

No. of Company ~~1144794~~ 1144794 Form No. 41.

## 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.

Name  
of  
Company

BIDDOME INVESTMENTS Limited

*Presented by*

WILDMAN & BATTELL LTD  
12 PANCRAS LANE,  
QUEEN STREET,  
LONDON, E.C.4,  
TEL: CITY 2048

WILDMAN & BATTELL LTD.

COMPANY & GENERAL LAW AGENTS & TRANSLATORS

12, Pancras Lane, London, EC4N 1SJ

Telephone: 01-248 2545

111

I, LAURENCE ROY BATTELL

of 12, Pancras Lane, Queen Street, London, E.C.4.

21

(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".

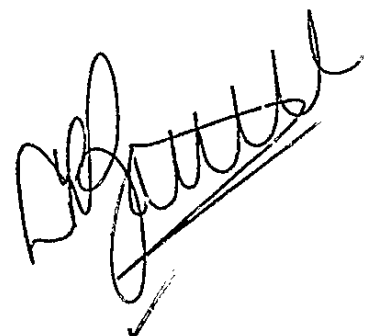
Do solemnly and sincerely declare that I am <sup>(a)</sup> the person named in  
the Articles of Association as the Secretary

of  
BIDDOME INVESTMENTS Limited,

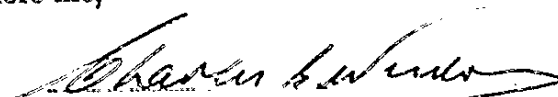
And that all the requirements of the Companies Act, 1948, in respect of  
matters precedent to the registration of the said Company and incidental  
thereto have been complied with, And I make this solemn Declaration  
conscientiously believing the same to be true and by virtue of the provisions  
of the Statutory Declarations Act, 1835.

Declared at Eltham S.E.9.

the 30th day of October  
one thousand nine hundred and seventy three



Before me,



A Commissioner for Oaths [or Notary Public or  
Justice of the Peace.]

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

COMPANY LIMITED BY SHARES

Memorandum of Association

C.R. £20.00

1144792 OF 3

BIDDOME INVESTMENTS LIMITED

Nc/68437/1

~~1144794~~

1144792

1. The name of the Company is "BIDDOME INVESTMENTS 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, concession, grant, licence or otherwise, such lands, buildings, leases, underleases, rights, privileges, stocks, shares and debentures in public or private companies, corporate or incorporate, policies of insurance and such other property, real or personal and rights and interest in property as the Company shall deem fit, but so that the Company shall not have the power to deal or traffic in lands, buildings, leases, underleases, stocks, shares, debentures, policies of life assurance or other of its property real or personal or assets, but may acquire the same for purpose of investment only and with a view to receiving the income therefrom. If from time to time it shall be found necessary or advisable for the Company to realise all or any part of its property or assets the Company shall have power to do so, but any surpluses or deficiencies arising on or from such realisation shall be dealt with as capital surpluses not available for the payment of dividends or as capital deficiencies which shall be charged against capital reserve account.

- (b) To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.
- (c) To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof, or otherwise turn the same to the advantage of the Company.
- (d) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situated on the property of the Company.
- (e) To invest and deal with the monies of the Company in such shares or upon such securities and in such manner as from time to time may be determined.
- (f) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint purse agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof.
- (g) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company.
- (h) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.
- (i) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.
- (j) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way.
- (k) To pay or remunerate any person, firm or company for rendering services to the Company in the promotion of the Company or the placing and issue of

shares, debentures, debenture stock or other securities of the Company.


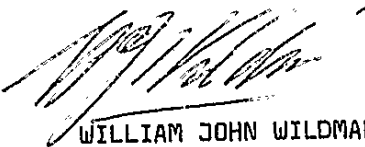
- (l) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependents.
- (m) To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments.
- (n) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company.
- (o) To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company.
- (p) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights.
- (q) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited.


