

LAMBERT FENCHURCH OVERSEAS LIMITED

COMPANY NUMBER: 02214161

ARTICLES OF ASSOCIATION

AS AMENDED BY SPECIAL RESOLUTION

DATED 16 DECEMBER 2009

THURSDAY



A32 *AL0VVGNO* 371
14/01/2010
COMPANIES HOUSE

THE COMPANIES ACT 1958

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
(Amended by a Special Resolution passed on 20th April 1988)

OF

LAMBERT FENCHURCH OVERSEAS LIMITED

1. *The name of the company is "Lambert Fenchurch Overseas Limited".

2. The registered office of the company will be situated in England.

3. ~~The object for which the company is established are:-~~

(A) (I) To carry on the business of the holding company and to co-ordinate the administration, policies, management supervision, control, research, planning, manufacture and any and all other activities of any and every kind of nature of any company or companies or group of companies now or hereafter formed or incorporated or acquired in any part of the world which may be or become related or associated in any way with the company or with any company related or associated therewith, including and subsidiary or subsidiaries of the company or of any such associated or related company or companies.

By a special resolution of the company passed on the 20th day of April 1988 the
~~original sub clause 3 (a) was replaced by the existing sub-clause 3 (a).~~

*

- (ii) ~~To carry on the business of an investment company and for that purpose to acquire and hold either in the name of the company or in that of any nominee share, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part or the world.~~
- (iii) To acquire any such shares, stock, debentures, debenture stock, bonds, notes, obligations or other securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.
- (iv) To exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares, stocks, obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the company of some special proportion of the issued or nominal amount thereof and to provide managerial and other executive supervisory and consultant services for or in relation to any company in which the company is interested upon such terms as may be thought fit.
- (b) To carry on any other business of a similar nature, or any business which may in the opinion of the directors be conveniently carried on by the company.
- (c) To acquire and assume for any estate or interest and to take options over, construct develop or exploit and property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person and to act and carry on business as a holding company.
- (d) To manufacture, prepare, process, import, export, deal in and store any goods and other things and to carry on the business of manufacturing, preparing, processors, importers, exporters, and stores of and dealers in any goods and other things.
- (e) To acquire and exploit lands, mines and mineral rights and to acquire, explore for and exploit any nature resources and to carry on any business involving the ownership or possession of land or other immovable property or building or structures thereon and to construct, erect, install, enlarge, alter and maintain buildings, plant, and machinery and to carry on business as builders, contractors and engineers.
- (f) To provide services of all descriptions and to carry on business as advisers, consultants, brokers agents of any kind,
- (g) To advertise, market and sell the products of the company and any other persons and to carry on the business of advertisers or advertising agents or of a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind.

- ~~(h) To provide technical, cultural, artistic, educational, entertainment or business material. Facilities or services and to carry on any business involving any such provisions.~~
- (i) To lend money, and grant or provide credit and financial accommodation, to any person and to carry on the business of a banking, finance or insurance company
- (j)
- (i) To carry on the business of an investment or property company and for that purpose to acquire and hold either in the name of the company or in that of any nominee shares, stocks, debentures, debenture stock, bonds, notes obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debenture stocks, bonds, notes, obligations and securities issues or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependant, municipal, local or otherwise in any part of the world.
 - (ii) To acquire and such shares, stocks, debentures, debenture stock, bonds, notes, obligations, or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.
 - (iii) To exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares, stock, obligation, or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred company of some special proportion of the issued or nominal amount thereof.
- (k) To acquire and carry on any business carried on by a subsidiary or holding company of the company or another subsidiary of a holding company of the company.
- (l) To enter into any arrangement with any government or authority or persons and obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out, exercise and comply with the same.
- (m) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation in any manner particular (without prejudice to the generality of the foregoing) by mortgages of or charge upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the company or by the creation and issue of securities.
- (n) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by ~~mortgaging or charging all or any part of the undertaking, property and assets~~

~~(present and future) and uncalled capital of the company or by both such methods~~
or in any other manner, the performance of any obligations or commitments of,
and the repayment of premiums, interest, dividends and other moneys payable on
or in respect of any securities or liabilities of any person, including (without
prejudice to the generality of the foregoing) any company which is for the time
being a subsidiary of holding company of the company or otherwise associated
with the company.

