

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

12

Please do not  
write in  
this margin

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

To the Registrar of Companies

For official use

For official use

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

[ ] [ ] [ ]

2300676

Name of company

VOLTALANE LIMITED

I, SUNDER MANSUKHAET  
of 183-185 Bermondsey Street  
London SE1 3UW

\* Insert full  
name of Company

† 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 88 BILTON ROAD  
GREENFORD, MIDDLESEX UB6 7BW

Declarant to sign below

the 14th day of September  
One thousand nine hundred and eighty eight  
before me John J. SM

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

JOHN J. SM  
88, BILTON ROAD  
GREENFORD MIDD  
18. 7. 88

Shano

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

STEPHEN COX LAW SERVICES  
01-407 1982

For official Use  
New Companies Section

Post room

14 SEP 1988

# 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

Name of company

\*Insert full name  
of company

VOLTALAKE LIMITED
-------------------

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

183-185 Bermondsey Street	
London	
Postcode	SE1 3UW

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

STEPHEN COX LAW SERVICES LTD	
183-185 Bermondsey Street	
London	
Postcode	SE1 3UW

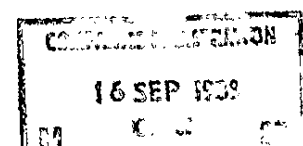
Number of continuation sheets attached (see note 1)

Presentor's name, address and  
reference (if any):  
STEPHEN COX LAW SERVICES  
LTD  
01-407 1982  
LH

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) <b>SUNDER MANSUKHANI</b>		Business occupation <b>Director</b>	
Previous name(s) (note 3)		Nationality <b>British</b>	
Address (note 4) <b>183-185 Bermondsey Street</b>		Date of birth (where applicable) (note 6)	
<b>London</b>	Postcode <b>SE1 3UW</b>		
Other directorships† <b>STEPHEN COX LAW SERVICES LTD</b> <b>STEPHEN COX (LEGAL SERVICES) LTD</b> <b>STEPHEN COX &amp; CO. (MICROFILMING) LTD</b> <b>SOLICITORS &amp; GENERAL TYPEWRITING CO. LTD</b>			
I consent to act as director of the company named on page 1			
Signature 		Date <b>14-9-1988</b>	

Enter particulars of other directorships held or previously held (see note 2). If this space is insufficient use continuation sheet

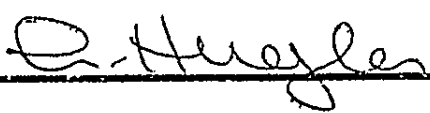
Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
	Postcode		
Other directorships†			
I consent to act as director of the company named on page 1			
Signature		Date	

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 joint secretaries, of the company are as follows:


Please do not write in this margin

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

Name (notes 3 & 7) LYNN HUGHES		
Previous name(s) (note 3) CARRINGTON		
Address (notes 4 & 7)		
183-185 Bermondsey Street		
London	Postcode	SE1 3UW
I consent to act as secretary of the company named on page 1		
Signature		Date 14-9-1988

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

	Date 14-9-1988
Signature of agent on behalf of subscribers	

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
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

THE COMPANIES ACT 1985



COMPANY LIMITED BY SHARES.

2300676

# Memorandum of Association

OF

VOLTALAKE LIMITED



1. The name of the Company is VOLTALAKE 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 business as manufacturers, wholesalers, importers, exporters, buyers and sellers of, mail order dealers and general traders in, fancy goods and goods of all descriptions, including goods made of plastic materials, cloth, wool, worsted, silk, flax, jute, hemp, balata, wood, leather, fibrous materials, rubber, sponge, cotton, wadding; metal goods generally, clothes, furniture, electrical goods, travel goods, ivory, gold, silver, jewellery, clocks, watches, precious stones and gems, skins, furs, corn, hay, straw, hops, liquors, foods, provisions, wood and timber, coal, coke, patent fuel, oils, household goods and fittings, chemists sundries, waste goods and offal, and generally articles and goods of any kind whether manufactured or not.

(2) To carry on business as importers, exporters, buyers, sellers and mail order dealers in, and repairers and restorers of, antique furniture, coins and medals and antiques generally; stamp dealers, sculptors, picture and art dealers, auctioneers, experts and valuers and producers of works of arts.

(3) To carry on business as manufacturers, wholesalers, importers, exporters and dealers in, novelties, toys, games, puzzles, amusements and sports goods, and outfits of every description, bicycles, tricycles, scooters, children's bicycles, perambulators and printing outfits and to undertake and execute any agency or commission and to act generally as agents, factors and brokers for the sale or purchase of goods.

