

**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

To the Registrar of Companies

For official use

For official use

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

--	--	--

2412672
---------

Name of company

\* delete if  
inappropriate

WHENNO
--------

I, COMBINED SECRETARIAL SERVICES LIMITED

of 16-26 Banner Street

London

EC1Y 8QE

\* delete as  
appropriate

do solemnly and sincerely declare that I am a ~~Solicitor engaged by 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 16-26 Banner Street

Declarant to sign below

London

EC1Y 8QE

the 1st day of Aug

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.

[Signature]

authorised signatory  
ON BEHALF OF COMBINED SECRETARIAL SERVICES LIMITED

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

ICC Legal Services Limited  
16-26 Banner Street  
London EC1Y 8QE

ICC LEGAL SERVICES

Telephone 01-253 0063

For official Use

New Companies Section

Post room



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

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

Name of company

\* delete if  
inappropriate

WHENNO	1
--------	---

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



110 WHITCHURCH ROAD	2
CARDIFF	
	Postcode CF4 3LY

If the memorandum is delivered by an agent for the subscribers of the  
memorandum please mark 'X' in the box opposite and insert  
the agent's name and address below

X

ICC LEGAL SERVICES LTD	3
16 - 26 BANNER STREET	
LONDON	Postcode EC1Y 8QE

Number of continuation sheets attached (see note 1).

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

ICC Legal Services Ltd  
16-26 Banner Street  
London  
EC1Y 8QE

ICC LEGAL SERVICES

Telephone 2530063

For official use

General Section

Post room

COMPANIES HOUSE	
1 AUG 1989	
M	74

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) COMBINED NOMINEES LIMITED		Business occupation	4
		N/A	
Previous name(s) (note 3) None		Nationality	
Address (note 4) 16-26 Banner Street		N/A	
London		Date of birth (where applicable)	
	Postcode EC1Y 8QE	(note 6)	
Other directorships †			
None			

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

I consent to act as director of the company named on page 1.

SIGNATURE *authorised signature* Nicholas

Date 1-8-89

ON BEHALF OF COMBINED NOMINEES LIMITED

Name (note 3) COMBINED SECRETARIAL SERVICES LIMITED		Business occupation	5
		N/A	
Previous name(s) (note 3) None		Nationality	
Address (note 4) 16-26 Banner Street		N/A	
London		Date of birth (where applicable)	
	Postcode EC1Y 8QE	(note 6)	
Other directorships †			
None			

I consent to act as director of the company named on page 1.

SIGNATURE *authorised signature* Nicholas

Date 1-8-89

ON BEHALF OF COMBINED SECRETARIAL SERVICES LIMITED

Name (note 3)		Business occupation	6
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)	COMBINED SECRETARIAL SERVICES LIMITED	7
Previous name(s) (note 3)		
None		
Address (notes 4 & 7)		
16-26 Banner Street		
London		
Postcode		EC1Y 8QE

I consent to act as secretary of the company named on page 1.



SIGNATURE

authorised signatory *Micholas*  
ON BEHALF OF COMBINED SECRETARIAL SERVICES LIMITED

Date

1-8-89

Name (notes 3 & 7)	8
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	<i>Micholas</i>	Date	1-8-89
---	-----------------	------	--------

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.

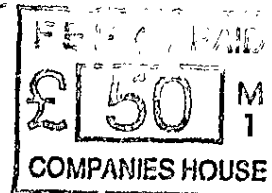
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

10889

The Companies Act 1985

2412672

UNLIMITED COMPANY HAVING A SHARE CAPITAL



MEMORANDUM OF ASSOCIATION

of WHENNO

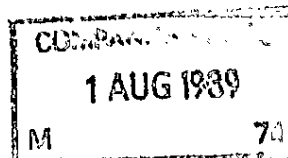
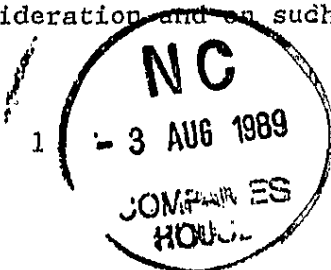
1. The Company's name is WHENNO
2. The Company's Registered Office is to be situated in England & Wales.
3. The Company's objects are:

(A)1. To carry on business as property dealers, developers and managers undertaking the management of property, real or personal, or of any interest therein as owners, trustees, agents, receivers or otherwise; as improvers, preparers for sale or letters of and dealers in rooms, buildings, land and estates and to turn the same to account as may seem expedient and by consolidating or connecting or sub-dividing properties and by leasing and disposing of the same and by advancing money to and entering into contracts with builders, tenants and others, to be suppliers of catering, security, maintenance and other services and amenities, to collect rents and income and to be builders and decorators, estate agents, surveyors, valuers and auctioneers, mortgage and insurance brokers and agents; to act as a holding company, as financiers, concessionaires, underwriters and guarantors to any contract or agreement, and to purchase or otherwise acquire, hold as an investment and turn to account shares, debentures, stocks, bonds, loans, annuities, script or other securities, and such other property real or personal and any rights or interest therein.

2. To carry on business as caterers, proprietors of hotels, motels, clubs, theatres, restaurants, service stations, garages, snack bars and tea rooms, as licensed victuallers, publicans, wine and spirit merchants, bakers, confectioners, wholesalers and retailers; to be newsagents, booksellers and stationers, dealers in toilet goods, fancy goods, toys and all articles of personal use or ornament, and to act as travel and theatre booking agents.

(B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.



£500  
Bar  
762233  
X10.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or any obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.

(I) To make advances to customers and others with or without security, and upon such terms as the Company may approve and generally to act as bankers for any person or corporation.

(J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute or maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or

securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(S) To amalgamate with any other company whose objects are to include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the

shares or stock of this or any such company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

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

(V) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.



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.

-----  
Combined Nominees Limited,  
16-26 Banner Street,  
London EC1Y 8QE.

ONE

*Richards*

*authorised signatory*  
ON BEHALF OF COMBINED NOMINEES LIMITED

Combined Secretarial Services Limited,  
16-26 Banner Street,  
London EC1Y 8QE

ONE

*Richards*

*authorised signatory*  
ON BEHALF OF COMBINED SECRETARIAL SERVICES LIMITED

-----  
Dated the 1st of February 1989

*B.R. Millar*

Witness to the above Signatures:

B.R. Millar,  
110 Whitchurch Road,  
Cardiff, CF4 3LY.

The Companies Act 1985

UNLIMITED COMPANY HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of **WHENNO**

PRELIMINARY

1. (a) Subject as hereinafter provided, the regulations contained in Table A of the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as 'Table A'), and made pursuant to the provisions of the Companies Act (hereinafter referred to as 'The Act') shall apply to the Company.

(b) Regulations 24, 35, 40, 73, 74, 75 and 77 to 81 inclusive of Table A shall not apply to the Company.

(c) The expressions "relevant securities" and "equity securities", wheresoever appearing herein, shall bear the meanings ascribed to them by the Act.

MEMBERS

2. The number of members with which the Company proposes to be registered is two but the Directors may from time to time register an increase of members.

SHARES

3. The share capital of the Company is £100 divided into 100 shares of £1 each.

4. The Company may by special resolution:-

(a) increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;

(b) consolidate its shares into shares of a larger amount than its existing shares

(c) sub-divide its shares into shares of a smaller amount than its existing shares

(d) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person,

(e) reduce its share capital in any way.

5.(a) Subject to the provisions of Table A and to the following provisions of these Articles, the Directors shall have authority to exercise any power of the Company to offer, allot or otherwise dispose of any shares in the Company, or any relevant securities, to such persons, at such times and generally on such terms and conditions as they think proper provided that (insofar as the Company in General Meeting shall not have varied, renewed or revoked the said authority):

(i) The Directors shall not be authorised to make any offer or allotment of shares in the Company, or grant any right to subscribe for, or to convert any securities into, shares in the Company if such allotment, or an allotment in pursuance of such offer or right, would or might result in the aggregate of the shares or stock in issue exceeding, in nominal value, the amount of the Authorised Share Capital with which the Company was incorporated, and such limitation shall determine the maximum amount of the relevant securities which at any time remain to be allotted by the Directors hereunder.

(ii) The period within which the said authority to allot relevant securities may be exercised shall be limited to five years, commencing upon the date of the incorporation of the Company.

(b) Any offer or agreement in respect of relevant securities, which is made prior to the expiration of such authority and in all other respects within the terms of such authority, shall be authorised to be made, notwithstanding that such offer or agreement would or might require relevant securities to be allotted after the expiration of such authority and, accordingly, the Directors may at any time allot any relevant securities in pursuance of such offer or agreement.