5. The share capital of the Company is £100 divided into 100 shares of £1 each.

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
 LAURENCE ROY BATTELL 12 Pancras Lane, Queen Street, London, EC4N 1SJ. Company Director.	ONE
 WILLIAM JOHN WILDMAN 12 Pancras Lane, Queen Street, London, EC4N 1SJ. Company Director.	ONE

Dated this 30th Day October 1973.

WITNESS to the above signatures -

  
P.C. TILBURY,  
12 Pancras Lane,  
Queen Street,  
London, EC4N 1SJ.

~~1144794~~

COMPANY LIMITED BY SHARES

1144794 / 4

Articles of Association

OF

BIDDOME INVESTMENTS LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part II of Table A") shall apply to the Company.

2. Regulations 2, 3, 24, 53, 75, 88, 107, 108, 110 and 134 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A") shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

CAPITAL

3. The initial share capital of the Company is £100 divided into 100 shares of £1 each.

4. The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject, in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares, and subject also to the provisions of Regulation 2 in Part II of Table A.

5. Subject to the provisions of Section 58 of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

## TRANSFER OF SHARES

6. Any share may be transferred by a member to his or her spouse or lineal descendant and any share of a deceased member may be transferred to any such relation as aforesaid of the deceased member. Save as aforesaid the Directors, in their absolute discretion and without assigning any reason therefor, may decline to register the transfer of any share whether or not it is a fully paid share.

7. The proviso to Regulation 32 of Part I of Table A shall not apply to the Company.

## VOTES OF MEMBERS

8. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

## DIRECTORS

9. Regulations 80-87 of Part I of Table A apply except that Article 10 shall be substituted for sub-clauses (2) and (4) of Regulation 84 which shall be deleted.

10. A Director who has disclosed his interest in accordance with Regulation 84(1) of Part I of Table A and Section 199 of the Act may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such Director shall be counted in the quorum present at any meeting at which such contract or proposed contract or arrangement is being considered.

11. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

12. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director to act as Auditor of the Company.

13. The Company shall not be subject to Section 185 of the Act, and accordingly any person may be appointed or elected as a Director whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

14. The office of a Director shall be vacated:-

- (1) If by notice in writing to the Company he resigns the office of Director.



- (2) If he ceases to be a Director by virtue of Section 182 of the Act.
- (3) If he becomes bankrupt or insolvent, or enters into an arrangement with his creditors.
- (4) If he becomes of unsound mind.
- (5) If he is prohibited from being a Director by any order made under Section 188 of the Act.
- (6) If he is removed from office by a resolution duly passed under Section 184 of the Act.

#### BORROWING POWERS

15. The proviso to Regulation 79 of Part I of Table A shall not apply to the Company.

#### MANAGING DIRECTORS AND MANAGERS

16. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed, whilst holding such office, shall not be subject to retirement by rotation or be taken into account in determining the number of Directors to retire by rotation or the rotation of retirement of Directors, but his appointment, subject to the payment to him of such compensation or damages as may be payable to him by reason thereof, shall be automatically determined if he ceases from any cause to be a Director.

17. A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Directors may determine.

#### SECRETARY

18. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them. If at any time there shall be no Secretary or for any reason no Secretary capable of acting, the Directors may appoint an assistant or deputy Secretary.

#### NOTICES

19. Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company any address within the United Kingdom for the giving of notices to them.

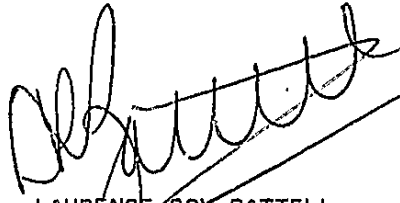
FIRST DIRECTORS

20. The number of Directors shall not be more than five but the Company in General Meeting may reduce or increase this limit. The first Directors shall be named in writing by the subscribers to the Articles of Association.