1000 x 20  
228333

16 SEP

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

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, whether tangible or intangible and wheresoever situate, which the Company may think necessary or convenient for the purposes of its business and to sell, lease, hire out, grant rights in or over, improve, manage or develop all or any part of such property or otherwise turn the same or any part thereof to the advantage of the Company.

(D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the things aforesaid.

(E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case may be.

(F) To apply for and take out, purchase or otherwise acquire any patents, licences and the like conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights or information so acquired.

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, bonds or securities of any other company or corporation carrying on business in any part of the world.

(H) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or

incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

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

(J) To lend money or give credit on such terms as may be considered expedient and receive money on deposit or loan from and give guarantees or become security for any persons, firms or companies.

(K) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(L) To acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(M) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company formed or to be formed.

(N) To establish, promote, finance or otherwise assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(O) To pay for any rights or property acquired by the Company, and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.

(P) To accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company.

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

(R) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the directors, ex-directors, officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscribe or contribute to any charitable, benevolent or useful object of a public character.

(S) 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, and for such purpose to distinguish and separate capital from profits, 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.

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

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

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of 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
<p><i>S. Mansukhani</i></p> <p>SUNDER MANSUKHANI 183-185 Bermondsey Street, London, SE1 3UW.</p> <p><i>L. Hughes</i></p> <p>LYNN HUGHES 183-185 Bermondsey Street, London, SE1 3UW.</p>	<p>ONE</p> <p>ONE</p>

DATED 10<sup>th</sup> September 1988

WITNESS to the above signatures :-

*Manzoor M. Shaikh*

MANZOOR M. SHAIKH  
183-185 Bermondsey Street,  
London, SE1 3UW.

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES.

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Articles of Association

OF

VOLTALAKE LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Table A as prescribed pursuant to Section 8 of the Companies Act 1985 and as in force at the date of incorporation of the Company (hereinafter called "Table A") shall apply to the Company.

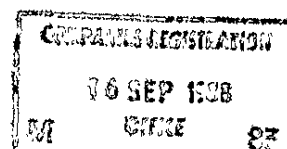
2. Regulations 8, 24, 64, 94, 95 and 96 of Table A shall not apply to the Company but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter contained, shall constitute the regulations of the Company. Unless the context otherwise requires words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force at the date of incorporation of the Company.

SHARES

3. The Company is a private company limited by shares and, accordingly,

- (a) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company and
- (b) any allotment of, or agreement to allot, (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public

are prohibited.



4. The directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original shares in the capital of the Company to such persons at such times and on such conditions as they think fit subject to the provisions of Article 3 hereof and provided that no shares shall be issued at a discount.

5. Section 89(1) of the Act shall not apply to the allotment by the Company of equity securities.

#### LIEN

6. The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether or not they are fully paid shares) standing registered in the name of any person indebted or under liability to the Company for all monies presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

#### TRANSFER AND TRANSMISSION

7. Save in the circumstances set out in the next succeeding Article 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.

8. Subject as hereinafter provided

- (a) any share may be transferred to a person who is already a member of the Company;
- (b) any share may be transferred by a member of the Company to any child or remoter issue, parent, brother, sister, or spouse of that member, and any share of a deceased member may be transferred by his personal representatives to any child or remoter issue, parent, brother, sister, widow, or widower of such deceased member and shares standing in the name of a deceased member or his personal representatives may be transferred to the trustees of his will; and
- (c) any share standing in the names of the trustees of the will of any deceased member or of a settlement created by a member or a deceased member may be

transferred upon any change of trustees to the trustees for the time being of such will or settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

Provided always that nothing hereinbefore in this Article contained shall prevent the directors from declining to register a transfer of a share (i) on which the Company has a lien or (ii) to any infant, bankrupt or person of unsound mind.

#### GENERAL MEETING

9. Every notice convening a general meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the auditors for the time being of the Company.

#### DIRECTORS

10. Unless and until the Company in general meeting shall otherwise determine, the number of directors shall be not less than one nor more than seven. If and so long as there is a sole director, such director may act alone in exercising all the powers and authorities vested in the directors. A director shall not require any share qualification.

11. The first director or directors of the Company shall be the person or persons named as the first director or directors of the Company in the statement delivered under Section 10(2) of the Act.

#### ROTATION OF DIRECTORS

12. In regulation 73 of Table A, after the words "the number nearest to" shall be inserted the words "but not exceeding" and all the words after the semi-colon shall be omitted.

#### PROCEEDINGS OF DIRECTORS

13. A director may vote in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating the quorum present at any meeting at which any such contract or arrangement is considered.

#### SECRETARY

14. The first secretary of the Company shall be the person named as the first secretary of the Company in the statement delivered under Section 10(2) of the Act.

#### INDEMNITY

15. In addition to the indemnity contained in regulation 118 of Table A and subject to the provisions of section 310 of the Act every director, managing director, agent, auditor, secretary and 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.