(c) The authority conferred upon the Directors to allot relevant securities may at any time, by Ordinary Resolution of the Company in General Meeting, be revoked, varied or renewed (whether or not it has been previously renewed hereunder) for a further period not exceeding five years.

6. Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities by the Company. The shares comprised in the initial allotment by the Company shall be at the disposal of the Directors as they think proper but thereafter, unless otherwise determined by Special Resolution of the Company in General Meeting, any relevant securities shall, before they are allotted on any terms to any person, be first offered on the same or more favourable terms to each person who holds shares in the Company in the proportion which is, as nearly as practicable, equal to the proportion in nominal value held by him of the aggregate of such shares in issue.

Such offer shall be made by notice in writing specifying the number of shares offered and the period, being not less than twenty one days, within which the offer, if not accepted, will be deemed to have been declined. After the expiration of such period, or on receipt of notice of the acceptance or refusal of every offer so made, the Directors may,

subject to these Articles, dispose of such securities as have not been taken up in such manner as they think proper. The Directors may, in like manner, dispose of any such securities as aforesaid, which by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in the manner hereinbefore provided.

7.(a) No share shall be issued at a discount.

(b) The Company shall not have power to issue share warrants to bearer.

(c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

#### LIEN

8. In regulation 8 of Table A, the words "(not being a fully paid share)" shall be omitted. The Company shall have a first and paramount lien on all shares standing registered in the name of any person (whether he be the sole registered holder thereof or one of two or more joint holders) for all moneys presently payable by him or his estate to the Company.

#### TRANSFER OF SHARES

9. 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.

#### PROCEEDINGS AT GENERAL MEETINGS

10. 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, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors. In regulation 38 of Table A, immediately after the words "place of the meeting and" there shall be inserted the words "in the case of special business".

11. At the end of regulation 38 of Table A there shall be inserted the following: "In every notice of a general meeting there shall appear the statement referred to in Section 372(3) of the Act, in relation to the right of members to appoint proxies".

12.(a) No business shall be transacted at any Meeting unless a quorum is present. Two members entitled to attend at that Meeting, present in person, or by proxy or (in the case of a corporation) a duly authorised representative shall be a quorum. At the end of regulation 41 of Table A there shall be inserted the following: "If within half an hour from the time appointed for the holding of an adjourned meeting a quorum is not present, the members present shall be a quorum".

(b) In regulation 59 of Table A, the second sentence shall be omitted.

13. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their respective representatives) shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held.

#### APPOINTMENT AND REMOVAL OF DIRECTORS

14. The first Directors will be the person or persons named in the statement delivered to the Registrar of Companies in accordance with section 10 of the Act. 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.

15. In addition and without prejudice to the provisions of Section 303 of the Act, the Company may by Ordinary Resolution remove any Director before the expiration of his period of office. Subject to the provisions of Table A and Section 303(2) of the Act, the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director. In regulation 38 of Table A the words 'or a resolution appointing a person as a Director' shall be omitted.

16. The office of a Director shall be vacated if-

---  
(a) he ceases to be a Director by virtue of any provision of the Acts or he becomes prohibited by law from being a Director; or

(b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) he is, or may be, suffering from mental disorder and, in relation thereto, he is admitted to hospital for treatment or an order is made by any court having jurisdiction in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;

(d) he resigns his office by notice to the Company.

#### PROCEEDINGS OF DIRECTORS

17.(a) If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly.

(b) In regulation 64 of Table A for the word "two" there shall be substituted the word "one" and in the first sentence of regulation 89 of Table A for the word "two" there shall be substituted the word "one".

18. An appointment or removal of an alternate Director may be effected at any time by notice in writing to the Company given by his appointor. An alternate Director may also be removed from his office by not less than

twenty four hours' notice in writing to the Company and to the appointor given by a majority of his co-Directors. This Article shall have effect in substitution for regulation 68 of Table A which shall not apply to the Company.

#### BORROWING POWERS

19. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to Section 80 of the Act, to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

#### DIRECTORS' INTERESTS

20. A Director may vote in respect of any contract or arrangement in which he, or any person with whom he is connected, is interested and be counted in the quorum present at any meeting of the Directors or, if otherwise so entitled, at any General Meeting of the Company at which any such contract or arrangement is proposed or considered, and if he shall so vote, his vote shall be counted. This Article shall have effect in substitution for regulations 94 to 98 inclusive of Table A, which regulations shall not apply to the Company.