FIRST SECRETARY

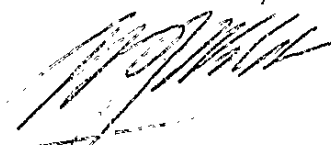
21. The first Secretary of the Company shall be LAURENCE ROY BATTELL. ✓

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS



LAURENCE ROY BATTELL  
12 Pancras Lane,  
Queen Street,  
London, E.C.4.

Company Director.



WILLIAM JOHN WILDMAN  
12 Pancras Lane,  
Queen Street,  
London, E.C.4.

Company Director.

Dated this 30th Day October 1973

WITNESS to the above signatures:-



P.C. TILBURY,  
12 Pancras Lane,  
Queen Street,  
London, E.C.4.

Company Director.



## CERTIFICATE OF INCORPORATION

No. **11144794**

I hereby certify that

**BIDDOME INVESTMENTS 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 NOVEMBER 1973**

A handwritten signature in cursive script, appearing to read 'N. Taylor'.

**N. TAYLOR**  
Assistant Registrar of Companies

REF: 131390/1.

06 14 CREF 40-00.

Number of } 1144794  
Company }

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

## Special Resolution

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

OF

BIDDOME INVESTMENTS

351 LI. 040.00

LIMITED

Passed 24th April, 1974

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 188/192 London Road, Croydon, CR9 2AQ

on the 24th day of April, 1974 the subjoined SPECIAL RESOLUTION duly passed, viz. :-

### RESOLUTION

That, with the approval of the Department of Trade and Industry, the name of the Company be changed to :-

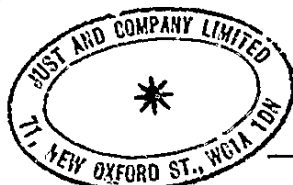
TURNER KENNEDY PROPERTIES LIMITED

Signature

Director

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).  
See section 143 (1) and (4) printed overleaf.



DSH/BOTY

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Companies 7

F20704.12-9-72



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1144794 /11.

I hereby certify that

**BIDDOME INVESTMENTS LIMITED**

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

**TURNER KENNEDY PROPERTIES LIMITED**

Given under my hand at London the 10th May 1974

**N. TAYLOR**

*Assistant Registrar of Companies*



C.172

SPECIAL RESOLUTION

OF

TURNER KENNEDY PROPERTIES LIMITED



Passed the 30th day of September 1976

At an EXTRAORDINARY GENERAL MEETING of the Members of the above named Company, duly convened and held at Sheffield Park Sawmills, Nr. Uckfield Sussex on the 30th day of September 1976, the following Special Resolution was duly passed:

That the Memorandum of Association of the Company be modified by adding the following additional sub-clause to clause 3 thereof namely:

- "( R) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee, no guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of, and dividends or interest on, any stocks, shares or securities of any company, firm or person, and in particular (but without limiting the generality of the foregoing) of the Company which is for the time being the Company's holding company, as defined by Section 154 of the Companies Act 1948 or another subsidiary, as defined by the said Section, of the Company's holding company or otherwise associated with the Company in business."

.....Bruce B. Kennedy.....  
CHAIRMAN

6 8 Oct 76

I certify this to be a true copy of the Special Resolution referred to.

.....Bruce B. Kennedy.....  
CHAIRMAN

Number of Company 1144794/20

THE COMPANIES ACTS 1948 to 1976

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COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTION

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

TURNER KENNEDY PROPERTIES LIMITED

---

Passed 14th September, 1978

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AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Dowgate Hill House, Dowgate Hill, London E.C.4 on the 14th day of September 1978, the following Special Resolution was duly passed, viz :-



LINKLATERS & PAINES  
BARRINGTON HOUSE,  
59-67, GRESHAM STREET,  
LONDON EC2V 7JA  
TEL. 01 606 7080



## RESOLUTION

That all the issued Ordinary Shares of £1 each shall stand converted into 5 per cent. Non-cumulative Preference Shares of £1 each having attached thereto the rights and being subject to the restrictions following, namely :-