Names and Addresses of Subscribers

*S. Mansukhani*

SUNDER MANSUKHANI  
183-185 Bermondsey Street,  
London, SE1 3UW.

*L. Hughes*

LYNN HUGHES  
183-185 Bermondsey Street,  
London, SE1 3UW.

DATED 14<sup>th</sup> September 1986

WITNESS to the above signatures :-

*Manzoor M. Shaikh*

MANZOOR M. SHAIKH  
183-185 Bermondsey Street,  
London, SE1 3UW.

FILE COPY



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

No. 2300676

I hereby certify that

**VOLTALAKE LIMITED**

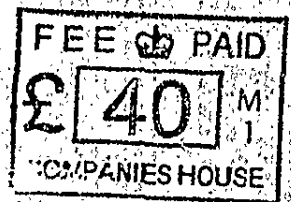
is this day incorporated under the Companies Act 1985 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the 28 SEPTEMBER 1988

*F. A. Joseph.*

F. A. JOSEPH  
an authorised officer

Company No. 2300676



The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

VOLTALAKE LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held on 26th January 1989 the following Resolution was duly passed as a Special Resolution:

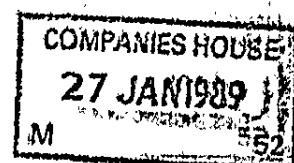
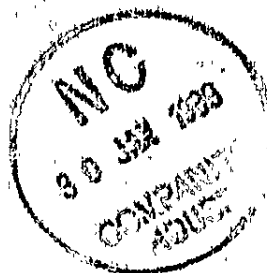
RESOLUTION

That the name of the Company be changed to

SHIRE BUSINESS PARK LIMITED

*[Signature]*

Chairman of the Meeting



40  
NW  
131536



**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

**No. 2300676**

**I hereby certify that**

**VOLTALAKE LIMITED**

**having by special resolution changed its name,**

**is now incorporated under the name of**

**SHIRE BUSINESS PARK LIMITED**

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

**Cardiff the 7 FEBRUARY 1989**

*Mrs. M. Moss*  
**MRS. M. MOSS**

**an authorised officer**

**G**

## COMPANIES FORM No. 225(1)

**Notice of new accounting reference date given during the course of an accounting reference period****225(1)**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies  
(Address overleaf - Note 5)

For official use

Company number

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2300676

Name of company

\* SHIRE BUSINESS PARK LIMITED

\* Insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3	1	0	5
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**Note**  
Please read notes 1 to 4 overleaf before completing this formThe current accounting reference period of the company is to be treated as ~~shortened~~ extended† and ~~is to be treated as having come to an end~~ will come to an end† on

Day Month Year

3	1	0	5	1	9	9	0
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† delete as appropriate

~~If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:~~~~The company is a [subsidiary][holding company]† of \_\_\_\_\_  
\_\_\_\_\_, company number \_\_\_\_\_~~~~the accounting reference date of which is \_\_\_\_\_~~~~If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 11 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:~~~~An administration order was made in relation to the company on \_\_\_\_\_  
and it is still in force.~~~~Signed [Signature] Designation: Director Date 21.7.89~~† Insert  
Director,  
Secretary,  
Receiver,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

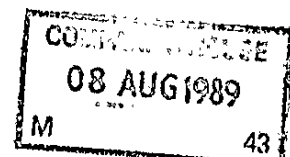
Presenter's name address and reference (if any):

Evershed, Wells & Hind,  
10 Newhall Street,  
BIRMINGHAM,  
B3 3LX.

Ref. 9.ENG

For official Use  
General Section

Post room



The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

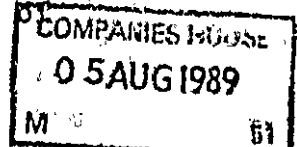
- of -

SHIRE BUSINESS PARK LIMITED

(Passed 2 August 1989)

AT an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held on 2 August 1989, the following Resolutions were passed as SPECIAL RESOLUTIONS:-

