

# THE COMPANIES ACTS 1948 TO 1981

Form No 41a

## Declaration of compliance with the requirements on application for registration of a company

Pursuant to section 3(5) of the Companies Act 1980

# 41a

Please do not write in this binding margin



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

\*Insert full name of company

For official use

Company number

1911126

Name of company

CITIBANK INVESTMENTS LIMITED ✓

I, Katherine Ann Coates

of Royex House, Aldermanbury Square, London EC2V 7LD

†Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

do solemnly and sincerely declare that I am a solicitor of the Supreme Court engaged in the formation

of Citibank Investments Limited ✓

and that all the requirements of the Companies Acts 1948 to 1981 in respect of the registration of the said company and of matters precedent 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

35 BASINGHALL AVENUE,  
LONDON EC2V 5DB

Signature of Declarant ✓

Katherine Ann Coates

the 15th day of APRIL

One thousand nine hundred and eighty-five ✓

before me Elaine Joy Burnham ✓

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Presentor's name, address and reference (if any):

Coward Chance,  
Royex House,  
Aldermanbury Square,  
London EC2V 7LD

HSP.9152/KAC

For official use

New companies section

Post room

THE COMPANIES ACTS 1948 TO 1983

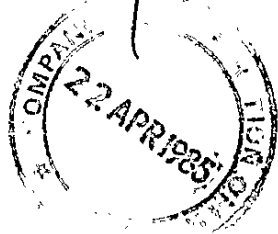
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

CITIBANK INVESTMENTS LIMITED

11/1911126/3



P.

1. The name of the Company is "CITIBANK INVESTMENTS LIMITED". ✓

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

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

(A) To carry on the business of an investment company and for that purpose:

(i) to acquire and hold either in the name of the Company or in that of any nominee or trustee, shares, stock, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world;

(ii) to acquire any such shares, stock, debentures, debenture stock, bonds, notes, obligations or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit and to guarantee the subscription thereof:

*Company Change*



1110 £50 £1  
017954 017954

1

(iii) to exercise and enforce all rights and powers conferred by or incidental to the ownership of any such shares, stock, obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof;

(iv) to provide on such terms as may be thought fit managerial, executive, advisory, consultancy, supervisory, financial and accounting, investment and administrative services and office accommodation and equipment facilities for or in relation to any company, partnership, association or body of any kind in which the Company is in any way interested and in any part of the world.

(B) To carry on any other business which in the opinion of the Directors is capable of being conveniently carried on in connection with or as ancillary to any of the businesses of the Company or is calculated directly or indirectly to enhance the value of or render profitable any property of the Company or to further any of its objects.

(C) To purchase, take on lease, exchange, hire or otherwise acquire, take options over and hold for any estate or interest any real or personal property and any rights or privileges which are in the opinion of the Directors necessary or convenient for the purposes of the Company's business.

(D) To manufacture, buy, sell, and generally deal in any plant, machinery, tools, goods or things of any description, which in the opinion of the Directors are capable of being conveniently used or dealt with by the Company in connection with any of its objects.

(E) To apply for, purchase or otherwise acquire any designs, trade marks, patents, licenses, concessions and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which in the opinion of the Directors is capable of being used for any of the purposes of the Company or the acquisition of which is in the opinion of the Directors calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licenses in respect of, or otherwise turn to account any rights and information so acquired.

(F) To build, construct, erect, maintain, alter, enlarge, pull down, remove or replace any buildings, works,

plant and machinery which in the opinion of the Directors are necessary or convenient for the business of the Company.

(G) To acquire or undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and in connection with any such acquisition to undertake all or any of the liabilities of such person, firm or company and to conduct or carry on any such business.

(H) To acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation or for mutual assistance with any person, firm or company carrying on or proposing to carry on any business, or for subsidising or otherwise assisting any such person, firm or company.

(I) To promote, finance or assist any other person, firm or company for the purpose of acquiring all or any part of the property rights or undertaking or assuming the liabilities of the Company or for any other purpose which in the opinion of the Directors is directly or indirectly calculated to benefit the Company.

(J) To sell, exchange, lease, let out on hire, dispose of, grant options over, turn to account or otherwise deal with the whole or any part of the property rights or undertaking of the Company for such consideration as is expedient in the opinion of the Directors.

(K) To sell, liquidate, wind-up or otherwise deal with the whole or any part of the business or property of the Company.

(L) To pay for any property or rights acquired by the Company, either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue or partly in one mode and partly in another, and generally on such terms as the Directors may determine.

(M) To accept payment for any property or rights sold or otherwise disposed of or dealt with or for any obligations undertaken by the Company, either in cash, by instalments or otherwise, or in shares of any company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or by debentures or debenture stock of any company or partly in one mode and partly in another, and generally on such terms as the Directors may determine and to hold, deal with or dispose of any consideration so received.

(N) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, notes, debentures, debenture stock, bonds, stocks and securities of any company at such times and upon such terms and conditions as to remuneration and otherwise as the Directors may agree.

(O) To borrow or raise money upon such terms and on such security as may in the opinion of the Directors be expedient and in particular by the issue or deposit of notes, debentures or debenture stock (whether perpetual or not) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.

(P) To stand surety for or to guarantee support or secure the performance of all or any of the obligations of any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital or by both such methods; and, in particular but without limiting the generality of the foregoing, to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien or by with such methods the performance of all or any of the obligations (including the repayment or payment of the principal and premium of and interest on any securities) of any 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 any such holding company.