- (a) The right to a fixed non-cumulative preferential dividend at the rate of 5 per cent. per annum payable as regards each financial year out of the profits of the Company resolved to be distributed in respect of that year but with no rights, in case of deficiency, to resort to the profits of subsequent financial years.
- (b) The right on a return of assets on a winding-up to repayment of the amounts paid up or credited as paid up on such shares in priority to the holders of any other class of shares.
- (c) The said 5 per cent. Non-cumulative Preference Shares of £1 each shall rank as regards dividend and repayment of capital subject to the rights attaching to any shares hereafter created or issued to rank in priority thereto and shall not :-
  - (i) confer any further or other right to participate in the profits or assets of the Company; or
  - (ii) entitle the holders thereof to receive notice of or to attend or vote at any General Meeting of the Company.

LINKLATERS & PAINES  
BARRINGTON HOUSE,  
59-67, GRESHAM STREET,  
LONDON EC2V 7JA  
TEL. 01 606 7080

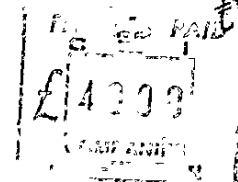
Signed

Director

Dated 14th September, 1978

No: 1144794 / 23

The Companies Acts 1949 to 1976



Company Limited by Shares

SPECIAL RESOLUTION

of

TURNER KENNEDY PROPERTIES LIMITED

(passed 6th December 1978)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on the 6th day of December, 1978 the following Resolution was passed as a SPECIAL RESOLUTION:-

RESOLUTION

THAT the name of the Company be changed to LONGDON PROPERTIES LIMITED.

A.P. Harvey.

Chairman.

Certified a true copy.



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£40

07474

*A.P. Harvey*

Chairman



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No.

1144794

24

I hereby certify that

**TURNER KENNEDY PROPERTIES LIMITED**

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

**LONGDON PROPERTIES LIMITED**

Given under my hand at Cardiff the

**8TH JANUARY 1979**

**E. A. WILSON**

*Assistant Registrar of Companies*

The Companies Acts 1948 to 1976

---

Company Limited by Shares

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Special Resolution  
of  
LONGDON PROPERTIES LIMITED

(Passed 11th December, 1979)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on the 11th day of December, 1979 the following Resolution was passed as a SPECIAL RESOLUTION:-

RESOLUTION

THAT the regulations placed before the Meeting and initialled for identification by the Chairman thereof be hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association.

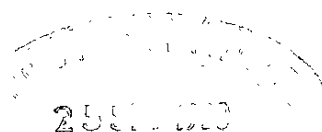


A.P. HARVEY  
CHAIRMAN

Certified a true copy



A.P. HARVEY



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AL

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COMPANY LIMITED BY SHARES

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NEW

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed 11th December, 1979)

OF

LONGDON PROPERTIES LIMITED

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PRELIMINARY

1. The regulations contained in Part 1 of Table A in the First Schedule to the Companies Act 1948 (as amended by the Companies Act 1967) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company. References herein to regulations are to regulations in Part 1 of the said Table A unless otherwise stated. The regulations in any Table A which may be applicable to the Company under any former enactment relating to companies shall not apply.

PRIVATE COMPANY

2. The Company is a private company and accordingly the restrictions contained in regulation 2 of Part II of Table A shall apply.

SHARE CAPITAL

3. Subject to the provisions of Article 22(B) hereof all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

TRANSFER OF SHARES

4. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee. Regulation 22 shall be modified accordingly.

5. Subject to the provisions of Regulation 24 any share may at any time be transferred to a person who is already a member of the Company. Save as aforesaid the Directors shall have an absolute right without assigning any reason therefore to refuse to register any transfer of a share (whether fully paid or not).

6. The Company shall not charge transfer or registration fees. References to fees in Regulations 25 and 28 shall be disregarded.

PROCEEDINGS AT GENERAL MEETINGS

7. Two members present in person or by proxy shall be a quorum at any General Meeting. Regulation 53 shall be modified accordingly.

