

Statutory Declaration of compliance with requirements on application for registration of a company

12

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies

For official use

For official use

[] [] [] []

[]

2013760

Name of company

KINTPENNY

Limited

I, Helen Louise Ashton
of 81, City Road,
London EC1Y 1BD

do solemnly and sincerely declare that I am a ~~(Solidator engaged in the formation of the company)~~
(person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2))† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it 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 81, City Road,
London EC1Y 1BD

Declarant to sign below

the 10th day of April
One thousand nine hundred and 86
before me

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



Presenter's name address and
reference (if any)

120, City Road
81, City Road
London EC1Y 1BD

For official Use
New Companies Act 1985

Post Form

The Companies Act 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF KINTPENNY LIMITED

2013760



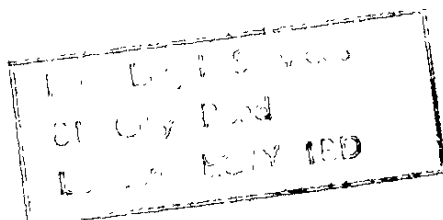
1. The Company's name is Kintpenny Limited

2. The Company's Registered Office is to be situated in England

3. The Company's objects are

(A) 1. To carry on business as general merchants and as manufacturers, preparers for sale of and dealers in all kinds of raw materials, manufactured and semi-manufactured goods, proprietors and lessors of commercial plant and premises, as mail order salesmen, wholesalers, retailers, importers, exporters, brokers and agents for or distributors of goods and services of all kinds; haulage contractors, carriers and transporters by land, sea and air of passengers, livestock, goods and materials of every description, freight agents, removers, stores and packers of goods, materials and property of every description, towage contractors, aircraft, tug, barge and ship owners and charterers, proprietors and letters on hire of trucks, earth moving equipment, heavy vehicles of all kinds, and to be garage and service station proprietors and providers of a vehicle and vessel recovery service

2. To carry on business as wholesale and retail dealers in and agents or representatives for all manner of goods, products, processes, materials and services of any description either as principals for or on behalf of any individual, firm, company, authority or other organisation, in any part of the world and to tender for and to place contracts or investments, to act as advertising and market research specialists, exhibition, conference and display contractors and promoters, hire purchase and general financiers, insurance and mortgage brokers and agents, labour contractors and advisers, to carry on employment accommodation and travel agencies, to deal in office equipment, supplies and systems, to be consultants and advisers in efficiency techniques, business, office, personnel and works management, marketing, sales promotion and product design, business system organisers, business transfer agents, advertising and publicity consultants and agencies, journalists, printers publishers and stationers



(B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or any obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.

(I) To make advances to customers and others with or without security, and upon such terms as the Company may approve and generally to act as bankers for any person or corporation.

(J) To grant pensions, allowances, gratuities and bonuses to officers ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the

support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute or maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting 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 Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(S) To amalgamate with any other company whose objects are to include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

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

(V) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.

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

The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

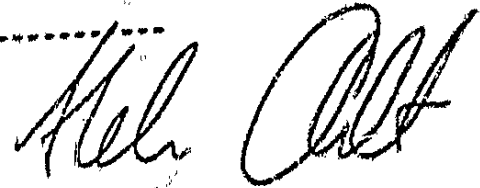
We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

NAMES AND
ADDRESSES OF
SUBSCRIBERS.

NUMBER OF SHARES
TAKEN BY EACH
SUBSCRIBER.

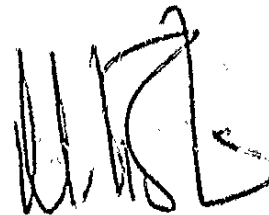
Helen Louise Ashton,
81 City Road,
London EC1Y 1BD.

ONE



Mark Francis Burton,
81 City Road,
London EC1Y 1BD.

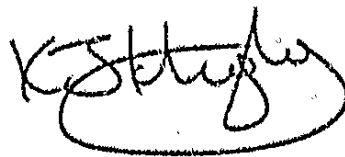
ONE



Dated the 1st of December 1985

Witness to the above Signatures:

Keith John Hughes,
81 City Road,
London EC1Y 1BD.



Company Registration Agent

The Companies Act 1985

COMPANY LIMITED BY SHARES

2013760

ARTICLES OF ASSOCIATION

of LINTPENKSY LIMITED

PRELIMINARY

1.(a) Subject as hereinafter provided, the regulations contained in Table A of the Companies (Tables A to F) Regulations 1985 (hereinafter referred to as 'Table A'), shall apply to the Company.

(b) Regulations 24, 25, 40, 73, 74, 75 and 77 to 81 inclusive of Table A shall not apply to the Company.

(c) The expressions "relevant securities" and "equity securities", wheresoever appearing herein, shall bear the meanings ascribed to them by the Act.

SHARES

2.(a) Subject to the provisions of Table A and to the following provisions of these Articles, the Directors shall have authority to exercise any power of the Company to offer, allot or otherwise dispose of any shares in the Company, or any relevant securities, to such persons, at such times and generally on such terms and conditions as they think proper provided that (insofar as the Company in General Meeting shall not have varied, renewed or revoked the said authority):

(i) The Directors shall not be authorised to make any offer or allotment of shares in the Company, or grant any right to subscribe for, or to convert any securities into, shares in the Company if such allotment, or an allotment in pursuance of such offer or right, would or might result in the aggregate of the shares or stock in issue exceeding, in nominal value, the amount of the Authorised Share Capital with which the Company was incorporated, and such limitation shall determine the maximum amount of the relevant securities which at any time remain to be allotted by the Directors hereunder.

(ii) The period within which the said authority to allot relevant securities may be exercised shall be limited to five years, commencing upon the date of the incorporation of the Company.

(b) Any offer or agreement in respect of relevant securities, which is made prior to the expiration of such authority and in all other respects within the terms of such authority, shall be authorised to be made, notwithstanding that such offer or agreement would or might require relevant securities to be allotted after the expiration of such authority and, accordingly, the Directors may at any time allot any relevant securities in pursuance of such offer or agreement.

(c) The authority conferred upon the Directors to allot relevant securities may at any time, by Ordinary Resolution of the Company in General Meeting, be revoked, varied or renewed (whether or not it has been previously renewed hereunder) for a further period not exceeding five years.

3. Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities by the Company. The shares comprised in the initial allotment by the Company shall be at the disposal of the Directors as they think proper but thereafter, unless otherwise determined by Special Resolution of the Company in General Meeting, any relevant securities shall, before they are allotted on any terms to any person, be first offered on the same or more favourable terms to each person who holds shares in the Company in the proportion which is, as nearly as practicable, equal to the proportion in nominal value held by him of the aggregate of such shares in issue.

Such offer shall be made by notice in writing specifying the number of shares offered and the period, being not less than twenty one days, within which the offer, if not accepted, will be deemed to have been declined. After the expiration of such period, or on receipt of notice of the acceptance or refusal of every offer so made, the Directors may, subject to these Articles, dispose of such securities as have not been taken up in such manner as they think proper. The Directors may, in like manner, dispose of any such securities as aforesaid, which by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in the manner hereinbefore provided.

4.(a) No share shall be issued at a discount.

(b) The Company shall not have power to issue share warrants to bearer.

(c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

5. Subject to the provisions of Part V of the Act:-

(a) The Company may purchase any of its own shares, provided that the terms of any contract under which the Company will or may become entitled or obliged to purchase its own shares shall be authorised by Special Resolution of the Company in General Meeting before the Company enters into the contract.

(d) The Company shall be authorised, in respect of the redemption or purchase of any of its own shares, to give such financial assistance, or to make such payments out of capital as may be permissible in accordance with the Act, provided that any such assistance or payment shall first be approved by Special Resolution of the Company in General Meeting.

LIEN

6. In regulation 8 of Table A, the words "(not being a fully paid share)" shall be omitted. The Company shall have a first and paramount lien on all shares standing registered in the name of any person (whether he be the sole registered holder thereof or one of two or more joint holders) for all moneys presently payable by him or his estate to the Company.

TRANSFER OF SHARES

7. 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.

PROCEEDINGS AT GENERAL MEETINGS

8. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors. In regulation 38 of Table A, immediately after the words "place of the meeting and" there shall be inserted the words "in the case of special business".

9. At the end of regulation 38 of Table A there shall be inserted the following: "In every notice of a general meeting there shall appear the statement referred to in Section 372(3) of the Act, in relation to the right of members to appoint proxies".

10.(a) No business shall be transacted at any Meeting unless a quorum is present. Two members entitled to attend at that Meeting, present in person, or by proxy or (in the case of a corporation) a duly authorised representative shall be a quorum. At the end of regulation 41 of Table A there shall be inserted the following: "If within half an hour from the time appointed for the holding of an adjourned meeting a quorum is not present, the meeting shall be dissolved."

(b) In regulation 53 of Table A, the second sentence shall be omitted.

APPOINTMENT AND REMOVAL OF DIRECTORS

11. The first Directors will be the person or persons named in the statement delivered to the Registrar of Companies in accordance with section 10 of the Act.

12. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors.

13. In addition and without prejudice to the provisions of Section 303 of the Act, the Company may by Ordinary Resolution remove any Director before the expiration of his period of office. Subject to the provisions of Table A and Section 303(2) of the Act, the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director. In regulation 36 of Table A the words 'or a resolution appointing a person as a Director' shall be omitted.

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

(a) he ceases to be a Director by virtue of any provision of the Acts or he becomes prohibited by law from being a Director; or

(b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) he is, or may be, suffering from mental disorder and, in relation thereto, he is admitted to hospital for treatment or an order is made by any court having jurisdiction in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;

(d) he resigns his office by notice to the Company.

PROCEEDINGS OF DIRECTORS

15. If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly. In regulation 68 of Table A for the word "two" there shall be substituted the word "one".

16. An appointment or removal of an alternate Director may be effected at any time by notice in writing to the Company given by his appointor. An alternate Director may also be removed from his office by not less than twenty four hours' notice in writing to the Company and to the appointor given by a majority of his co-Directors. This Article shall have effect in substitution for regulation 68 of Table A which shall not apply to the Company.

BORROWING POWERS

17. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to Section 80 of the Act, to issue debentures, debenture stock and other securities whether outright

or as security for any debt, liability or obligation of the Company or of any third party.

DIRECTORS' INTERESTS

18. A Director may vote in respect of any contract or arrangement in which he, or any person with whom he is connected, is interested and be counted in the quorum present at any meeting of the Directors or, if otherwise so entitled, at any General Meeting of the Company at which any such contract or arrangement is proposed or considered, and if he shall so vote, his vote shall be counted. This Article shall have effect in substitution for regulations 94 to 98 inclusive of Table A, which regulations shall not apply to the Company.