(Q) To lend money or give credit to such persons, firms or companies and on such terms as are in the opinion of the Directors expedient and to receive money on deposit or loan from any person, firm or company.

(R) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities (including land of any tenure in any part of the world and shares, stocks or securities of any other company) and in such manner as is in the opinion of the Directors expedient and to dispose of or vary any such investments or securities.

(S) To enter into any arrangement with any government or other authority, international, supreme, municipal, local or otherwise, and to obtain from any such government or authority any rights, concessions and privileges which

in the opinion of the Directors are conducive to the Company's objects or any of them.

(T) To take all necessary and proper steps in Parliament or with any government or authority, international, supreme, municipal, local or otherwise for the purpose of carrying out, extending or varying the objects and powers of the Company, or altering its constitution, and to oppose any proceedings or applications which are in the opinion of the Directors calculated directly or indirectly to prejudice the Company's interests.

(U) To grant pensions, allowances, gratuities and bonuses to the officers, ex-officers (including Directors and ex-Directors), employees or ex-employees of the Company or of any subsidiary, allied or associated company or of the predecessors in business of all or any of them or the families, dependants or connections of such persons, and to make payments towards insurance and to establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes which are in the opinion of the Directors calculated to benefit such persons.

(V) To undertake and execute any trusts the undertaking whereof is desirable in the opinion of the Directors, and either gratuitously or otherwise.

(W) To subscribe or guarantee money for charitable, benevolent or political objects or for any exhibition or for any useful object of a public or general nature.

(X) To remunerate in such manner as is expedient in the opinion of the Directors any person, firm or company rendering services to the Company or in or about its formation or promotion.

(Y) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills or lading, scrip warrants and other transferable or negotiable instruments.

(Z) To procure the Company to be registered in any country or place outside Great Britain.

(AA) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.

(BB) To do all or any of the things authorised by this clause in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees, or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

(CC) To do all such other things as in the opinion of the Directors are incidental or conducive to the attainment of the above objects or any of them.

(DD) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company, or which shall in the opinion of the Directors be in the nature of preliminary expenses including therein the costs of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters.

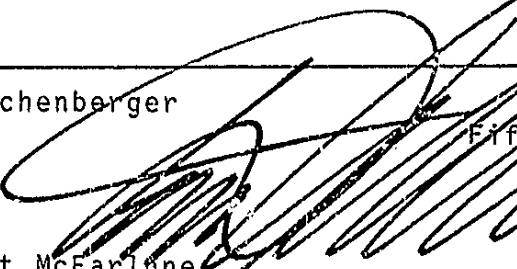
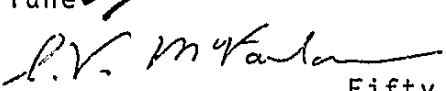
It is hereby declared that where the context so admits the words "firm" or "company" in this clause shall be deemed to include any partnership, association or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1948, that the objects specified in each of the sub-clauses of this clause shall be regarded as independent objects and accordingly shall in no wise be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause or the name of the Company but may be carried out in as full and ample a manner and construed in as wide sense as if each defined the objects of a separate and distinct company, and that where there are references in this clause to matters of opinion such matters are to be determined by the Directors or by any person to whom any such power of decision has been delegated by the Directors in accordance with the Articles of Association of the Company.

4. The liability of the Members is limited. ✓

5. The share capital of the Company is £100,000 divided into 100,000 shares of £1 each.

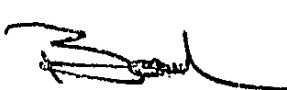
6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time determine. Subject to the provisions of Section 72 of the Companies Act 1948, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

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

| NAMES, ADDRESSES AND DESCRIPTIONS<br>OF SUBSCRIBERS                          | Number of Shares<br>taken by each<br>Subscriber (in<br>words)                               |
|--|---|
| Denis Martin Eichenberger<br>336 Strand<br>London WC2R 1HB<br>Bank Official  | <br>Fifty |
| Christine Violet McFarlane<br>336 Strand<br>London WC2R 1HB<br>Bank official | <br>Fifty |

DATED the 10 day of April 1985

Witness to the above Signatures:

  
B. G. ROBINSON  
Bank official  
336 Strand London W.C.2.



THE COMPANIES ACTS 1948 to 1983

COMPANY LIMITED BY SHARES

1911126/4

ARTICLES OF ASSOCIATION

- of -

CITIBANK INVESTMENTS LIMITED

PRELIMINARY

1.01 The Company is a private company limited by shares.

1.02 The provisions of these Articles and, subject thereto, the regulations of Table A constitute the regulations of the Company.

1.03 References in these Articles to Table A mean the Table A set out in the First Schedule to the Companies Act 1948 with such amendments as now are or may hereafter be made applicable to a company limited by shares and registered without articles on the date of incorporation of this company.

1.04 References in Table A and in these Articles to "these regulations" shall be construed as references to the regulations of the Company for the time being in force, whether contained in Table A or in these Articles.

SHARE CAPITAL

2.01 The Directors are generally and unconditionally authorised to exercise all or any of the powers of the Company to allot relevant securities within the meaning of section 14(10) of the Companies Act 1980 up to a maximum amount (measured by reference to the nominal amount of the shares concerned) of the authorised share capital of the Company from time to time and such authority (unless previously revoked or renewed) shall expire five years after the date of the incorporation of the Company but

shall allow the Directors so to allot relevant securities after the expiry of such authority pursuant to an offer or agreement made by the Company before such expiry.

