

**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 1983

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

To the Registrar of Companies

For official use

For official use

Name of company

\* CARRERAS INVESTMENTS LIMITED

\* Insert full  
name of Company

I, ELIZABETH BAYLISS

of LINKLATERS &amp; PAINES

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 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 Linklaters &amp; Paines

aforesaid

Declarant to sign below

Elizabeth Bayliss

the eighth day of December

One thousand nine hundred and eighty-seven

before me M.E. SHANNON

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, (GCJL)  
Barrington House  
59-67 Gresham Street  
London  
EC2V 7JA

For official Use

New Companies Section

Post room

# G

COMPANIES FORM No. 10

# 10

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

Please do not  
write in  
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

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

\* insert full name  
of company

Name of company

\* CARRERAS INVESTMENTS LIMITED

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

c/o ROTHMANS INTERNATIONAL plc

15 HILL STREET

LONDON

Postcode W1X 7FB

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 (GCJL)

BARRINGTON HOUSE

59-67 GRESHAM STREET

LONDON

Postcode EC2V 7JA

Number of continuation sheets attached (see note 1)

0

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

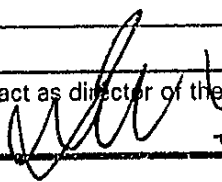
Linklaters & Paines, (GCJL)  
Barrington House,  
59-67 Gresham Street,  
London.  
EC2V 7JA

For official Use  
General Section

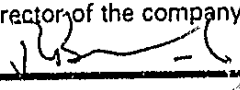
Post room

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

Please do not write in this margin

Name (note 3) JOHN WILLIAM ALLEN		Business occupation GENERAL MANAGER CARRERAS PENSION FUND	
Previous name(s) (note 3)		Nationality BRITISH	
Address (note 4) 188 OAKFIELD ROAD BENFLEET, ESSEX		Date of birth (where applicable) (note 6) 13.03.40	
Postcode SS7 1DU			
Other directorships † CARRERAS SUPERANNUATION TRUSTEE LIM' ED			
ARCADIA TRUSTEE LIMITED			
I consent to act as director of the company named on page 1			
Signature 		Date December 4th 1987	

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

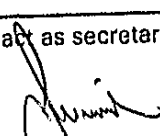
Name (note 3) EDWIN LINTON BROOKS		Business occupation FINANCIAL CONTROLLER	
Previous name(s) (note 3)		Nationality BRITISH	
Address (note 4) EL ALMENDRO, GOODACRE LANE LACEY GREEN, NR PRINCES RISBOROUGH, AYLESBURY, BUCKS		Date of birth (where applicable) (note 6) 19.04.40	
Postcode HP17 0QH			
Other directorships † ROTHMANS INTERNATIONAL TOBACCO (UK) LIMITED			
BELAIRE FACTORING LIMITED			
BELAIRE INSURANCE COMPANY LIMITED			
CARRERAS GROUP LIMITED - JAMAICA			
I consent to act as director of the company named on page 1			
Signature 		Date December 4th 1987	

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	

Please do not  
write in  
this margin

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

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

Name (notes 3 & 7)		JOHN PATRICK LENIHAN	
Previous name(s) (note 3)			
Address (notes 4 & 7)		23 DAFFODIL AVENUE	
		PILGRIMS HATCH,	
BRENTWOOD, ESSEX		Postcode	CM15 9QH
I consent to act as secretary of the company named on page 1			
Signature 		Date 7th December 1987	

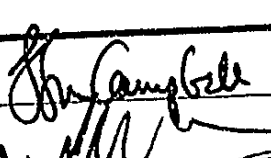
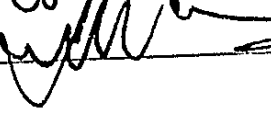
Name (notes 3 & 7)			
Previous name(s) (note 3)			
Address (notes 4 & 7)			
		Postcode	
I consent to act as secretary of the company named on page 1			
Signature		Date	

delete if the form is  
signed by the subscribers

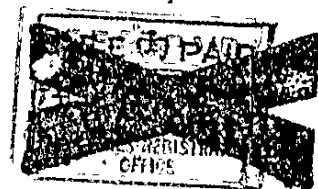
Signature of agent on behalf of subscribers		Date
---	--	------

delete if the form is  
signed by an agent on  
behalf of the subscribers

All the subscribers  
must sign either  
personally or by a  
person or persons  
authorised to sign  
for them.

Signed 	Date 07 December 1987
Signed 	Date 7 December 1987
Signed	Date
Signed	Date
Signed	Date
Signed	Date

2207091/AES.



