

**G**

## COMPANIES FORM No. 12

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

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

Please do not write  
in this margin

To the Registrar of Companies

For official use

For official use

Please complete  
legibly, preferably in  
black type, or bold  
block lettering.\* Insert full name  
of company

Name of Company

* ALNERY NO. 889 LIMITED
--------------------------

I, Trevor Douglas Brown  
of 9 Cheapside, London, EC2V 6AD

\* Delete as  
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†  
(~~person named in the company's memorandum of association who has been named in the company's memorandum of association 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~~)  
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 9 Cheapside,  
London, EC2V 6AD

Declarant to sign below

the 15th day of May  
One thousand nine hundred and eighty nine

before me [Signature]

A Commissioner for Oaths†

† Or Notary Public or  
Justice of the Peace  
or Solicitor having  
the powers conferred  
on a Commissioner  
for Oaths.Presenter's name, address and  
reference (if any):

Allen & Overy  
9 Cheapside  
London  
EC2V 6AD

(DWS)

For official use

New companies section

Post room

16 MAY 1989





# COMPANIES FORM No. 10

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

# 10

Pursuant to section 10 of the Companies Act 1985

Please do not write  
in this margin

To the Registrar of Companies

For official use

Name of Company

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

\* Insert full name  
of company

* ALNERY NO. 889 LIMITED

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

Fourth Floor	
9 Cheapside	
London	
Postcode	EC2V 6AD

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)

☐

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

Allen & Overy  
9 Cheapside  
London EC2V 6AD

REF: DWS

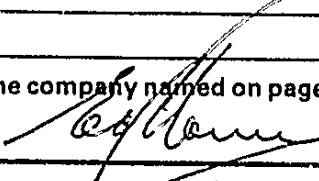
For official use  
General section

Postroom

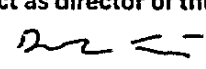


The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not  
write in this  
margin

Name (Note 3) Edward George Rouse		Business occupation
		Solicitors Manager
Previous name(s) (Note 3) None		Nationality
Address (Note 4) 9 Cheapside, London		British
		Date of birth (where applicable) (Note 6)
	Postcode EC2V 6AD	
Other directorships <sup>(1)</sup>		
NONE		
I consent to act as director of the company named on page 1		
Signature 		Date 3.5.89

(1) Enter particulars of other directorships held or previously held (see Note 5). If this space is insufficient use a continuation sheet.

Name (Note 3) Denis William Stewart		Business occupation
		Solicitors Manager
Previous name(s) (Note 3) None		Nationality
Address (Note 4) 9 Cheapside London		British
		Date of birth (where applicable) (Note 6)
	Postcode EC2V 6AD	
Other directorships <sup>(1)</sup>		
NONE		
I consent to act as director of the company named on page 1		
Signature 		Date 3.5.89

Name (Note 3)		Business occupation
Previous name(s) (Note 3)		Nationality
Address (Note 4)		
		Date of birth (where applicable) (Note 6)
	Postcode	
Other directorships <sup>(1)</sup>		
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)		Denis William Stewart	
Previous name(s) (Note 3)		None	
Address (Notes 4 & 7)		9 Cheapside London	
		Postcode	EC2V 6AD
I consent to act as secretary of the company named on page 1			
Signature		Date 3.5.89	

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

delete if the form is signed by the subscribers

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

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

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

Signed	Date 3.5.89
Signed	Date 3.5.89
Signed	Date
Signed	Date
Signed	Date
Signed	Date

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

PRE  
24/4/88

2388748

MEMORANDUM OF ASSOCIATION

- of -

ALNERY NO. 889 LIMITED

1. The name of the Company is "Alnery No. 889 Limited".
2. The registered office of the Company is to be situated in England and Wales.
3. The objects for which the Company is established are:-
  - (1) To acquire and hold any kind of interest in, or provide any form of capital for, any enterprise, concern or person, to carry on business as a holding and investment company, and, generally and in addition, to carry out, or through subsidiaries or otherwise be interested or participate in, all kinds of financial, commercial, transport, industrial, technological and other transactions and activities.
  - (2) To acquire, dispose of, deal in and enter into every other kind of transaction in relation to land, buildings, plant, machinery, equipment, vehicles, ships, rigs, aircraft, merchandise, goods and other assets.
  - (3) To undertake any manufacturing, processing, assembly or similar business.
  - (4) To carry out, commission or co-ordinate any construction or engineering works or projects on land or otherwise.