- (o) To amalgamate or enter into partnership or any profit-sharing arrangement with
and to co-operate or participate in any way with, and assist or subsidise any
person.
- (p) To accept, draw, make, create, issue, execute, discount, endorse, negotiate and
deal in bills of exchange, promissory notes, and other, instruments and securities,
whether negotiable or otherwise.
- (q) To apply for, purchase or otherwise acquire any copyright, designs, patents,
brevets d'invention, trade marks, licences, concessions, know how, confidential
information and the like conferring any exclusive or non-exclusive or limited
right to use any processes, or other information in relation to the company's
business or any part thereof or generally any inventions which may seem to help
the company capable of being usefully dealt in; to use, exercise, develop,
manufacture, under grant licences in respect of or otherwise turn to account any
such copyright, designs, patents, brevets d'invention, trade marks, licences,
concessions, know how, confidential information and the like and information
generally and to carry on the business of an inventor, designer or research
organisation.
- (r) To sell, exchange, mortgage, charge, let or rent, share of profit, royalty or
otherwise grant licenses, easements, options, servitude's and other rights over, and
in any other manner deal with, or dispose of, all or any part of the undertaking,
property and assets (present and future) of the company for any consideration and
on particular (without prejudice to the generality of the foregoing) for any
securities
- (s) To issue and allot securities of the company for cash or in payment or part
payment for any real or personal property purchase or otherwise acquire by the
company or any services rendered to the company or as security for any obligation
or amount (even if less than nominal amount of such securities) or for any other
purpose.
- (t) To give any remuneration or other compensation or reward for services rendered
or to be rendered in placing or purchasing subscriptions of, or otherwise assisting
in the issue of, any securities of the company or in or about the formation of the
company or that conduct or course of its business and to establish or promote, or
concur or participate in established or promoting, any company, fund or trust and
to subscribe for, underwrite, purchase or otherwise acquire securities of any
company, fund or trust and to carry on the business of the company, fund trust or
business promoters or managers and of underwriters or dealers in securities, and to
~~act as directors of and as secretary, manager, registrar or transfer agent for any~~

~~other company and to act as trustees of any kind and to undertake and execute any trust.~~

- (u) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the company, and to procure the registration or incorporation of the company in or under the laws of any place outside England.
- (v) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the company or its directors or the benefits of the company or its employees, or may be connected with any town or place where the company carries on business; to give or award pensions, annuities, gratuities and superannuating or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of who or have been employed by, or who are serving or have served the company, or any company which is a subsidiary of the company or the holding company of the company or a fellow subsidiary of the company or the predecessor in the business of the company or any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and set up, establish, support and maintain superannuating and others funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the company or of such subsidiary, holding or fellow subsidiary company and to lend money to any such employee or to trustees on their behalf to enable any such purchase schemes to be established or maintained.
- (w) To cease carrying on or wind up any business or activities of the company, and to cancel any registration of and to wind up or procure the dissolution of the company in such state or territory.
- (x) To distribute any of the property of the company among its specie or kind.
- (y) To do all or any of the things matters aforesaid in any part of the world and either as principals, agents, contractors, trustee or otherwise and by through trustees, agents or otherwise and either alone or in conjunction with others.
- (z) To carry on any other business or activity and anything of any nature which in the opinion of the company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all any part of the company's undertaking, property or assets or otherwise to advance the interests of the company or of its members.
- (aa) To do all such other things as in the opinion of the company are or may be incidental or conducive to the attainment of the above objects or any of them.

~~And it is hereby declared that "company" in this clause, except where used in reference to this company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated domiciled or resident in the United Kingdom or elsewhere. "person" shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid shares, stocks, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by references to or inference from the terms of 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 members is limited .

~~5. The share capital of the company is £100 divided into 100 shares of £1 each and the company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.~~

WE, the several persons whose names, address and description are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of the 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 DESCRIPTION
OF SUBSCRIBERS

NUMBER OF
SHARES TAKEN BY
EACH SUBSCRIBER

ANTHONY JOHN WYNYARD ROSE,
KILLOWEN HOUSE
BAYSHILL ROAD
CHELTENHAM
GLOS. GL50 3AW
SOLICITOR

1

LESLEY SHALLCROSS
KILLOWEN HOUSE
BAYSHILL ROAD
CHELTENHGAM
GLOS. GL50 3AW
SOLICITOR

1

Dated this fifth day of January one thousand
Nine hundred and eighty eight

WITNESS to the above signatures: -

SUZANNE BRIMBLE
"Craiglands"
9 Pullen Court
Gotherington
Glos. GL52 4HE
Secretary