum for any meeting at which such matter, contract or arrangement is considered.
16. The office of a Director shall be vacated if the Director:-
- (a) ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director; or

- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) becomes in the opinion of the other Directors incapable by reason of mental disorder (within the meaning of the Mental Health Act 1983) of discharging his duties as a Director; or
 - (d) resigns his office by notice in writing to the Company; or
 - (e) absents himself from meetings of the Directors during a continuous period of six months without leave of absence from the Directors and within three months they resolve that by reason of such absence he vacates his office.
17. Notwithstanding any provision in these Articles of Association, the Parent Company may at any time by written notice signed by a director of the Parent Company to the Company appoint any person to be a director or secretary of the Company, and may remove any person from office as a director or secretary of the Company, such notice to be effective upon delivery to the registered office of the Company.
18. A resolution in writing signed or approved by letter, fax or telex by each Director or his alternate who was entitled at the relevant time to notice of a meeting of the Directors shall be as valid and effective as if it had been passed at a meeting of the Directors duly convened and held and when signed may consist of several documents each signed or approved by one or more of the persons.
19. Subject to the provisions of the Act but without affecting any indemnity to which a Director may otherwise be entitled:
- (a) No Director or other officer of the Company shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in consequence of the execution of the duties of his office or in relation thereto;
 - (b) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against any losses or liabilities incurred by him
 - (i) in defending any civil or criminal proceedings in which he is acquitted or judgment is given in his favour; and
 - (ii) in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company; and
 - (iii) in or about the execution of the duties of his office or otherwise in relation thereto.