2.02 The provision of sub-sections (1), (6) and (7) of section 17 of the Companies Act 1980 are hereby excluded pursuant to sub-section (9) of that section and accordingly so long as the Company remains a private company the pre-emption rights otherwise conferred by the said section 17 upon existing shareholders in relation to the allotment of equity securities for cash do not apply.

2.03 Subject as provided by section 46 of the Companies Act 1981, the Company may purchase any of its own shares (including any of its redeemable shares) and, if it is a private company, make a payment in respect of the redemption or purchase of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

#### SHARE RIGHTS AND THEIR VARIATION

3.01 The Company shall comply with section 33 of the Companies Act 1980 (Registration of particulars of special rights) whenever required to do so under that section following an allotment of shares with unpublished rights.

3.02 Regulation 4 of Table A shall not apply. If at any time the share capital is divided into different classes of shares, the rights attached to any class may, whether or not the company is being wound up, be varied or abrogated with the consent in writing of three quarters in nominal value of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of the class. For this purpose the provisions of sub-section 96) of section 32 of the Companies Act 1980 apply.

3.03 If any class of shares shall be issued with any preferential right to dividend or return of capital, the creation or issue of other shares, ranking pari passu with that class as regards either dividend or return of capital, shall (unless otherwise expressly provided by the terms of issue of the said class) be deemed a variation of the rights of the holders of that class of shares. Regulation 5 of Table A shall not apply.

#### LIEN

4. The Company shall have a first and paramount lien and charge on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien and charge on all shares standing

registered in the name of a member (whether solely or jointly with others) for all moneys owing to the Company from him or his estate either alone or jointly with any other person, whether as a member or not, and whether such moneys are presently payable or not, but the Directors may, at any time, declare any share to be wholly or in part exempt from the provisions of this regulation. The Company's lien and charge, if any, on a share shall extend to all dividends payable thereon. Regulation 11 of Table A shall not apply.

#### TRANSFER OF SHARES

5. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall not apply.

#### MEMBERS' RESOLUTIONS

6.01 Subject to the provisions of the Companies Acts 1948 to 1983, a resolution in writing signed by all the members of the Company who at the date of such resolution were entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the members. Each signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised representative. Regulation 73A of Table A shall be modified accordingly.

6.02 References in these regulations to member's ordinary resolutions are references to resolutions passed by a simple majority at a General Meeting of the Company duly convened and held or to resolutions taking similar effect under Article 6.01.

#### MEETINGS

7.01 At any General Meeting a poll may be demanded by the Chairman or by any member entitled to vote present in person or by proxy and Regulation 58 of Table A shall be modified accordingly.

7.02 If at any General Meeting any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the result of the voting 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

vitiate the result of the voting. Regulation 66 of Table A shall not apply.

#### PROXIES

8. 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 of Table A shall not apply.

#### DIRECTORS

9.01 The persons named as Directors in the statement presented under section 21 of the Companies Act 1976 on the application for the registration of the Company shall be the first Directors of the Company.

9.02 There shall be a minimum of two Directors and a maximum of ten Directors.

9.03 The Company by members' extraordinary resolution may from time to time and at any time establish, increase or reduce the maximum or minimum numbers of Directors.

9.04 Regulation 75 of Table A shall not apply.

9.05 The words "and such remuneration shall be divided amongst the Directors as they shall agree or failing agreement equally" shall be inserted after the words "general meeting" at the end of the first sentence of Regulation 76 of Table A.

#### POWERS AND DUTIES OF DIRECTORS

10.01 The Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities, whether outright or as a security for any debt, liability or obligation of the Company or of any third party. Regulation 79 of Table A shall not apply.

10.02 A Director who is in any way either directly or indirectly interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with section 199 of the Companies Act 1948. Subject to such disclosure, a Director shall be entitled to vote in respect of any such contract, transaction or arrangement (including in particular the appointment of himself or any other Director to any office or place of profit under the Company and the terms of any such appointment) and he shall be counted in reckoning whether a quorum is present.

Paragraphs (2) and (4) of Regulation 84 of Table A shall not apply.

#### APPOINTMENT AND RETIREMENT OF DIRECTORS

11.01 The office of any Director shall be vacated, if the Director:-

- (a) ceases to be a Director by virtue of section 182 of the Companies Act 1948, or
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- (c) becomes prohibited from being a Director by reason of any order made under section 188 of the Companies Act 1948, or
- (d) is suffering from mental disorder as defined by section 4(1) of the Mental Health Act 1959 and the Directors resolve that he is incapable of properly exercising his functions as a Director, or
- (e) resigns his office by written notice to the Company, or
- (f) is served with written notice to resign signed by all his co-Directors, or
- (g) in accordance with Article 11.03 is served with written notice to resign.

Regulation 88 of Table A shall not apply.

11.02 The Directors shall not be required to retire by rotation and accordingly regulations 89, 90, 91, 92, 93 and 94 and the last sentences of regulations 95 and 97 of Table A shall not apply.

11.03 A member or members having the right to attend and vote at any general meeting and holding for the time being not less than 90 per cent. in nominal value of the shares giving that right shall be entitled at any time and from time to time by notice in writing:-

- (a) to appoint any person to be a Director by giving written notice to the Company, and
- (b) to remove any Director from office by serving written notice to resign on the Director

provided that as a result the total number of the Directors shall not be more than the maximum or be less than the

minimum number of Directors fixed by or in accordance with these regulations.

Any notice under this Article may consist of one document signed by all the requisite members or several documents in the like form each signed by one or more of such members. Each signature may be given personally or by a duly appointed attorney or in the case of a corporation by an officer or by its duly authorised representative.