1. That the Capital of the Company, which is at present £100.00 divided into 100 Ordinary Shares of £1.00 each (of which 2 are issued and fully paid and 98 are unissued), be reorganised so as to be £100.00 divided into 50 'A' Ordinary Shares of £1.00 each (of which 2 will be issued and fully paid and 48 will be unissued) and 50 'B' Ordinary Shares of £1.00 each (all unissued) as follows seriatim:-
  - 1.1 by the reclassification of the two Ordinary Shares of £1.00 each already issued at the commencement of this Meeting as 'A' Ordinary Shares of £1.00 each, the reclassification of 48 of the said 98 unissued Ordinary Shares of £1.00 each as 48 'A' Ordinary Shares of £1.00 each forming a single class of 50 'A' Ordinary Shares ranking (subject to issue and allotment) pari passu in all respects and having attached thereto the respective rights, privileges and restrictions set forth in the new Articles of Association as proposed to be adopted by Resolution No. 3 of this Meeting; and
  - 1.2 by the reclassification of 50 of the said 98 unissued Ordinary Shares of £1.00 each as 50 'B' Ordinary Shares of £1.00 each forming a single class of 50 'B' Ordinary Shares ranking (subject to issue and allotment) pari passu in all respects and having attached thereto the respective rights, privileges and restrictions set forth in the new Articles of Association as proposed to be adopted by Resolution No. 3 of this Meeting.
2. That the provisions of the Memorandum of Association of the Company be altered with regard to the objects of the Company by deleting clause 3 and by substituting the new clause 3 which is set out in the document marked "A" submitted to this Meeting and for the purpose of identification signed by the Chairman.



3. That the regulations contained in the document marked "B" submitted to this Meeting and for the purpose of identification signed by the Chairman be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

Dated 2 August 1989

.....  
Chairman

Certificate No: 2300676

This is the document marked  
"A" referred to in Special  
Resolution No. 2 of the  
Company passed on  
2nd August 1989

.....*J. Rowley*.....  
Chairman

The Companies Act 1985

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COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION

-of-

SHIRE BUSINESS PARK LIMITED

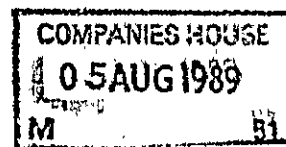
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Incorporated on 28th September 1988

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Evershed, Wells & Hind  
10 Newhall Street  
Birmingham B3 3LX

DOC ID: CENTRAL B NO. 356



The Companies Act 1985

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COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION

-of-

SHIRE BUSINESS PARK LIMITED

(As amended by Special Resolution passed on 2nd August 1989)

---

1. The name of the Company is SHIRE BUSINESS PARK LIMITED.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - 3.1 3.1.1 To purchase, take onlease or in exchange, accept tenancies of or otherwise acquire and hold, and to develop and sell, land and buildings of any tenure or description wherever situate and any estate or interest therein or any easements, rights, privileges or concessions connected with any such lands and buildings, and generally to deal in land and business, commercial, industrial, residential and other property, or to co-operate with any other person or persons, firm or company in any of the above matters.
  - 3.1.2 To create freehold and leasehold ground rents and chief rents, and to let and grant leases and licences to and make arrangements with lessees and tenants, and to acquire and grant easements and other rights and privileges in respect of any land, buildings and other property.
  - 3.1.3 To develop any land or buildings acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes and by constructing, altering, pulling down, repairing, decorating, furnishing, fitting up, improving and maintaining dwellinghouses, hotels, restaurants, flats, clubs, offices, warehouses, shops, factories and other buildings and conveniences

of all kinds and by planting, draining, farming, cultivating, letting on building lease or agreement and by entering into contracts and arrangement of all kinds with builders, contractors, landlords, tenants and others.

- 3.1.4 To manage land, buildings and other property whether belonging to the Company or not, and to collect rents and incomes and to supply to tenants and occupiers and others refreshments, meals, attendance, messengers, lifts, heating, lighting and other services and conveniences.
- 3.1.5 To carry on business as proprietors of flats, houses, offices, boarding houses or hotels and as managers thereof, and to undertake and execute any trusts the undertaking of which may seem to the Company desirable.
- 3.2 Either directly or indirectly (including, but without prejudice to the generality of the foregoing, through the medium of any one or more subsidiary or associated companies) to enter into, carry on, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings, activities and businesses of every description and generally to do all such things whatsoever as, in the opinion of the Directors of the Company, may be advantageously carried on by the Company or are calculated directly or indirectly to enhance the value of, or render profitable or more profitable, any of the Company's property, rights or activities.
- 3.3 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 necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- 3.4 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.
- 3.5 To erect, construct, lay down, maintain, enlarge, alter, pull down, remove or replace all such buildings or other works or plant and machinery as may be necessary or convenient for the Company's business, and to contribute to or subsidize the doing of any such things.
- 3.6 To guarantee, support or secure, whether by personal covenant 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, the performance of the obligations of and the repayment or payment of the principal amounts of, and premiums, interest and dividends on, any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company (as defined by Section 736 of the Companies Act 1985) or a subsidiary (as defined by the said Section) of the Company or another subsidiary of the Company's holding company or otherwise associated with the Company in business.

