

**G****12****Statutory Declaration of compliance  
with requirements on application  
for registration of a company**Please do not  
write in  
this margin

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

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

To the Registrar of Companies

For official use

For official use

[ ] [ ] [ ] [ ]

2344929

Name of company

\* insert full  
name of Company

* KANSALLIS PROPERTY FINANCE LIMITED
---

I, DAVID STEWART HODGSON, signing on behalf  
of SWIFT INCORPORATIONS LIMITED  
2 BACHES STREET  
LONDON N1 6UB

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appropriate

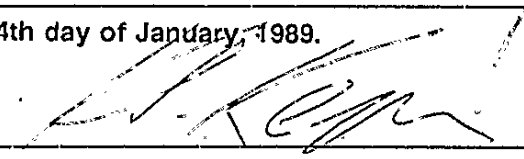
do solemnly and sincerely declare that I am a [~~Solicitor engaged in the formation of the~~  
~~company~~]† [person named as director or secretary of the company in the statement delivered to  
the registrar under section 10(2)† and that all the requirements of the above Act in respect of the  
registration 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 11, SHIP STREET  
BRECON,  
POWYS

Declarant to sign below

Dated the 24th day of January, 1989.

before me 

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

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

For official use

New Companies Section

Post room

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

Please do not  
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this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

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

For official use

Name of company

\* insert full name  
of company

\* KANSALLIS PROPERTY FINANCE LIMITED

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

c/o Maxwell Batley, 27 Chancery Lane, London	
WC2A 1PA	
	Postcode

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



JONIAN & SONS LTD	
21 ST THOMAS STREET	
BRISTOL	
BS1 6JS	Postcode
TEL. 0272 230600	

Number of continuation sheets attached (see note 1)

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

1243043

For official Use  
General Section

Post room

Please do not  
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† enter particulars  
of other  
directorships  
held or previously  
held (see note 5)  
if this space is  
insufficient use a  
continuation sheet.

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:

Name (note 3) Ian William Robert McIntyre		Business occupation Solicitor	
Previous name(s) (note 3)		Nationality British	
Address (note 4) 27 Chancery Lane, London, WC2A 1PA		Date of birth (where applicable) (note 6)	
Postcode			
Other directorships † Advanceright Limited, Cloverchain Limited, Denglebe Limited, Dowerland Limited, Elstones Limited			
I consent to act as director of the company named on page 1			
Signature <i>LM</i>		Date 3 January 1989	

Name (note 3) Brian Peter Alderson		Business occupation Banker	
Previous name(s) (note 3)		Nationality British	
Address (note 4) LADY COTTAGE 22c EAST HEATH ROAD HAMPSTEAD		Date of birth (where applicable) (note 6)	
Postcode		NW3 1AJ	
Other directorships † See attached list.			
I consent to act as director of the company named on page 1			
Signature <i>BP Alderson</i>		Date 5th January 1989	

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	

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in black type, or  
bold block 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)	
Brian Peter Alderson	
Previous name(s) (note 3)	
Address (notes 4 & 7) LADY COTTAGE	
22c EAST HEATH ROAD	
HAMPSTEAD	
Postcode	NW3 1AJ
I consent to act as secretary of the company named on page 1	
Signature	<i>BPAlderson</i>
Date 5 <sup>th</sup> January 1989	

Name (notes 3 & 7) SWIFT INCORPORATIONS LIMITED	
Previous name(s) (note 3)	
Address (notes 4 & 7) 2 BACHES STREET	
LONDON	
Postcode	N1 6UB
I consent to act as secretary of the company named on page 1	
Signature	<i>[Signature]</i>
(Authorised Signatory) Date 17 JAN	

delete if the form is  
signed by the  
subscribers

Signature of agent on behalf of subscribers	Date 17 JAN
---	-------------

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

BRIAN PETER ALDERSON - DIRECTORSHIPS

Actionsquare Limited  
Registered No: 2027449

Kerrykey Limited  
Registered NO: 1880336

Mineflight Limited  
Registered No: 2161834

Rakehit Limited  
Registered No: 2302969

Minitoken Limited  
Registered No: 2303197

Calverley Management Services  
Registered No: 2331009

Kansallis Holdings (UK) Limited  
Registered No: 1803666 (Resigned 01/01/89)

