

**Company Number: 2427176**

**THE COMPANIES ACT 1985**

---

**A PRIVATE COMPANY LIMITED BY SHARES**

---

---

**MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
DRESDNER KLEINWORT CAPITAL VENTURES  
MANAGEMENT LIMITED**

---

Incorporated the 29<sup>th</sup> September 1989





**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2427176

The Registrar of Companies for England and Wales hereby certifies that

KLEINWORT BENSON VENTURES MANAGEMENT LIMITED

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

DRESDNER KLEINWORT CAPITAL VENTURES MANAGEMENT LIMITED

Given at Companies House, London, the 30th April 2001

A handwritten signature in black ink, appearing to read 'R Davis'.

K DAVIS

For The Registrar Of Companies



C O M P A N I E S H O U S E



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2427176

I hereby certify that

**PRECIS (951) LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**KLEINWORT BENSON VENTURES MANAGEMENT  
LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 9 JANUARY 1990

*P. Bevan*  
P. BEVAN

an authorised officer



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

No. 2427176

I hereby certify that

**PRECIS (951) LIMITED**

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

Given under my hand at the Companies Registration Office,  
Cardiff the 28 SEPTEMBER 1989

*F. A. Joseph.*

F. A. JOSEPH  
an authorised officer

No. of Company: 2427176

The Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM  
AND ARTICLES  
OF ASSOCIATION


-of-

KLEINWORT BENSON VENTURES MANAGEMENT LIMITED

(As amended by an Ordinary Resolution and two Special  
Resolutions passed on 19th December 1989).

(Incorporated the 28th day of September 1989)

Herbert Smith  
Watling House,  
35 Cannon Street  
London EC4M 5SD



No. of Company: 2427176

The Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM  
AND ARTICLES  
OF ASSOCIATION

-of-

KLEINWORT BENSON VENTURES MANAGEMENT LIMITED

(As amended by an Ordinary Resolution and two Special  
Resolutions passed on 19th December 1989).

(Incorporated the 28th day of September 1989)

Herbert Smith  
Watling House,  
35 Cannon Street  
London EC4M 5SD

No. of Company: 2427176

The Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM  
AND ARTICLES  
OF ASSOCIATION

-of-

KLEINWORT BENSON VENTURES MANAGEMENT LIMITED

(As amended by an Ordinary Resolution and two Special  
Resolutions passed on 19th December 1989).

(Incorporated the 28th day of September 1989)

Herbert Smith  
Watling House,  
35 Cannon Street  
London EC4M 5SD

THE COMPANIES ACT 1985  
PRIVATE COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION

-of-

**KLEINWORT BENSON VENTURES MANAGEMENT LIMITED**

1. The Company's name is **KLEINWORT BENSON VENTURES MANAGEMENT LIMITED.\***
2. The Company's registered office is to be situated in England and Wales.
3. The objects for which the Company is established are:-
  - \*\* (1) To carry on in any part of the world the business of acquiring, holding, issuing on commission, underwriting, sub-underwriting and dealing in and managing issues of stocks, funds, shares, debentures, debenture and loan stocks, bonds, obligations, interest rate and currency swaps, securities and investments of all kinds.
  - (2) To carry on in any part of the world the businesses of a bank and finance house, including the borrowing, raising or taking up of money, lending or advancing of money, securities and property, discounting, buying, holding, selling and dealing in investments of all kinds, bills of exchange, promissory notes, deposit receipts, coupons, drafts, bills of lading, warrants, debentures, certificates, scrip, interest rate and currency swaps and other instruments and securities, whether transferable or negotiable, or otherwise, the granting and issuing of letters of credit and circular notes, buying, selling and dealing in bullion and other precious metals and specie, currency and foreign exchange, negotiating loans and advances, credit guarantees or credit insurance, the receiving of securities, property and valuables of any description whatsoever on deposit or for safe custody or otherwise, collecting and transmitting moneys and securities and managing property, and
- \* The name of the Company was changed from **Precis (951) Limited** to **KLEINWORT BENSON VENTURES MANAGEMENT LIMITED** by a Special Resolution passed on 19th December 1989.
- \*\* By a Special Resolution passed 19th December 1989, the Objects of the Company were amended by deleting the existing Objects in their entirety and replacing them as defined herein.



generally the transaction of every kind of mercantile business or agency business, including insurance, which may lawfully be transacted by banks and finance houses.

- (3) To carry on in any part of the world the businesses of obtaining, receiving and holding money in any deposit or current account (whether expressed in sterling or other currencies) or in any manner whatsoever and whether at interest or otherwise, and of utilising the same to account in any manner thought fit, and the issuing of cheques or any other means of any description whatsoever to provide facilities for the withdrawal or transfer thereof.
- (4) To carry on the business of and to act as financial and commercial advisers and consultants.
- (5) To acquire and hold one or more memberships in stock or securities exchanges, or other exchanges, trade associations, clearing houses, associations, bodies or organisations or otherwise to secure membership privileges therefrom and to acquire and hold membership in any association, body or organisation, membership of which will in any way facilitate the conduct of its business.
- (6) To carry on any business, undertaking, transaction or operation whatever which may be lawfully carried on or undertaken by capitalists, promoters, financiers, concessionaries, brokers, including insurance brokers, merchants, factors, mercantile agents, underwriters, contractors, shipowners, and mercantile, real estate, insurance, general and financial and investment agents; to act as agent or broker for the placing or marine, fire, accident, fidelity and other insurance; to act as agent or representative of owners or other persons or corporations having, or claiming to have, any interest in vessels, aircraft, cargoes, freights, motor vehicles or other machinery or other general merchandise, and any other subject of insurance; and to carry on any other business which may seem to the Company to be capable of being conveniently carried on with any of the businesses mentioned herein or by way of extension thereof or ancillary thereto or calculated directly or indirectly to develop any branch of the Company's business or which it may be advisable to undertake with a view to developing, rendering profitable, prospecting, turning to account or enhancing the value of any of the Company's assets or any property, real or personal, belonging to the Company or in which the Company may be interested.