INDEMNITY

19. Subject to the provisions of Section 310 of The Act, and in addition to such indemnity as is contained in regulation 115 of Table A, every Director, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

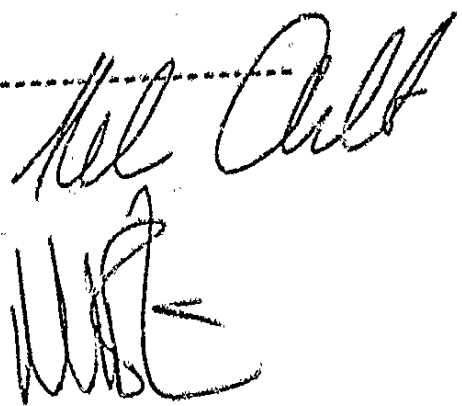
SECRETARY

20. The first Secretary or Secretaries of the Company shall be the person or persons named as such in the statement delivered under Section 10 of the Act.

NAMES AND ADDRESSES OF SUBSCRIBERS

Maureen Louise Ashton,
81 City Road,
London EC1Y 1BD.

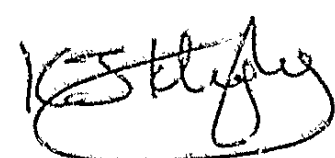
Mark Francis Burton,
81 City Road,
London EC1Y 1BD.



Dated the 1st of December 1985

Witness to the above Signatures:

Keith John Hughes,
81 City Road,
London EC1Y 1BD.



Company Registration Agent

COMPANIES FORM No. 10

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

10

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

2013760

Name of company

LINPENNY

Limited

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

ICC HOUSE

110 WHITCHURCH ROAD

CARDIFF

Postcode CF4 3LY

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

ICC LEGAL SERVICES

81 CITY ROAD

LONDON

Postcode EC1Y 1BD

Number of continuation sheets attached (see note 1).

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

ICC Legal Services

81 City Road

London, EC1Y 1BD

For official use

General Section

Post room



ICC LEGAL SERVICES
81 CITY ROAD
LONDON EC1Y 1BD

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 margin

Name (note 3) HELEN LOUISE ASHTON		Business occupation COMPANY REGISTRATION AGENT		4
Previous name(s) (note 3) NONE		Nationality BRITISH		
Address (note 4) 81 CITY ROAD LONDON		Date of birth (where applicable) (note 6)		
Postcode EC1Y 1BD				
Other directorships † NONE				

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

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

Date **10-4-86**

SIGNATURE

Name (note 3) MARK FRANCIS BURTON		Business occupation COMPANY REGISTRATION AGENT		5
Previous name(s) (note 3) NONE		Nationality BRITISH		
Address (note 4) 81 CITY ROAD LONDON		Date of birth (where applicable) (note 6)		
Postcode EC1Y 1BD				
Other directorships † NONE				

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

Date **10-4-86**

SIGNATURE

Name (note 3)		Business occupation		6
Previous name(s) (note 3)		Nationality		
Address (note 4)		Date of birth (where applicable) (note 6)		
Postcode				
Other directorships †				

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

Date

SIGNATURE

221400

Testing



Date: 10-4-86

SIGNATURE

Data

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Date: 10-4-86

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an agent on
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subscribers
either
by or by a
person
to sign

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2013760

I hereby certify that

LINTPENNY LIMITED

is this day incorporated under the Companies Act 1985 as a
private company and that the Company is limited.

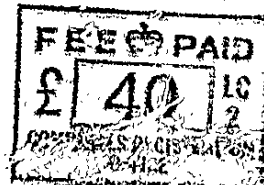
Given under my hand at the Companies Registration Office,
Cardiff the

24TH APRIL 1986

C. R. Williams
MRS. C. R. WILLIAMS

an authorised officer

Company Number 2013760 | 6



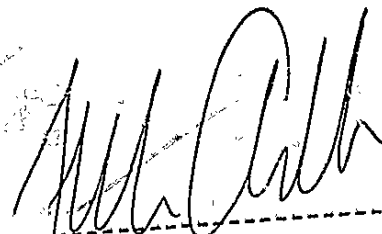
THE COMPANIES ACT 1985

SPECIAL RESOLUTION

of LINTPENNY LIMITED

At an Extraordinary General Meeting of the members of the above-named Company, duly convened and held at 81 City Road, London, EC1Y 1BD on the 9th of May 1986 the following Special Resolution was duly passed:

IT WAS RESOLVED that with the consent of the Department of Trade the Company Name be changed to:
ROTHMANS INTERNATIONAL SERVICES LIMITED


DIRECTOR

ICC Legal Services
ICC House
81 City Road
London EC1Y 1BD
Telephone 01-253 0063 Telex 296090



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2013760/4

I hereby certify that

LINTPENNY LIMITED

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

ROTHMANS INTERNATIONAL SERVICES LIMITED

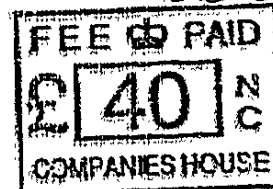
Given under my hand at the Companies Registration Office,
Cardiff the 5TH JUNE 1986

E. Chadwick
MRS E. CHADWICK

an authorised officer

No. 2013760

The Companies Acts 1985 to 1989



COMPANY LIMITED BY SHARES

Special Resolutions

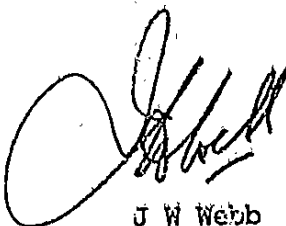
OF

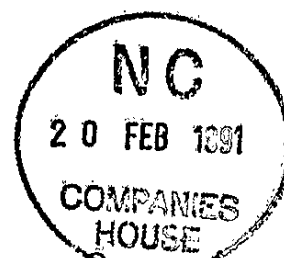
ROTHMANS INTERNATIONAL SERVICES LIMITED

Passed 6th February 1991

AT an EXTRAORDINARY GENERAL MEETING of the Company, duly convened and held at Denham Place, Village Road, Denham, Uxbridge, Middlesex UB9 5BL on 6th February 1991, the following Resolutions were duly passed as SPECIAL RESOLUTIONS:-

1. That the name of the Company be changed to Rothmans International Tobacco Limited.
2. That the objects set forth in paragraph 3 of the printed document produced to this meeting, and for the purpose of identification signed by the Chairman hereof, be approved and adopted as the objects of the Company, in substitution for, and to the exclusion of, all the existing objects thereof, and the Memorandum of Association be altered accordingly.
3. That new Articles of Association in the form produced to the meeting and for the purposes of identification signed by the Chairman be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.


J W Webb
Director



NW/E 80-12/009840

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2013760

I hereby certify that

ROTHMANS INTERNATIONAL SERVICES LIMITED

having by special resolution changed its name,

is now incorporated under the name of

ROTHMANS INTERNATIONAL TOBACCO LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 22 FEBRUARY 1991

A. M. Evans
A. M. EVANS

an authorised officer

No. 2013760

The Companies Acts 1985 to 1989

~~FILE FOR REFUND~~
~~COMPANIES~~
~~HOUSE~~
2091

COMPANY LIMITED BY SHARES

Special Resolutions

OF

ROTHMANS INTERNATIONAL SERVICES LIMITED

Passed 6th February 1991

AT an EXTRAORDINARY GENERAL MEETING of the Company, duly convened and held at Denham Place, Village Road, Denham, Uxbridge, Middlesex UB9 5BL on 6th February 1991, the following Resolutions were duly passed as SPECIAL RESOLUTIONS:-

1.

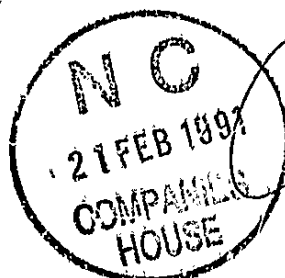
That the name of the Company be changed to Rothmans International Tobacco Limited.

2.

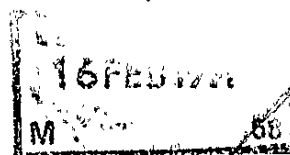
That the objects set forth in paragraph 3 of the printed document produced to this meeting, and for the purpose of identification signed by the Chairman hereof, be approved and adopted as the objects of the Company, in substitution for, and to the exclusion of, all the existing objects thereof, and the Memorandum of Association be altered accordingly.

3.

That new Articles of Association in the form produced to the meeting and for the purposes of identification signed by the Chairman be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.



J W Webb
J W Webb
Director



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No. 2012709

The Companies Acts 1945 to 1989

COMPANY LIMITED BY SHARES

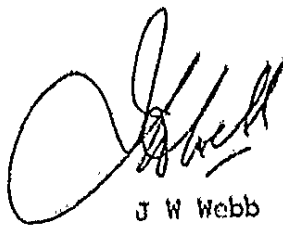
Special Resolutions
OF

ROTHMANS INTERNATIONAL SERVICES LIMITED

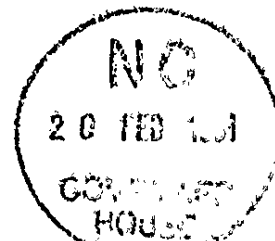
Passed 6th February 1991

AT an EXTRAORDINARY GENERAL MEETING of the Company, duly convened and held at Denham Place, Village Road, Denham, Uxbridge, Middlesex UB9 5BL on 6th February 1991, the following Resolutions were duly passed as SPECIAL RESOLUTIONS:-

1. That the name of the Company be changed to Rothmans International Tobacco Limited.
2. That the objects set forth in paragraph 3 of the printed document produced to this meeting, and for the purpose of identification signed by the Chairman hereof, be approved and adopted as the objects of the Company, in substitution for, and to the exclusion of, all the existing objects thereof, and the Memorandum of Association be altered accordingly.
3. That new Articles of Association in the form produced to the meeting and for the purposes of identification signed by the Chairman be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.



J W Webb
Director



No 2013760

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

MEMORANDUM

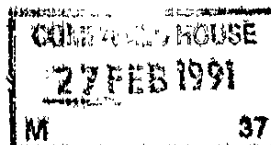
AND

ARTICLES OF ASSOCIATION

OF

ROTHMANS INTERNATIONAL TOBACCO LIMITED

Incorporated on 24th April 1986





CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY

No. 2013760

I hereby certify that

LINTPENNY LIMITED

is this day incorporated under the Companies Act 1985 as a
private company and that the Company is limited.

Given under my hand at the Companies Registration Office.

Cardiff the

24TH APRIL 1986

A handwritten signature in cursive script, appearing to read 'C R Williams'.

