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## COMPANIES FORM No. 12

**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

Please complete  
legibly, preferably  
in black type, or  
bold block letteringTo the Registrar of Companies  
(Address overleaf)

For official use

For official use

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2373209
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Name of company

\* NORWEB PROPERTY AND ESTATE SERVICES LIMITED

\* insert full  
name of Company

I, RUPERT CAESAR

of 11 ALDWICK AVENUE, DIDSBURY, MANCHESTER M20 0JL

† delete as  
appropriate

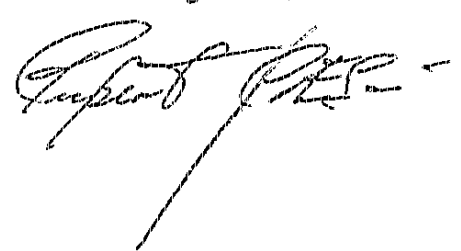
do solemnly and sincerely declare that I am a ~~(Solicitor engaged in the formation of the company)~~ <sup>PC</sup>  
[person named as ~~director~~ or secretary of the company in the statement delivered to the registrar  
under section 10(2)]† and that all the requirements of the above Act in respect 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 RedditchGreater Manchesterthe 6<sup>th</sup> day of April 1989

One thousand nine hundred and

before me Paula GiffordA Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.

Declarant to sign below

Presentor's name address and  
reference (if any):Rupert Caesar  
11 Aldwick Avenue  
Didsbury  
Manchester M20 0JLFor official Use  
New Companies Section

Post room
COMPANIES HOUSE
10 APR 1989
77



COMPANIES FORM No. 10

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

10

Please do not  
write in  
this margin

Pursuant to section 10 of the Companies Act 1985

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

To the Registrar of Companies  
(Address overleaf - Note 8)

For official use

\* insert full name  
of company

Name of company

\* NORWEB PROPERTY AND ESTATE SERVICES LIMITED

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

TALBOT ROAD

MANCHESTER

Postcode M16 0HQ

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

Postcode

Number of continuation sheets attached (see note 1)

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

Rupert Caesar  
11 Aldwick Avenue  
Didsbury  
Manchester M20 0JL

For official Use  
General Section

Post room  
COMPANIES HOUSE  
10 APR 1989  
M 77

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) Norweb Electricity plc (Reg'd No 2268727)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4) Talbot Road, Manchester		UK registered company
		Date of birth (where applicable)
	Postcode M16 0HQ	(note 6) inc 17.6.88
Other directorships †		
I consent to act as director of the company named on page 1		
Signature <i>[Signature]</i> (Authorised Signatory)		Date 3 April 1989

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

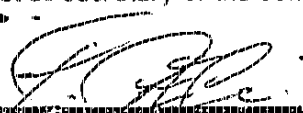
Name (note 3) North West Electricity plc (Reg'd 2268728)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4) Talbot Road, Manchester		UK registered company
		Date of birth (where applicable)
	Postcode M16 0HQ	(note 6) Inc. 17.6.88
Other directorships †		
I consent to act as director of the company named on page 1		
Signature <i>[Signature]</i> (Authorised Signatory)		Date 3 April 1989

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

Please do not  
write in  
this margin

Please complete  
legibly, preferably  
in black type, or  
bold 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) Rupert Caesar	
Previous name(s) (note 3)	
Address (notes 4 & 7) 11 Aldwick Avenue, Didsbury, Manchester	
Postcode M20 0JL	
I consent to act as secretary of the company named on page 1	
Signature 	Date 3 April 1983



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

delete if the form is  
signed by the  
subscribers

Signature of agent on behalf of subscribers	Date
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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.