#### ALTERNATE DIRECTORS

12.01 A Director may at any time and from time to time appoint any other Director, or any other person approved by the Directors, as his alternate and may at any time revoke any such appointment. Any such appointment may be special, that is limited to a particular meeting, or general, that is effective until determined.

12.02 In the absence of his appointor, a special alternate shall be entitled to represent his appointor and vote in his place at the meeting referred to in his appointment.

12.03 A general alternate shall (subject to his giving to the Company an address for service within the United Kingdom) be entitled to notice of meetings of Directors, to attend and vote as a Director at any meeting at which his appointor is not personally present, and generally in the absence of his appointor, to exercise all the functions of his appointor as a Director.

12.04 A Director present at a meeting of Directors and appointed alternate (whether special or general) for another Director shall have an additional vote for each of his appointors absent from such meeting.

12.05 An alternate Director shall be deemed an officer of the Company and not the agent of his appointor.

12.06 The appointor of an alternate Director may direct the payment to the alternate Director of part or all of the remuneration which would otherwise be payable to the appointor. Except as so directed, an alternate Director shall not be entitled to any remuneration from the Company for acting in that capacity.

12.07 An alternate Director shall cease to be an alternate Director if for any reason his appointment is revoked or his appointor ceases to be a Director or if he resigns.

12.08 All appointments, revocations of appointments and resignations of alternate Directors shall be in writing

under hand of the appointor or the alternate (as the case may be) left at the Company's registered office. In the case of a general alternate (not already a Director) his consent to act as a Director shall be required to be given to the Company.

12.09 An alternate Director shall not require any share qualification but a general alternate by virtue of his office shall be entitled to attend and speak at any General Meeting of the Company or at any separate meeting of the holders of any class of shares of the Company whether or not he is entitled to attend by virtue of a holding of shares.

12.10 An appointment of an alternate or any of the first Directors made by the subscribers of the memorandum of association or a majority of them shall be as valid and shall take effect as if it were an appointment made by such Director personally or a person approved by the Directors.

ASSOCIATE DIRECTORS, MANAGING DIRECTOR  
EXECUTIVE DIRECTOR AND ASSISTANT SECRETARY

13.01 The Directors may, from time to time, appoint any one or more persons to the office of associate director with such title as shall be decided by the Directors, either for a fixed or indefinite term and may, from time to time, without prejudice to the terms of any agreement entered into in any particular case, remove or dismiss him from office and appoint another in his place.

13.02 The Directors may from time to time appoint one of their body or an associate director as managing director, executive director or to any other office or employment under the Company (except that of Auditor) for such period and on such terms as they think fit and may also allow any person appointed to be a Director to continue in any other office or employment held by him before he was so appointed and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment.

13.03 Subject to outstanding agreements, the remuneration of any associate director, managing director, executive director or person holding such office or employment for his services as such shall be determined by the Directors.

13.04 The Directors may entrust to and confer upon an associate director, managing director, executive director or other officer any of the powers exercisable by the Directors upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

13.05 No associate director nor, save where he has been specifically appointed a Director of the Company, any managing director or executive director, shall be or be deemed to be a Director within the meaning of section 455(1) of the Companies Act 1948 or of these regulations or be entitled to receive notice of or to attend meeting of the Directors or of any committee appointed by the Directors. If he shall be invited by the Directors to attend any such meeting, an associate director as such, or a managing director or executive director who is not a Director, shall have no vote.

13.06 Regulations 107, 108 and 109 of Table A shall not apply.

13.07 The Directors may by resolution appoint any person to be Assistant Secretary of the Company to perform some or all of the Secretary's duties if the Secretary shall for any reason be unable to perform some or all of such duties.

#### PROCEEDINGS OF DIRECTORS

14.01 The quorum necessary for the transaction of business by the Directors may be fixed by the Directors and until so fixed shall be two. In the absence of his appointor, an alternate Director present at a meeting of Directors may be counted in reckoning whether a quorum is present. Regulation 99 of Table A shall not apply.

14.02 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors shall be as valid and effectual as if it had been passed at a duly convened meeting of Directors. Any such resolution may consist of several documents in like form each signed by one or more of the Directors. The signature of a general alternate shall be as effectual as the signature of his appointor. Regulation 106 of Table A shall not apply.

#### NOTICES

15. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty-four hours after the letter containing the same is posted. Regulation 131 of Table A shall not apply.



---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

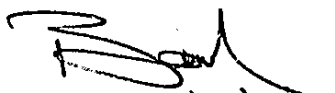
Denis Martin Eichenberger  
336 Strand  
London WC2R 1HB  
Bank Official

Christine Violet McFarlane  
336 Strand  
London WC2T 1HB  
Bank Official

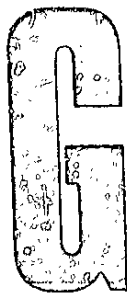
---

DATED the 10 day of April 1985

Witness to the above signatures:

  
Bank Official  
B. G. ROBINSON  
336 Strand, London W.C.2.