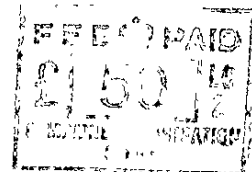
THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

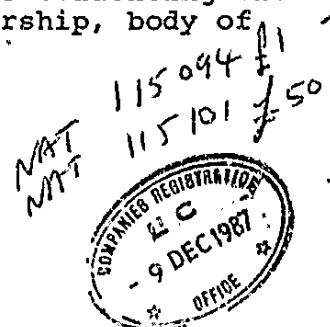
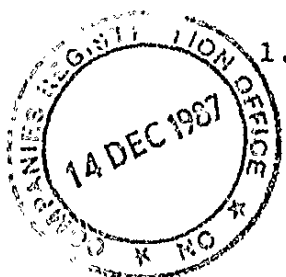
OF

CARRERAS INVESTMENTS LIMITED



+ f1 C1D

1. The Company's name is "CARRERAS INVESTMENTS LIMITED".
2. The Company's registered office is to be situate in England and Wales.
3. The Company's objects are:-
  - (A) To manage, establish, promote, advise, regulate and carry on either alone or in conjunction with others, investment unit or other trusts or pools of or funds concerning any property whether real or personal, right of interest therein or any shares, stocks, debentures, debenture stocks, mortgages, bonds, loans, obligations and securities of any kind issued or guaranteed by any company, corporation or undertaking of whatever nature and wheresoever constituted, or carrying on business, and shares, stocks, debentures, debenture stocks, mortgages, bonds, loans, obligations and securities issued or guaranteed by any Government, Sovereign Ruler, Commissioners, Trust, Supreme, Municipal, Local or other Authority or body of whatever nature whether at home or abroad.
  - (B) To act as manager, trustee or nominee of, or depository for, any investment, unit or other trusts or any fund and shares, stocks, debentures, debenture stocks, mortgages, bonds, loans, obligations and securities, and issue certificates or instruments evidencing the right or title of any person, partnership, body of



persons or corporation, or the bearer of any such certificates or instruments, to a proportionate share or interest in any such shares, stocks, debentures, debenture stocks, mortgages, bonds, loans, obligations or securities or any property, right or interest therein.

- (C) To develop, recommend, implement and maintain pension policies and arrangements for employees of any company, corporation or undertaking of whatever nature and wheresoever constituted or for any other person or persons.
- (D) To carry on the business of an investment management company and to do all things as may be considered to be conducive or incidental to carrying on such business or to the management or control of any investments, whether comprising pension funds or otherwise.
- (E) 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.
- (F) 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 or interests therein, and to buy and sell foreign exchange.
- (G) 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.
- (H) To purchase, or otherwise acquire, for any estate or interest any property (real or personal) or assets or any concessions, licences, grants, patents, trade marks, copyrights or other exclusive or non-exclusive rights of any kind and to hold 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.
- (I) To build, construct, alter, remove, replace, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control 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.

- (J) 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.
- (K) 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.
- (L) To promote, or join in the promotion of, any company, whether or not having objects similar to those of the Company.
- (M) 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.
- (N) 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.
- (O) 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.
- (P) 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.
- (Q) 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.

- (R) To procure the registration, recognition or incorporation of the Company in or under the laws of any territory outside England.
- (S) 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.
- (T) 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 any of the predecessors of the Company or any other such company as aforesaid, 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.
- (U) 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 employees 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 with a view to enabling them to acquire shares in the Company or its holding company.
- (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.

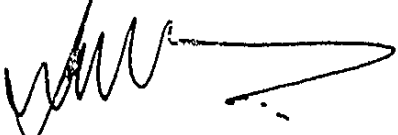
- (X) To do all such other things as may be considered to be incidental or conducive to any of the above objects.

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.

5. The liability of the members is limited.

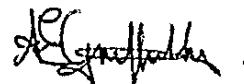
6. The Company's share capital is £100 divided into 100 shares of £1 each.

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. <i>for and on behalf of</i> Rothmans International p.l.c. 15 Hill Street London W1X 7FB	99
2.  John William Allen Bakers Court 12 Widegate Street London E1 7HP	1
Total Shares taken:	100

DATED 7th December 1987.

WITNESS to the above Signatures:-



A.E. GRIFFITHS  
15 HILL STREET  
LONDON W1X 7FB  
SECRETARY

THE COMPANIES ACT 1985

---

COMPANY LIMITED BY SHARES

---

ARTICLES OF ASSOCIATION  
OF  
CARRERAS INVESTMENTS LIMITED

---

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 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 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. The Directors shall not be less than one in number. There shall be no maximum number of Directors. Regulation 64 shall be modified accordingly.

#### DELEGATION OF DIRECTORS' POWERS

7. In addition to the powers to delegate contained in Regulation 72, 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 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.

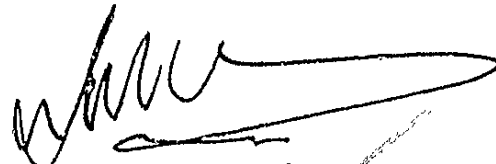
Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other person duly authorised for the purpose. No person dealing with the Company shall 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 effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.

---

NAMES AND ADDRESSES OF SUBSCRIBERS

---

*John Campbell*  
Secretary for and on behalf of  
Rothmans International p.l.c.  
15 Hill Street  
London W1X 7FB

  
John William Allen  
Bakers Court  
12 Widegate Street  
London E1 7HP

---

DATED 7th December 1987.

WITNESS to the above signatures:



A.E. GRIFFITHS  
15 HILL STREET  
LONDON W1X 7FB

SECRETARY

**FILE COPY**



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

No. 2207091

I hereby certify that

**CARRERAS INVESTMENTS 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 21 DECEMBER 1987

*P. A. Rowley*  
MRS. P. A. ROWLEY

an authorised officer