MRS. C. R. WILLIAMS

an authorised officer



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2013760

I hereby certify that

LINTPENNY LIMITED

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

ROTHMANS INTERNATIONAL SERVICES LIMITED

**Given under my hand at the Companies Registration Office,
Cardiff the**

5TH JUNE 1996

E. Chadwick
MRS E. CHADWICK
an authorised officer

No. 2013760

The Companies Acts 1985 to 1989

COMPANY LIMITED BY SHARES

Special Resolutions

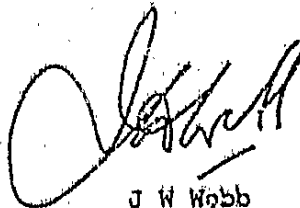
OF

ROTHMANS INTERNATIONAL SERVICES LIMITED

Passed 6th February 1991

AT an EXTRAORDINARY GENERAL MEETING of the Company, duly convened and held at Denham Place, Village Road, Denham, Uxbridge, Middlesex UB9 5BL on 6th February 1991, the following Resolutions were duly passed as SPECIAL RESOLUTIONS:-

1. That the name of the Company be changed to Rothmans International Tobacco Limited.
2. That the objects set forth in paragraph 3 of the printed document produced to this meeting, and for the purpose of identification signed by the Chairman hereof, be approved and adopted as the objects of the Company, in substitution for, and to the exclusion of, all the existing objects thereof, and the Memorandum of Association be altered accordingly.
3. That new Articles of Association in the form produced to the meeting and for the purposes of identification signed by the Chairman be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.



J W Webb
Director



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2013760

I hereby certify that

ROTHMANS INTERNATIONAL SERVICES LIMITED

having by special resolution changed its name,

is now incorporated under the name of

ROTHMANS INTERNATIONAL TOBACCO LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 22 FEBRUARY 1991

A. M. Evans
A. M. EVANS

an authorised officer

No. 2013760

The Companies Act 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF ROTHMANS INTERNATIONAL TOBACCO LIMITED

(Amended by Special Resolution passed on 6th February, 1991)

1. The Company's name is Rothmans International Tobacco Limited. *
2. The Company's Registered Office is to be situated in England.
3. The Company's objects are:
 - (A) To carry on business as general merchants and as manufacturers, preparers for sale of and dealers in all kinds of raw materials, manufactured and semi-manufactured goods; proprietors and lessors of commercial plant and premises, as mail order salesmen, wholesalers, retailers, importers, exporters, brokers and agents for or distributors of goods and services of all kinds; haulage contractors, carriers and transporters by land, sea and air of passengers, livestock, goods and materials of every description, freight agents, removers, storers and packers of goods, materials and property of every description, towage contractors, aircraft, tug, barge and ship owners and charterers, proprietors and letters on hire of trucks, earth moving equipment, heavy vehicles of all kinds, and to be garage and service station proprietors and providers of a vehicle and vessel recovery service.
 - (B) To carry on business as wholesale and retail dealers in and agents or representatives for all manner of goods, products, processes, materials and services of any description either as principals for or on behalf of any individual, firm, company, authority or other organisation, in any part of the world and to tender for and to place contracts or investments, to act as advertising and market research specialists, exhibition, conference and display contractors and promoters, hire purchase and general financiers, insurance and mortgage brokers and agents, labour contractors and advisers, to carry on employment, accommodation and travel agencies, to deal in office equipment, supplies and systems, to be consultants and advisers in efficiency techniques, business, office, personnel and works management, marketing, sales promotion and product design, business system organisers, business transfer agents, advertising and publicity consultants and agents, journalists, printers, publishers and stationers.

* The Company was incorporated under the name Lintpenny Limited. The name was changed to Rothmans International Services Limited on 5th June 1986 and to Rothmans International Tobacco Limited on 22nd February 1991.

- (C) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.
- (D) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.
- (E) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (F) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (G) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (H) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or any obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (I) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.
- (J) To make advances to customers and others with or without security, and upon such terms as the Company may approve and generally to act as bankers for any person or corporation.
- (K) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such

- persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute or maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees.
- (L) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (M) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (N) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting 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 Company may determine.
- (O) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (P) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (Q) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner

calculated to advance directly or indirectly the objects or interests of this Company and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

- (R) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (S) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, employees or auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company, or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund and to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability; for the purposes of this clause "holding company" and "subsidiary undertaking" shall have the same meanings as in the Companies Act 1989".
- (T) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (U) To amalgamate with any other company whose objects are to include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (V) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

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

(X) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.

5. The Company's share capital is £14 divided into 100 shares of £1 each.

The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

NAMES AND ADDRESSES
OF SUBSCRIBERS.

NUMBER OF SHARES TAKEN
BY EACH SUBSCRIBER.

Helen Louise Ashton,
81 City Road,
London,
EC1Y 1BD.

ONE

Mark Francis Burton,
81 City Road,
London
EC1Y 1BD.

ONE

Dated the 1st of December 1985

Witness to the above Signatures:

Keith John Hughes
81 City Road
London
EC1Y 1BD.

Company Registration Agent.

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF ROTHMANS INTERNATIONAL TOBACCO LIMITED

(As adopted by Special Resolution passed on 6th February 1991)

PRELIMINARY

1. (A) Subject as hereinafter provided, the regulations contained in Table A of the Companies (Tables A to F) Regulations 1985 amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as 'Table A'), shall apply to the Company.
- (B) Regulations 24, 35, 40, 65 to 69, 72, 73, 74, 75, 77 to 80, 82, 93, 94 to 98, 112 and 118 of Table A shall not apply to the Company.
- (C) The expressions "relevant securities" and "equity securities", wheresoever appearing herein, shall bear the meanings ascribed to them by the Act.

SHARE CAPITAL

2. (A) The share capital of the Company is £100, divided into 100 Ordinary Shares of £1 each.
- (B) Subject to the provisions of Table A and to the following provisions of these Articles, the Directors shall have general and unconditional authority, pursuant to Section 80 of the Act to exercise any power of the Company to offer, allot or otherwise dispose of relevant securities, to such persons, at such times and generally on such terms and conditions as they think proper, subject to a maximum amount equal to the authorised share capital of the Company.
- (C) The period within which the said authority to allot relevant securities may be exercised shall be limited to five years, commencing upon the date of the adoption of these Articles and ending on 5th February 1996.
- (D) Any offer or agreement in respect of relevant securities, which is made prior to the expiration of such authority and in all other respects within the terms of such authority, shall be deemed to have been duly authorised, notwithstanding that such offer or agreement would or might require

relevant securities to be allotted after the expiration of such authority and, accordingly, the Directors may at any time allot any relevant securities in pursuance of such offer or agreement.

- (4) The authority conferred upon the Directors to allot relevant securities may at any time, by Ordinary Resolution of the Company in General Meeting, be revoked, varied or renewed (whether or not it has been previously renewed hereunder) for a further period not exceeding five years.
3. Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities by the Company. Unless otherwise determined by Special Resolution of the Company in General Meeting, any relevant securities shall, before they are allotted on any terms to any person, be first offered on the same or more favourable terms to each person who holds shares in the Company in the proportion which is, as nearly as practicable, equal to the proportion in nominal value held by him of the aggregate of such shares in issue.

Such offer shall be made by notice in writing specifying the number of relevant securities offered and the period, being not less than twenty one days, within which the offer, if not accepted, will be deemed to have been declined. After the expiration of such period, or on receipt of notice of the acceptance or refusal of every offer so made, the Directors may, subject to these Articles, dispose of such securities as have not been taken up in such manner as they think proper. The Directors may, in like manner, dispose of any such securities as aforesaid, which by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in the manner hereinbefore provided.

4. (A) No share shall be issued at a discount.
- (B) The Company shall not have power to issue share warrants.
- (C) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
5. Subject to the provisions of Part V of the Act -
- (A) The Company may purchase any of its own shares, provided that the terms of any contract under which the Company will or may become entitled or obliged to purchase its own shares shall be authorised by Special Resolution of the Company in General Meeting before the Company enters into the contract.
- (B) The Company shall be authorised, in respect of the redemption or purchase of any of its own shares, to give such financial assistance, or to make such payments out of capital as may be permissible in accordance with the Act, provided that any such assistance or payment shall first be approved by Special Resolution of the Company in General Meeting.

LIEN

6. In regulation 8 of Table A, the words "(not being a fully paid share)" shall be omitted. The Company shall have a first and paramount lien on all shares standing registered in the name of any person (whether he be the sole registered holder thereof or one of two or more joint holders) for all moneys presently payable by him or his estate to the Company.

TRANSFER OF SHARES

7. 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.

PROCEEDINGS AT GENERAL MEETINGS

8. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that which is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors. In regulation 38 of Table A, immediately after the words "place of the meeting and" there shall be inserted the words "in the case of special business".
9. At the end of regulation 38 of Table A there shall be inserted the following: "In every notice of a general meeting there shall appear the statement referred to in Section 372(3) of the Act, in relation to the right of members to appoint proxies".
10. No business shall be transacted at any Meeting unless a quorum is present. Two members entitled to attend at that Meeting, present in person, or by proxy or (in the case of a corporation) a duly authorised representative shall be a quorum. At the end of regulation 41 of Table A there shall be inserted the following: "If within half an hour from the time appointed for the holding of an adjourned meeting a quorum is not present, the meeting shall be dissolved."
11. 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 46 of Table A shall be modified accordingly.
12. In regulation 59 of Table A, the second sentence shall be omitted.
13. A resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings shall be as effective as if the same had been 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 persons but a resolution so signed shall not be effective to do anything required by law 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 Secretary thereof or by its duly appointed attorney or a duly authorised representative.

APPOINTMENT AND REMOVAL OF DIRECTORS

14. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors (other than alternate directors) to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors.
15. In addition and without prejudice to the provisions of Section 303 of the Act, the Company may by Ordinary Resolution remove any Director before the expiration of his period of office. Subject to the provisions of Table A and Section 303(2) of the Act, the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director. In regulation 38 of Table A the words 'or a resolution appointing a person as a Director' shall be omitted.

DIRECTORS REMUNERATION

16. 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. Any Director who serves on any committee, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise as the Directors may determine.

INSURANCE

17. Without prejudice to the provisions of Regulation 30 the Directors shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Directors, officers, employees or auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which employees of the Company or of any other such company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any other such company, subsidiary undertaking or pension fund, for the purposes of this Article "holding company" and "subsidiary undertaking" shall have the same meaning as in the Companies Act 1989.

PROCEEDINGS OF DIRECTORS

18. In Regulation 68 of Table A, the third sentence shall be omitted.

19. The Directors may delegate any of their powers or discretions to committees consisting of one or more members of their body and (if thoughtfit) one or more other persons co-opted as hereinafter provided. In so far as any such power or discretion is so delegated, any reference in these Articles to the exercise by the Directors of such power or discretion shall be read and construed as if it included a reference to such committee. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed by the Directors. Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee but so that (i) the number of co-opted members shall be less than one-half of the total number of members of the committee and (ii) no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are Directors.

20. A resolution in writing signed by each of the Directors (or in any case and to the extent authorised by regulation 23 hereof, his alternate Director) shall be as effective as a resolution duly passed at a meeting of the Directors or of a committee of directors and may consist of several documents in the like form, each signed by one or more persons.