8. A poll may be demanded at any General Meeting by the Chairman, or by any member present in person or by proxy and entitled to vote. Regulation 58 shall be modified accordingly.

9. An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Regulations 70 and 71 shall not apply.

10. A resolution in writing signed by the holders of not less than 90 per cent in aggregate of the issued Ordinary Shares shall be as effective as if the same had been duly passed at a General Meeting and may consist of several documents in the like form, each signed by one or more persons, but a resolution so signed shall not be effective to do anything required by the Act to be done in General Meeting or by Special or Extraordinary Resolution. In the case of a corporation the resolution may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative.

#### DIRECTORS

11. Subject as hereinafter provided the Directors shall not be less than two nor more than ten in number. The Company may by Ordinary Resolution from time to time vary the minimum number and/or the maximum number of Directors. Regulation 75 shall not apply.

12. A Director shall not be required to hold any shares of the Company by way of qualification. Regulation 77 shall not apply. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at General Meetings.

13. The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors or of any committee of the Directors or General Meetings or otherwise in or about the business of the Company. Regulation 76 shall not apply.

14. In Regulation 79 the proviso restricting the borrowing and charging powers exercisable by the Directors shall not apply.

15. Regulation 84(2) shall be deemed to be extended by the addition after sub-clause (d) thereof of the following sub-clause (e):

"(e) any contract or arrangement with Mallinson-Denny Limited or any subsidiary company of Mallinson-Denny Limited."

16. The Directors may dispense with the keeping of attendance books for meetings of the Directors or committees of the Directors. Regulation 85 shall be modified accordingly.

17. The office of a Director shall be vacated in any of the events specified in Regulation 83 save that a Director shall vacate office under paragraph (f) of such Regulation only if in the circumstance therein mentioned the Directors by resolution so determine.

18. The Directors shall not be subject to retirement by rotation. Regulations 89 to 94 and the second sentences of Regulations 95 and 97 shall not apply.

19. A resolution in writing signed by all the Directors shall be as effective as a resolution duly passed at a meeting of the Directors and may consist of several documents in the like form, each signed by one or more of the Directors. Regulation 106 shall not apply.

## ASSOCIATE DIRECTORS

20. The Directors may from time to time designate any person as an Associate Director of the Company. Any person so designated shall not be a Director of the Company and shall therefore not be entitled to exercise any of the powers or be subject to any of the duties of Directors under these Articles or under the Companies Acts 1948 to 1976 (as they may from time to time be amended). An Associate Director shall not be entitled to receive notice of or attend or vote at any Meeting of the Board of Directors of the Company. The appointment removal and remuneration of an Associate Director shall be determined by the Directors.

## INDEMNITY

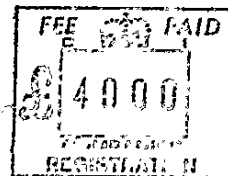
21. Subject to the provisions of and so far as may be permitted by the Companies Acts 1948 to 1976, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Regulation 136 shall be extended accordingly.

## OVER-RIDING PROVISIONS

22. Whenever Mallinson-Denny Limited (hereinafter called "the Parent Company"), or any subsidiary of the Parent Company, shall be the holder of not less than 90 per cent of the issued Ordinary Shares the following provisions shall apply and to the extent of any inconsistency shall have over-riding effect as against all other provisions of these Articles:-

- (A) The Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed but so that in the case of a Managing Director his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company;
- (B) No unissued shares shall be issued or agreed to be issued or put under option without the consent of the Parent Company;
- (C) Any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.