- 3.7 To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- 3.8 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 subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, or any other securities which the Company has power to issue by way of mortgage and also by way of security for the performance of any contracts or obligations of the Company or other persons or corporations having dealings with the Company or in whose business or undertakings the Company is interested, whether directly or indirectly, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- 3.9 To lend, invest and deal with the moneys of the Company upon such securities and in such manner as may from time to time be determined and to advance money or give credit to such persons and on such terms as may seem expedient.
- 3.10 To receive money on deposit or loan upon such terms as the Company may approve and to give whether gratuitously or otherwise guarantees or indemnities and whether in respect of its own obligations or those of some other person or company.
- 3.11 To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or of any company which is for the time being the Company's holding company or a subsidiary of the Company or another subsidiary of that holding company (each such expression being defined as aforesaid) or the dependants or connections of any 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, insurances and other benefits for any such persons as aforesaid, their dependants or connections and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors of the Company, be calculated directly or



indirectly to benefit the Company or its officers or employees or the officers or employees of any such holding company or subsidiary as aforesaid and to institute and maintain any club or other establishment or profit sharing or incentive scheme calculated to advance the interests of the Company or its officers or employees or the officers or employees of any such holding company or subsidiary as aforesaid.

- 3.12 To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- 3.13 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.
- 3.14 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 or stock of any company or corporation with or without preferred or deferred 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.
- 3.15 To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- 3.16 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.

- 3.17 To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of this Company.
- 3.18 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 may be made except with the sanction (if any) for the time being required by law.
- 3.19 To pay all or any of the incorporation and other preliminary expenses of the Company.
- 3.20 To do all or any of the above things in any part of the world and either as principals, agents, trustees, nominees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- 3.21 To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership, Government or any statutory, municipal or public body, any body corporate, association, syndicate or other body of persons, whether incorporated or unincorporated, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in each of the paragraphs of this clause 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 paragraph or the order in which the same occur 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 each. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

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.

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NAMES, ADDRESSES AND DESCRIPTIONS  
OF SUBSCRIBERS

Number of Shares taken  
by each Subscriber

---

SUNDER MANSUKHANI  
183-185 Bermondsey Street  
London SE1 3UW

One

LYNN HUGHES  
183-185 Bermondsey Street  
London SE1 3UW

One

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DATED the 14th September 1988

WITNESS to the above signatures:

MANZOOR M. SHAIKH  
183-185 Bermondsey Street  
London SE1 3UW

Certificate No.:2300676

This is the document marked  
"B" referred to in Special  
Resolution No. 3 of the  
Company passed on 2 August  
1989

*J. H. H. H.*  
.....  
Chairman

The Companies Act 1985

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COMPANY LIMITED BY SHARES  
\_\_\_\_\_

NEW

ARTICLES OF ASSOCIATION

-of-

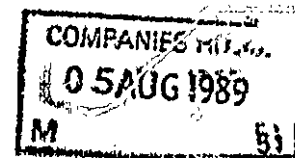
SHIRE BUSINESS PARK LIMITED

[[Adopted by Special Resolution passed on 2 August 1989]]

\_\_\_\_\_  
Incorporated on 23 September 1988  
\_\_\_\_\_

Evershed, Wells & Hind  
10 Newhall Street  
Birmingham B3 3IX

DOC ID: CENTRAL B NO. 357



The Companies Act 1985

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COMPANY LIMITED BY SHARES

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NEW

ARTICLES OF ASSOCIATION

-of-

SHIRE BUSINESS PARK LIMITED

[(Adopted by Special Resolution passed on 2 August 1989)]

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PRELIMINARY

1. The Articles hereinafter contained and, subject as hereinafter provided, the regulations (hereinafter referred to as "Table A") contained in Table A of The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 shall constitute the regulations of the Company. In the case of any variation or inconsistency between these Articles and the regulations in Table A, the provisions of these Articles shall prevail.
2. Regulations 2, 24, 40, 50, 54, 64, 73 to 81, 89 to 91 (inclusive), 94 to 98 (inclusive), 111 and 115 of Table A shall not apply to the Company.
3.
  - 3.1 In regulation 1 of Table A the words "and in the articles adopting the same" shall be inserted after the words "In these regulations" and the words "or in the articles adopting the same" shall be inserted after the words "contained in these regulations".
  - 3.2 In these regulations, where the context so permits, words importing the singular number only shall include the plural number, and vice versa, words importing the masculine gender only shall include the feminine gender, words importing persons shall include corporations and the expression "paid up" shall include credited as paid up.

SHARE CAPITAL

4.
  - 4.1 The share capital of the Company at the time of the adoption of these Articles is £100 divided into 50 'A' Ordinary shares of £1 each ("the 'A' Shares") and 50 'B'

Ordinary Shares of £1 each ("the 'B' Shares"). The 'A' Shares and the 'B' Shares shall each constitute separate classes of shares but save as otherwise provided in these Articles the 'A' Shares and the 'B' Shares shall rank pari passu in all respects.