Kansallis Export Finance Limited  
Registered No: 1799591 (Resigned 01/01/89)

Orava Investments Limited (alternate)  
Registered No: 2016189 (Resigned 01/01/89)

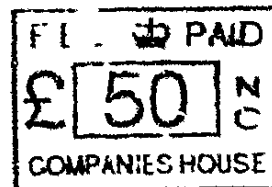
Hermes Joinery Limited  
Registered No: 1634202 (resigned 30/06/88)

Linkshake Limited  
Registered No: 2072985 (resigned 30/12/88)

Berners Street Properties Limited  
Registered No: 2072993 (resigned 30/12/88)

2344-929

THE COMPANIES ACT 1985



PRIVATE COMPANY LIMITED BY SHARES

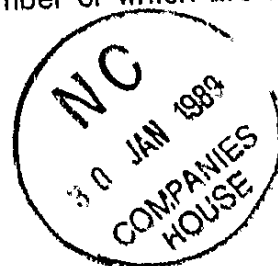
MEMORANDUM OF ASSOCIATION OF

KANSALLIS PROPERTY FINANCE LIMITED

1. The Company's name is "KANSALLIS PROPERTY FINANCE LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-

(a) To carry on all or any of the businesses of provision of finance (in such manner and by such means as the Company shall think fit) for the acquisition of land and for the construction and development thereon of all kinds of buildings and structures; to lend and advance money to, or negotiate loans on behalf of, and provide credit facilities or other financial accommodation for persons, firms and companies on such terms as may seem expedient and generally to financed building operations of every description; to give guarantees or indemnities or provide security for or underwrite the payment of money or the performance of any obligations or undertakings by any person, firm or company; to carry on all or any of the businesses of financial and investment consultants and advisers and managers in all its branches; to carry on all or any of the businesses of mortgage brokers, insurance brokers, finance brokers; to carry on all or any of the businesses of a property investment company in all its branches and invest and participate in company the purpose of which is to develop land, estates and property and to construct, reconstruct, improve, alter, decorate, furnish and maintain offices, houses, flats, apartments, service suites, hotels, shops, factories, warehouses, buildings, garages, works and conveniences of all kinds, to consolidate or connect or subdivide properties and to lease or otherwise dispose of the same or any interests therein; and to manage any land, buildings or other property as aforesaid, whether belonging to the Company or not, and to collect rents and income; and to undertake and provide management, administration and consultancy services of all kinds; to carry on all or any of the businesses of estate agents and managers and agents, surveyors, valuers and auctioneers, builders and contractors; to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; to act as agents for any financial or other institutions or for persons, firms or companies; and to arrange business and professional partnerships and to enter into, assist, or participate in financial, commercial, and other transactions and undertakings and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account, and to co-ordinate the policy and administration of any companies of which this Company is a member or which are in any manner controlled by, or connected with this Company.

OB  
R43403/SJ



(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

(i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

(o) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(p) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(r) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

(t) 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 employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation 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, or who are 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 predecessors in business of the Company or of 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 to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of 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 any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(u) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.

(v) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(w) To procure the Company to be registered or recognised in any part of the world.

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

(y) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

(1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

(2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.

(3) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

(4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.



4. The liability of the Members is limited.
5. The Company's share capital is £1000 divided into 1000 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. For and on behalf of Instant Companies Limited 2 Baches Street London N1 6UB	- One
2. For and on behalf of Swift Incorporations Limited 2 Baches Street London N1 6UB	- One
Total shares taken	- Two

Dated the 24th day of January, 1989.