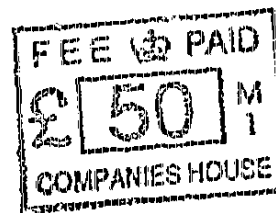
Signed 	Date 3 April 1983
Signed 	Date 3 April 1983
Signed	Date
Signed	Date
Signed	Date
Signed	Date

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

NORWEB PROPERTY AND ESTATE SERVICES LIMITED



2373209

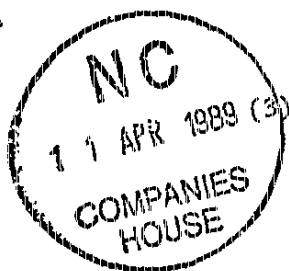
1. The Company's name is NORWEB PROPERTY AND ESTATE SERVICES LIMITED.
2. The Company is a private company.
3. The company's registered office is to be situated in England and Wales.
4. The company's objects are:-

(1) To carry on business as property, land and estate owners, builders, house and estate agents, to build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, houses, factories, offices, works, wharfs, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices or water courses and to clear sites for the same and to work, manage and control the same and to carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

(2) To carry on all or any of the businesses of developers of and dealers in land, property, bankers, financiers, factors, debt collectors, dealers in securities, underwriters, insurers, brokers of any kind.

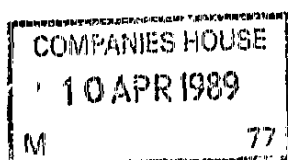
To acquire (whether by purchase, lease, concession, grant, hire or otherwise), establish, develop, exploit, operate and maintain land, any estates in land, claims, licences, concessions, wells, mines, drilling and mining rights, exploration and production rights and rights and interests of all descriptions in or relating to the same, which may seem to the Company capable or possibly capable of affording or facilitating the purchase, transmission, transformation, conversion, supply, distribution, generation, development, production or manufacture of electricity or any other form of energy or the supply of coal or other minerals, petroleum, oil or other hydrocarbons, metals or natural and other gases and chemicals and other products derived from or connected with any of them.

To acquire by any means and hold and deal with any real or personal property or rights whatsoever, whether or not for the purposes of or in connection with any of the foregoing activities, and without prejudice to the generality of the foregoing to purchase, take on lease or in exchange, take options over, hire or otherwise acquire and hold and deal with



RBS  
4500x60

637709 (4)



any real property and any estate or interest in such property, including without limitation any lands, buildings, installations, structures, servitudes, easements, rights, privileges and concessions and wayleaves and to use, exploit and develop the same.

- (5) To insure by any means the Company shall think fit any property, asset, matter or interest ~~and~~ against any potential liability or loss of the Company or of any other person and the life or health of any person for the benefit of the Company.
- (6) To borrow or raise money or secure or discharge any debt or obligation (whether of the Company or of any other person) in such manner as the Company thinks fit and in particular (but without prejudice to the generality of the foregoing) by the creation or issue, upon such terms as to priority or otherwise as the Company thinks fit, of securities of any kind or mortgages or charges (fixed or floating) founded or based upon all or any part of the undertaking, property, assets and rights (present and future) of the Company, including its uncalled capital, or without any such security; and to receive money on deposit and advance payments with or without allowance of interest thereon.
- (7) To carry on all or any of the businesses of manufacturers, wholesalers, retailers and traders, whether generally or in relation to particular goods or commodities (including but not limited to property of all descriptions and land), and to develop, produce, research and undertake advertising, publicity and promotional campaigns and competitions for itself and other persons, to undertake, promote and sponsor any product, service, event, individual or publication which in the opinion of the Company will promote advance or publicise any activity of the Company or any of its subsidiaries and generally to carry on the businesses of public relations agents, publicity consultants and marketing agents.
- (8) To accept securities of any person or any property or interest therein of what~~s~~ever nature in payment or part payment for any services rendered or for any sale or supply made to, or debt owing from, any such person.
- (9) To carry on all or any of the businesses of purchasing, importing, generating, transmitting, transforming, converting, distributing, supplying, exporting and dealing in electricity and all other forms of energy and products or services associated therewith.
- (10) To locate, establish, construct, equip, operate, use, manage, maintain and design power stations (including, without limitation to the generality of the foregoing, combined heat and power stations), transforming, switching, conversion, transmission and distribution facilities, cables, overhead lines, substations, switching stations, tunnels, cable bridges, link boxes, telecommunications stations, masts, aerials and dishes, fibre optic circuits, satellites and satellite microwave connections, heat pumps, plant and equipment used for combined heat and power schemes, offices,