#### INDEMNITY

21. Subject to the provisions of Section 310 of The Act, and in addition to such indemnity as is contained in regulation 118 of Table A, every Director, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

#### SECRETARY

22. The first Secretary or Secretaries of the Company shall be the person or persons named as such in the statement delivered under Section 10 of the Act.

NAMES AND ADDRESSES OF SUBSCRIBERS

-----

Combined Nominees Limited,  
16-26 Banner Street,  
London EC1Y 8QE.

*Trichas* /  
*authorised signatory*  
ON BEHALF OF COMBINED NOMINEES LIMITED

Combined Secretarial Services Limited,  
16-26 Banner Street,  
London EC1Y 8QE.

*Trichas* /  
*authorised signatory*  
ON BEHALF OF COMBINED SECRETARIAL SERVICES LIMITED

-----  
Dated the 1st of February 1989

Witness to the above Signatures:

B.R. Millar,  
110 Whitchurch Road,  
Cardiff, CF4 3LY.

*B.R. Millar*

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE UNLIMITED COMPANY**

No. 2412672

I hereby certify that

--- WHENNO

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

Given under my hand at the Companies Registration Office,  
Cardiff the 10 AUGUST 1989

  
P. BEVAN

an authorised officer



240/BB/P1/770107

**The Companies Act 1985**

**Company Number: 2412672**



**SPECIAL RESOLUTION**

**of**

**WHENNO**

-----  
At an Extraordinary General Meeting of the Members of the above named Company, duly convened and held at 110 Whitechurch Road, Cardiff, CF4 3LY on the 14th day of January 1991, the following Special Resolution was duly passed:

**IT WAS RESOLVED** that subject to the consent of the Department of Trade the name of the Company be changed to:

**ABBEY NATIONAL PROPERTY INVESTMENTS**

**DIRECTOR:** ..... *V. J. Bennett* .....  
(An Authorised Signatory on behalf of Combined Nominees Limited)

**PRESENTED BY:** ICC COMPANY FORMATIONS  
110 WHITECHURCH ROAD  
CARDIFF  
CF4 3LY

240/BB/P1/770107

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2412672

I hereby certify that

-

**WHENNO**

having by special resolution changed its name,

is now incorporated under the name of

**ABBAY NATIONAL PROPERTY INVESTMENTS**

Given under my hand at the Companies Registration Office,

Cardiff the 31 JANUARY 1991

  
P. BEVAN

an authorised officer

*The Companies Act 1985*

*Company Number: 2412672*

**SPECIAL RESOLUTION**

*of*

**WHENNO**

-----  
At an Extraordinary General Meeting of the Members of the above named Company, duly convened and held at 110 Whitchurch Road, Cardiff, CF4 3LY on the 14th day of January 1991, the following Special Resolution was duly passed:

**AMENDMENT TO MEMORANDUM OF ASSOCIATION:** *IT WAS RESOLVED* that the Memorandum of Association of the Company be amended by the deletion of the existing clause 3(A) of the Memorandum of Association and by substituting therefor the following to be numbered 3(A):

To acquire, by purchase, lease, concession, grant, licence, or otherwise, such lands, buildings, leases, underleases, rights, privileges, stocks, shares, and debentures in public or private companies, corporate or unincorporate, policies of insurance and such other property, real or personal, and rights and interests in property as the Company shall deem fit, but so that the Company shall not have the power to deal or traffic in lands, buildings, leases, underleases, stocks, shares, debentures, policies or life assurance or other of its property real or personal or assets, but may acquire the same for purposes of investment only.

**DIRECTOR:**..... *L. D. D. D.*.....  
(An Authorised Signatory on behalf of Combined Nominees Limited)

**PRESENTED BY: ICC COMPANY FORMATIONS**  
110 WHITCHURCH ROAD  
CARDIFF  
CF4 3LY

# G

COMPANIES FORM No. 123

## Notice of increase in nominal capital

# 123

Please do not  
write in  
the 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  
(Address overleaf)

For official use

Company number

--	--	--	--

2412672

Name of company

WHENNO
--------

Insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 14th JANUARY 1991 the nominal capital of the company has been  
increased by £ 104,900 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:

Ranking Parri Passu In All Respects With The Existing Share Capital Of The Company

Please tick here if  
continued overleaf

☐

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

Signed [Signature]