1



## THE COMPANIES ACTS 1948 TO 1981

Statement of first directors and  
secretary and intended situation  
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type,  
bold block lettering

To the Registrar of Companies

For official use

1911126/5

\* delete if  
inappropriate

Name of Company

CITIBANK INVESTMENTS

Limited\*

The intended situation of the registered office of the company  
on incorporation is as stated below

336 Strand, London WC2 ✓

If the memorandum is delivered by an agent for the subscribers of  
the memorandum please mark 'X' in the box opposite and insert the  
agent's name and address below

X

Kent deM. Price 336 Strand, London WC2

Number of continuation sheets attached (see note 1)

1

Presenter's name, address and  
reference (if any):Coward Chance  
Royex House  
Aldermanbury Square  
London EC2V 7LD  
HSP.9152/KACFor official use  
General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this binding margin



**Important**  
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948 as amended by section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

|  |   |
|--|---|
| Name (note 3) KENT deM. PRICE  | Business occupation<br>Banker             |
| Previous name(s) (note 3)  | Nationality<br>American                   |
| Address (note 4) 336 Strand, London WC2  | Date of birth (where applicable; (note 6) |
| Other directorships † Citibank (Channel Islands) Ltd., Citibank Financial Trust Ltd., Citibank London Nominees Ltd. Citicorp Capital Ltd., Citicorp International Capital Ltd., Citidealings Ltd., Citifutures Ltd. Jersey Corporate Trade Services Ltd. Mercantile Bank (Nominees) Limited, Mercantile Bank Ltd. (see attached) |   |
| I hereby consent to act as director of the company named on page 1   |   |
| Signature <i>[Signature]</i>   | Date March 13, 1985                       |

|  |   |
|--|---|
| Name (note 3) A.C. BATCHELER   | Business occupation<br>Banker             |
| Previous name(s) (note 3)  | Nationality<br>British                    |
| Address (note 4) 336 Strand, London WC2  | Date of birth (where applicable) (note 6) |
| Other directorships † Citibank London Nominees Ltd., Citicorp Capital Ltd., Citidealings Ltd., Citifutures Ltd. New York London Finance Co. Ltd. |   |
| I hereby consent to act as director of the company named on page 1   |   |
| Signature <i>[Signature]</i>   | Date 21 March 1985                        |

|  |   |
|--|---|
| Name (note 3) S.A. Naeem   | Business occupation<br>Banker             |
| Previous name(s) (note 3)  | Nationality<br>American                   |
| Address (note 4) 336 Strand, London WC2  | Date of birth (where applicable) (note 6) |
| Other directorships † Citidealings Ltd., Citifutures Ltd. New York London Finance Co. Ltd. |   |
| I hereby consent to act as director of the company named on page 1                         |   |
| Signature <i>[Signature]</i>   | Date 22. 3. 85                            |

Please do not  
write in this  
binding margin

Important  
The particulars  
to be given are  
those referred to  
in section  
21(2)(b) of the  
Companies Act  
1976 and section  
200(3) of the  
Companies Act  
1948. Please  
read the notes  
on page 4 before  
completing this  
part of the form.

The name(s) and particulars of the person who is, or the persons who are,  
to be the first secretary, or joint secretaries, of the company are as follows:

|   |  |
|---|--|
| Name (notes 3 & 7)  | Miss C.V. McFarlane                      |
| Previous name(s) (note 3)   |  |
| Address (notes 4 & 7)   | 336 Strand, London WC2                   |
| I hereby consent to act as secretary of the company named on page 1 |  |
| Signature   | <i>C.V. McFarlane</i> Date 10 April 1985 |

|   |   |
|---|---|
| Name (notes 3 & 7)  | Mr. B.G. Robinson                       |
| Previous name(s) (note 3)   |   |
| Address (notes 4 & 7)   | 336 Strand, London WC2                  |
| Assistant   |   |
| I hereby consent to act as/secretary of the company named on page 1 |   |
| Signature   | <i>B.G. Robinson</i> Date 10 April 1985 |

\* as required by  
section 21(3) of  
the Companies  
Act 1976

† delete as  
appropriate

Signed by or on behalf of the subscribers of the memorandum\*

|           |                    |                       |      |                |
|-----------|--------------------|-----------------------|------|----------------|
| Signature | <i>[Signature]</i> | [Subscriber] [Agent]† | Date | March 13, 1985 |
| Signature | <i>[Signature]</i> | [Subscriber] [Agent]† | Date | 10 April 85    |

Please do not  
write in this  
binding margin

# THE COMPANIES ACTS 1948 TO 1981

## Statement of first directors and secretary and intended situation of registered office (continuation)

Continuation sheet No. 1  
to Form No. 1

For official use

19/11/85

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

Name of Company

CITIBANK INVESTMENTS

Limited\*

Particulars of the first directors (continued) (note 2).

|  |   |
|--|---|
| Name (note 3) <u>J. W. P. FAIRCLOUGH</u>       | Business occupation<br>Banker                   |
| Previous name(s) (note 3)                      | Nationality <input checked="" type="checkbox"/> |
| Address (note 4) <u>336 Strand, London WC2</u> | British   |
|  | Date of birth (where applicable)<br>(note 6)    |

Other directorships †

I hereby consent to act as director of the company named on page 1

Signature

Date

13/3/85

† enter particulars  
of other director-  
ships held or  
previously held  
(see note 5). If  
this space is  
insufficient  
continue over-  
leaf.

|  |   |
|--|---|
| Name (note 3) <u>D. M. EICHENBERGER</u>        | Business occupation<br>Banker                   |
| Previous name(s) (note 3)                      | Nationality <input checked="" type="checkbox"/> |
| Address (note 4) <u>336 Strand, London WC2</u> | Swiss   |
|  | Date of birth (where applicable)<br>(note 6)    |

Other directorships † Citibank London Nominees Ltd., Citicorp  
Capital Ltd., Citicorp International Capital Ltd., Citidealings  
Ltd., Citifutures Ltd., Mercantile Bank (Nominees) Ltd.,  
National City Nominees Ltd., New York London Finance Co. Ltd.,  
N.C.B. Trust Ltd., Philip Morris Nominees Ltd.