Witness to the above signatures, Terry Jayne  
2 Baches Street  
London N1 6UB

*T. Jayne*

## THE COMPANIES ACT 1985

## PRIVATE COMPANY LIMITED BY SHARES

## ARTICLES OF ASSOCIATION OF

### KANSALLIS PROPERTY FINANCE LIMITED

#### PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

#### ALLOTMENT OF SHARES

2. (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this

Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members. The foregoing provisions of this paragraph (b) shall have effect subject to Section 80 of the Act.

(c) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

(d) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

#### SHARES

3. The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.

4. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

#### GENERAL MEETINGS AND RESOLUTIONS

5. (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Clause 38 in Table A shall be modified accordingly.

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

(b) 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 Directors and to the Auditors for the time being of the Company.

6. (a) Clause 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.

(b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.

(c) Clause 41 in Table A shall not apply to the Company.

#### APPOINTMENT OF DIRECTORS

7. (a) Clause 64 in Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whenever the minimum number of the Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.

(d) No person shall be appointed a Director at any General Meeting unless either:-

(i) he is recommended by the Directors; or

(ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.

(e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

(f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

#### BORROWING POWERS

8. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and 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.

#### ALTERNATE DIRECTORS

9. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.

(b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

#### DISQUALIFICATION OF DIRECTORS

10. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

#### GRATUITIES AND PENSIONS

11. (a) The Directors may exercise the powers of the Company conferred by Clause 3(4) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Clause 87 in Table A shall not apply to the Company.

#### PROCEEDINGS OF DIRECTORS

12. (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

(b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

## INDEMNITY

13. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(b) Clause 118 in Table A shall not apply to the Company.

## TRANSFER OF SHARES

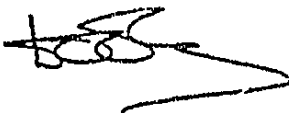
14. The Directors may in their absolute discretion and without assigning any reason therefore, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of Clause 24 in Table A shall not apply to the Company.

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### Names and Addresses of Subscribers

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1. For and on behalf of  
Instant Companies Limited  
2 Baches Street  
London N1 6UB



2. For and on behalf of  
Swift Incorporations Limited  
2 Baches Street  
London N1 6UB



Dated this 24th day of January, 1983.

Witness to the above signatures, Terry Jayne  
2 Baches Street  
London N1 6UB



**FILE COPY**



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

No. 2344929

I hereby certify that

**KANSALLIS PROPERTY FINANCE 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 8 FEBRUARY 1989

*S M. Phillips*  
S. M. PHILLIPS

an authorised officer

# G

COMPANIES FORM No. 123

## Notice of increase in nominal capital

# 123

Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number

[ ] [ ] [ ] [ ]

2344929

Name of company

\* KANSANUS PROPERTY FINANCE LIMITED

\*Insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 5TH JUNE 1990 the nominal capital of the company has been  
increased by £ 9,999,000 beyond the registered capital of £ 1000.

†The copy must be  
printed or in some  
other form approved  
by the registrar

A copy of the resolution authorising the increase is attached.†

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follows:

The new ordinary shares will  
have the same rights and  
rank pari passu with the  
existing ordinary shares.

Please tick here if  
continued overleaf

☐

Insert Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or Receiver  
(Scotland) as  
appropriate

Signed Kirsti Niinistö-Mousten Designations Co. Secretary Date 19/7/90Presenter's name, address and  
reference (if any):

Kirsti Niinistö-Mousten  
Kansallisen Oskari  
Pohkki  
Kansallisen House  
80 Bishopsgate  
London EC2N 4AN

For official use

General section

Post room

COMPANIES HOUSE  
20 JUL 1990

M



The Solicitors' Law Stationery Society plc, 24 Gray's Inn Road, London WC1X 8HR

Companies G123

1987 Edition  
4.87 BM

6017157

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

of

KANSALLIS PROPERTY FINANCE LIMITED

Passed on 5th June, 1990

AT an Extraordinary General Meeting of the above-named Company, duly convened and held on 5th June, 1990 the following Resolutions were duly passed as Ordinary Resolutions, namely:-