4.2 Subject to the provisions of Articles 5 and 7 and Section 80 of the Act, all the unissued shares for the time being in the capital of the Company shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons, at such times and on such terms and conditions as they think proper, provided that no shares shall be issued at a discount.

4.3 Pursuant to Section 80 of the Act, the Directors are hereby given general authority to allot up to 48 'A' Shares and 50 'B' Shares in accordance with Article 4.2 in addition to shares shown in the Memorandum of Association to have been taken by the subscribers thereto, such authority to expire on 31 January 1989.

4.4 The words "or by special resolution" shall be inserted after the words "as may be provided by the articles " in regulation 3 of Table A.

5. 5.1 Subject to any direction to the contrary which may be given by the Company in general meeting and subject and without prejudice to the provisions of regulation 110 of Table A and Article 5.2 hereof, any shares in the capital of the Company which are for the time being unissued shall be available for issue only as shares identical in all respects to the existing Ordinary Shares of the Company, and shall, before issue, be offered to the holders of 'A' Shares and 'B' Shares in proportion, as nearly as may be, to the number of shares in the capital of the Company (of whatever class) held by them respectively. The offer, which shall be in writing, shall specify the number of shares offered and the price per share and limit the time (not being less than 28 days after service) within which the offer, if not accepted, will be deemed to have been declined. After the expiration of that time, or on the receipt of an intimation from any person to whom the offer is made that he declines to accept the shares offered or any of them, the Directors shall offer the shares so declined or deemed to have been declined in like manner to such of the other holders of shares of the same class as those held by the original offeree as accepted the original offer in full. If any of the shares comprised in such further offer are declined or deemed to be declined the Directors shall offer the shares so declined to the holders of shares of the other class in proportion as aforesaid and, if any of such shares are declined or deemed to be declined by any of such holders, the Directors may dispose of those shares in such manner as they think most beneficial to the Company.

- 5.2 No shares shall be issued to any infant, bankrupt or person of unsound mind.
- 5.3 All shares which pursuant to the foregoing provisions of this Article are acquired by a holder of 'A' Shares shall be designated 'A' Shares and all shares acquired by a holder of 'B' Shares shall be designated 'B' Shares.
- 5.4 The provisions of sub-section (1) of Section 89 and of Section 90 of the Act shall not apply to the Company.
6. The words and brackets "(save that shares of different classes may not be included in the same certificate)" shall be inserted before the words "upon payment for every certificate" in regulation 6 of Table A.
7. The Company is a private company to which Section 81 of the Act applies and accordingly:-
- 7.1 any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company; and
- 7.2 any allotment of, or agreement to allot, (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public is prohibited.

#### LIEN

8. In regulation 8 of Table A the words and brackets "(not being a fully paid share)" shall be omitted.

#### TRANSFER OF SHARES

9. Any direction (by way of renunciation, nomination or otherwise) by a member entitled to an allotment of shares, to the effect that such shares or any of them be allotted or issued to some person other than himself, shall for the purpose of these Articles be deemed a transfer.
10. 10.1 The Directors may in their absolute discretion and without assigning any reason therefor refuse to register the transfer of a share which is not fully paid to a person of whom they do not approve, and they may also refuse to register the transfer of a share where the Company has a lien on such share. They may also refuse to register a transfer unless:-
- (a) it is lodged at the registered office of the Company 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.
- 10.2 No shares may be transferred to any [infant,] bankrupt or person of unsound mind.
11. 11.1 Subject to the provisions of Article 10:-
- 11.1.1 all the shares which it holds may be transferred at any time by a corporation to any corporation which is resident and domiciled in the United Kingdom and is a Group Member of the transferor, but subject to contemporaneous agreement by the transferee with the other members that the transferee is bound by the terms of a Joint Venture Agreement made on 1988 between (1) Bryant Properties plc and (2) Beaver Homes and Property Limited (or any other agreement in force at the time of the share transfer varying or replacing that Joint Venture Agreement). For the purposes of this Article 11.1.1, the expression "a Group Member" means a company which is for the time being a holding company (as defined in Section 736 of the Act) of the transferor company or a subsidiary (as defined in that Section) of the transferor company or of any such holding company;
- 11.1.2 any share may be transferred with the consent in writing of all the members for the time being or in accordance with any written agreement for the time being in force and binding on the members.
- 11.2 The Directors shall register a transfer made in accordance with the foregoing provisions of this Article but, save as aforesaid, none of the shares of the Company shall be transferred except with the approval of the Directors. The Directors shall have an absolute discretion in giving or withholding such approval and need not assign any reason therefor.
- 11.3 No member shall transfer the beneficial ownership of or create or grant any interest (including any fixed or floating charge or any mortgage or option) in or over any share registered in his name except by means of a transfer and subject to the provisions of this Article 11.
12. If any share is transferred pursuant to any of the provisions of these Articles to a member holding shares of a different class, such shares shall as on and from the time of registration of the transfer of that share in the register of members of the Company be ipso facto redesignated as a share of the same class as those already held by that member.