I hereby consent to act as director of the company named on page 1

Signature [Signature] Date 10 Apr: 1985

Particulars of other directorships held or previously held (note 5) specifying the director in question

Mr. Kent deM. Price

National City Nominees Ltd.,

N.C.B. Trust Ltd.

New York London Finance Co. Ltd.,

Philip Morris Nominees Ltd.,

Primus Nominees (Jersey) Ltd.,

Secundus Nominees (Jersey) Ltd.,

Tertius Nominees (Jersey) Ltd.

Please do not  
write in this  
binding margin



# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1911126

I hereby certify that

CITIBANK INVESTMENTS LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,

3RD MAY 1985

Cardiff the

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

D. G. BLACKSTOCK

an authorised officer

# THE COMPANIES ACTS 1948 TO 1976

## Notice of accounting reference date

Pursuant to section 2(1) of the Companies Act 1976

2

Please do not  
write in this  
binding margin

To the Registrar of Companies

For official use

Company number

10

1911126

Name of company

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

CITIBANK INVESTMENTS

Limited\*

\*delete if  
inappropriate

hereby gives you notice in accordance with subsection (1) of section 2 of the Companies Act 1976 that the accounting reference date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

**Important**  
The accounting  
reference date  
to be entered  
alongside  
should be  
completed as  
in the following  
examples:

Please mark X in the box below if a public company

Day Month  
3 1 1 2

31 March

Day Month

3 1 0 3

5 April

Day Month

0 5 0 4

31 December

Day Month

3 1 1 2

Signed

[Director] [Secretary] Date 13 May, 1985

Presentor's name, address and  
reference (if any):

Denis M. Eichenberger  
Citibank Investments Ltd.  
c/o Citibank, N.A.  
336 Strand  
London WC2R 1HB

Ref: L1542

For official use  
General section

Post room







## COMPANIES FORM No. 123

Notice of increase  
in nominal capital

123

Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number

|  |  |  |  |
|--|--|--|--|
|  |  |  |  |
|--|--|--|--|

1911126

Name of company

\* CITIBANK INVESTMENTS LIMITED

\*Insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 31st DECEMBER 1990 the nominal capital of the company has been  
increased by £ 299,900,000 beyond the registered capital of £ 100,000.

†The copy must be  
printed or in some  
other form approved  
by the registrar

A copy of the resolution authorising the increase is attached.†

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

Ordinary shares of £1 each ranking pari passu in all respects with the  
existing Ordinary shares of £1 each.

Please tick here if  
continued overleaf

☐

§Insert Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or Receiver  
(Scotland) as  
appropriate

Signed

Designation§ Secretary

Date 09 JAN 1991

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

The Company Secretary  
CITICORP INVESTMENT BANK LIMITED  
PO Box 242, 335 Strand, London WC2R 1LS

For official use

General section

Post room

COMPANIES HOUSE

11 JAN 1991

M

55



The Solicitors' Law Stationery Society plc, 24 Gray's Inn Road, London WC1X 8HR

1987 Edition  
4.87 BM

6017157

Companies G123

THE COMPANIES ACTS 1948 - 1981  
and  
THE COMPANIES ACTS 1985 - 1989

---

COMPANY LIMITED BY SHARES

---

ORDINARY RESOLUTION  
OF  
CITIBANK INVESTMENTS LIMITED

---

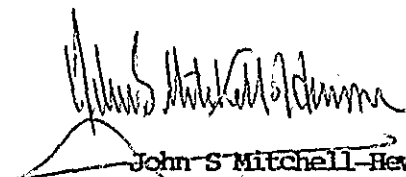
Passed 31st December 1990

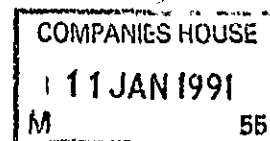
---

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at 335-336 Strand, London WC2R 1HB on Monday the 31st Day of December 1990 the following resolution was duly passed as an ORDINARY RESOLUTION of the Company, namely:

R E S O L U T I O N

that the capital of the Company be increased to £300,000,000 by the creation of 299,900,000 new Ordinary shares of £1 each ranking pari passu in all respects with the existing 100,000 Ordinary shares of £1 each.

  
John S Mitchell-Hewson  
Secretary.



THE COMPANIES ACTS 1948 - 1981  
and  
THE COMPANIES ACTS 1985 - 1989

---

COMPANY LIMITED BY SHARES

---

ORDINARY RESOLUTION  
OF  
CITIBANK INVESTMENTS LIMITED

---

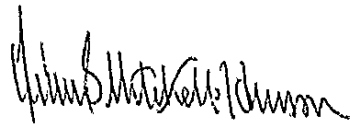
Passed 31st December 1990

---

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at 335-336 Strand, London WC2R 1HB on Monday the 31st Day of December 1990 the following resolution was duly passed as an ORDINARY RESOLUTION of the Company, namely:

R E S O L U T I O N

that the Directors for the time being and from time to time be, and are hereby, authorised, pursuant to Section 80 Companies Act 1985 (as amended) and until the conclusion of the next general meeting at which Accounts are laid before the Company to issue all or any of the total unissued balance of the Company's authorised share capital (comprising, at the date hereof, 299,975,000 Ordinary shares of £1.00 each numbered 25,001 to 300,000,000 inclusive) at such time(s) and at such price(s), or for such consideration(s), as they in their absolute discretion may deem appropriate; save only that no such shares shall be issued at a discount.