ORDINARY RESOLUTIONS

1. That the authorised share capital of the Company be increased by £9 999 000 to £10 million by the creation of 9 999 000 new Ordinary Shares of £1 each ranking pari passu in all respects with the existing Ordinary Shares in the capital of the Company.
2. That the Directors be and they are hereby generally and unconditionally authorised for the purpose of section 80 of the Companies Act 1985 to exercise all powers of the Company to allot relevant securities (within the meaning of the said section 80) to such persons and upon such terms as the Directors shall think fit provided always that the authority hereby conferred shall be limited to the allotment of relevant securities having an aggregate nominal amount of £9 999 998 and such authority of the Directors shall expire on the fifth anniversary of the date of the passing of this resolution save that the Company may at any time before such authority expires make an offer or agreement which would or might require relevant securities to be allotted after such authority expires and the Directors may allot such relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired and that all authorities granted to the Directors under the said section 80 prior to the date hereof are hereby revoked.

  
.....  
Chairman

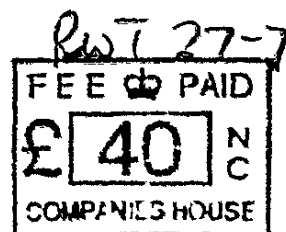
Registered Office  
Kansallis House  
80 Bishopsgate  
London EC2N 4AU

0399L/53



1991/16

CON 32814 RWT



No. 2344929

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

KANSALLIS PROPERTY FINANCE LIMITED

Passed 4th July, 1990

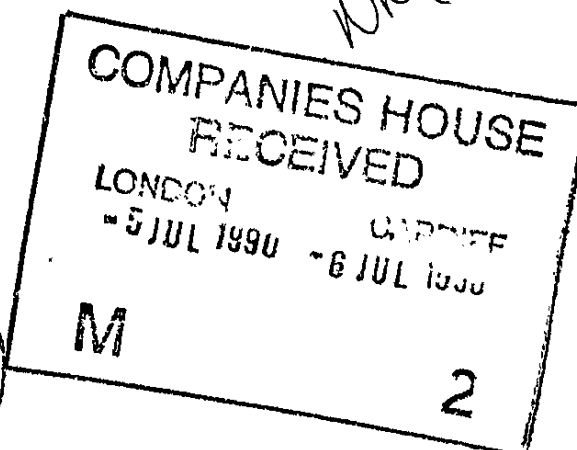
AT an Extraordinary General Meeting of the above named Company, duly convened and held on 4th July, 1990 the following Resolution was duly passed as a Special Resolution, namely:-

SPECIAL RESOLUTION

1. THAT, the name of the Company be changed to Orava Properties Limited.

*[Signature]*

Chairman



*Not a forester*



**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2344929

I hereby certify that

**KANSALLIS PROPERTY FINANCE LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**ORAVA PROPERTIES LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 27 JULY 1990

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

an authorised officer

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

ORAVA PROPERTIES LIMITED  
(Formerly Karsalls Property Finance Limited)

Passed on 9th July, 1990

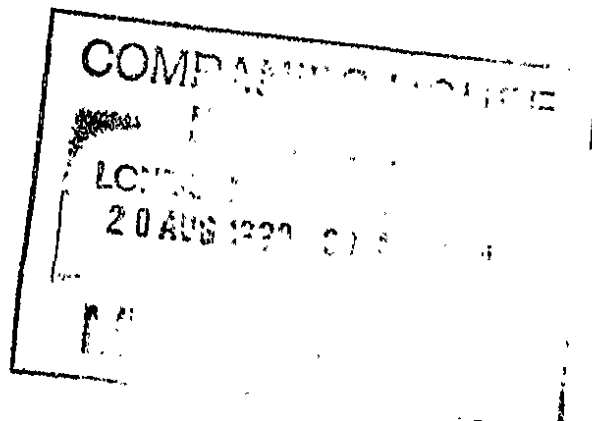
AT an Extraordinary General Meeting of the above-named Company, duly convened and held on 9th July, 1990 the following Resolution was duly passed as a Special Resolution, namely:-

SPECIAL RESOLUTION

1. THAT, the provisions set out in Clause 3 of the printed document marked "X" submitted to this meeting be approved and adopted as the objects of the Company in substitution for and to the exclusion of the current clause 3 of the Company's Memorandum of Association.

