

G

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

Please do not  
write in  
this margin

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

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

To the Registrar of Companies

For official use

For official use

[ ] [ ] [ ] [ ]

02204051

Name of company

\* HACKREMCO (No. 387) LIMITED

Insert full  
name of Company

I, DENNIS ALAN CHATTERWAY

of Barrington House, 59-67 Gresham Street, London, EC2V 7JA

Delete as  
appropriate

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company~~  
[person named as ~~director~~ 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 Barrington House,  
59-67 Gresham Street,  
London, EC2V 7JA

Declarant to sign below

the 25<sup>th</sup> day of November

One thousand nine hundred and eighty-seven

before me 

D.A. Chatterway

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

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

LINKLATERS & PAINES, (DHC)  
BARRINGTON HOUSE,  
59-67 GRESHAM STREET,  
LONDON. EC2V 7JA

For official Use

New Companies Section

Post room

**G**

COMPANIES FORM No. 10

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

**10**

Please do not  
write in  
this margin

Pursuant to section 10 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Name of company

\* HACKREMCO (No.387) LIMITED

\* insert full name  
of company

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

Barrington House,  
59-67 Gresham Street,  
London.

Postcode EC2V 7JA

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

Linklaters & Paines,  
Barrington House,  
59-67 Gresham Street,  
London.

Postcode EC2V 7JA

Number of continuation sheets attached (see note 1)

N11

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

LINKLATERS & PAINES, (DHC)  
BARRINGTON HOUSE,  
59-67 GRESHAM STREET,  
LONDON. EC2V 7JA

For official Use  
General Section

Particulars

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) HACKWOOD SERVICE COMPANY		Business occupation Unlimited Company	
Previous name(s) (note 3) -		Nationality -	
Address (note 4) Barrington House, 59-67 Gresham Street, London.		Date of birth (where applicable) (note 6) -	
Postcode EC2V 7JA			
Other directorships † None other than in dormant companies being companies within the meaning of Section 252(2) of the Companies Act 1985.			
I consent to act as director of the company named on page 1 For and on behalf of Signature Hackwood Service Company			
		Date 25-11-1987.	

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

Name (note 3)		Business occupation	
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			
Signature		Date	

Name (note 3)		Business occupation	
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			
Signature		Date	

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

complete,  
preferably  
a type, or  
block lettering

the following  
the members

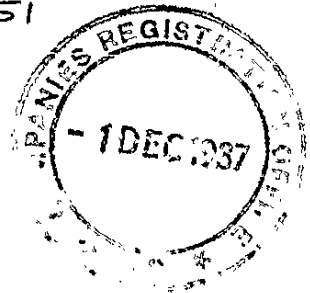
1. பெரிய கிணறு - 1  
 2. பெரிய கிணறு - 1  
 3. பெரிய கிணறு - 1

a subscribers  
sign either  
manually or by a  
computer terminal  
to send a message  
to the

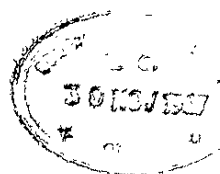
THE COMPANIES ACT 1985

02204051  
C O M P A N Y L I M I T E D B Y S H A R E S

MEMORANDUM OF ASSOCIATION  
OF  
HACKREMCO (NO.3&7) LIMITED



1. The Company's name is "HACKREMCO (NO.3&7) LIMITED".
2. The Company's registered office is to be situate in England and Wales.
3. The Company's objects are:-
  - (A) To carry on all or any of the businesses of manufacturers, importers, exporters, wholesalers, retailers, buyers, sellers, distributors and shippers of, and dealers in any products, goods, wares, merchandise and produce of any kind, general merchants and traders, cash, discount, mail order and credit traders, manufacturers' agents and representatives, insurance consultants and brokers, estate agents, mortgage brokers, financial agents, consultants, managers and administrators, hire purchase and general financiers; to participate in, undertake, perform and carry on all types of commercial, industrial, trading and financial operations and enterprises and all kinds of agency business; to carry on all or any of the businesses of marketing, business and management consultants, advertising agents, printers and publishers; railway, shipping and forwarding agents, storekeepers, warehousemen, haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor or other vehicles, craft, plant, machinery, tools and equipment of all kinds.
  - (B) To carry on any other business or activity of any nature whatsoever which may seem to the Directors to be capable of being conveniently or advantageously carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view directly or indirectly to enhancing the value of or to rendering profitable or more profitable any of the Company's assets or utilising its skills, know-how or expertise.