Designation †

Date 14/1/91

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

For official Use  
General Section

Post room

--	--

*The Companies Act 1985*

*Company Number: 2412672*

**ORDINARY RESOLUTION**


*of*

**WHENNO**

-----  
At an Extraordinary General Meeting of the Members of the above named Company, duly convened and held at 110 Whitchurch Road, Cardiff, CF4 3LY, 14th day of January 1991, the following Ordinary Resolution was duly passed:

**INCREASE IN  
NOMINAL SHARE  
CAPITAL:**

**IT WAS RESOLVED** that the authorised share capital of the Company be and is hereby increased from £100 to £105,000 by the creation of a further 104,900 Ordinary Shares of £1.00 each, ranking *pari passu* in all respects with the existing share capital of the Company.

**DIRECTOR:**.....  
(An Authorised Signatory on behalf of Combined Nominees Limited)

**PRESENTED BY :** **ICC COMPANY FORMATIONS**  
110 WHITCHURCH ROAD  
CARDIFF  
CF4 3LY

**G**

## COMPANIES FORM No 225(1)

**225(1)**

Notice of new accounting reference  
date given during the course of  
an accounting reference period

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

Name of Company

2412672

ABBEY NATIONAL PROPERTY INVESTMENTS

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

The current accounting reference period of  
the company is to be treated as SHORTENED  
and is to be treated as having come to an  
end on

Day Month Year

3 1 1 2 1 9 9 0

If this notice states that the current accounting reference period is to  
be extended, and reliance is being placed on section 225(6)(c) of the  
Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company] of \_\_\_\_\_,  
company number \_\_\_\_\_,  
the accounting reference date of which is \_\_\_\_\_

If this notice is being given by a company which is subject to an  
administration order and this notice states that the current accounting  
reference period of the company is to be extended AND it is to be extended  
beyond 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.

Signed Robert Lloyd Designation Secretary Date 13.3.91

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

The Secretariat  
Abbey National  
Abbey House  
Baker Street  
LONDON NW1 6XL

CHAPP

For official use  
General section

Post room



24,2672

THE COMPANIES ACT 1985 (AS AMENDED)

PRIVATE UNLIMITED COMPANY

RESOLUTIONS

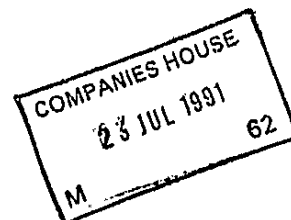
OF

ABBAY NATIONAL PROPERTY INVESTMENTS

At an Extraordinary General Meeting of the above named Company duly convened and held on 10th June 1991, the following Resolution was passed as a Special Resolution:-

"THAT the Company, having satisfied the provisions of Section 250 of Companies Act 1985, relating to dormant Companies, the Company may be exempt from the provisions of Part VII of that Act relating to the audit of accounts".

*Joanna Napier*.....  
Secretary



**G****Notice of increase  
in nominal capital****123**

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company Number

Name of company

--	--	--

2412672

Abbey National Property Investments

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 19 June 1991 the nominal capital of the company has been increased by £75000.00 beyond the registered capital of £105000.00.

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:

The shares of £1 each rank pari passu in all respects with the existing shares of £1 each.

Please tick if continuation  
sheet(s) are attached

☐
Signed *Lucia Napier*

Designation

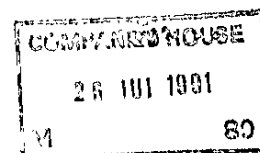
*Secretary*Date *22/7/91*

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

The Secretariat  
Abbey National  
Abbey House  
Baker Street  
LONDON NW1 6XL

For official use  
General section

Post room



CHAPP



The Companies Act 1985  
Company Limited by Shares

## Special Resolution

Pursuant to section 378(2) of the Companies Act 1985

Company Number

2412672

Abbey National Property Investments

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

Abbey House, Baker Street, LONDON, NW1 6XL

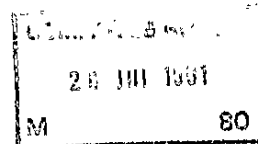
on 19 June 1991

the following SPECIAL RESOLUTION was duly passed, viz:-

That the capital of the Company be and is hereby increased from £105000.00 to £180000.00 by the creation of:

75000 Ordinary Shares of £1.00 each

such shares ranking pari passu in all respects with the existing shares in the company and that the directors be authorised to dispose of such new shares as they deem expedient in the interests of the company.



Signed *Michael Nunn*  
Position *Secretary*

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