BORROWING POWERS

21. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to Section 80 of the Act, to issue debentures, debenture stock and other relevant securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DIRECTORS' INTERESTS

22. A Director may vote in respect of any contract or arrangement in which he, or any person with whom he is connected, is interested either directly or indirectly and he counted in the quorum present at any meeting of the Directors or, if otherwise so entitled, at any General Meeting of the Company at which any such contract or arrangement is proposed or considered, and if he shall so vote, his vote shall be counted.

ALTERNATE DIRECTORS

23. Any Director (other than an alternate Director) may at any time by writing under his hand and deposited at the registered office, or delivered at a meeting of the Directors, appoint any person (including another Director) to be his alternate Director and may in like manner at any time terminate such appointment. Such appointment, unless previously approved by the Directors, shall have effect only upon and subject to being so approved by Resolution of the Directors. The same person may be appointed as the alternate Director of more than one Director.

24. The appointment of an alternate Director shall ipso facto determine (i) the happening of any event which if he were a Director would cause him to vacate such office or, (ii) if his appointor ceases to be a Director for any reason or, (iii) if he has a receiving order made against him or compounds with his creditors generally or (iv) if he becomes of unsound mind or, (v) if a majority of his co-directors serve notice on the Company and his appointor terminating his appointment.
25. An alternate Director shall be entitled to attend and vote as a Director and be counted in the quorum at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director his voting rights shall be cumulative. If his appointor is temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.
26. An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct. An alternate Director shall be entitled to be indemnified by the Company to the same extent as if he were a Director.

DEPARTMENTAL, DIVISIONAL OR LOCAL DIRECTORS

27. The Directors may from time to time appoint any persons to be Departmental, Divisional or Local Directors and define limit or restrict his or their powers and duties and determine his or their remuneration and may at any time remove any Departmental, Divisional or Local Director from office provided that a Departmental, Divisional or Local Director shall not be or have power to act as a Director of the Company or be entitled to receive notice of or attend or vote at meetings of the Directors nor shall he be deemed a Director for any of the purposes of these Articles.

NOTICES

28. Any notice or document (including a share certificate) may be served on or delivered to any member by the Company either personally, by telex, telecopier or by sending it through the post in a prepaid cover addressed to such member at his registered address, or to the address, if any, supplied by him to the Company as his address for the service of notices, or by delivering it to such address addressed as aforesaid. Where a notice or other document is served or sent by post, service or delivery shall be deemed to be effected at the expiration of

twenty-four hours (or, where second-class mail is employed, forty-eight hours) after the time when the cover containing the same is posted and in proving such service or delivery it shall be sufficient to prove that such cover was properly addressed, stamped and posted. Notices shall be deemed properly served if sent by telex or telecopier and the correct answerback code or other acknowledgement is recorded on the copy retained by the sender.

SEAL.

29. Where the Act so permits, any instrument signed by one Director and the Secretary or by two Directors and expressed to be executed by the Company shall have the same effect as if executed under the Seal, provided that no instrument shall be so signed which makes it clear on its face that it is intended to have effect as a deed without the authority of the Directors or of a committee authorised by the Directors in that behalf.

INDEMNITY

30. Subject to the provisions of and so far as may be consistent with the Act, every Director, alternate Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company out of its own funds against all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any state for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

OVERRIDING PROVISIONS

31. Whenever Rothmans International p.l.c. (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 overriding 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 affected 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 affecting of such transaction was in excess of the powers of the Directors.

NAMES AND ADDRESSES OF SUBSCRIBERS

Helen Louise Ashton,
81 City Road,
London,
EC1Y 1BD.

Mark Francis Burton,
81 City Road,
London,
EC1Y 1BD.

DATED the 1st of December 1985

WITNESS to the above Signatures:

Keith John Hughes,
81 City Road,
London,
EC1Y 1BD.

Company Registration Agent.

No. 2013760



The Companies Acts 1985 to 1989

COMPANY LIMITED BY SHARES

Special Resolution

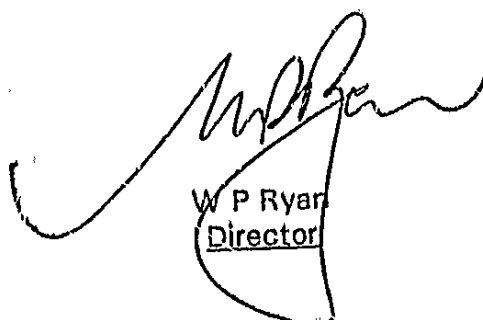
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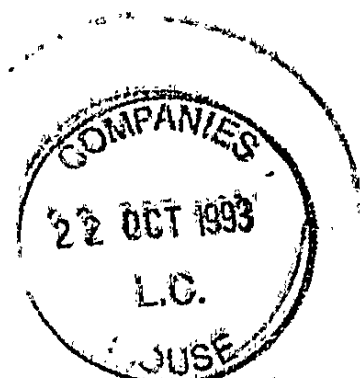
ROTHMANS INTERNATIONAL TOBACCO LIMITED

Passed on 19 October 1993

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened and held at Oxford Road, Aylesbury, Bucks HP21 8SZ on 19 October 1993, the following resolution was duly passed as a SPECIAL RESOLUTION:-

That the name of the Company be changed to Rothmans International Services Limited.


W P Ryan
Director



ND013457
11/11/93

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2013760

The Registrar of Companies for England and Wales hereby certifies that
ROTHMANS INTERNATIONAL TOBACCO LIMITED
having by special resolution changed its name, is now incorporated
under the name of

ROTHMANS INTERNATIONAL SERVICES LIMITED

Given at Companies House, London, the 22nd October 1993

L. Mills
MRS L. MILLS

For The Registrar Of Companies



C O M P A N I E S H O U S E

No.2013760

The Companies Acts 1985 (as amended)

COMPANY LIMITED BY SHARES

Special Resolutions

of

ROTHMANS INTERNATIONAL SERVICES LIMITED

Passed on 25th March 1994

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened and held at Oxford Road, Aylesbury, Bucks HP21 8SZ on 25th March 1994, the following resolutions were duly passed as SPECIAL RESOLUTIONS:-

- (A) That the existing clause 3 of the Company's Memorandum of Association be amended in the form produced to the meeting and that the revised objects be inserted in substitution and to the exclusion of the existing objects, as clause 3 into the Company's Memorandum of Association.
- (B) That the new Articles of Association in the form produced to the meeting be adopted as the Articles of Association of the Company in substitution for the existing Articles of Association.


Director/Secretary

Ref: Projsec\specres

No. 2013760

THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY SHARES

MEMORANDUM

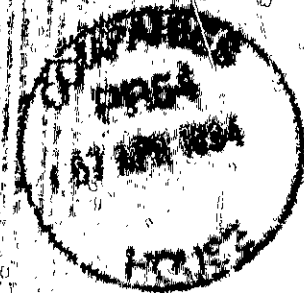
AND

ARTICLES OF ASSOCIATION

OF

ROTHMANS INTERNATIONAL SERVICES LIMITED

Incorporated 24 April 1986





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2013760

The Registrar of Companies for England and Wales hereby certifies that

ROTHMANS INTERNATIONAL TOBACCO LIMITED

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

ROTHMANS INTERNATIONAL SERVICES LIMITED

Given at Companies House, London, the 22nd October 1993

L. Mills

MRS L. MILLS

For The Registrar Of Companies



COMPANIES HOUSE



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2013760

I hereby certify that

ROTHMANS INTERNATIONAL SERVICES LIMITED

having by special resolution changed its name,

is now incorporated under the name of

ROTHMANS INTERNATIONAL TOBACCO LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 22 FEBRUARY 1991

A. M. Evans.
A. M. EVANS

an authorised officer



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 2013760

I hereby certify that

LINTPENNY LIMITED

having by special resolution changed its name, is now

incorporated under the name of

ROTHMANS INTERNATIONAL SERVICES LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the

5TH JUNE 1986

A. E. Chadwick
A. E. CHADWICK
an authorised officer



CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY

No. 2013760

I hereby certify that

LINTPENNY LIMITED

is this day incorporated under the Companies Act 1985 as a
private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the

24TH APRIL 1986


MRS. C. R. WILLIAMS

an authorised officer

No. 2013760

THE COMPANIES ACT 1985 TO 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of ROTHMANS INTERNATIONAL SERVICES LIMITED
(as amended by Special Resolution passed on 25 March 1994)

1. The name of the Company is Rothmans International Services Limited.*
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:
 - (A) (1) To carry on any business, undertaking, transaction or operation (commonly carried on by companies generally) as general merchants and as manufacturers, preparers for sale of and dealers in all kinds of raw materials, manufactured and semi-manufactured goods; proprietors and lessors of commercial plant and premises, as mail order salesmen, wholesalers, retailers, importers, exporters, brokers and agents for or distributors of goods and services of all kinds; haulage contractors, carriers and transporters by land, sea and air of passengers, livestock, goods and materials of every description, freight agents, removers, storers and packers of goods, materials and property of every description, towage contractors, aircraft, tug, barge and ship owners and charterers.
 - (2) To carry on any business as wholesale and retail dealers in and agents or representatives for all manner of goods, products, processes, materials and services of any description either as principals or agents for or on behalf of any individual, firm, company, authority or other organisation, in any part of the world and to tender for and to place contracts or investments, to act as advertising and market research specialists, exhibition, conference and display contractors and promoters, hire purchase and general financiers, insurance and

* The Company was incorporated under the name Lintpenny Limited. The name was changed to Rothmans International Services Limited on 5th June 1986 and then to Rothmans International Tobacco Limited on 22nd February 1991 and then to Rothmans International Services Limited on 22 October 1993.

mortgage brokers and agents, labour contractors and advisors, to carry on employment, accommodation and travel agencies, to deal in office equipment, supplies and systems, to be consultants and advisers in efficiency techniques, business, office, personnel and works management, marketing, sales promotion and product design, business system organisers, business transfer agents, advertising and publicity consultants and agents, printers, publishers and stationers.

- (B) To purchase or otherwise acquire or manufacture and deal in all kinds of plant, machinery, apparatus, tools and other articles capable of being used in the production of any such articles or products as referred to in the preceding paragraph.
- (C) To carry on any other business of any nature whatsoever which may seem to the Directors to be capable of being conveniently carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view to rendering profitable or more profitable any of the Company's assets or utilising its know-how or expertise.
- (D) 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.
- (E) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments or securities.
- (F) To invest and deal with the moneys of the Company not immediately required for the purposes of the business in or upon such investments or securities and in such manner as may from time to time be determined.
- (G) To purchase, or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks, copyrights or other exclusive or non-exclusive rights of any kind and to develop and turn to account and deal with the same in such manner as may be thought fit and to make experiments and tests and to carry on all kinds of research work.
- (H) To build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works, plants, factories, wharves, jetties, roads, railways, warehouses, depots, offices and other buildings, structures or facilities of all kinds,

whether for the purposes of the Company or for sale, letting or hire to or in return for any consideration from any company, firm or person, and to contribute to or assist in carrying out any part of any such operation.