  
.....  
Chairman

0399L/43



2344929

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

**ORAVA PROPERTIES LIMITED\*** The name of the Company was changed from Kansallis Property Finance Limited on 4th July 1990. A new certificate of incorporation certifying the change of name was issued on 27th July 1990.

1. The Company's name is "ORAVA PROPERTIES LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:\*\*
  - (a) to carry on all or any of the businesses of a property investment company in all its branches and for such purposes either directly or indirectly through the medium of any other legal entity or joint venture to invest and participate in and to purchase, take on lease or by any other means acquire and take options over, to hold and to dispose of any property whatever, and any rights or privileges of any kind over or in respect of any property and in connection with and/or through the same, to develop land, estates and property and to construct, reconstruct, pull down, remove, replace, improve, alter, decorate, furnish and maintain property of all kinds and to manage any land, buildings or other property as aforesaid, whether belonging to the Company or not, and to collect rents and income, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company or any interest therein;
  - (b) to carry on all or any of the businesses of provision of finance (in such manner and by such means as the Company shall think fit) for the acquisition of land and for the construction and development thereon of all kinds of buildings and structures and to lend and advance money to, or negotiate loans on behalf of, and provide credit facilities or other financial accommodation for persons, firms and companies on such terms as may seem expedient and generally to finance building operations of every description;

\* The name of the Company was changed from Kansallis Property Finance Limited on 27th July 1990

\*\* The objects of the Company were changed pursuant to a Resolution passed on 9th July, 1990

- (c) to carry on all or any of the businesses of estate agents and managers and agents, surveyors, valuers and auctioneers, builders and contractors and to undertake and provide management, administration and consultancy services of all kinds and to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises and to act as agents for any financial or other institutions or for persons, firms or companies and to arrange business and professional partnerships and to enter into, assist, or participate in financial, commercial and other transactions and undertakings and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account, and to co-ordinate the policy and administration of any companies of which this Company is a member or which are in any manner controlled by, or connected with this Company;
- (d) to carry on business as a general commercial company;
- (e) to carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any other businesses of the Company;
- (f) to apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire;
- (g) to acquire or undertake the whole or any part of the business, goodwill and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received;
- (h) to invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made;

- (i) to lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid);
- (j) to borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it;
- (k) to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments;
- (l) to apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests;
- (m) to enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, decrees, rights, privileges and concessions;
- (n) to subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world;

- (o) to control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies;
- (p) to promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid;
- (q) to sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same;
- (r) to act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts;
- (s) to remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient;
- (t) to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares or other securities of the Company;
- (u) 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 employees, or may, be connected with any town or place where the Company carries on business, to give or award pensions, annuities, gratuities, and superannuation 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, or who are 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 predecessors in business of the Company or of 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 to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of 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 any such subsidiary, holding or fellow subsidiary company and to lend to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained;

- (v) subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act;
- (w) to distribute among the Members of the company in kind any property of the Company of whatever nature;
- (x) to procure the Company to be registered or recognised in any part of the world;
- (y) to do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others;
- (z) to do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:

- (1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.
- (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.