computer centres, shops, dispensing machines for pre-payment cards and other devices, showrooms, depots, factories, workshops, works, plants, refineries, printing facilities, warehouses and other storage facilities (including but not limited to facilities for storage and disposal of products and waste), training, education, training centres and display centres, stands and show-houses, museums, testing premises, laboratories, research stations, compressor stations, vehicle parks, terminals, transport facilities, roads, grounds landscaped and planted for screening or other amenity purposes, structures, installations and facilities of all kinds, whether for the purposes of the Company or for sale or let on hire to, or in return for any consideration from, any person and to purchase or otherwise acquire, lease, charter and take, licence or hire any of the same and to sell, lease, licence, let on hire or otherwise dispose of any of the same or share any of the same with another party.

- (11) To do anything which a public electricity supplier is empowered or required to do under or by virtue of or under a licence or other authorisation granted under current Electricity Statutes and or any subsequent statutory modifications or re-enactments or any statutory instruments made thereunder or any statutory modifications or re-enactments thereof.
- (12) To carry on all or any of the businesses of designers, developers, manufacturers, constructors, installers, fitters, layers, operators, users, inspectors, testers, maintainers, repairers, reconditioners, servicers, improvers, enlargers, alterers, protectors, coaters, replacers, removers, hirers, suppliers, distributors, importers and exporters of and dealers in cables, wires, meters, pylons, tracks, rails, pipelines and any other plant, apparatus, equipment, systems and things used in connection with the transmission, transformation, conversion, supply, distribution, control and generation of electricity or any other forms of energy or with exploring, prospecting and dealing in coal and other minerals, petroleum, oil and other hydrocarbons, metals, natural and other gases and chemicals and other products derived from or connected with any of them, tools, machinery, engineering and other equipment, plants, components, accessories and supplies of every description.
- (13) For the purposes of electricity supply, distribution and communication, to install in, on, around, above or under any premises or place and to operate, use, inspect, test, maintain, repair, replace and remove cables, lines, ducts, transformers, switchgear (remotely controlled and otherwise, and including time switches), fuses, circuit breakers, electricity service equipment, meters and other devices for measuring or controlling the quantity or quality of electricity supplied, prepayment and debt payment devices, items provided to afford access to, support, encase, insulate, protect from damage or tampering, the above mentioned items, or to protect people and property from injury or damage, through establishing and maintaining security arrangements or otherwise or to comply with any legal obligation and for other purposes associated with the supply of electricity and to install all such things and apparatus and items for the

purposes of supplying, measuring and controlling heat, steam, hot water, light, air conditioning and refrigeration and for associated purposes, including payment for these facilities.

- (14) To carry on business as inventors, researchers and developers, to conduct, promote and commission research and development in connection with the businesses and activities of the Company and its subsidiaries, to establish and maintain research stations, laboratories, workshops, testing and proving grounds and sites, facilities and establishments and installations and to exploit and turn to account the results of any research and development carried out by or for it.
- (15) To carry on all or any of the businesses of and provide services associated with surveyors, designers, architects, builders, engineers (including without limitation electrical, mechanical, heating, ventilation, civil, chemical, telecommunications, computer, and gas engineers), mechanics, technicians, draughtsmen, decorators, caterers, kitchen installers, shopfitters, inventors, researchers and trainers.
- (16) To enter into and carry into effect any arrangement for a partnership or joint working or joint venture in business or for the sharing of profits or for amalgamation with any other person.
- (17) To carry on all or any of the businesses of consultants, researchers, advisers and providers of training services and suppliers of management and personnel services whether generally or in respect of one or more of the types of business or activity which the Company has power to carry on, and to provide training and educational courses, instruction and materials, of every description for employees of the Company and for other persons.
- (18) To provide or procure the provision of such facilities and services as may be necessary or desirable to forecast electricity/energy demand and to satisfy such demand.
- (19) To acquire, (whether by purchase, lease, concession, grant, hire or otherwise), charter, lease, take or let on hire, operate, use, employ or turn to account, build, equip, service, repair, maintain, supply, and deal in motor vehicles, railway locomotives, wagons, trucks and vessels and craft of any description, whether by land, air or water and any other means of transport and engineering plant and machinery, and parts and accessories of all kinds of any of the same and to carry on the businesses of storage contractors, freight contractors, carriers by land, water and air of freight and passengers, forwarding agents, shipping agents and agents of any other kind.
- (20) To carry on all or any of the businesses of wholesalers, retailers, traders, suppliers, distributors, designers, developers, manufacturers, installers, fitters, testers, repairers, maintainers, contractors, constructors, operators, users, inspectors, reconditioners, servicers, improvers, alterers, protectors, removers, inventors, researchers, hirers, replacers, importers and exporters of, and dealers in,