- (I) To amalgamate or enter into partnership or any joint venture or profit-sharing arrangement or other association with any company, firm or person.
- (J) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm or person carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (K) To promote, or join in the promotion of, any company, whether or not having objects similar to those of the Company.
- (L) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other securities of any description.
- (M) To advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit and with or without security.
- (N) To guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by all of any such methods, for the performance of any contracts or obligations, and the payment of capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities, of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business.
- (O) To issue any securities which the Company has power to issue for any other purpose by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company.

- (P) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for shares or other securities, whether fully or partly paid up.
- (Q) To procure the registration or incorporation of the Company in or under the laws of any territory outside England.
- (R) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any purpose which may be considered likely directly or indirectly to further the interests of the Company or of its members.
- (S) To establish and maintain or contribute to any pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any individuals who are or were at any time in the employment or service of the Company or of any company which is its holding company or is a subsidiary of the Company or any such holding company or otherwise is allied to or associated with the Company, or who are or were at any time directors or officers of the Company or of any such other company, and the wives, widows, families and dependants of any such individuals; to establish and subsidise or subscribe to any institutions, associations, clubs or funds which may be considered likely to benefit any such persons or to further the interests of the Company or of any such other company; and to make payments for or towards the insurance of any such persons.
- (T) To establish and maintain, and to contribute to, any scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of its employees or former employees, or those of its subsidiary or holding company or subsidiary of its holding company, or by or for the benefit of such other persons as may for the time being be permitted by law, or any scheme for sharing profits with its employees or those of its subsidiary and/or associated companies, and (so far as for the time being permitted by law) to lend money to the Company's employees (other than directors) with a view to enabling them to acquire shares in the Company or its holding company.
- (U) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, employees or auditors of the Company, or of any other company which is its holding

company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or any subsidiary undertaking of the Company, or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such person in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund and to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability; for the purposes of this clause "holding company" and "subsidiary undertaking" shall have the same meanings as in the Companies Act 1985 as amended by the Companies Act 1989.

- (V) To distribute among members of the Company in specie or otherwise, by way of dividend or bonus or by way of reduction of capital, all or any of the property or assets of the Company, or any proceeds of sale or other disposal of any property or assets of the Company, with and subject to any incident authorised and consent required by law.
- (W) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, subsidiary companies or otherwise, and either alone or in conjunction with others.
- (X) To do all such other things as may be considered to be likely directly or indirectly to further the interests of the Company or of its members.

And it is hereby declared that in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where

otherwise expressed therein, be in no wise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.
 5. The share capital of the Company is £100 divided into 100 shares of £1.00 each.
-

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
OF SUBSCRIBERS

NUMBER OF SHARES
TAKEN BY EACH
SUBSCRIBER

Helen Louise Ashton
81 City Road
London EC1Y 1BD

One

Mark Francis Burton
81 City Road
London EC1Y 1BD

One

Dated the 1 December 1985.

Witness to the above Signatures:

Keith John Hughes
81 City Road
London EC1Y 1BD

Company Registration Agent

No. 2013760

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF ROTHMANS INTERNATIONAL SERVICES LIMITED

(As adopted by Special Resolution passed on 25 March 1994)

PRELIMINARY

1. (A) The regulations contained in Table A of the Companies (Tables A to F) Regulations 1985 amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as 'Table A'), shall, subject as hereinafter provided, and so far as not inconsistent with the provisions of these Articles, apply to the Company.
- (B) Regulations 24, 35, 40, 62, 65 to 69, 73, 74, 75, 77 to 80, 82, 93, 94 to 98, 112 and 118 of Table A shall not apply to the Company.
- (C) The expressions "relevant securities" and "equity securities", wherever appearing herein, shall bear the meanings ascribed to them by the Act.

SHARE CAPITAL

2. (A) The share capital of the Company at the date of adoption of these Articles is £100, divided into 100 Ordinary Shares of £1.00 each.
- (B) Subject to the provisions of Table A and to the following provisions of these Articles, the Directors shall have general and unconditional authority, pursuant to Section 80 of the Act to exercise any power of the Company to offer, allot or otherwise dispose of relevant securities, to such persons, at such times and generally on such terms and conditions as they think proper, subject to a maximum amount equal to the authorised share capital of the Company.
- (C) The period within which the said authority to allot relevant securities may be exercised shall be limited to five years, commencing upon the date of the adoption of these Articles and ending on 25 March 1999

(D) Any offer or agreement in respect of relevant securities, which is made prior to the expiration of such authority and in all other respects within the terms of such authority, shall be deemed to have been duly authorised, notwithstanding that such offer or agreement would or might require relevant securities to be allotted after the expiration of such authority and, accordingly, the Directors may at any time allot any relevant securities in pursuance of such offer or agreement.

(E) The authority conferred upon the Directors to allot relevant securities may at any time, by Ordinary Resolution of the Company in General Meeting, be revoked, varied or renewed (whether or not it has been previously renewed hereunder) for a further period not exceeding five years.

3. Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities by the Company. Unless otherwise determined by Special Resolution of the Company in General Meeting, any relevant securities shall, before they are allotted on any terms to any person, be first offered on the same or more favourable terms to each person who holds shares in the Company in the proportion which is, as nearly as practicable, equal to the proportion in nominal value held by him of the aggregate of such shares in issue.

Such offer shall be made by notice in writing specifying the number of relevant securities offered and the period, being not less than twenty one days, within which the offer, if not accepted, will be deemed to have been declined. After the expiration of such period, or on receipt of notice of the acceptance or refusal of every offer so made, the Directors may, subject to these Articles, dispose of such securities as have not been taken up in such manner as they think proper. The Directors may, in like manner, dispose of any such securities as aforesaid, which by reason of the proportion borne by them, to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in the manner hereinbefore provided.

4. (A) No share shall be issued at a discount.
- (B) The Company shall not have power to issue share warrants.
- (C) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

5. Subject to the provisions of Part 2 of the Act:-

- (A) The Company may purchase any of its own shares, provided that the terms of any contract under which the Company will or may become entitled or obliged to purchase its own shares shall be authorised by Special Resolution of the Company in General Meeting before the Company enters into the contract.
- (B) The Company shall be authorised, in respect of the redemption or purchase of any of its own shares, to give such financial assistance, or to make such payments out of capital as may be permissible in accordance with the Act, provided that any such assistance or payment shall first be approved by Special Resolution of the Company in General Meeting.

LIEN

6. In regulation 8 of Table A, the words "(not being a fully paid share)" shall be omitted. The Company shall have a first and paramount lien on all shares standing registered in the name of any person (whether he be the sole registered holder thereof or one of two or more joint holders) for all moneys presently payable by him or his estate to the Company.

TRANSFER OF SHARES

7. 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.

PROCEEDINGS AT GENERAL MEETINGS

8. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that which is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors. In regulation 38 of Table A, immediately after the words "place of the meeting and" there shall be inserted the words "in the case of special business".
9. At the end of regulation 38 of Table A there shall be inserted the following: "In every notice of a general meeting there shall appear the statement referred to in Section 372(3) of the Act, in relation to the right of members to appoint proxies".

10. No business shall be transacted at any Meeting unless a quorum is present. One person entitled to attend at that Meeting, present in person, or by proxy or (in the case of a corporation) a duly authorised representative shall be a quorum. At the end of regulation 41 of Table A there shall be inserted the following: "If within half an hour from the time appointed for the holding of an adjourned meeting a quorum is not present, the meeting shall be dissolved."
11. 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 46 of Table A shall be modified accordingly.
12. In regulation 59 of Table A, the second sentence shall be omitted.
13. (A) A resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings shall be as effective as if the same had been 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 persons but a resolution so signed shall not be effective to do anything required by law 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 Secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 53 of Table A shall be extended accordingly.
- (B) Subject to the Act, where for any purpose an ordinary resolution of the Company is required, a special or extraordinary resolution shall also be effective and where for any purpose an extraordinary resolution is required a special resolution shall also be effective.
14. An instrument appointing a proxy (and any authority under which it is executed or a duly certified copy thereof) must either
 - (i) be delivered to such place or one of such places (if any) as may be specified for that purpose in the notice convening the meeting (or, if no place is so specified, at the registered office) at least one hour before the appointed time for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which the instrument is to be used; or

- (ii) be delivered to the Secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding, the meeting or adjourned meeting or poll. The instrument shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates. An instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require again to be delivered for the purposes of any subsequent meeting to which it relates.

APPOINTMENT AND REMOVAL OF DIRECTORS

15. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors (other than alternate directors) to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors.
16. In addition and without prejudice to the provisions of Section 303 of the Act, the Company may by Ordinary Resolution remove any Director before the expiration of his period of office. Subject to the provisions of Table A and Section 303(2) of the Act, the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director. In regulation 38 of Table A the words 'or a resolution appointing a person as a Director' shall be omitted.
17. The office of a Director shall be vacated in any of the events specified in Regulation 81 of Table A and also if he shall in writing offer to resign and the Directors shall resolve to accept such offer or if he shall be removed from office by notice in writing signed by all his co-Directors (being at least two in number), but so that if he holds an appointment to an executive office which thereby automatically determines such removal 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.

DIRECTORS REMUNERATION

18. 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. Any Director who serves on any committee, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise as the Directors may determine.

INSURANCE

19. Without prejudice to the provisions of Article 33 or Regulation 87 hereof the Directors shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Directors, officers, employees or auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund or employees' share scheme in which employees of the Company or of any other such company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any other such company, subsidiary undertaking, pension fund or employees' share scheme; for the purposes of this Article "holding company" and "subsidiary undertaking" shall have the same meaning as in the Companies Act 1989.

PROCEEDINGS OF DIRECTORS

20. In Regulation 88 of Table A, the third sentence shall be omitted.
21. (A) In addition to the powers to delegate contained in regulation 72 of Table A, the Directors may delegate any of their powers or discretions (including without prejudice to the generality of the foregoing all powers and discretions whose exercise involves or may involve the payment of remuneration to or the conferring of any other benefit on all or any of the Directors to committees consisting of one or more members of their body and (if thought fit) one or more other persons co-opted as hereinafter provided. Insofar as any such power or discretion is so delegated, any reference in these Articles to the exercise by the Directors of such power

or discretion shall be read and construed as if it included a reference to such committee. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed by the Directors. Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and for such co-opted members to have voting rights as members of the

committee but so that (i) the number of co-opted members shall be less than one-half of the total number of members of the committee and (ii) no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are Directors.