NWB/5000460  
081949

- (5) To acquire, dispose of, make a market or deal in, issue, borrow, lend and enter into every other kind of transaction in relation to shares, debentures, securities and investments of every kind (including, but without limitation, those issued by the government of any country or territory, any public authority or any international organisation) and to carry out, manage, underwrite or arrange any issue, offering or distribution of any securities or investments of any kind.
- (6) To receive money on deposit or otherwise, to provide or arrange advances or any other form of credit or finance, to enter into or arrange transactions of every kind in relation to foreign exchange, bullion, commodities, futures, options and similar instruments and to engage in all forms of arbitrage.
- (7) To carry on all kinds of insurance business and all kinds of business connected with insurance.
- (8) To act as trustee, personal representative, director or agent of any kind and for any purposes, and to establish, operate or otherwise act in relation to any unit trust, investment trust or collective investment scheme.
- (9) To provide management, administrative, advisory, professional and technical services of any kind and in any manner.
- (10) To undertake any kind of scientific or technical research and development and acquire, develop, register, protect and renew patents, trade-marks, copyrights, designs, inventions, processes and intellectual, technical and similar rights and all forms of know-how.
- (11) To undertake any business or transaction which the directors consider can be profitably or advantageously undertaken in conjunction or concurrently with any other business or transaction being or proposed to be undertaken by the Company, and to turn to account any of the Company's assets in any manner which the directors consider expedient.
- (12) To enter into all forms of distributorship, franchise, licensing and agency transactions.
- (13) To enter into any partnership, joint venture, co-operation and similar transactions, to carry out any form of take-over, acquisition, merger, amalgamation, demerger or reorganisation, to acquire or assume all or any part of the undertaking, assets, liabilities and obligations of any person, and to sell, transfer or otherwise dispose of all or any part of the undertaking, assets, liabilities and obligations of the Company.

- (14) To borrow or raise money by any method and to obtain any form of credit or finance.
- (15) To secure the payment of any moneys, the discharge of any liabilities and the observance or performance of any kind of obligations by the Company by any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, wherever situate, including its uncalled capital, and, without prejudice to the generality of the preceding words, to enter into any such transaction in relation to any instruments or securities which have been or may be issued by the Company.
- (16) To guarantee in any manner the payment of any moneys, the discharge of any liabilities and the observance or performance of any kind of obligations by any person wherever situate, resident, formed or incorporated, including, but without limitation, any corporation which is a holding company, a subsidiary or a fellow subsidiary of the Company, to enter into any kind of indemnity or other engagement in relation to the foregoing, to secure any such guarantee, indemnity or engagement or the payment, discharge, observance and performance of any such moneys, liabilities and obligations by any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, wherever situate, including its uncalled capital, and, without prejudice to the generality of the preceding words, to enter into any such transaction in relation to any instruments or securities which have been or may be issued by any person.
- (17) To enter into all forms of indemnity in relation to claims, losses and contingencies of every kind and, for that or any similar purpose, to create any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, wherever situate, including its uncalled capital.
- (18) To make, draw, accept, issue, execute, indorse, avalise, negotiate and deal with instruments and securities of every kind, whether or not negotiable or transferable.
- (19) To employ, accept on secondment, retain and appoint managers, employees, professional and technical staff and personnel and advisers of every kind, and to enter into any arrangement for payment or other remuneration (including all forms of benefits) in respect of the services of such persons.