John S Mitchell-Hewson  
Secretary.

COMPANIES HOUSE

11 JAN 1991

55



## COMPANIES FORM No. 123

Notice of increase  
in nominal capital

123

Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number

|  |  |  |  |
|--|--|--|--|
|  |  |  |  |
|--|--|--|--|

1911126

Name of company

CITIBANK INVESTMENTS LIMITED

\*Insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 26th June 1991 the nominal capital of the company has been  
increased by £ 200,000,000 beyond the registered capital of £ 300,000,000.

†The copy must be  
printed or in some  
other form approved  
by the registrar

A copy of the resolution authorising the increase is attached.†

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

Ordinary shares of £1.00 each ranking pari passu in all respects with the  
existing Ordinary shares of £1.00 each.

Please tick here if  
continued overleaf☐Insert Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or Receiver  
(Scotland) as  
appropriate

Signed

Designation: Secretary

Date 26 June 1991

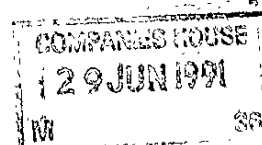
Presenter's name, address and  
reference (if any):

The Company Secretary  
CITICORP INVESTMENT BANK LIMITED  
PO Box 242, 335 Strand, London WC2R 1LS

For official use

General section

Post room



The Solicitors' Law Stationery Society plc, 24 Gray's Inn Road, London WC1X 8HR

Companies G123

1987 Edition  
4.87 BM  
5017167

THE COMPANIES ACTS 1948 TO 1981

and

THE COMPANIES ACTS 1985 TO 1989

---

COMPANY LIMITED BY SHARES

---

ORDINARY RESOLUTION

OF

CITIBANK INVESTMENTS LIMITED

---

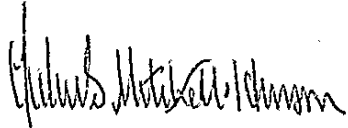
Passed 26th June 1991

---

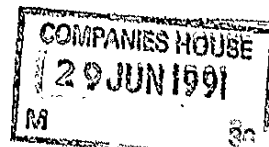
By MEMBERS' WRITTEN RESOLUTIONS, pursuant to and in accordance with the authority contained in the above-named company's Articles of Association and the provisions of Sections 381A and 361B of the Companies Act 1985 (as amended), dated the 26th day of June 1991 the following resolution was duly passed as an ORDINARY RESOLUTION of the Company, namely:

R E S O L U T I O N

that the capital of the Company be increased to £500,000,000 by the creation of 200,000,000 new Ordinary shares of £1 each ranking pari passu in all respects with the existing 300,000,000 Ordinary shares of £1 each.



John S Mitchell-Hewson  
Secretary.



No: 1911126

THE COMPANIES ACTS 1948 TO 1981

and

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

CITIRANK INVESTMENTS LIMITED

Passed 26th June 1991

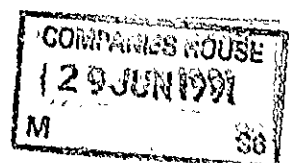
By MEMBERS' WRITTEN RESOLUTIONS, pursuant to and in accordance with the authority contained in the above-named company's Articles of Association and the provisions of Sections 381A and 381B of the Companies Act 1985 (as amended), dated the 26th day of June 1991 the following resolution was duly passed as an ORDINARY RESOLUTION of the Company, namely:

R E S O L U T I O N

that the Directors for the time being and from time to time be, and are hereby, authorised, pursuant to Section 80 Companies Act 1985 (as amended) and until the conclusion of the next general meeting at which Accounts are laid before the Company to issue all or any of the total unissued balance of the Company's authorised share capital (comprising, at the date hereof, 254,975,000 Ordinary shares of £1.00 each numbered 245,025,001 to 500,000,000 inclusive) at such time(s) and at such price(s), or for such consideration(s), as they in their absolute discretion may deem appropriate, save only that no such shares shall be issued at a discount.

*John S Mitchell-Hewson*

John S Mitchell-Hewson  
Secretary



No: 1911126

THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

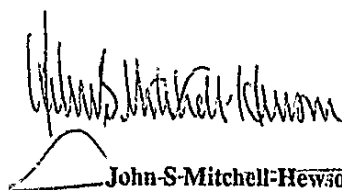
CITIBANK INVESTMENTS LIMITED

Passed 23 December 1991

At the ANNUAL GENERAL MEETING of the Company duly convened and held at 336 Strand, London WC2R 1HB on Monday the 23 December 1991 the following Resolution was duly passed as an ORDINARY RESOLUTION of the Company, namely:

RESOLUTION

that the Directors for the time being and from time to time be, and are hereby, authorised, pursuant to Section 80 Companies Act 1985 (as amended) and until the conclusion of the next general meeting at which Accounts are laid before the Company (ie for a period which shall not exceed fifteen months from the date hereof), to issue all or any of the total unissued balance of the Company's authorised share capital (comprising, at the date hereof, 102,866,315 shares of £1.00 each numbered 397,133,686 to 500,000,000 inclusive) at such time(s) and at such price(s), or for such consideration(s), as they in their absolute discretion may deem appropriate; save only that no such shares shall be issued at a discount.

  
John S. Mitchell-Hewson  
Secretary.