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

(D) 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.

(E) 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 carry on all kinds of research work.

(F) To build, construct, alter, remove, replace, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works, plants, factories, wharves, jetties, roads, 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 or carry out any part of any such operation.

(G) To amalgamate or enter into partnership or any joint venture or profit/loss-sharing arrangement or other association with any company, firm, person or body.

(H) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm, person or body carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.

(I) To promote, or join in the promotion of, any company, whether or not having objects similar to those of the Company.

(J) 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.

(K) 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.

(L) 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 or 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.

(M) 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.

(N) 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.

(O) To procure the registration, recognition or incorporation of the Company in or under the laws of any territory outside England.

(P) 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.

(Q) 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.

(R) To establish and maintain or contribute to any scheme for the acquisition by trustees of shares in the Company or its holding company to be held by or for the benefit of employees (including any director holding a salaried employment or office) of the Company or (so far as for the time being permitted by law) any of the Company's subsidiaries and to lend money (so far as aforesaid) to any such employees to enable them to acquire shares of the Company or its holding company and to formulate and carry into effect any scheme for sharing profits with any such employees.

(S) 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.

(T) 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.

(U) To do all such other things as may be considered to be incidental or conducive to any of the above objects.

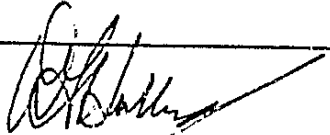

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

4. The liability of the members is limited.

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




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
1.  Barrington House, 59-67 Gresham Street, London EC2V 7JA.  Secretary	One
2.  Barrington House, 59-67 Gresham Street, London EC2V 7JA.  Secretary	One
Total Shares taken:	Two

DATED 25th November, 1987

WITNESS to the above Signatures:-

  
Barrington House,  
59-67 Gresham Street,  
London EC2V 7JA.

Secretary

THE COMPANIES ACT 1985

---

COMPANY LIMITED BY SHARES

---

ARTICLES OF ASSOCIATION

OF

HACKREMCO (NO. 387) LIMITED

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PRELIMINARY

1. The regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (as amended) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or Articles of Association. References herein to regulations are to regulations in the said Table A unless otherwise stated.

SHARE CAPITAL

2. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

3. (A) Subject to Section 80 of the Companies Act 1985, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper and Section 89(1) of the Companies Act 1985 shall not apply.

(B) (i) Pursuant to and in accordance with Section 80 of the Companies Act 1985 the Directors shall be generally authorised to exercise for each prescribed period all the powers of the Company to allot relevant securities, provided that such authority shall be limited to the allotment during such period of relevant securities up to an aggregate nominal amount equal to the prescribed amount.

(ii) During each prescribed period the Company and its Directors may make offers or agreements which would or might require relevant securities to be allotted after the expiry of such period, provided that such allotments would not infringe the restrictions set out in the proviso to sub-paragraph (i) above if made during such period (disregarding for such purpose any increase

in the nominal amount of the securities to be allotted which might arise under the terms of any such offer or agreement from events occurring or circumstances arising after the date thereof).

(iii) The expression "relevant securities" herein has the meaning attributed to it in Section 80(2) of the Companies Act 1985; the expression "the prescribed period" herein means in the first instance the period expiring five years after the date of incorporation of the Company and shall include any further period (not exceeding five years from the date of the Resolution hereinafter referred to) for which the authority conferred by subparagraph (i) above is renewed or extended by Ordinary Resolution of the Company stating the prescribed amount for such period; and the expression "the prescribed amount" herein shall in the first instance be £100 being the amount of the original share capital of the Company and for any further prescribed period shall be that stated in the relevant Ordinary Resolution.

#### PROCEEDINGS AT GENERAL MEETINGS

4. In the case of a corporation a resolution in writing may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 53 shall be extended accordingly.

5. An instrument appointing a proxy (and, where it is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) at least one hour before the time appointed 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 it is to be used or 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. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. Regulation 62 shall not apply.

#### NUMBER OF DIRECTORS

6. Subject as hereinafter provided the Directors shall not be less than one in number. Regulation 64 shall be modified accordingly.

#### DELEGATION OF DIRECTORS' POWERS

7. The Directors may authorise the co-option to a 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. Regulation 72 shall be modified accordingly.