(3) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

(4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

4. The liability of the Members is limited.

5. The Company's share capital is £10,000,000 divided into 10,000,000 shares of £1 each.\*

We, the subscribers to this Memorandum of Association, which 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.	Instant Companies Limited 2 Baches Street London N1 6UB	- One
2.	Swift Incorporations Limited 2 Baches Street London N1 6UB	- One
Total shares taken		- Two

Dated the 24th day of January 1989

Witness to the above Signatures: Terry Jayne  
2 Baches Street  
London N1 6UB



- 
- \* The Company's authorised share capital was increased from £1,000 to £10,000,000 pursuant to a Resolution passed on 5th June 1990.



.....

Seppo Siljama

(Chairman of the Extraordinary General Meeting held on 9th July 1990  
and duly authorised signatory)

9405/77

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORAVA PROPERTIES LIMITED

(formerly Kansallis Property Finance Limited)

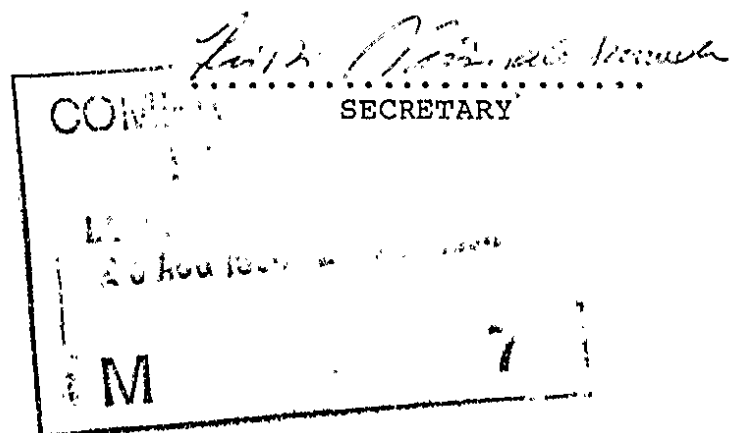
(No : 2344929)

Special Resolution of the above-named Company passed at an Extraordinary General Meeting of the Members of the Company held at Kansallis House 80 Bishopsgate London EC2N 4AU the day of 17th July 1990

---

SPECIAL RESOLUTION

THAT Section 384 of the Companies Act 1985 be excluded from applying to the Company thereby exempting the Company from the obligation to appoint auditors



**G**

COMPANIES FORM No. 225(1)

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

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

For official use

Company number

[ ] [ ] [ ] [ ]

2344929

Name of company

\* ORAVA PROPERTIES LIMITED  
(formerly Kansallis Property Finance 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 1 2

**Note**  
Please read notes 1 to 4 overleaf before completing this form

The 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 1 2 1 9 9 0

† 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 N/A

\_\_\_\_\_, 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 18 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 N/A

and it is still in force.

Signed Kirsti Nunnisols-Powden Designation Company Secretary Date 22.08.90

† Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

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

Kirsti Nunnisols-Powden  
Kansallis-Oake Parkki  
Kansallis Huone  
80 Bishopsgate  
London EC2N 4AUFor official Use  
General Section

Post room

M

7

# G

COMPANIES FORM No. 123

## Notice of increase in nominal capital

# 123

Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number

[ ] [ ] [ ] [ ]

2344929

Name of company

GRAVA PROPERTIES LIMITED

\*Insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 27th March 1991 the nominal capital of the company has been  
increased by £ 10,000,000 beyond the registered capital of £ 10,000,000

\*The copy must be  
printed or in some  
other form approved  
by the registrar

A copy of the resolution authorising the increase is attached.†

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follows:

The new shares will carry  
the same rights and  
conditions as those  
already in issue.

Please tick here if  
continued overleaf



Signed Kirsti Nikkila Designations Secretary Date 3/4/91

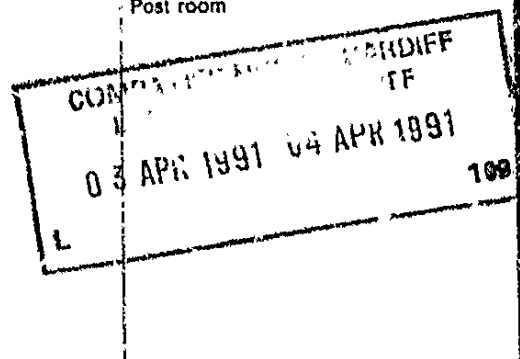
Presenter's name, address and  
reference (if any):

Kirsti Nikkila-  
London  
Konsultis, 2nd Floor, Park  
Konsultis House  
19 Thomas More St.  
London E1 9YW.