- (B) The power to delegate contained in this Article shall be effective in relation to the powers, authorities and discretions of the Board generally and shall not be limited by the fact that in certain Articles, but not in others, express reference is made to particular powers, authorities or discretions being exercised by the Board or by a committee authorised by the Board.
22. A resolution in writing signed by each of the Directors (or in any case and to the extent authorised by regulation 26 hereof, his alternate Director) shall be as effective as a resolution duly passed at a meeting of the Directors or of a committee of directors and may consist of several documents in the like form, each signed by one or more persons.
23. All or any of the Directors may participate in a meeting of the Board of Directors by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating and who would be entitled to attend a meeting of the Board and to vote and count in the quorum thereat shall be deemed to be present in person at the meeting and shall be entitled to vote and to be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those so participating is assembled or, if there is no such group, where the person or persons participating in the meeting and carrying the largest number of voting rights exercisable at the meeting is or are present, or if no such person is, or persons are present, where the Chairman of the Meeting is present.

BORROWING POWERS

24. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking,

property and uncalled capital, or any part thereof, and, subject to Section 80 of the Act, to issue debentures, debenture stock and other relevant securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DIRECTORS' INTERESTS

25. A Director may vote in respect of any contract or arrangement in which he, or any person with whom he is connected, is interested either directly or indirectly and be counted in the quorum present at any meeting of the Directors or, if otherwise so entitled, at any General Meeting of the Company at which any such contract or arrangement is proposed or considered, and if he shall so vote, his vote shall be counted.

ALTERNATE DIRECTORS

26. Any Director (other than an alternate Director) may at any time by writing under his hand and deposited at the registered office, or delivered at a meeting of the Directors, appoint any person (including another Director) to be his alternate Director and may in like manner at any time terminate such appointment. Such appointment, unless previously approved by the Directors, shall have effect onlupon and subject to being so approved by Resolution of the Directors. The same person may be appointed as the alternate Director of more than one Director.
27. The appointment of an alternate Director shall ipso facto determine (i) on the happening of any event which if he were a Director would cause him to vacate such office or, (ii) if his appointor ceases to be a Director for any reason or, (iii) if he has a receiving order made against him or compounds with his creditors generally or (iv) if he becomes of unsound mind or, (v) if a majority of his co-directors serve notice on the Company and his appointor terminating his appointment.
28. An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and of any committee of the Directors of which his appointor is a member and shall be entitled to attend and vote as a Director and be counted in the quorum at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director his voting rights shall be cumulative. If his appointor is absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any

resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles nor shall he be deemed to be the agent of his appointor.

29. An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct. An alternate Director shall be entitled to be indemnified by the Company to the same extent as if he were a Director.

DEPARTMENTAL, DIVISIONAL OR LOCAL DIRECTORS

30. The Directors may from time to time appoint any persons to be Departmental, Divisional or Local Directors and define limit or restrict his or their powers and duties and determine his or their remuneration and may at any time remove any Departmental, Divisional or Local Director from office provided that a Departmental, Divisional or Local Director shall not be or have power to act as a Director of the Company or be entitled to receive notice of or attend or vote at meetings of the Directors nor shall he be deemed a Director for any of the purposes of these Articles.

NOTICES

31. Any notice or document (excluding a share certificate) may be served on or delivered to any member by the Company either personally, by telex, telecopier or by sending it through the post in a prepaid cover addressed to such member at his registered address, or to the address, if any, supplied by him to the Company as his address for the service of notices, or by delivering it to such address addressed as aforesaid. Where a notice or other document is served or sent by post, service or delivery shall be deemed to be effected at the expiration of twenty-four hours (or, where second-class mail is employed, forty-eight hours) after the time when the cover containing the same is posted and in proving such service or delivery it shall be sufficient to prove that such cover was properly addressed, stamped and posted. Notices shall be deemed properly served if sent by telex or telecopier and the correct answerback code or other acknowledgement is recorded on the copy retained by the sender. Regulations 111, 112, 113, 114 and 115 shall be modified accordingly.

SEAL

32. Where the Act so permits, any instrument signed by one Director and the Secretary or by two Directors and expressed to be executed by the Company shall have the same effect as if executed under the Seal, provided that no instrument shall be so signed which makes it clear on its face that it is intended to have effect as a deed without the authority of the Directors or of a committee authorised by the Directors in that behalf.

INDEMNITY

33. Subject to the provisions of and so far as may be consistent with the Act, every Director, alternate Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company out of its own funds against, and/or exempted by the Company from, all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the exercise of purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

OVERRIDING PROVISIONS

34. Whenever any member or members shall be the holder or holders in the aggregate of not less than 90 per cent. of the issued Ordinary Shares the following shall apply and to the extent of any inconsistency shall have overriding effect as against all other provisions of these Articles:-
- (A) that member or members as the case may be 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 person holding executive office 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.

Any such appointment, removal or notice shall be in writing served on the Company and signed on behalf of the member or members as the case may be by any one of its Directors or by its Secretary or some other person duly authorised for the purpose.

DESTRUCTION OF DOCUMENTS

Presumptions where documents destroyed

35. If the Company destroys

- (a) any share certificate which has been cancelled at any time after a period of one year has elapsed from the date of cancellation or
- (b) any instruction concerning the payment of dividends or other moneys in respect of any share or any notification of change of name or address at any time after a period of two years has elapsed from the date the instruction or notification was recorded by the company or
- (c) any instrument of transfer of shares which has been registered at any time after a period of six years has elapsed from the date of registration or
- (d) any other document on the basis of which any entry is made in the register at any time after a period of six years has elapsed from the date the entry was first made in the register in respect of it

and the Company destroys the document in good faith and without express notice that its preservation was relevant to a claim, it shall be presumed irrebuttably in favour of the Company that every share certificate so destroyed was a valid certificate and was properly cancelled, that every instrument of transfer so destroyed was a valid and effective instrument of transfer and was properly registered and that every other document so destroyed was a valid and effective document and that any particulars of it which are recorded in the books or records of the Company were correctly recorded. Nothing contained in this Article shall be construed as imposing upon the Company any liability by reason only of the destruction of any document of the kind mentioned above before the relevant period mentioned in this Article has elapsed or of the fact that any other condition precedent to its destruction mentioned above has not been fulfilled. References in this Article to the destruction of any document include references to its disposal in any manner.

NAMES AND ADDRESSES OF SUBSCRIBERS

Hezen Louise Ashton
81 City Road
London EC1Y 1BD

Mark Francis Burton
81 City Road
London EC1Y 1BD

DATED 1 December 1985

WITNESS to the above Signatures:

Keith John Hughes
81 City Road
London EC1Y 1BD

The regulations of Table A to the Companies Act 1985 apply to the Company save in so far as they are not excluded or varied by its Articles of Association

Table A as prescribed by the Companies (Tables A to F) Regulations 1985 (S.I. 1985 No. 805), amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (S.I. 1985 No. 1052), is reprinted below

Table A THE COMPANIES ACT 1985

Regulations for Management of a Company Limited by Shares

INTERPRETATION

1. In these regulations—
'the Act' means the Companies Act 1985 including any statutory modification or re-enactment in force for the time being in force;
'the articles' means the articles of the company;
'clear days' in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
'executed' includes any mode of execution;
'office' means the registered office of the company;
'the holder' in relation to shares means the member whose name is entered in the register of members as the holder of the shares;
'the seal' means the common seal of the company;
'secretary' means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint assistant or deputy secretary;
'the United Kingdom' means Great Britain and Northern Ireland.
Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the company.

SHARE CAPITAL

2. Subject to the provisions of the Act and without prejudice to any rights attached to any raising shares, any share may be issued with such rights or restrictions as the company may by ordinary resolution determine.
3. Subject to the provisions of the Act, shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the company or the holder on such terms and in such manner as may be provided by the articles.
4. The company may exercise the powers of paying commissions conferred by the Act. Subject to the provisions of the Act, any such commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one way and partly in the other.
5. Except as required by law, no person shall be recognised by the company as holding any share upon any trust and (except as otherwise provided by the articles or by law) the company shall not be bound by or recognise any interest in any share except an absolute right to the entirety thereof in the holder.

SHARE CERTIFICATES

6. Every member upon becoming the holder of any shares, shall be entitled without payment to one certificate for all the shares of each class held by him (and upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first of such reasonable sum as the directors may determine. Every certificate shall be sealed with the seal and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount of the respective amounts paid up thereon. The company shall not be bound to issue more than one certificate for shares held jointly by several persons and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them.
7. If a share certificate is defaced, worn out, lost or destroyed it may be renewed on such terms (if any) as to evidence and indemnity and payment of the expenses reasonably incurred by the company in investigating evidence as the directors may determine but otherwise free of charge, and in the case of replacement or wearing out on delivery up of the old certificate.

LIEN

8. The company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) payable at a fixed time by or on behalf of the holder in respect of that share. 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 on a share shall extend to any amount payable in respect of it.
9. The company may sell in such manner as the directors determine any shares on which the company has a lien, a sum in respect of which the lien exists is presently payable and is not paid within fourteen clear days after notice has been given to the holder of the share or to the person entitled to it in consequence of the death or bankruptcy of the holder, demanding payment and stating that if the notice is not complied with the shares may be sold.
10. To give effect to a sale the directors may authorise some person to execute an instrument of transfer of the shares sold to or in accordance with the directions of a purchaser. The title of the transferee to the shares shall not be affected by any irregularity in or invalidity of the proceedings in reference to the sale.
11. The net proceeds of the sale after payment of the costs, shall be applied in payment of so much of the sum for which the lien exists as is presently payable and any residue shall upon surrender to the company for cancellation of the certificate for the shares sold and subject to a lien for any moneys not presently payable as existed upon the shares before the sale be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES AND FORFEITURE

12. Subject to the terms of allotment the directors may make calls upon the members in respect of any moneys unpaid on their shares (whether in respect of nominal value or premium) and each member shall (subject to receiving at least fourteen clear days' notice specifying when and where payment is to be made) pay to the company as required by the notice the amount called on his shares. A call may be required to be paid by instalments. A call may be required to be paid by the company of any sum due thereunder or to be revoked in whole or part and payment of a call may be postponed in whole or part. A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of

the shares in respect of which the call was made.

13. A call shall not be deemed to have been made at the time when the resolution of the directors authorising the call was passed.

14. The joint holders of a share shall be jointly and severally liable to calls made in respect thereof.

15. If a call remains unpaid after it has become due and payable the person to whom it is due and payable shall pay interest on the amount unpaid from the day it became due and payable until it is paid at the rate fixed by the directors (not exceeding the rate of five per cent. per annum) and the directors may, at their discretion, waive payment of the interest or any part thereof.

16. An amount payable in respect of a share on account of or at any time payable whether in respect of nominal value or premium or as an instalment of a call shall be deemed to be paid if and only if it is not paid the provisions of the articles shall apply as if that amount had become due and payable by virtue of a call.

17. Subject to the terms of allotment, the directors may make arrangements for the issue of shares for a difference between the holders in the amounts and times of payment of calls on their shares.

18. If a call remains unpaid after it has become due and payable the directors may give to the person from whom it is due not less than fourteen clear days' notice requiring payment of the amount unpaid together with any interest which it may have accrued. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with the shares in respect of which the call was made will be liable to be forfeited.