#### PROCEEDINGS AT GENERAL MEETINGS

13. 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 (of whom one at least shall be a holder of 'A' Shares and one at least shall be a holder of 'B' Shares), shall be a quorum. A meeting will automatically terminate when a quorum ceases to be present.

14. 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 altered accordingly.
15. 15.1 The words and figures "Subject to regulation 51 of these regulations" shall be inserted before the words "A poll shall be taken" in regulation 49 of Table A.  
15.2 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall not be entitled to a casting vote in addition to any other vote he may have.

#### VOTES OF MEMBERS

16. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member entitled to vote who is present in person or by proxy (not being himself a member entitled to vote) 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, each member shall have one vote for each share of which he is the holder.
17. A member shall not be entitled to appoint more than one proxy to attend on the same occasion and accordingly the final sentence of regulation 59 of Table A shall not apply to the Company. Any such proxy shall be entitled to cast the votes to which he is entitled in different ways.

#### DIRECTORS

18. 18.1 Except with the consent of all the members the number of directors shall not be less than two nor more than six of whom:
  - (a) not less than one nor more than three shall from time to time be appointed and may likewise be removed from office by the registered holders of the issued 'A' shares and are to be called 'A' directors;
  - (b) not less than one nor more than three shall from time to time be appointed and may likewise be removed from office by the registered holders of the issued 'B' shares and are to be called 'B' directors.
- 18.2 Any such appointment shall be in writing served on the Company and signed by the registered holders of a majority of the issued 'A' shares, in the case of an 'A' director, and the issued 'B' shares, in the case of a 'B' director. In the case of a corporation such document may be signed

on its behalf by a director or secretary thereof or by its duly appointed attorney or duly authorised representative.

- 18.3 No director appointed in pursuance of paragraph 18.2 of this Article shall be removable from office except in accordance with the Act or by a majority of the members appointing him and if any vacancies shall occur among the 'A' or 'B' directors the same shall be filled only in the same manner as described in the said paragraph 18.2.
- 18.4 Every removal of a director under the provisions of this Article shall be effected by notice in writing to the Company signed by the registered holders of the majority of the class of shares concerned or their appointed representatives and shall be deposited at the registered office of the Company.
- 18.5 At any general meeting of the Company where a resolution is to be put for the removal of any director only shareholders who had the right to appoint such director under the provisions of this Article shall be entitled to vote thereon.
19. A Director shall not require a share qualification.
20. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.
21. In addition and without prejudice to the provisions of Section 303 of the Act, the Company may by extraordinary resolution remove any Director from office at any time and may (pursuant to Article 26) by ordinary resolution appoint another Director in his stead but such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

#### DISQUALIFICATION AND REMOVAL OF DIRECTORS

22. 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 insolvent or makes any arrangement or composition with his creditors; 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 Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or

- (ii) an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) 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; or
- (d) (not being precluded from so doing by the terms of any contract with the Company) by notice in writing he resigns the office of Director; or
- (e) he is removed from office under Article 24.1; or
- (f) he is removed from office by a resolution duly passed pursuant to Section 303 of the Act or Article 21.

#### REMUNERATION OF DIRECTORS

- 23. In addition and without prejudice to regulation 82 of Table A, any Director who serves on any committee or who devotes special attention to the business of the Company 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 lump sum, salary, participation in profits or otherwise as the Directors may determine.

#### DIRECTORS' APPOINTMENTS AND INTERESTS

- 24. The final sentence of regulation 84 of Table A shall not apply to the Company.

#### DIRECTORS' GRATUITIES AND PENSIONS

- 25. The words and figures "Without prejudice to the generality of regulation 70" shall be inserted before the words "The Directors may provide benefits" in regulation 87 of Table A.

#### PROCEEDINGS OF DIRECTORS

- 26. 26.1 The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Unless all Directors indicate their willingness to accept shorter notice of a meeting of Directors, at least seven clear days' prior notice of the time and place of each meeting of Directors shall be given. Questions arising at any meeting shall be determined by a majority of votes and in the case of equality of votes the Chairman of the meeting shall not have a second or casting vote provided that any motion put to a meeting of the Directors shall be deemed not to have been carried if the only 'A' Director present, or all the 'A' Directors present, or the only 'B' Director present, or all the 'B' Directors present, votes or vote against the motion.
- 26.2 A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. Notice of every meeting of the Directors shall

be given to every Director in accordance with the provisions referred to in Article 34, but the non-receipt of notice by any Director shall not invalidate the proceedings at any meeting of the Directors.