- (20) To provide or arrange for pensions, lump sum payments, gratuities, life, health, accident and other insurances and other benefits (pecuniary or otherwise) of every kind to or for the benefit of any individuals who are or have been directors of, or employed by, or who provide or have provided personal services to or for, the Company or any company which is or has been a subsidiary, holding company or fellow subsidiary of the Company or otherwise connected with the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary or connected company and to or for the benefit of the wives, widows, children and other relatives and dependants of such individuals and other persons who have or formerly had with any such individuals any relationship of such a kind as the directors may approve; and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangements of any kind which the directors may approve.
- (21) To establish, maintain and participate in profit sharing, share holding, share option, incentive or similar schemes for the benefit of any of the directors or employees of the Company or of any such subsidiary, holding or fellow subsidiary or connected company and of any other person falling within any category approved by the directors, and to lend money to any such directors, employees or persons or to trustees on their behalf to enable any such schemes to be established or maintained.
- (22) To support and subscribe to any charitable or public object whatsoever and to any institution or association which may be for the benefit of the Company or its directors or employees or connected with any town or place where the Company carries on business.
- (23) To distribute among the members of the Company in kind any assets of the Company.
- (24) To pay any expenses connected with the promotion, formation and incorporation of the Company, to contract with any person to pay the same, and to pay commissions, fees and expenses or issue securities of the Company for underwriting, placing, distributing, or entering into any other kind of transaction in relation to, any securities of the Company.
- (25) To exercise any power of the Company for any consideration of any kind or for no consideration whatsoever.



- (26) To exercise any power of the Company in any country or territory and by or through agents, trustees, sub-contractors or otherwise and either alone or in conjunction with others.
- (27) To do all other things (whether similar to any of the foregoing or not) which may be considered incidental or conducive to the attainment of the Company's objects or any of them.

And it is hereby declared -

- (a) that this clause shall be interpreted in the widest and most general manner and without regard to the ejusdem generis rule or any other restrictive principle of interpretation,
- (b) that each of the subclauses of this clause shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other subclause,
- (c) that each of those subclauses shall be without prejudice to, or to the generality of, any other subclause and shall be in no way limited or restricted by reference to or inference from any other subclause,
- (d) that in this clause -
  - (i) "assets" includes property, rights and interests of every description, whether present or future, actual or contingent,
  - (ii) "dispose of", in relation to an asset, includes surrendering or extinguishing it, and also creating or granting it or any interest or right out of or in respect of it,
  - (iii) "liabilities" includes debts and obligations of every description, whether present or future, actual or contingent,
  - (iv) "person" includes any partnership, corporation and unincorporated body and any country, territory, public authority and international organisation;
  - (v) "transaction" includes any scheme, arrangement and project.

4. The liability of the members is limited.
5. The share capital of the Company is £100 divided into 100 Shares of £1 each.

WE, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

---

NAMES AND ADDRESSES  
OF SUBSCRIBERS

Number of Shares  
taken by each  
Subscriber

---

D.W. Stewart, *DWS*  
9 Cheapside,  
London EC2V 6AD.

ONE

E.G. Rouse, *EGR*  
9 Cheapside,  
London EC2V 6AD.

ONE

---

DATED this *3<sup>rd</sup>* day of *May*, 1989

WITNESS to the above Signatures:-

B.R. Bloom, *BRB*  
9 Cheapside,  
London EC2V 6AD.

THE COMPANIES ACT 1985

---

COMPANY LIMITED BY SHARES

---

ARTICLES OF ASSOCIATION

- of -

ALNERY NO. 889 LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated 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 (hereinafter referred to as "Table A") shall apply to the above-named Company (in these Articles called "the Company").
2. (a) Regulations 24, 53, 54, 67, 68, 73-77 (inclusive), 80, 87, 93 and 96 of Table A shall not apply to the Company, but the remaining regulations of Table A, as altered or modified by the Articles of Association of the Company, shall apply to the Company.  
(b) These Articles of Association and those regulations in Table A incorporated herein shall take effect subject to the requirements of the Companies Act 1985 (as modified or re-enacted from time to time) and of every other Act for the time being in force concerning joint stock companies and affecting the Company.

SHARE CAPITAL

3. (A) The initial Share Capital of the company is £100 divided into 100 Shares of £1 each.

- (B) Save as provided by contract or these Articles to the contrary, and subject to any direction of the Company by Ordinary Resolution, all unissued shares in the authorised share capital of the Company at the date of its incorporation shall, for a period of five years from such date, be at the disposal of the Directors, and they may allot, grant options over or otherwise deal with or dispose of the same to such persons, at such times, and generally on such terms as they think proper.
- (C) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot, or to grant any right to subscribe for or to convert any security into, all or any of such unissued shares at any time or times during such period of five years.
- (D) At the expiry of such period of five years, the authorities contained in paragraphs (B) and (C) shall expire but such authorities shall allow the Company to make an offer or agreement before the expiry of such authorities which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of such authorities.
- (E) The powers vested in the Directors to allot equity securities (as defined for the purposes of Section 89 of the Companies Act 1985) shall be exercisable as if Section 89(1) of such Act does not apply to the allotment thereof.