For official use

General section

Post room



over

Printed by the Registrar of Companies, 24 Abchurch Lane, London EC4N 3DF

Companies G123

1987 Edition  
487 840  
527151

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

of

ORAVI PROPERTIES LIMITED

Passed on 27th March, 1991

At an Extraordinary General Meeting of the above-named Company, duly convened and held on 27th March 1991 the following Resolutions were duly passed as Ordinary Resolutions, namely:-

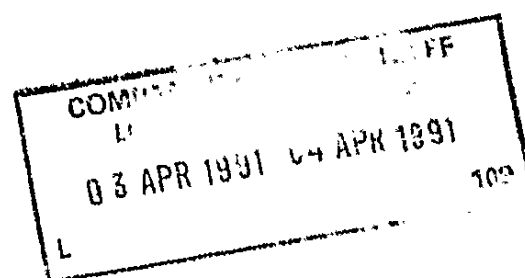
ORDINARY RESOLUTIONS

1. That the authorised share capital of the Company be increased by £10 000 000 to £20 million by the creation of 10 000 000 new Ordinary Shares of £1 each ranking pari passu in all respects with the existing Ordinary Shares in the capital of the Company.
2. That the Directors be and they are hereby generally and unconditionally authorised for the purpose of section 80 of the Companies Act 1985 to exercise all powers of the Company to allot relevant securities (within the meaning of the said section 80) to such persons and upon such terms as the Directors shall think fit provided always that the authority hereby conferred shall be limited to the allotment of relevant securities having an aggregate nominal amount of £10 000 000 and such authority shall expire on the fifth anniversary of the date of the passing of this resolution save that the Company may at any time before such authority expires make an offer or agreement which would or might require relevant securities to be allotted after such authority expires and the Directors may allot such relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired and that all authorities granted to the Directors under the said section 80 prior to the date hereof are hereby revoked.

.....  
Chairman

Registered Office  
Kansallis House  
19, Thomas More Street  
London E1 9YW

kms:awn



# G

COMPANIES FORM No. 123

## Notice of increase in nominal capital

# 123

Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number

[ ] [ ] [ ] [ ]

2344929

Name of company

ORAVA PROPERTIES LIMITED

\*Insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 27.03.1991 the nominal capital of the company has been increased by £ 10,000,000 beyond the registered capital of £ 10,000,000

A copy of the resolution authorising the increase is attached.†

†The copy must be  
printed or in some  
other form approved  
by the registrar

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follows:

The new ordinary shares will have the same rights and rank *pari passu* with the existing ordinary shares.

Please tick here if  
continued overleaf

☐

Witness Director  
Secretary  
Administrator  
Authorised Officer  
or other person  
approved by the  
registrar

Signed Kirti Niinisalo-Puustinen Designation Co. Secretary Date 10/7/91

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

Kirti Niinisalo-Puustinen  
Kabusallin - Etäke. Pentti  
Kabusallin House  
15 Thomas Moore Street  
London. E1 9YW.