electrical appliances, systems, products and services used for energy conservation and efficiency, domestic, commercial, agricultural, industrial, household and general equipment, furniture, fixtures, fittings and devices, and all other kinds of goods, equipment, machinery, materials and installations.

- (21) To invent, design, develop, construct, manufacture, produce, erect, assemble, test, alter, install, maintain, repair, renovate, refurbish, recondition, utilise, operate, manage, purchase, sell, hire, hire-out, import, export, supply and otherwise deal in all kinds of equipment, apparatus, plant, machinery, appliances, articles, furniture, things, accessories, components, fittings, tools, materials, substances, products, systems, computers, computer programs and software which are required or likely to be required by the Company for the purposes of or in connection with any of its businesses or by other persons or which in the opinion of the Company may be conveniently or advantageously dealt with by the Company in connection or association with any of its objects or the objects of any of its subsidiaries.
- (22) To appoint and to enter into agreements or arrangements with any person to represent all or any of the Company, its subsidiaries, the electricity industry or any part thereof, or any other organisation or person at meetings of local, national and international organisations and bodies concerned with activities connected or associated with any of the businesses or activities of the Company and its subsidiaries, to provide services of all kinds to such organisations and bodies and to negotiate and enter into local, national and international agreements and standards relating to matters of concern or interest to the Company or its subsidiaries or persons represented by or having dealings with the Company or its subsidiaries.
- (23) To carry on all or any of the businesses of inventing, researching, establishing, designing, developing, maintaining, and training as well as running, operating, managing, supplying and dealing in data processing and information retrieval systems, computers, computer programs and software, computer bureaux and data bases, meter reading and credit checking and to provide services, facilities and equipment ancillary to or for use in connection with the same.
- (24) To apply for and take out, purchase or otherwise acquire any patents, patent rights, inventions, secret processes, designs, copyrights, trade marks, service marks, commercial names and designations, know-how, formulae, licences, concessions and the like (and any interest in any of them) and any exclusive or non-exclusive or limited right to use, and any secret or other information as to, any invention or secret process of any kind and to use, exercise, develop, and grant licences in respect of, and otherwise turn to account and deal with, the property, rights and information so acquired.
- (25) To carry on as principal, agent or sub-contractor all or any of the businesses of running, operating, managing, supplying and dealing in systems for the conveyance by any means of sounds, visual images, signals, and services, facilities and equipment ancillary to or for use in connection with such systems.