19. If the notice is not complied with any share in respect of which it was given may before the payment required by the notice has been made be forfeited by a resolution of the directors and the forfeiture shall include all dividends or other moneys payable in respect of the forfeited shares and not paid before the forfeiture.

20. Subject to the provisions of the Act, a forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors determine either to the person who was before the forfeiture the holder of it or any other person and at any time before sale, re-allotment or other disposition the forfeiture may be cancelled on such terms as the directors think fit. Where for the purposes of its disposal a forfeited share is to be transferred to any person the directors may authorise some person to execute an instrument of transfer of the share to that person.

21. A person any of whose shares have been forfeited that ceases to be a member in respect of them and shall surrender to the company for cancellation the certificate for the shares forfeited and shall remain liable to the company for all moneys which at the date of forfeiture were presently payable by him to the company in respect of those shares with interest at the rate at which interest was payable on those moneys before the forfeiture or if no interest was so payable at the appropriate rate as defined in the Act from the date of forfeiture until payment but the directors may waive payment wholly or in part or make payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal.

22. A statutory declaration by a director or the secretary that a share certificate forfeited on a specified date shall be conclusive evidence of the facts stated in it against all persons claiming to be entitled to the share and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share and the person to whom the share is disposed of shall not be bound to see to the application of the proceeds of it or any part thereof and his title to the share shall not be affected by any irregularity or invalidity of the proceedings in reference to the forfeiture or disposal of the share.

TRANSFER OF SHARES

23. The instrument of transfer of a share may be in any usual form and any other form which the directors may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid for, by or on behalf of the transferee.

24. The directors may refuse to register the transfer of a share which is not fully paid for to a person of whom they do not approve and they may refuse to register the transfer of a share on which the company has a lien. They may also refuse to register a transfer unless—

(a) it is lodged at the office or at such other place as the directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer;

(b) it is in respect of only one class of shares; and

(c) it is in favour of not more than four transferees.

25. If the directors refuse to register a transfer of a share more than six months after the date on which the transfer was lodged with the company and to the transferee notice of the refusal.

26. The registration of transfers of shares or of transfers of any class of shares may be suspended at such times and for such periods not exceeding thirty days in any year as the directors may determine.

27. No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting the title to any share.

28. The company shall be entitled to retain any instrument of transfer which is registered but any instrument of transfer which the directors refuse to register shall be returned to the person lodging it when notice of the refusal is given.

TRANSMISSION OF SHARES

29. If a member dies the survivor or survivors where he was a joint holder and his personal representatives where he was a sole holder of the share, or the surviving joint holders, shall be the only persons recognised by the company as having any title to his interest, but nothing herein contained shall release the estate of a deceased member from any liability in respect of any share which has been jointly held by him.

50. A person becoming entitled to a share in consequence of the death of a member or the bankruptcy of a member may, upon production of the evidence required by the directors, elect either to be registered as the holder of the share or to have some person nominated by him registered as the holder of the share. If he elects to become the holder of the share he shall give notice to the company in writing of his election to have the share registered in his name and shall produce to the company such evidence as the directors may require to prove his title to the share. If he elects to have some person nominated by him registered as the holder of the share he shall give notice to the company in writing of his election to have the share registered in the name of that person. All the articles relating to the transfer of shares shall apply to the notice of election of a member as if it were an instrument of transfer executed by the member and the death or bankruptcy of the member had not occurred.

51. A person becoming entitled to a share in consequence of the death of a member or the bankruptcy of a member shall be entitled to the same dividend as the holder of the share, except that he shall not be entitled to any dividend payable to the holder of the share at any meeting of the company or at any special meeting of the holders of any class of shares in the company.

ALTERATION OF SHARE CAPITAL

52. The company may by ordinary resolution—
(a) increase its share capital by new shares of such amount as the resolution prescribes;
(b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
(c) subject to the provisions of the Act, subdivide its shares of any class into shares of smaller amount and the resolution may determine that as between the shares resulting from the subdivision any of them may have any preference or advantage as compared with the others; and
(d) cancel shares which at the date of the passing of the resolution have not been taken up or agreed to be taken up by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

53. Whenever as a result of a consolidation of shares any members would become entitled to fractions of a share the directors may on behalf of those members sell the shares representing the fractions for the best price reasonably obtainable to any person, without being subject to the provisions of the Act (the company) and distribute the net proceeds of sale in due proportion among those members, and the directors may authorise some person to execute an instrument of transfer of the shares to or in accordance with the direction of the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall he be liable to the extent he is affected by any irregularity in or invalidity of the proceedings in reference to the sale.

54. Subject to the provisions of the Act the company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account in any way.

PURCHASE OF OWN SHARES

55. Subject to the provisions of the Act the company may purchase its own shares (including any redeemable shares) and if it is a private company make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the company or the proceeds of a fresh issue of shares.

GENERAL MEETINGS

56. All general meetings other than annual general meetings shall be called extraordinary general meetings.

57. The directors may call general meetings and on the requisition of members pursuant to the provisions of the Act shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition if there are not within the United Kingdom sufficient directors to call a general meeting any director or any member of the company may call a general meeting.

NOTICE OF GENERAL MEETINGS

58. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least three clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed—

(a) in the case of an annual general meeting by all the members entitled to attend and vote thereat; and
(b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than twenty-five per cent in nominal value of the shares giving that right.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and in the case of an annual general meeting shall specify the meeting as such.

Subject to the provisions of the articles and to any restrictions imposed on any shares the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors.

59. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

60. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted each being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum.

61. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine.

62. The chairman if any of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act the directors present shall elect one of their number to be chairman and if there is only one director present and willing to act, he shall be chairman.

63. If no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting the members present and entitled to vote shall choose one of their number to be chairman.

64. A director shall notwithstanding that he is not a member be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the company.

65. The chairman may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

66. A resolution put to the vote of a meeting shall be decided on a show of

hands unless otherwise directed by the declaration of the chairman or by the meeting or by the company in writing.

67. If the chairman or the meeting or the company in writing direct that a resolution shall be decided on a show of hands, the chairman or the meeting or the company in writing may direct that a resolution shall be decided on a show of hands or on a poll. If a resolution is decided on a show of hands, the chairman or the meeting or the company in writing may direct that a resolution shall be decided on a poll. If a resolution is decided on a poll, the chairman or the meeting or the company in writing may direct that a resolution shall be decided on a show of hands or on a poll.

68. A demand by a member for a poll shall be the same as a demand by the chairman.

69. Unless a poll is duly demanded, a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

70. The demand for a poll may be made before the poll is taken or afterwards, but any vote taken in the interim of the chairman and a demand for a poll shall not be taken into account in the result of a show of hands declared before the demand was made.

71. A poll shall be taken at the chairman directs and he may appoint scrutineers (who need not be members) and in a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting as at which the poll was demanded.

72. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

73. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs, not being more than sixty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn the meeting shall continue as if the demand had not been made.

74. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

75. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one of those members.

VOTES OF MEMBERS

76. Subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote and on a poll every member shall have one vote for every share of which he is the holder.

77. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and seniority shall be determined by the order in which the names of the holders stand in the register of members.

78. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

79. No member shall vote at any general meeting or at any separate meeting of the holders of any class of shares in the company either in person or by proxy in respect of any share held by him unless all moneys presently payable by him in respect of that share have been paid.

80. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

81. On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion.

82. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve:

I/We
member/members of the above-named company hereby appoint
being a
of
of
my/our proxy to vote at my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the company to be held on 19 and at any adjournment thereof
Signed on 19

Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve:

I/We
member/members of the above-named company hereby appoint
being a
of
of
as my/our proxy to vote at my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the company to be held on 19 and at any adjournment thereof
This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 for 'against'
Resolution No. 2 for 'against'
If a poll is taken I/we do not desire
Unless otherwise instructed the proxy may vote as he thinks fit or abstain from voting.

Signed on 19

The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notary or in some other way

approved by the directors may:

(a) be deposited at the office of or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy submitted by the company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or

(b) in the case of a poll taken more than 48 hours after it is demanded be deposited at the place at which the poll has been demanded and not less than 24 hours before the time fixed for the taking of the poll or

(c) where the poll is not taken for more than 48 hours after it is demanded be deposited at the place at which the poll was demanded to the satisfaction of the secretary or to any director and an instrument of proxy which is not deposited or delivered in a manner so permitting shall be invalid.

(d) A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous revocation or termination of the authority of the person giving or demanding a poll unless notice of the determination was received by the company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

NUMBER OF DIRECTORS

64. Unless otherwise determined by ordinary resolution the number of directors (other than alternate directors) shall not be subject to any maximum but shall be not less than two.

ALTERNATE DIRECTORS

65. Any director (other than an alternate director) may appoint any other director or any other person approved by resolution of the directors and willing to act to be an alternate director and may remove from office an alternate director so appointed by him.

66. An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member to attend and vote at any such meeting at which the director appointing him is not personally present and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the company for his services as an alternate director. But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.

67. An alternate director shall cease to be an alternate director if his appointor ceases to be a director but if a director retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he retires any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his reappointment.

68. Any appointment or removal of an alternate director shall be by notice to the company signed by the director making or revoking the appointment or in any other manner approved by the directors.

69. Save as otherwise provided in the articles an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

POWERS OF DIRECTORS

70. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution the business of the company shall be managed by the directors who may exercise all the powers of the company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or if that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

71. The directors may by power of attorney or otherwise appoint any person to be the agent of the company for such purposes and on such conditions as they determine including authority for the agent to delegate all or any of his powers.

DELEGATION OF DIRECTORS' POWERS

72. The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

APPOINTMENT AND RETIREMENT OF DIRECTORS

73. At the first annual general meeting of the directors shall retire from office and at every subsequent annual general meeting one-third of the directors who are subject to retirement by rotation (if their number is not three or a multiple of three the number nearest to one-third shall retire from office but if there is only one director who is subject to retirement by rotation he shall retire).

74. Subject to the provisions of the Act the directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment but as between persons who became or were last reappointed directors on the same day those 10 or more shall unless they otherwise agree among themselves be determined by lot.

75. If the company at the meeting at which a director retires by rotation does not fill the vacancy the retiring director shall if willing to act be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.

76. No person other than a director retiring by rotation shall be appointed or reappointed a director at any general meeting unless:

(a) he is recommended by the directors or

(b) not less than fourteen nor more than thirty five clear days before the date appointed for the meeting notice executed by a member qualified to vote at the meeting has been given to the company of the intention to propose that person for appointment or reappointment stating the particulars which would if he were so appointed or reappointed be required to be included in the company's register of directors together with notice executed by that person of his willingness to be appointed or reappointed.

77. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been given to the company of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give the particulars of all persons which would if he were so appointed or reappointed be required to be included in the company's register of directors.