#### TRANSFER OF SHARES

4. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

#### GENERAL MEETINGS

5. A resolution in writing signed or approved by letter, telex, facsimile transmission or cable by all the Members of the Company who would be entitled to receive notice of and to attend and vote at a general meeting or at a meeting of any class of members of the Company at which such resolution was to be proposed, or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a general meeting or at such class meeting of the Company (as the case may be) duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, (or, in the case of a member which is a body corporate by a Director thereof or by a duly appointed representative).

#### VOTES OF MEMBERS

6. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person or by proxy shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

#### DIRECTORS

7. The last sentence of Regulation 66 shall not apply.
8. Regulation 78 shall be modified by the deletion of the words "and may also determine the rotation in which any additional directors are to retire".
9. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be counted in the quorum when any such contract or arrangement is under consideration; and Regulation 94 of Table A shall be deemed to be modified accordingly.
10. The Directors may procure the establishment and maintenance of or participate in, or contribute to any non-contributory or contributory pension or superannuation fund scheme or arrangement or life assurance scheme or arrangement for the benefit of, and pay provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to, any past or present director, officer or employee of the Company or of any company which is a subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary company or the wives, widows, families or dependants of any such past or present director, officer or employee.
11. A resolution in writing signed or approved by letter, telex, facsimile transmission or cable by all the Directors shall be as effective as a resolution passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form each signed or approved by one or more of the Directors. For the purposes of this Article the signature or approval of an alternate Director shall suffice in lieu of the signature or approval of the Director appointing him.
12. The last two sentences of Regulation 79 shall not apply.

13. The last sentence of Regulation 84 shall not apply.
14. Regulation 82 shall be modified by the deletion of the words "It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom".

#### ALTERNATE DIRECTORS

15. Any such person appointed as an alternate Director shall vacate his office as an alternate Director:-
- (a) if and when the Director by whom he has been appointed vacates office as a Director;
  - (b) if the Director by whom he has been appointed removes him by written notice to the Company; or
  - (c) in the event of any circumstances which, if he were a Director, would cause him to vacate his office as such.
16. The last sentence of Regulation 112 shall not apply.
17. Regulation 116 shall be modified by the deletion of the words "within the United Kingdom".

#### NOTICES

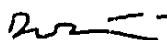
18. Any summons, notice, order or other document required to be sent to or served upon the Company or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid letter, envelope, or wrapper, addressed to the Company or such officer at the Registered Office of the Company.

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NAMES AND ADDRESSES OF SUBSCRIBERS

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D.W. STEWART,  
9 Cheapside,  
London EC2V 6AD.



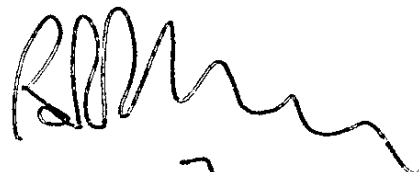
E.G. ROUSE,  
9 Cheapside,  
London EC2V 6AD.



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DATED this 3<sup>rd</sup> day of May 1989.

WITNESS to the above signatures:-



S.R. BLOOM,  
9 Cheapside,  
London EC2V 6AD.



**FILE COPY**



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

No. 2388748

I hereby certify that

**ALNERY NO. 889 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 24 MAY 1989

*F. A. Joseph.*  
F. A. JOSEPH

an authorised officer

No. 2388748



THE COMPANIES ACT 1985

---

COMPANY LIMITED BY SHARES

---

RESOLUTION

of

ALNERY NO. 889 LIMITED

(passed on *12<sup>th</sup> January*, 1990)

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at 9 Cheapside, London, EC2V 6AD on *12<sup>th</sup> January*, 1990 at 12.32 p.m. the following Resolution was duly passed as a Special Resolution of the Company.

RESOLUTION

That the name of the Company be changed to from Alnery No. 889 Limited to Fluor Daniel Properties Limited.