- (26) To carry on all or any of the businesses of exploring for, mining, prospecting for, extracting, recovering and dealing in coal and other minerals, petroleum, oil and other hydrocarbons, metals, natural and other gases and chemicals and other products derived from or connected with any of them.
- (27) To establish, design, acquire, produce, transmit, broadcast, publish, print and reproduce in any form whatsoever (including, without prejudice to the generality of the foregoing, visual or audible form and forms capable of being used by or in connection with computers), and to accept, buy, sell and supply and otherwise deal in brochures, manuals, journals and periodicals, magazines, newspapers, books, pictures, photographs; stationery and other documents, sound and visual recordings, tapes, microfilms, films and programmes for radio, television, cinema and other means of communication, (including, without prejudice to the generality of the foregoing, any forms of advertisement, publicity and promotional material for the Company or it's subsidiaries).
- (28) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any contracts, obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any securities or liabilities of, any person, including (without prejudice to the generality of the foregoing) any company which is a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company and whether or not any consideration or advantage is received by the Company.
- (29) To acquire by any means the whole or any part of the assets, and to undertake the whole or any part of the liabilities, of any person carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be carried on in connection therewith, and to acquire an interest in, amalgamate or enter into partnership or into any arrangement for sharing profits, or for co-operation or for mutual assistance, with any such person and to give or accept, for any of the acts or things aforesaid or property acquired, such consideration as the Company thinks fit, including without limitation, any shares, whether fully or partly paid up, debentures, or other securities or rights.
- (30) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, and deal in, any shares, stocks, debentures, bonds, notes and other securities, obligations and other investments of any nature whatsoever and any options or rights in respect of them; and otherwise to invest and deal with the money and assets of the Company.

- (31) To carry on any other businesses or activities which the directors consider is, or may be, capable of being carried on directly or indirectly for the benefit of the Company.
- (32) To advance, lend or deposit money, and to give credit or financial accommodation to any person on such terms as may be thought fit by the Company and to render advice to any such person.
- (33) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (34) To apply for, promote and obtain any Act of Parliament, charter, privilege, concession, licence or authorisation of any government, state, department or other authority (international, national, local, municipal or otherwise) for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its members.
- (35) To enter into any arrangements with any governments, states, departments or authorities (international, national, local, municipal or otherwise), or any corporations, companies or persons, that may seem conducive to the Company's objects or any of them, and to obtain from any such government, state, department, authority, corporation, company or person, any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise, comply with and exploit, any such charters, contracts, decrees, rights, privileges and concessions.
- (36) To do all or any of the following, namely:-
  - (A) to establish, provide, carry on, maintain, manage, support, purchase and contribute to any pension, superannuation, retirement, redundancy, injury, death benefit or insurance funds, trusts, schemes or policies for the benefit of, and to give or procure the giving of pensions, annuities, allowances, gratuities, donations emoluments, benefits of any description (whether in kind or otherwise), incentives, bonuses, assistance (whether financial or otherwise) and accommodation and to provide and maintain living accommodation, in all cases in such manner and on such terms as the Company thinks fit to, and to make payments for or towards the insurance of:-
    - (i) any individuals who are or were at any time in the employment of, or directors or officers of (or held comparable or equivalent office in), or acted as consultants or advisers to or agents for:-
      - (a) the Company or any company which is or was its holding company or is or was a subsidiary of the Company or any such holding company; or

- (b) any person to whose business the Company or any subsidiary of the Company is, in whole or in part, a successor directly or indirectly; or
    - (c) any person otherwise allied to or associated with the Company;
    - (ii) the spouses, widows, widowers, families and dependents of any such individuals as aforesaid; and
  - (B) to establish, provide, carry on, maintain, manage, support and provide financial assistance to welfare, sports and social facilities, associations, clubs, funds and institutions which the Company considers likely to benefit or further the interests of any of the aforementioned individuals, spouses, widows, widowers, families and dependents.
- (37) To establish, maintain, manage, support and contribute to any schemes for the acquisition of shares in the Company or any holding company by or for the benefit of any individuals who are or were at any time in the employment of, or directors or officers of, the Company or any company which is or was its holding company or is or was a subsidiary of the Company or any such holding company or any other company or former company connected or associated in any way with the Company or with the whole or any part of its undertaking, and to lend money to any such individuals to enable them to acquire shares in the Company or in its holding company and to establish, maintain, manage and support (financially or otherwise) any schemes for sharing profits of the Company or any other such company as aforesaid with any such individuals.
- (38) To subscribe or contribute (in cash or in kind) to, and to promote or sponsor, any charitable, benevolent or useful object of a public character or any object which may in the opinion of the Company be likely directly or indirectly to further the interests of the Company, its employees or its members.
- (39) To pay and discharge all or any expenses, costs and disbursements, to pay commissions and to remunerate any person for services rendered or to be rendered, in connection with the formation, registration, promotion and flotation of the Company and any company promoted by the Company and of and incidental to any negotiations between promoters preliminary to the formation of the Company and the underwriting or placing or issue at any time of any securities of the Company or of any other person and also all costs and expenses of and incidental to the acquisition by the Company of any property or assets and of and incidental to the accomplishment of all or any formalities which the Company may think necessary or proper in connection with any of the matters aforesaid.
- (40) To cease carrying on or wind up any business or activity of the Company and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.