#### APPOINTMENT AND RETIREMENT OF DIRECTORS

8. The Directors shall not be subject to retirement by rotation and references thereto in regulations 73 to 80 shall be disregarded.

#### DISQUALIFICATION AND REMOVAL OF DIRECTORS

9. The office of a Director shall be vacated in any of the events specified in regulation 81 and also if he shall in writing offer to resign and the Directors shall resolve to accept such offer or if he shall have served upon him a notice in writing signed by all his co-Directors (being at least two in number) removing him from office as Director, but so that in the case of a Managing Director 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.

#### REMUNERATION OF DIRECTORS

10. 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. Regulation 82 shall be extended accordingly.

#### PROCEEDINGS OF DIRECTORS

11. On any matter in which a Director is in any way interested he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence thereof. Regulations 94 to 98 shall not apply.

#### INDEMNITY

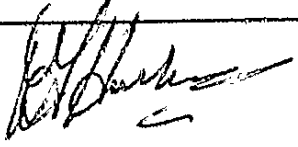
12. Subject to the provisions of and so far as may be permitted by law, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including 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. Regulation 118 shall not apply.

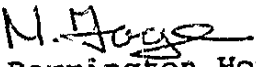
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NAMES AND ADDRESSES OF SUBSCRIBERS

---

  
Barrington House,  
59-67 Gresham Street,  
London EC2V 7JA.

Secretary


  
Barrington House,  
59-67 Gresham Street,  
London EC2V 7JA.

Secretary

---

DATED 25th November, 1987.

WITNESS to the above Signatures:-

  
Barrington House,  
59-67 Gresham Street,  
London EC2V 7JA.

Secretary

FILE COPY



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

No. 2204051

I hereby certify that

**HACKREMCO (NO.387) 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 9 DECEMBER 1987

*J. A. Joseph.*

an authorised officer

2204051

THE COMPANIES ACT 1985

---

Company Limited by Shares

---

Special Resolution

of

HACKREMCO (No.387) LIMITED

(passed 18th February 1988)

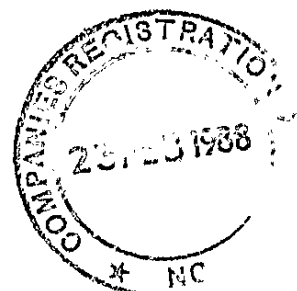
At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly held on the 18th day of February 1988 the following Resolution was passed as a Special Resolution:-

RESOLUTION

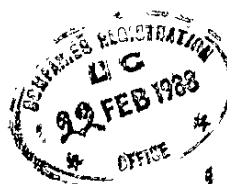
THAT the name of the Company be changed to:-

"ROOD NOMINEES LIMITED"

.....  
D. A. Chatterway  
Secretary



LINKLATERS & PAINES (DHC)  
Barrington House,  
59-67 Gresham Street,  
London. EC2V 7JA



LL-140-  
027664



FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2204051

I hereby certify that

HACKREMCO (NO.387) LIMITED

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

ROOD NOMINEES LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 3 MARCH 1988

A handwritten signature in dark ink, appearing to read 'F. A. Jones'.

F. A. Jones

an authorised officer

No.2204051

THE COMPANIES ACT 1985

---

Company Limited by Shares

---

Special Resolution  
of

---

HACKREMCO (NO.387) LIMITED

---

(Passed 18th February 1988)

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At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly held on 18th February 1988 the following Resolution was passed as a SPECIAL RESOLUTION:-

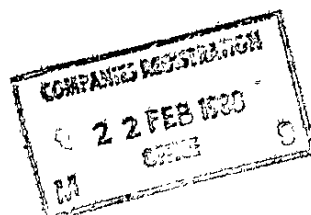
RESOLUTION

(i) THAT the Memorandum of Association of the Company be amended by the deletion of Clause 3 thereof and the substitution therefor of a new Clause 3 in the form produced to the Meeting and signed for the purposes of identification by the Chairman thereof; and

(ii) THAT new Articles of Association of the Company be adopted in the form produced to the meeting and signed by the Chairman for the purpose of identification in substitution for and to the exclusion of the existing Articles of Association of the Company.

