

No. 1432634

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THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

M E M O R A N D U M

AND

ARTICLES OF ASSOCIATION

OF

RIVERMEAD COURT LIMITED

Incorporated 25th June 1979



THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

RIVERMEAD COURT LIMITED

1. The name of the Company is "WATLING FOURTEEN LIMITED". *
2. The registered office of the Company will be situate in England. ✓
3. The objects for which the Company is established are:-
 - (i) To establish companies and associations for the prosecution or execution of undertakings, works, projects, or enterprises of any description, whether of a private or public character, in England or elsewhere, and to acquire, underwrite and dispose of shares and interests in such companies or associations, or in any other company or associations, or in the undertakings thereof.
 - (ii) To prosecute and execute directly, or by contributions or other assistance, any such or any other works, undertakings, projects, or enterprises, in which, or for the prosecution whereof, or on the security whereof or of any profits or emoluments derivable therefrom, the company shall have invested money, embarked capital, or engaged its credit.
 - (iii) To receive monies on deposit, current account, or otherwise, with or without allowance of interest, and to receive on deposit title deeds and other securities.
 - (iv) To negotiate loans of every description.
 - (v) To buy, make advances on, or sell all descriptions of freehold, leasehold, or other properties, and all descriptions of produce or merchandise, and stocks, shares, bonds, mortgages, debentures, or obligations.
 - (vi) To re-issue any stock or shares or other securities with or without the guarantee of the company.

* NOTE: By Special Resolution passed on 26th October 1979, the name of the Company was changed to "RIVERMEAD COURT LIMITED" ✓

- (vii) To transact business as merchants, capitalists, promoters, and financial and monetary agents both in England and elsewhere.
- (viii) To procure capital for any company in any country, formed for the purpose of carrying into effect any object connected with land, such as companies formed for the purposes of agriculture, land credit, and various dealings in real estate, and to issue the capital of such companies, and to subscribe for, purchase, dispose of, and otherwise deal in the shares, bonds, and securities of such companies, or any other securities on real estate.
- (ix) To act as managers or to direct the management of state domains, of the property and estates of communes, corporations, foundations, or private persons, either in the capacity of stewards or receivers, or in that of lessees or tenants, with power of advancing at a discount all or any of the accruing rents, royalties, or incomings,
- (x) To transact on commission the general business of a land agent.
- (xi) To make advances upon, hold in trust, issue on commission, sell, or dispose of, any of the securities before enumerated, or to act as agent for any of the above or the like purposes.
- (xii) To take over or enter into contracts, British or foreign, and to execute the same, or to let the same to sub-contractors, also to become surety for the due execution by any contractors of the works, whether British or foreign, contracted for by them; and to indemnify any person or persons who may be nominated by the company to undertake any such suretyships.
- (xiii) To purchase, advance money upon, and otherwise deal with reversionary, contingent, and other interests in real and personal property.
- (xiv) To carry on any other business which may seem to the Company capable of being conducted directly or indirectly for the benefit of the Company.
- (xv) To make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (xvi) To acquire by any means the whole or any part of the assets, and to undertake the whole or any part of the liabilities, of

any person carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be carried on in connection therewith, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon.

- (xvii) To acquire and hold shares or other interests in or securities of any other company and otherwise invest and deal with the moneys of the Company.
- (xviii) To lend money or give credit to such persons on such terms as may seem expedient.
- (xix) To borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, the discharge by the Company or any other person of any obligation or liability.
- (xx) To guarantee the performance of any obligation by any person whatsoever.
- (xxi) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (xxii) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government, state or municipality, Provisional Order or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its Members.
- (xxiii) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

- (xxiv) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company, or any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee moneys for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (xxv) To procure the Company to be registered or recognised in any part of the world.
- (xxvi) To promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.
- (xxvii) To dispose by any means of the whole or any part of the assets of the Company.
- (xxviii) To distribute among the Members of the Company in kind any assets of the Company.
- (xxix) To do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (xxx) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include

any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom, or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is limited.

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

* NOTE: By Special Resolution passed on 26th October 1979, the share capital of the Company was increased to £250 by the creation of 150 new 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
LEON NEAL 34 HILL CREST TUNBRIDGE WELLS KENT	One
Accountant	
MARGARET MOUNTFORD FLAT 7 89 LANCASTER ROAD LONDON W.11.	One
Solicitor	

DATED this 16th day of May 1979

WITNESS to the above Signatures:-

ANDREW GRIFFITHS
76C GRAND PARADE
LONDON N.4.

Solicitor's Articled Clerk

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

RIVERMEAD COURT LIMITED

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1. The regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 as amended by Part III of the Eighth Schedule to the Companies Act 1967 (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these regulations.
2. Regulations 24, 53, 75, 77, 89 to 97 (inclusive) and 106 in Part I of Table A and Regulation 5 in Part II of Table A shall not apply to the Company.
3. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.
4. Unless and until otherwise determined by the Company in general meeting the Directors shall not be less than two in number.
5. A Member or Members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors, either as an addition to the existing Directors or to fill any vacancy, and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.
6. The Directors shall have power at any time, and from time to time, to appoint any person or persons to be a Director or Directors, either to fill a casual vacancy or as an addition to the existing Directors.
7. The Company may at any time and from time to time by Ordinary Resolution appoint any person or persons to be a Director or Directors, either to fill a casual vacancy, or as an addition to the

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existing Directors and, without prejudice to the provisions of the Act, may at any time remove a Director from office, provided that any such removal shall be without prejudice to any claim such Director may have for breach of any contract of service between him and the Company.

8. No person shall be disqualified from being or becoming a Director by reason of his attaining or having attained the age of 70 or any other age.

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

10. Each Director shall have the power from time to time to appoint with the approval of the Board of Directors (such approval not to be unreasonably withheld) any person to act as alternate Director in his place at all meetings, in all proceedings in which, and on all occasions when he shall not himself act, and on such appointment being made the alternate Director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. An alternate Director shall be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall ipso facto vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this clause shall be effected in writing under the hand of the Director making the same and shall take effect on delivery to the registered office of the Company. The remuneration of an alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such part (if any) of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.

11. A Director and alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.

12. The words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose" at the end of Regulation 86 in Part I of Table A shall not apply to the Company.

13. A Director (including an alternate Director) who has duly declared his interest therein may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted, and he shall be counted in the quorum when any such contract or arrangement is under consideration, and paragraph (2) and (4) of Regulation 84 in Part I of Table A shall not apply to the Company.

14. A resolution in writing signed by all the Directors (other than a Director for the time being absent from the United Kingdom and not represented by an alternate Director) shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors, but so that the expression "Director" in

Article shall not include an alternate Director unless he has been appointed by a Director who is for the time being absent from the United Kingdom.

INDISTINCT ORIGINAL

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

LEON NEAL
34 HILL CREST
TUNBRIDGE
WELLS
KENT

Accountant

MARGARET MOUNTFORD
FLAT 7
89 LANCASTER ROAD
LONDON W.11.

Solicitor

DATED this 16th day of May 1979

WITNESS to the above signatures:-

ANDREW GRIFFITHS
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