- (41) To issue, allot and grant options over securities of the Company for cash or otherwise or in payment or part payment for any real or personal property or rights therein purchased or otherwise acquired by the Company or any services rendered to, or at the request of, or for the benefit of, the Company or as security for, or indemnity for, or towards satisfaction of, any liability or obligation undertaken or agreed to be undertaken by or for the benefit of the Company, or in consideration of any obligation or for any other purpose.
- (42) To procure the Company to be registered or recognised in any part of the world.
- (43) To promote or concur in promoting any other company for the purpose of acquiring all or any of the property or undertaking any of the liabilities of the Company, or both, or of undertaking any business or operations which may appear likely to assist or benefit the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures, obligations or other securities of any such company.
- (44) To dispose by any means of the whole or any part of the assets of the Company or of any interest therein.
- (45) To distribute in specie or otherwise by way of dividends or bonus or reduction of capital all or any of the property or assets of the Company among its members, and particularly, but without prejudice to the generality of the foregoing, securities of any other company formed to take over the whole or any part of the assets or liabilities of the Company or any proceeds of sale or other disposal of any property or assets of the Company.
- (46) To do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors, subsidiaries or otherwise.
- (47) To do all such other things as may be deemed, or as the Company considers, incidental or conducive to the attainment of the above objects or any of them.
- (48) AND IT IS HEREBY DECLARED that in this clause:-
- (a) unless the context otherwise requires, words in the singular include the plural and vice versa;
  - (b) unless the context otherwise requires, a reference to a person includes a reference to a company, and a reference to a person or company includes a reference to a firm, partnership, corporation, government or other authority (municipal, local or otherwise), undertaking, organisation, association, statutory, public or other body and any other legal entity, whether resident, domiciled or situated in the United Kingdom or elsewhere;

- (c) references to "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible;
  - (d) the words "and" and "or" shall mean "and/or";
  - (e) the words "associated companies" shall mean any two or more companies if one has control of the other or others, or any person has control of both or all of them;
  - (f) the words "subsidiary" (except in paragraph (h) below) and "holding company" have the same meaning as in section 736 of the Companies Act 1985 or any statutory modification or re-enactment of it;
  - (g) the words "securities" shall include any fully, partly or nil paid or no par value share, stock, unit, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation;
  - (h) the objects specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and accordingly shall not be in any way limited or restricted (except so far as otherwise expressly stated in any paragraph) by reference to or inference from the terms of any other paragraph or the order in which the paragraphs occur or the name of the Company, and none of the paragraphs shall be deemed merely subsidiary or incidental to any other paragraph.
5. The liability of the members is limited.
6. The share capital of the Company is £100 00, divided into One Hundred shares of £1.00 each.

7.

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 share shown opposite our respective names.

Names and addresses of subscribers	Number of shares taken by each subscriber
---------------------------------------	--

1. *For and on behalf of*  
North West Electricity PLC  
Talbot Road  
Manchester M16 0HQ

one

2. *For and on behalf of*  
Norweb Electricity PLC  
Talbot Road  
Manchester M16 0HQ

one

Total Shares Taken

TWO

Dated

3rd April

1989

Witness to the above signatures:-

*Julian Carter*  
Julian Carter  
2 Lichfield Road  
Radcliffe  
Manchester M26 0LZ

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

NORWEB PROPERTY AND ESTATE SERVICES 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 but unissued share capital of the Company shall be under the control of the Directors who may (subject to Section 80 and 89 of the Act and to paragraphs (b) and (c) 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) 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.