.....*D. A. Chatterway*.....  
D. A. Chatterway  
Secretary

LINKLATERS & PAINES, (DHC)  
Barrington House,  
59-67 Gresham Street,  
London.  
EC2V 7JA



No. 2204051

THE COMPANIES ACT 1985

---

COMPANY LIMITED BY SHARES

---

---

New

**Memorandum**

AND

**Articles of Association**

(adopted by Special Resolution passed on 18th February, 1988)

OF

ROOD NOMINEES LIMITED

---

INCORPORATED 9th DECEMBER, 1988

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LINKLATERS & PAINES, (SHE)  
Barrington House,  
59-67, Gresham Street,  
LONDON, EC2V 7JA.

2204051  
2204051  
2204051



# **CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY**

No. 2204051

I hereby certify that

**HACKREMCO (NO.387) 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 9 DECEMBER 1987

*F. A. Joseph.*

**F. A. JOSEPH**

an authorised officer

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF  
\*ROOD NOMINEES LIMITED

---

1. The Company's name is "ROOD NOMINEES LIMITED".
2. The Company's Registered Office is to be situate in England and Wales.
3. The Objects of the Company are:-  
\*\* (1) (A) To act as Nominee or Agent or Attorney, either solely or jointly with others, for any person or persons, Company, Corporation, State, Colony, Province, Dominion, Sovereign, or for any other Municipal or other authority or Public Body.

(B) To acquire and hold either for itself or as agent, nominee or trustee of any person or persons, Company, Corporation, Government, State, Colony, Province, Dominion, Sovereign, lic or authority, and generally to sell, exchange or otherwise dispose of, manage, develop, deal with, and turn to account real and personal property of all kinds whatsoever and any interest therein, and in particular shares, stocks, debentures, securities, policies, book debts, claims, and choses in action, lands, buildings, business concerns and undertakings, mortgages, charges, annuities, patents, licences and any claims against such real and personal property, or against any person or company.

(C) To open and operate such banking accounts as may be considered necessary or convenient.

(2) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any of the above-specified objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

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\* The name of the Company was changed from Hackremco (No. 387) Limited to the above pursuant to a Special Resolution dated 18th February, 1988.

\*\* Objects Clause 3(1) was amended by Special Resolution dated 18th February, 1988.

(3) To do all such other things as are incidental or conducive to the attainment of the above mentioned objects.

And it is hereby declared that the objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

4. The liability of the Members is limited.
5. The authorised share capital of the Company is £100 divided into 100 Shares of £1 each.

Duplicate

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
1. D.F. Holloway Barrington House, 59-67 Gresham Street, London, EC2V 7JA.  Secretary	one
2. M. Fage, Barrington House, 59-67 Gresham Street, London, EC2V 7JA.  Secretary	one
Total shares taken:	two

DATED 25th November, 1987

WITNESS to the above signatures:-

K.P. Grant,  
Barrington House,  
59-67 Gresham Street,  
London,  
EC2V 7JA.

Secretary

THE COMPANIES ACT 1985

---

C O M P A N Y   L I M I T E D   B Y   S H A R E S

---

NEW ARTICLES OF ASSOCIATION

(adopted pursuant to Special Resolution passed on  
18th February, 1988)

ROOD NOMINEES LIMITED

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PRELIMINARY

1. The regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (as amended so as to affect companies first registered on the date of the adoption of these Articles) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or Articles of Association. References herein to regulations are to regulations in the said Table A unless otherwise stated.

SHARE CAPITAL

2. The share capital of the Company at the date of the adoption of these Articles is £100 divided into 100 Ordinary Shares of £1 each.

3. Subject to Section 80 of the Companies Act 1985, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper and Section 89(1) of the Companies Act 1985 shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

4. In the case of a corporation a resolution in writing may be signed on its behalf by a Director or the Secretary thereof by its duly appointed attorney or duly authorised representative. Regulation 53 shall be extended accordingly.

5. An instrument appointing a proxy (and, where it is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) before the time appointed 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 it is to be used or 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. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. Regulation 62 shall not apply.



#### NUMBER OF DIRECTORS

6. The Directors shall not be less than two in number. Regulation 64 shall be modified accordingly.

#### DELEGATION OF DIRECTORS' POWERS

7. In addition to the powers to delegate contained in Regulation 71, the Directors may delegate any of their powers to any committee consisting of one or more Directors and one or more co-opted persons. The Directors may authorise the co-option to such a 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. Regulation 72 shall be modified accordingly.