For official use

General section

Post room

COMPANIES HOUSE

12 JUL 1991

M

37

**veyz**

The Stationery Law Stationery Society plc, 24 Gray's Inn Road, London WC1X 8HR

Companies G123

123 Edition  
4.87 BM  
5017157

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

of

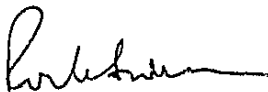
ORAVA PROPERTIES LIMITED

Passed on 27th March, 1991

AT an Extraordinary General Meeting of the above-named Company, duly convened and held on 27th March, 1991 the following Resolutions were duly passed as Ordinary Resolutions, namely:-

ORDINARY RESOLUTIONS

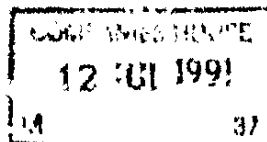
1. That the authorised share capital of the Company be increased by 10 000 000 to 20 million by the creation of 10 000 000 new Ordinary Shares of 1 each ranking pari passu in all respects with the existing Ordinary Shares in the capital of the Company.
2. That the Directors be and they are hereby generally and unconditionally authorised for the purpose of section 80 of the Companies Act 1985 to exercise all powers of the Company to allot relevant securities (within the meaning of the said section 80) to such persons and upon such terms as the Directors shall think fit provided always that the authority hereby conferred shall be limited to the allotment of relevant securities having an aggregate nominal amount of 10 000 000 and such authority of the Directors shall expire on the fifth anniversary of the date of the passing of this resolution save that the Company may at any time before such authority expires make an offer or agreement which would or might require relevant securities to be allotted after such authority expires and the Directors may allot such relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired and that all authorities granted to the Directors under the said section 80 prior to the date hereof are hereby revoked.



.....  
Chairman

Registered Office  
Kansallis House  
19 Thomas More Street  
London E1 3YW

0309L/53



**G**

COMPANIES FORM No. 123

**Notice of increase  
in nominal capital****123**Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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

[ ][ ][ ][ ]

2.344929

Name of company

\* ORAVA PROPERTIES LIMITED

\* insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 20 DECEMBER 1993 the nominal capital of the company has been  
increased by £ 20,000,000 beyond the registered capital of £ 20,000,000.

A copy of the resolution authorising the increase is attached.†

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follow:

THE NEW ORDINARY SHARES WILL HAVE THE SAME  
RIGHTS AND RANK PARI PASSU WITH THE EXISTING  
ORDINARY SHARES

† Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriatePlease tick here if  
continued overleaf

Signed

Gordon Prestige

Designation†

Secretary

Date

22 December 1993

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

Gordon Prestige  
Kansallis House  
19 Thomas More Street  
London E1 9YW

For official Use  
General Section

Post room

23 DEC 1993



gp 5 p. 16  
16/12/93

No. 234492/9

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
ORDINARY RESOLUTIONS AND SPECIAL RESOLUTION  
of

ORAVA PROPERTIES LIMITED

Passed on 20 December, 1993

AT an Extraordinary General Meeting of the above-named Company, duly convened and held on 20 December, 1993 the following Resolutions were duly passed as Ordinary Resolutions and a Special Resolution, namely:-

ORDINARY RESOLUTIONS

1. That the authorised share capital of the Company be increased by £20 million from £20,000,000 to £40,000,000 by the creation of 20 million new Ordinary Shares of £1 each ranking pari passu in all respects with the existing Ordinary Shares in the capital of the Company.
2. That the Directors be and they are hereby generally and unconditionally authorised for the purpose of section 80 of the Companies Act 1985 to execute all powers of the Company to allot relevant securities (within the meaning of the said section 80) to such persons and upon such terms as the Directors shall think fit provided always that the authority hereby conferred shall be limited to the allotment of relevant securities having an aggregate nominal amount of £20 million and such authority of the Directors shall expire on the fifth anniversary of the date of the passing of this resolution save that the Company may at any time before such authority expires make an offer or agreement which would or might require relevant securities to be allotted after such authority expires and the Directors may allot such relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired and that all authorities granted to the Directors under the said section 80 prior to the date hereof are hereby revoked.

SPECIAL RESOLUTION

3. That the pre-emption provisions contained in Article 2(b) of the Articles of Association of the Company be waived.

...*Law*...*MM*...*My*  
Chairman

CONFIRMED  
23 DEC 1993

Registered Office  
Kansallis House  
19 Thomas More Street  
London E1 9YH