78. Subject as aforesaid the company may in ordinary resolution appoint a person who is willing to act to be a person named to act a vacancy or as an additional director and may from time to time the position in which the appointed directors are to retire.

79. The directors may appoint a person who is willing to act to be a director named to act a vacancy or as an additional director provided that the appointment does not cause the number of directors to exceed the number fixed by or in accordance with the articles. In the case of a vacancy the directors may appoint a person to be a director to fill the vacancy until the next following annual general meeting and shall not be taken into account in determining the directors who are to retire by rotation at the meeting. If not reappointed at such annual general meeting the director shall vacate office at the conclusion thereof.

80. Subject as aforesaid a director who retires at an annual general meeting may if willing to act be reappointed. If he is not reappointed he shall vacate office and the meeting appoints someone in his place or a deputy not so to until the end of the meeting.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

81. The office of a director shall be vacated if:

(a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director or

(b) he becomes bankrupt or makes any arrangement or composition with his creditors generally or

(c) he is or may be suffering from mental disorder and either:

(i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or in pursuance of an application for admission under the Mental Health (Scotland) Act 1960 or

(ii) an order is made by a court having jurisdiction in relation to the United Kingdom or elsewhere in matters relating to mental disorder for his detention or for the appointment of a receiver (curator bonis) or other person to exercise powers with respect to his property or affairs or

(d) he resigns his office by notice to the company or

(e) he has for more than six consecutive months been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated.

REMUNERATION OF DIRECTORS

82. The directors shall be entitled to such remuneration as the company may by ordinary resolution determine and unless the resolution otherwise provides the remuneration shall be deemed to accrue from day to day.

DIRECTORS' EXPENSES

83. The directors may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or at general meetings or separate meetings of the holders of any class of shares or of debentures of the company or otherwise in connection with the discharge of their duties.

DIRECTORS' APPOINTMENTS AND INTERESTS

84. Subject to the provisions of the Act the directors may appoint one or more of their number to the office of managing director or to any other executive office under the company and may enter into an agreement or arrangement with any director for his employment by the company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim for damages for breach of the contract of service between the director and the company. A managing director and a director holding any other executive office shall not be subject to retirement by rotation.

85. Subject to the provisions of the Act and provided that he has disclosed to the directors the nature and extent of any material interest of his a director notwithstanding his office:

(a) may be a party to or otherwise interested in any transaction or arrangement with the company or in which the company is otherwise interested and

(b) may be a director or other officer of a company or a party to any transaction or arrangement with or otherwise interested in any body corporate controlled by the company or in which the company is otherwise interested and

(c) shall not by reason of his office be accountable to the company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

86. For the purposes of regulation 85:

(a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified and

(b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

DIRECTORS' GRATUITIES AND PENSIONS

87. The directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise for any director who has held but no longer holds any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or a predecessor in business of the company or of any such subsidiary and for any member of his family (including a spouse and a former spouse of any person who is or was dependent on him) and may do so before or after he ceases to hold such office or employment and may do so in any fund and pay premiums for the purchase or provision of any such benefit.

PROCEEDINGS OF DIRECTORS

88. Subject to the provisions of the articles the directors may regulate the proceedings as they think fit. A director may and the secretary at the request of a director shall call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second casting vote. A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.

89. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two. A person who holds office only as an alternate director shall if his appointor is not present be counted in the quorum.

90. The continuing directors or if some continuing director may act notwithstanding any vacancies in their number but if the number of directors is less than the number fixed as the quorum the continuing directors or director

may at any time be the subject of having vacancies or of calling a general meeting.

91. The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is willing to go so, the director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office at a meeting, the director holding it is willing to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be the chairman of the meeting.

92. At any time by a majority of directors or of a committee of directors or by a person acting as a director shall notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

93. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effective as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the same form each signed by one or more directors but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.

94. Save as otherwise provided by the articles a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company unless his interest or duty arises only because the case falls within one or more of the following paragraphs:-

(a) the resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent to or an obligation incurred by him for the benefit of the company or any of its subsidiaries;

(b) the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the company or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;

(c) his interest arises by virtue of his subscribing or agreeing to subscribe for any shares, debentures or other securities of the company or any of its subsidiaries or by virtue of his being or intending to become a participant in the underwriting or sub-underwriting of an offer of any such shares, debentures or other securities by the company or any of its subsidiaries for subscription, purchase or exchange;

(d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this regulation, an interest of a person who is, for any purpose of the Act, treating any statutory modification thereof not in force when this regulation becomes binding on the company, connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

95. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

96. The company may by ordinary resolution suspend or relax to any extent either generally or in respect of any particular matter any provision of the articles prohibiting a director from voting at a meeting of directors or of a committee of directors.

97. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the company or any body corporate in which the company is interested the proposals may be divided and considered in relation to each director separately and provided he is not for another reason precluded from voting each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

98. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

SECRETARY

99. Subject to the provisions of the Act, 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.

MINUTES

100. The directors shall cause minutes to be made in books kept for the purpose:-

(a) of all appointments of officers made by the directors; and

(b) of all proceedings at meetings of the company of the holders of any class of shares in the company and of the directors and of committees of directors including the names of the directors present at each such meeting.

THE SEAL

101. The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

DIVIDENDS

102. Subject to the provisions of the Act, the company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the directors.

103. Subject to the provisions of the Act, the directors may pay interim dividends if it appears to them that they are justified by the profits of the company available for distribution. If the share capital is divided into different classes, the directors may pay interim dividends on shares which confer deferred or non-preferred rights with regard to dividends as well as on shares which confer preferred rights with regard to dividends, but no interim dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferred dividend is in arrear. The directors may also pay at intervals settled by them any dividend payable at a fixed rate. It appears to them that the profits available for distribution justify the payment. Provided the directors act in good faith they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on any shares having deferred or non-preferred rights.

104. Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid. All dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a

particular date, that share shall rank for dividend accordingly.

105. A general meeting declaring a dividend may, upon the recommendation of the directors, direct that it shall be paid by cheque or by the distribution of assets and where any cheque is issued in respect of the distribution, the directors may settle the sum and at particular may issue fractional certificates; and as to the value for distribution of any assets and may determine what cash shall be paid to any member upon the apportionment of the value so fixed in order to adjust the rights of members and may treat any assets in trustees.

106. Any dividend or other moneys payable in respect of a share may be paid by cheque sent by post to the registered address of the person entitled to it or by more persons are the holders of the share or are jointly entitled to it by reason of the death or bankruptcy of the holder to the registered address of that one of those persons who is first named in the register of members or to such person and to such address as the person or persons entitled may in writing direct. Every cheque shall be made payable to the order of the person or persons entitled or to such other person as the person or persons entitled may in writing direct and payment of the cheque shall be a good discharge to the company. Any joint holder or other person jointly entitled to a share as aforesaid may give receipts for any dividend or other moneys payable in respect of the share.

107. No dividend or other moneys payable in respect of a share shall bear interest against the company unless otherwise provided by the rights attached to the share.

108. Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall if the directors so resolve be forfeited and cease to remain owing by the company.

ACCOUNTS

109. No member shall have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the directors or by ordinary resolution of the company.

CAPITALISATION OF PROFITS

110. The directors may with the authority of an ordinary resolution of the company:-

(a) subject as hereinafter provided, resolve to capitalise any undivided profits of the company not required for paying any preferential dividend (whether or not they are available for distribution) or any sum standing to the credit of the company's share premium account or capital redemption reserve;

(b) appropriate the sum resolved to be capitalised to the members who would have been entitled to it if it were distributed by way of dividend and in the same proportions and apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full unissued shares or debentures of the company of a nominal amount equal to that sum and allot the shares or debentures allotted as fully paid to those members or as they may direct in those proportions or partly in one way and partly in the other, but the share premium account, the capital redemption reserve and any profits which are not available for distribution may for the purposes of this regulation only be applied in paying up unissued shares to be allotted to members credited as fully paid.

111. Make such provision by the issue of fractional certificates or by payment in cash or otherwise as they determine in the case of shares or debentures becoming distributable under the regulations of fractions; and

(c) authorise any person to enter on behalf of all the members concerned into an agreement with the company providing for the allotment to them respectively of shares as fully paid of any shares or debentures to which they are entitled upon such capitalisation, any agreement made under such authority being binding on all such members.

NOTICES

111. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.

112. The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

113. A member present either in person or by proxy at any meeting of the company or of the holders of any class of shares in the company shall be deemed to have received notice of the meeting and where requisite of the purposes for which it was called.

114. Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register of members, has been duly given to a person from whom he derives his title.

115. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

116. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending or delivering it in any manner authorised by the articles for the giving of notice to a member addressed to them by name or by the title of representatives of the deceased or trustee of the bankrupt by any the description at the address, if any, within the United Kingdom supplied for that purpose by the persons claiming to be so entitled. Until such an address has been supplied, a notice may be given in any manner in which it might have been given if the death or bankruptcy had not occurred.

WINDING UP

117. If the company is wound up, the liquidator may, with the sanction of an extraordinary resolution of the company and any other sanction required by the Act, divide among the members in specie the whole or any part of the assets of the company and may for that purpose value any assets and determine how the division shall be carried out as between the members of different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he with the like sanction determines, but no member shall be compelled to accept any assets upon which there is a liability.

INDEMNITY

118. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or 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.

The Companies Act 1985 (as amended)

COMPANY LIMITED BY SHARES

Elective Resolutions

of

ROTHMANS INTERNATIONAL SERVICES LIMITED

Passed on 25th March 1994

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened and held at Oxford Road, Aylesbury, Bucks HP21 8SZ on 25th March 1994, the following resolutions were duly passed as ELECTIVE RESOLUTIONS:-

- (A) THAT, in accordance with Sections 366A and 379A of the Companies Act 1985 (as amended), the Company hereby elects to dispense with the holding of annual general meetings for the year 1994 and subsequent years.
- (B) THAT, in accordance with Sections 379A and 252 of the Companies Act 1985 (as amended), the Company hereby elects in respect of the period ending 31 March 1994 and subsequent financial years to dispense with the obligation in Section 241 of the Act to lay accounts and reports before the Company in general meeting.
- (C) THAT, in accordance with Sections 379A and 386 of the Companies Act 1985 (as amended), the Company hereby elects in respect of the period ending 31 March 1994 and subsequent financial years to dispense with the obligation under Section 384 of the Act to appoint auditors annually.
- (D) THAT, in accordance with Sections 80A and 379A of the Companies Act 1985 (as amended), ("the Act"), the Company hereby elects that the provisions of the said Section 80A shall apply, instead of the provisions of Sections 80(4) and 80(5) of the Act, in relation to the giving or renewal, after this election, of an authority under the said Section 80.
- (E) THAT, in accordance with Sections 379A, 369(4) and 378(3) of the Companies Act 1985 (as amended), the Company hereby elects that the provisions of the said Sections 369(4) and 378(3) shall have effect in relation to the Company as if for the references to 95 per cent there were substituted references to 90 per cent


Director/Secretary