.....  
Chairman

047/RUTH

£40  
NW  
011891

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2388748

I hereby certify that

ALNERY NO. 889 LIMITED

having by special resolution changed its name,  
is now incorporated under the name of

FLUOR DANIEL PROPERTIES LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 23 JANUARY 1990

*F. A. Joseph.*

F. A. JOSEPH  
an authorised officer

**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

To the Registrar of Companies

For official use

Company number

Please complete  
legibly, preferably in  
black type, or bold  
block lettering.\*Insert full name  
of company.

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2388748

Name of company

ALNERY NO. 889 LIMITED

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

2	6	1	0
---	---	---	---

†Delete as  
appropriate.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

2	6	1	0	1	9	9	0
---	---	---	---	---	---	---	---

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:See note 4(c) and  
complete if  
appropriateThe 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 \_\_\_\_\_  
and it is still in force.†Insert Director,  
Secretary, Receiver,  
Administrator,  
Administrative  
Receiver or  
Receiver (Scotland)  
as appropriate

Signed

†Designation DirectorDate 12-1-90Presentor's name, address and  
reference (if any):ALLEN & OVERY  
9 CHEAPSIDE  
LONDON EC2V 6AD

Ref: JAM/RB/LAF

For official use  
General section

Post room

**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

--	--	--	--

2388748

Name of company

\*

FLUOR DANIEL 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 March 18, 1991 the nominal capital of the company has been  
increased by £ 4,999,900 beyond the registered capital of £ 100.

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

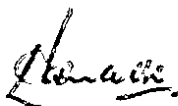
A copy of the resolution authorising the increase is attached. §

The conditions (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:

each share ranking pari passu in all respects as one class of shares with  
the existing Ordinary Shares in the capital of the company

† insert  
Director  
Secretary  
Administrator  
Administrative  
Receiver or  
Liquidator  
(Scotland) as  
appropriatePlease tick here if  
continued overleaf☐

Signed



Director

Designation †

Date March 20, 1991

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

N.L. Hancock  
Fluor Daniel Properties Ltd  
7th Floor Westminster House  
2 Dean Stanley Street  
London SW1P 3JH

For official Use

General Section

Post room

COMPANIES HOUSE

21 MAR 1991

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48

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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ORDINARY RESOLUTIONS

OF

FLUOR DANIEL PROPERTIES LIMITED  
(passed on March 18, 1991)

At the Annual General meeting of the Company duly reconvened and held at 7th Floor, Westminster House, 2 Dean Stanley Street London SW1P 3JH on March 18, 1991, the following Resolutions were duly passed as Ordinary Resolutions of the Company:-

RESOLUTIONS

- (1) That the Authorised Share Capital of the Company is hereby increased by £4,999,900 to £5,000,000 by the creation of an additional 4,999,900 Ordinary Shares of £1 each ranking *pari passu* in all respects as one class of shares with the existing Ordinary Shares in the capital of the Company.
- (2) That the Directors are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot, or to grant any right to subscribe for or to convert any security into, shares in the Company up to a maximum nominal amount of £5,000,000 at any time or times during the period from the date of the passing of this resolution up to and including 17th March, 1995, on which date the authority shall allow the Company to make an offer or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority."



Chairman

THE COMPANIES ACT 1985

---

COMPANY LIMITED BY SHARES

---

ELECTIVE RESOLUTIONS

OF

FLUOR DANIEL PROPERTIES LIMITED  
(passed on March 18, 1991)

At the Annual General meeting of the Company duly reconvened and held at 7th Floor, Westminster House, 2 Dean Stanley Street London SW1P 3JH on March 18, 1991, the following Resolutions were duly passed as Elective Resolutions of the Company:-

RESOLUTIONS

- (1) IT WAS RESOLVED THAT pursuant to Section 366A of the Companies Act 1985 the company hereby elects to dispense with the holding of Annual General meetings in 1991 and subsequent years until this election is revoked.
- (2) IT WAS RESOLVED THAT pursuant to Section 252 of the Companies Act 1985 the company elects to dispense with the laying of reports and accounts before the company in General meeting for the financial year ending October 1991 and subsequent financial years.
- (3) IT WAS RESOLVED THAT pursuant to Section 386 of the Companies Act 1985 the company hereby elects to dispense with the obligation to appoint Auditors annually.



Chairman