27. 27.1 The quorum necessary for the transaction of the business of the Directors shall be two Directors or their respective alternates, of whom one (unless there shall at any time not be any 'A' Director in office and at least seven days shall have elapsed since the remaining Director or Directors served notice of such fact on the registered holders of a majority of the issued 'A' shares) shall be an 'A' Director, or his alternate, and one (unless there shall at any time not be any 'B' Director in office and at least seven days shall have elapsed since the remaining Director or Directors served notice of such fact on the registered holders of a majority of the issued 'B' shares) shall be a 'B' Director, or his alternate, present throughout the meeting at which the business is to be transacted.
- 27.2 (1) Unless otherwise agreed in writing by an 'A' Director and a 'B' Director in any particular case, at least two clear working days' notice in writing shall be given to each director of every meeting of the directors, except any absent from the United Kingdom for the time being who have (a) (in the case of a director) nominated an alternate or (b) failed to furnish the Company with an address abroad to which such notices may be forwarded. The third sentence of regulation 88 shall not apply to the Company.
- (2) It shall not be necessary to give any such notice to any director for the time being absent from the United Kingdom.
- (3) Regulation 111 shall be read as if the words "except that a notice calling a meeting of the directors need not be in writing" were deleted therefrom.
- (4) Each such notice shall (a) be sent to the address notified from time to time by each director to the secretary (or, if there is none at that time, the chairman) as his address for the service of such notices (or if no address has been so supplied, to his last known address); (b) contain an agenda specifying in reasonable detail the matters to be discussed at the relevant meeting; (c) be accompanied by any relevant papers for discussing at such meeting.
28. Except with the consent of all the members, any committee of the directors shall include at least one 'A' director and one 'B' director and the quorum for a meeting of any such committee shall throughout the meeting be one 'A' director and one 'B' director. Regulation 72 of Table A should be modified accordingly.

29. 29.1 The 'A' Directors may nominate one of their number to be the first Chairman of the Board of Directors.
- 29.2 After the conclusion of the first Annual General Meeting of the Company the 'B' Directors may nominate one of their number to be Chairman of the Board of Directors in place of the previous Chairman. Thereafter the appointment of a new Chairman shall be made after the conclusion of each Annual General Meeting by the 'A' Directors and the 'B' Directors in rotation.
- 29.3 The Chairman shall hold office until whichever is the earlier of:-
- 29.3.1 the date upon which he ceases to be an 'A' Director or a 'B' Director (as the case may be);
- 29.3.2 the date upon which he is removed as Chairman by notice in writing served on the Company and signed by a majority of his fellow 'A' Directors or 'B' Directors (as the case may be); and
- 29.3.3 the conclusion of the Annual General Meeting next following the date of his appointment.
- 29.4 The 'A' Directors or 'B' Directors (as the case may be) may nominate another of their number to be Chairman in the place of a person ceasing to be Chairman pursuant to Article 29.3.1 or 29.3.2.
- 29.5 If no such Chairman is nominated or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the Meeting.

30. Any Director or member of a committee of the Board of Directors may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any Director or member of a committee participating in a meeting in this manner shall be deemed to be present in person at such meeting.

31. Provided a Director declares his interest therein in the manner provided by the Act he may vote as a Director at any 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, and if he shall so vote his vote shall be counted, and he shall be counted in the quorum at any such meeting where such a matter is under consideration.

#### BORROWING POWERS

32. Without prejudice to the generality of regulation 70 of Table A, 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.

#### CAPITALISATION OF PROFITS

33. The words "and on any occasion when shares are allotted credited as fully paid 'A' Shares only shall be allotted to the holders of 'A' shares and 'B' Shares only shall be allotted to the holders of 'B' Shares" shall be inserted after the words "only be applied in paying up unissued shares to be allotted to members credited as fully paid" in regulation 110(b) of Table A.

#### NOTICES

34. 34.1 Any notice to be given to or by any person pursuant to these Articles shall be in writing provided that a notice to a Director need not be in writing if in any case that Director indicates that notice in writing is not necessary.
- 34.2 In regulation 112 of Table A, the words "or by telex or facsimile transmission" shall be inserted before the words "or by sending it by" and the words "first class" shall be inserted before the words "post in a prepaid envelope". The provisions of regulation 112 as so varied shall (mutatis mutandis) apply also to notices to Directors.
- 34.3 Where a notice is sent by first class post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted.

#### WINDING UP

35. In regulation 117 of Table A, the words "with the like sanction" shall be inserted immediately before the words "determine how the division".

#### GENERAL

36. A person shall be "a person of unsound mind" for the purposes of Articles 5.2 and 10.2 if he is a person to whom, if he were a Director, the provisions of Article 22(c) would apply.