(c) The Directors are empowered to allot and grant rights to subscribe for or convert securities into shares of the Company pursuant to the authority conferred under paragraph (b) above as if Section 89(1) of the Act did not apply. This power shall enable the Directors so to allot and grant rights to subscribe for or convert securities into shares of the Company after its expiry in pursuance of an offer or agreement so to do made by the Company before its expiry.

(d) Save as authorised by the Act, the Company shall not give, whether directly or indirectly, any financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151 of the Act.

(e) Save as permitted by Section 101(2) of the Act, no shares of the

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: Company shall be allotted except as paid up at least as to one quarter of their nominal value and the whole of any premium.

#### SHARES

3. 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

4. (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.

5. (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

6. (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 two.

(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

7. 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

8. (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

9. 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 also, where he is transferred from the position which he held on appointment as a director or where he ceases (for any reason) to be in the employ of Norweb or its successors and Clause 81 in Table A shall be modified accordingly.

#### GRATUITIES AND PENSIONS

10. (a) The Directors may exercise the powers of the Company conferred by Clause 4(36) 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

11. (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

12. (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.

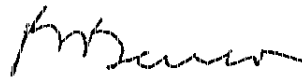
(b) Clause 118 in Table A shall not apply to the Company.


NORWEB PROPERTY AND ESTATE SERVICES LIMITED

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Names and addresses of subscribers

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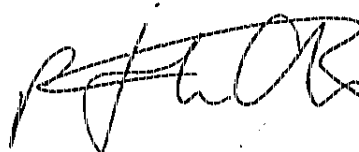
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1. For and on behalf of  
North West Electricity PLC  
Talbot Road  
Manchester M16 0HQ

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2. For and on behalf of  
Norweb Electricity PLC  
Talbot Road  
Manchester M16 0HQ

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Dated this 30 day of April 1989

Witness to the above Signatures:-



Julian Carter  
2 Lichfield Road  
Radcliffe  
Manchester M26 0LZ

FILE COPY



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

No. 2373209

I hereby certify that

**NORWEB PROPERTY AND ESTATE SERVICES 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 18 APRIL 1989

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

F. A. JOSEPH

an authorised officer

RESOLUTION

2373209

The Companies Act 1985

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COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTION

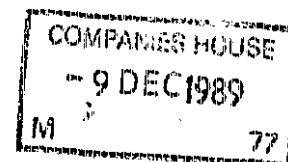
of

NORWEB PROPERTY AND ESTATE SERVICES LIMITED

No. of Company 2373209

At an extraordinary general meeting of the company duly convened and held on 5 December 1989, the following resolution was duly passed as a special resolution:

That, the company having satisfied the provisions of Section 252 of the Companies Act 1985 relating to dormant companies, the company be exempt from the obligation to appoint auditors as otherwise required by Section 384 of that Act.



Chairman *A. Littleton* ..... (A L Littleton)

Secretary *R. Caesar* ..... (R Caesar)

2373209

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS

OF

NORWEB PROPERTY AND ESTATE SERVICES LIMITED

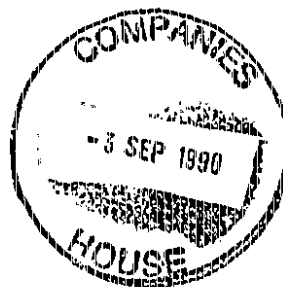
No of Company 2373209

By written resolutions of the company dated 22 August 1990 and in accordance with Section 381A of the Companies Act 1985 (as amended by the Companies Act 1989) the following were duly passed as separate "elective resolutions":

1. "That in accordance with Section 366A of the Companies Act 1985 (as amended by the Companies Act 1989) the company dispenses with the obligation to hold annual general meetings as otherwise required by Section 366 of the said 1985 Act".
2. "That in accordance with Section 252 of the Companies Act 1985 (as amended by the Companies Act 1989) the company dispenses with the obligation to lay annual accounts and reports, before the company in general meeting, as otherwise required by Section 241 of the said 1985 Act as amended".