No: 1911126

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

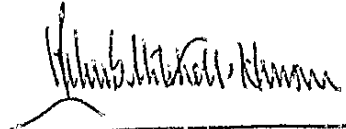
CITIBANK INVESTMENTS LIMITED

Passed 31 December 1992

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at 336 Strand, London WC2R 1HB on Thursday 31 December 1992 the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company, namely:

R E S O L U T I O N

"that the Bill now submitted and an engrossment of which has been laid before the Company in general meeting, intituled 'a Bill to provide for the transfer to and vesting in Citicorp Investment Bank Limited of the undertakings of Citicorp Finance PLC, Citibank Trust Limited, The Diners Club Limited, Citibank Leasing Limited, Cardholder Services Limited, Citicorp Scrimgeour Vickers Securities Limited and Citibank Financial Trust Limited; and for other purposes' be, and the same is hereby, approved subject to such additions, alterations and variations as Parliament may think fit to make therein and as may be approved by the Directors of the Company."

  
John S Mitchell-Hewson  
Secretary.





THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION  
OF  
CITIBANK INVESTMENTS LIMITED

Passed 31 December 1993

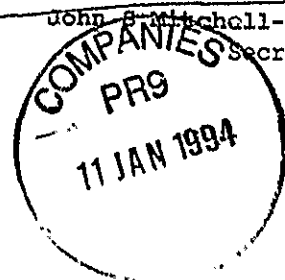
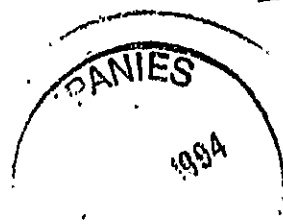
At the ANNUAL GENERAL MEETING of the Company duly convened and held at 336 Strand, London WC2R 1HB on Friday 31 December 1993 the following Resolution was duly passed as an ORDINARY RESOLUTION of the Company, namely:

R E S O L U T I O N

"that the Directors for the time being and from time to time be, and are hereby, authorised, pursuant to Section 80 Companies Act 1985 (as amended) and until the conclusion of the next general meeting at which Accounts are laid before the Company (ie for a period which shall not exceed fifteen months from the date hereof), to issue all or any of the total unissued balance of the Company's authorised share capital (comprising, at the date hereof, 52,915,217 shares of £1.00 each numbered 447,084,783 to 500,000,000 inclusive) at such time(s) and at such price(s), or for such consideration(s), and of such class(es) as they in their absolute discretion may deem appropriate; save only that no such shares shall be issued at a discount."

*John P. Mitchell-Hewson*

John P. Mitchell-Hewson  
Secretary.



THE COMPANIES ACTS 1948 TO 1981  
and  
THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

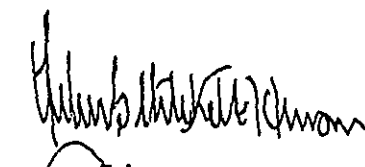
ORDINARY RESOLUTION  
OF  
CITIBANK INVESTMENTS LIMITED

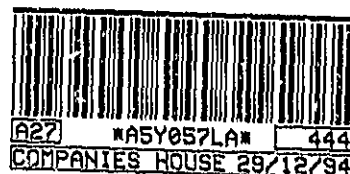
Passed 23 December 1994

At the ANNUAL GENERAL MEETING of the Company duly convened and held at 336 Strand, London WC2R 1HB on Friday 23 December 1994 the following Resolution was duly passed as an ORDINARY RESOLUTION of the Company, namely:

R E S O L U T I O N

"that the Directors for the time being and from time to time be, and are hereby, authorised, pursuant to Section 80 Companies Act 1985 (as amended) and until the conclusion of the next general meeting at which Accounts are laid before the Company (ie for a period which shall not exceed fifteen months from the date hereof), to issue all or any of the total unissued balance of the Company's authorised share capital (comprising, at the date hereof, 52,915,217 shares of £1.00 each numbered 447,084,783 to 500,000,000 inclusive) at such time(s) and at such price(s), or for such consideration(s), and of such class(es) as they in their absolute discretion may deem appropriate; save only that no such shares shall be issued at a discount."

  
John S. Mitchell-Hewson  
Secretary.



THE COMPANIES ACTS 1948 TO 1981  
and  
THE COMPANIES ACTS 1985 TO 1989

---

COMPANY LIMITED BY SHARES

---

ORDINARY RESOLUTION  
OF  
CITIBANK INVESTMENTS LIMITED

---

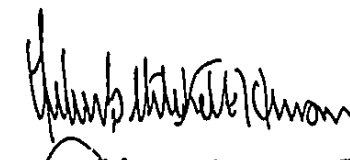
Passed 23 December 1994

---

At the ANNUAL GENERAL MEETING of the Company duly convened and held at 336 Strand, London WC2R 1HB on Friday 23 December 1994 the following Resolution was duly passed as an ORDINARY RESOLUTION of the Company, namely:

R E S O L U T I O N

"that the Directors for the time being and from time to time be, and are hereby, authorised, pursuant to Section 80 Companies Act 1985 (as amended) and until the conclusion of the next general meeting at which Accounts are laid before the Company (ie for a period which shall not exceed fifteen months from the date hereof), to issue all or any of the total unissued balance of the Company's authorised share capital (comprising, at the date hereof, 52,915,217 shares of £1.00 each numbered 447,084,783 to 500,000,000 inclusive) at such time(s) and at such price(s), or for such consideration(s), and of such class(es) as they in their absolute discretion may deem appropriate; save only that no such shares shall be issued at a discount. "

  
John S. Mitchell-Hewson  
Secretary.