Company Limited by Shares

Special Resolutions

of

Longdon Properties Limited

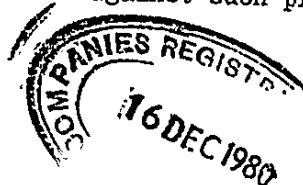
At an Extraordinary General Meeting of the above-named Company, duly convened and held at 130 Hackney Road, London E2 7QR on 2nd December 1980 the following Resolutions were duly passed as  
SPECIAL RESOLUTIONS:-

Resolutions

1. THAT with the approval of the Department of Trade, the name of the Company be changed to Mallinson-Denny (Trustees) Limited.
2. THAT the Memorandum of Association of the Company be and is hereby amended in the following manner:
  - (1) By the deletion of paragraph (a) of Clause 3 and the substitution thereof of the following new paragraph (a):

"(a) To act as trustee or nominee either solely or jointly for any fund, trust or scheme established by, for or in connection with Mallinson-Denny Limited or any of its subsidiary or associated companies."
  - (2) By the relettering of paragraphs (b) to (n) of Clause 3 as paragraphs (f) to (r), the deletion of paragraph (o) of Clause 3 and the relettering of paragraphs (p) and (q) of Clause 3 as paragraphs (s) and (t).
  - (3) By the insertion of the following as a new paragraph (b) of Clause 3:

"(b) To hold in trust as trustee or nominee of any such fund, trust or scheme aforesaid and deal with manage and turn to account any real and personal property of all kinds and in particular shares, stocks, debentures, debenture stock, bonds, securities and investments of all classes, policies, annuities, book debts, claims and choses in action, lands, buildings, hereditaments, business concerns and undertakings, mortgages, charges, patents, licences and any interest in real or personal property and any claims against such property or against any person or company."





- (4) By the insertion of the following as a new paragraph (c) of Clause 3:

"(c) To subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities or investments of any nature whatsoever, and any options or rights in respect thereof, and to buy and sell foreign exchange."

- (5) By the insertion of the following as a new paragraph (d) of Clause 3:

"(d) To purchase, or otherwise acquire for any estate or interest any property or assets and to develop and turn to account and deal with the same in such manner as may be thought fit."

- (6) By the insertion of the following as a new paragraph (e) of Clause 3:

"(e) To act as advisor in connection with any insurance policies held by Mallinson-Denny Limited or any of its subsidiary or associated companies."

A.P. HARVEY  
CHAIRMAN

Certified a true copy



CHAIRMAN

# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

1144794

36

I hereby certify that

LONGDON PROPERTIES LIMITED

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

MALLINSON-DENNY (TRUSTEES) LIMITED

Given under my hand at Cardiff the

19TH JANUARY 1981

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

E A WILSON

*Assistant Registrar of Companies*

Certified a true copy

No: 1144794

.....  
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  
130 HACKNEY RD  
LONDON E2 7QR



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.



- (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 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 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 behalf 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 authorised to carry on and to re-construct the Company in any manner authorised 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 institute 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 politic 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 agents 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 such 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 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 -

MALLINSON-DENNY (TRUSTEES) LIMITED

PRELIMINARY

1. Regulations numbered 41, 53, 64, 73, 74, 75, 76, 80, 81, 93, 94 and 118 of Table A in The Companies (Tables A to F) Regulations 1985 (SI 1985 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 the 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 televisual, 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 80(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 unissued 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 2 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 89(1) and Section 90 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 authorised 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.

No: 1144794

51  
MALLINSON-DENNY (TRUSTEES) LIMITED

PRESENTED BY:  
MALLINSON-DENNY LTD  
137 HATHAY ROAD  
LONDON E2 7QR

On 8th August 1985, the holders of all the issued and allotted shares RESOLVED in writing, pursuant to Article 9 of the Company's Articles of Association, that the following Resolutions be passed as Special Resolutions of the Company.