Chairman ..... (A L Littleton)

Secretary ..... (R Caesar)



H/SEC.96/03  
29 August 1990  
PH

# Norweb Property and Estate Services Limited

Secretary - J Carter

Registered Office - Talbot Road Manchester M16 0HQ  
Registered No - 2373209 (England)

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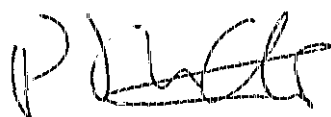
SPECIAL RESOLUTION PASSED AT THE MEETING OF THE MEMBERS OF  
NORWEB PROPERTY AND ESTATE SERVICES LIMITED  
ON THURSDAY, 26 MARCH 1992

(1) It was RESOLVED that

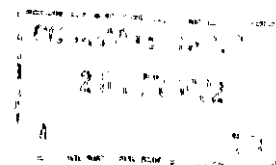
the object of the Company as specified in the objects clause of the Memorandum of Association be amended, by the inclusion of the paragraph below as object 3 and the sequential renumbering of all subsequent objects:-

Object 3

"To undertake or enter into investments of whatever nature, including but not limited to property, land, equity, debentures and other loan stocks, gilts and currency and to dispose of such investment whenever and however the Board think fit for the benefit of the Company."



J Carter  
Secretary



# Norweb Property and Estate Services Limited

Secretary - J Carter

Registered Office - Talbot Road Manchester M16 0HQ  
Registered No - 2373209 (England)

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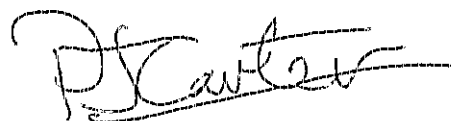
2373209

RESOLUTION PASSED AT THE MEETING OF THE BOARD OF NORWEB PROPERTY AND ESTATES LIMITED HELD AT MANCHESTER ON THURSDAY THE 26TH DAY OF MARCH 1992.

It was

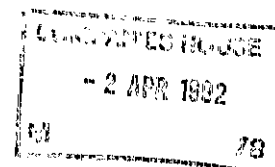
RESOLVED that

BDO Binder Hamlyn of Scottish Provident House, 53 Brown Street, Manchester, M2 2AU be and are hereby appointed as the Company's Auditors.



J Carter  
Secretary

bsi/sec.100  
30 March 1992  
bes



Notice of increase  
in nominal capital

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company Number

Name of company

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2373209

NORWEB PROPERTY AND ESTATE SERVICES LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 26 March 1992 the nominal capital of the company has been increased by £4999900.00 beyond the registered capital of £100.00.

A copy of the resolution authorising the increase is attached.

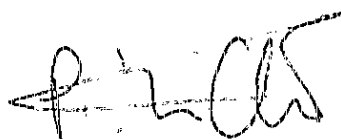
The conditions (eg voting rights, dividend rights, winding-up rights etc) subject to which the new shares have been or are to be issued are as follow:

4,999,900 ordinary shares of £1.00 each.

Please tick if continuation  
sheet(s) are attached

☐

Signed



Designation SECRETARY Date 26/3/92

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

J CARTER  
Talbot Road  
MANCHESTER  
M16 0HQ

For official use  
General section

Post room

CHAPP

The Companies Act 1985  
Company Limited by Shares

Ordinary Resolution

Company Number

2373209

NORWEB PROPERTY AND ESTATE SERVICES LIMITED

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at:

Talbot Road, MANCHESTER, GREATER MANCHESTER, M16 0HQ

on 26 March 1992

the following ORDINARY RESOLUTION was duly passed, viz:-

That the capital of the Company be and is hereby increased from £100.00 to £5000000.00 by the creation of:

4999900 ORD CLASS Shares of £1.00 each

Signed



Position

SECRETARY

NOTE To be filed within 15 days of the passing of the ordinary resolution