#### APPOINTMENT AND RETIREMENT OF DIRECTORS

8. The Directors shall not be subject to retirement by rotation and references thereto in Regulations 73 to 80 shall be disregarded.

#### DISQUALIFICATION AND REMOVAL OF DIRECTORS

9. The office of a Director shall be vacated in any of the events specified in Regulation 81 and also if he shall in writing offer to resign and the Directors shall resolve to accept such offer or if he shall have served upon him a notice in writing signed by all his co-Directors (being at least two in number) removing him from office as Director, but so that in the case of a Managing Director 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.

#### REMUNERATION OF DIRECTORS

10. 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. Regulation 82 shall be extended accordingly.

#### PROCEEDINGS OF DIRECTORS

11. On any matter in which a Director is in any way interested he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence thereof. Regulations 94 to 98 shall not apply.

#### INDEMNITY

12. Subject to the provisions of and so far as may be permitted by law, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including 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. Regulation 118 shall not apply.

#### OVERRIDING PROVISIONS

13. Whenever Kleinwort Benson Limited (hereinafter called "the Parent Company"), or any subsidiary of the Parent Company, shall be the holder of not less than 90 per cent. of the issued Ordinary Shares the following provisions shall apply and to the extent of any inconsistency shall have 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 effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice of such security or the effecting of such transaction was in excess of the powers of the Directors.

#### SEAL

14. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a Committee of the Directors authorised by the Directors in that behalf or a Committee of personnel authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed and countersigned by two directors, a Director and Secretary or a Director and authorised signatory.

For the purpose of this paragraph "authorised signatory" shall mean any such person who is from time to time authorised by a Resolution of the Board of Directors to so sign.

Regulation 101 of Table A, shall not apply to the Company.

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NAMES AND ADDRESSES OF SUBSCRIBERS

---

D.F. Holloway,  
Barrington House,  
59-67 Gresham Street,  
London,  
EC2V 7JA.

Secretary

M. Fage,  
Barrington House,  
59-67 Gresham Street,  
London,  
EC2V 7JA.

Secretary

---

DATED 25th November, 1987  
WITNESS to the above signatures:-

K.P. Grant,  
Barrington House,  
59-67 Gresham Street,  
London,  
EC2V 7JA.

Secretary.

# Notice of accounting reference date

(to be delivered within 6 months of incorporation)

224

Pursuant to section 224 of the Companies Act 1985

Please do not  
write in  
this margin

To the Registrar of Companies

For official use

Company number

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22000000
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Please complete  
legibly, preferably  
in black type, or  
bold block lettering

Name of company

\* ROOD NOMINEES LIMITED

\* insert full name  
of company

gives notice that the date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

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

Day Month

3	1	1	2
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5 April  
Day Month

0	5	0	4
---	---	---	---

30 June  
Day Month

3	0	0	6
---	---	---	---

31 December  
Day Month

3	1	1	2
---	---	---	---

† Delete as  
appropriate

Signed

J Bigg

[Director][Secretary]† Date 27-4-88

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

TSB SECRETARIAT  
KLEINWORT BENSON  
LIMITED  
20 FENCHURCH STREET  
E.C.2 0 0 0

For official Use  
General Section

Post room

CLERK OF THE COURT	
29 APR 1988	15
M	ONE

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTION  
OF  
ROOD NOMINEES LIMITED

PASSED ON 22ND JULY 1991

At an Annual General Meeting of the Company duly convened and held on 22nd July 1991 the following resolution was passed as an ELECTIVE RESOLUTION in accordance with Section 379(A) of the Companies Act 1985:-

THAT the company hereby elects-

- a) pursuant to Section 252 Companies Act 1985 (as inserted by Section 16 Companies Act 1989) to dispense with the laying of accounts and reports before the company in general meeting;
- b) pursuant to Section 366A Companies Act 1985 (as inserted by Section 115(2) Companies Act 1989) to dispense with the holding of annual general meetings;
- c) pursuant to Section 386 Companies Act 1985 (as inserted by Section 119 Companies Act 1989) to dispense with the annual appointment of auditors;
- d) pursuant to Sections 369(4) and 378(3) of Companies Act 1985, that the provisions of these Sections shall have effect in relation to the company as if for the reference to 95 per cent in the those provisions there were substituted reference to 90 per cent.

KRA/DEF/KAT.333.2