SPECIAL RESOLUTIONS

That:

- (1) the Company enter into a mortgage debenture ("the Debenture") to be made between the Company (1) and Bankers Trust Company ("the Agent") (2) substantially in the form of a draft dated 2nd August 1985 a copy of which is annexed hereto in connection with a loan agreement ("the Loan Agreement") to be entered into by Mallinson-Denny Limited (1) the Banks (2) the Associated Banks (3) and Bankers Trust Company as Agent for the Banks (4);
- (2) any Director and the Secretary of the Company or any two Directors be and they are hereby authorised and directed to affix the common seal of the Company to the Debenture and to attest such sealing in the form of the above draft with any alterations thereto that they may approve, such approval to be conclusively evidenced by their witnessing the affixation of the Company's common seal thereto;
- (3) any Director or the Secretary, either singly or with another Director or the Secretary, be and he is/they are hereby authorised on behalf of the Company, to execute (in whatever manner may be required) and do all such deeds, documents and things (other than those the subject of the specific authorisation in paragraph (2) above) as he/they may consider expedient in connection with the execution or performance by the Company of the Debenture or the execution or performance by Mallinson-Denny Limited of the Loan Agreement and/or any related documents;
- (4) these Resolutions shall have effect notwithstanding any provision of the Company's Memorandum and Articles of Association.

  
.....  
DIRECTOR

22nd August, 1985



**G**

COMPANIES FORM No. 225(2)

**Notice by an holding or subsidiary  
company of new accounting  
reference date given after the end  
of an accounting reference period**

**225(2)**

Please do not  
write in  
this margin

Pursuant to section 225(2) of the Companies Act 1985

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

\* Insert full name  
of company

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

† delete as  
appropriate

To the Registrar of Companies

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ]

1144794

Name of company

\* MALLINSON-DENNY (TRUSTEES) LIMITED

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

Day Month

3 1 12

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

Day Month Year

3 1 12 1 9 8 7

The company is a [subsidiary] ~~holding company~~† of HUNTER PLC

company number 1169267

the accounting reference date of which is 31st December

Signed

*[Signature]*

[Director] [Secretary]† Date 15 JUL 1987

Presentor's name address and  
reference (if any):  
Mallinson-Denny Limited  
Malden House, Radlett Road  
Park Street  
St. Albans  
Herts AL2 2JE

For official Use  
General Section

Post room



CON 30920/BWL



Company No: 1144794

THE COMPANIES ACT 1985  
A COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

MALLINSON-DENNY (TRUSTEES) LIMITED

passed 12th March 1990

By a resolution in writing of the members of the above named Company dated 12th March 1990 the following resolution was passed as a special resolution:

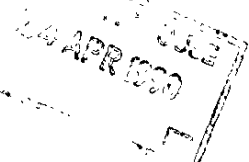
RESOLUTION

That the name of the Company be changed to Wickes Group Trustees Limited

  
S K Porter  
Secretary



Bar 2100 P-4  
100562



FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1144794

I hereby certify that

**MALLINSON-DENNY (TRUSTEES) LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**WICKES GROUP TRUSTEES LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 14 MAY 1990

*V J Kendrick*  
MRS V J KENDRICK

an authorised officer

Certified to be a true and exact  
copy of the original Document.

Signed:  
Secretary:

REGISTERED NUMBER: 1144794

Date: - 6 OCT 1994

THE COMPANIES ACT 1985

ELECTIVE RESOLUTION

OF

WICKES GROUP TRUSTEES LIMITED

We, the undersigned, being all the members for the time being of the above-named company entitled to receive notice and to attend and vote at general meetings hereby, pass the following Elective Resolution and agree that the said Resolution shall pursuant to Clause 3.2 of the Company's Articles of Association for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:

IT IS HEREBY UNANIMOUSLY RESOLVED as an Elective Resolution in accordance with Section 379A of the Companies Act 1985 ("the Act"):

THAT (A) The provisions of Section 80A of the Act shall apply instead of the provision of Section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said Section 80.

(B) The Company hereby elects:

- (i) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the company in general meeting;
- (ii) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings;
- (iii) pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually; and
- (iv) pursuant to Sections 369(4) and 378(3) of the Act, that the provisions of those Sections shall have effect in relation to the company as if for the references to 95% in those provisions there were substituted references to 90%.

Signed

For and on behalf of

WICKES HOLDINGS LIMITED

Date 27 September 1994

Signed

For and on behalf of

WICKES NOMINEE LIMITED

Date 27 - 9 - 94