- (7) To subscribe for, and procure subscribers for, loans and issues of all kinds and to underwrite, sub-underwrite, purchase or otherwise acquire, and to hold, dispose of and deal with the shares, stocks, securities and investments of all kinds and evidences of indebtedness or the right to participate in profits or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons of whatever nature and whether constituted at home or abroad, and any options or rights in respect thereof and to buy and sell foreign exchange.
- (8) To take out, purchase or otherwise acquire for any estate or interest any property, assets or any concessions, licences, grants, patents, trademarks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient.
- (9) To negotiate for, purchase, sell, hire, exchange, take or grant any building or other lease or agreement for building or other lease or otherwise acquire or deal with real or personal property of all kinds in any part of the world, and in particular, estates, lands, houses, buildings, warehouses, machinery, plant, stores, licences, concessions, rights of way and rights of water, and any rights, easements, privileges or interests which the Board of Directors for the time being of the Company may consider advisable, and either as principal or as agent for or in partnership or conjunction with any person, body or company to work, develop, manage, mortgage, lease or otherwise deal with the whole or any part of such property or rights, whether belonging to the Company or otherwise, and to erect and construct houses, buildings and works of every description, and to clear, manage, farm, cultivate, plant, work, or improve any land or buildings which, or any interest in which may belong to the Company, and to deal with, or otherwise turn to account, any farm or other products of any such land.
- (10) To make, build, erect, layout, equip, construct, maintain, alter, use, manage, pull down, repair, improve and work in any part of the world, dwellinghouses, flats, offices, shops, factories, mills, roads, railways, tramways, telegraph lines, telephones, electric light and power works, canals, reservoirs, waterworks, walls, aqueducts, watercourses, furnaces, gasworks, piers, wharves, docks, quarries, mines, warehouses, steam and other ships, and other

works, buildings and conveniences of all kinds which may be deemed expedient for the purposes of the Company and to pay or contribute to the payment of the costs of making, building, maintaining, using and working the same.

- (11) To sell, let, lease, grant licences, easements and other rights, over and in any other manner dispose of or deal with the whole or any part of the undertaking, property, assets, rights, effects and businesses of the Company for such consideration as may be thought fit and in particular for a rent or rents or stocks, shares, debentures, debenture stock or other obligations of any other company.
- (12) To acquire and undertake on any terms and subject to any conditions, the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (13) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with or to co-operate in any way with, or assist or subsidise, any company, firm or person carrying on, or proposing to carry on, any business within the objects of the Company.
- (14) To carry on any business or branch of a business which this Company is authorised to carry on by means, or through the agency of, any subsidiary company or companies, and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, and to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time, and either temporarily or permanently, to close any such branch or business.
- (15) To act as Directors or Managers of or to appoint Directors or Managers of any subsidiary company or of any other company in which this Company is or may be interested.
- (16) To take part in the management, supervision and control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any Directors, trustees, accountants or other experts or agents.

- (17) To promote or concur in the promotion of any company, whether British or foreign, the promotion of which shall be considered desirable.
- (18) To give all descriptions of guarantees and indemnities.
- (19) To borrow and raise money in any manner and on any terms.
- (20) For any purpose and in any manner and from time to time to mortgage or charge the whole or any part of the undertaking, property and rights (including property and rights to be subsequently acquired) of the Company, and any money uncalled and any shares of the capital, original or increased, of the Company and whether at the time issued or created or not and to create, issue, make and give debentures, debenture stock, bonds or other obligations, perpetual or otherwise, with or without any mortgage or charge on all or any part of such undertaking, property, rights and uncalled money.
- (21) To make, draw, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal in promissory notes, bills of exchange, cheques, bills of lading, shipping documents, dock and warehouse warrants, and other instruments negotiable or transferable or otherwise.
- (22) To lend money with or without security and to subsidise, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any persons or companies.
- (23) To grant pensions or gratuities to any past or present director, officer or employee of the Company or of any subsidiary company of the Company or of any subsidiary company of any such subsidiary company or of the predecessors in business of the Company or of any such subsidiary or such subsidiary company or the relations, connections, or dependants of any such persons and to establish or support associations, institutions, clubs, funds, and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees and to lend money to the Company's employees to enable them to purchase shares in the Company and to contribute to any public, general or useful object.

- (24) To pay all preliminary expenses of the Company and any company promoted by the Company or any company in which this Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.
- (25) To insure with any other company or person against losses, damages, risks and liabilities of all kinds, which may affect the Company.
- (26) To enter into any arrangements with any Government or authority, imperial, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's objects or any of them and to obtain from any such Government authority or company any charters, contracts, decrees, rights, grants, loans, privileges, or concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with the same.
- (27) To take all necessary or proper steps in Parliament or with the authorities, national, local, municipal or otherwise, of any place in which the Company may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the company or effecting any modification in the constitution of the Company or furthering the interests of its members, and to oppose any such steps taken by any other company, firm or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its members.
- (28) To do anything by this Memorandum of Association authorised in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone, or in conjunction with others.
- (29) To distribute among the members of the Company in specie any property of the Company.
- (30) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared (a) that the word "company" in this Clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere, and (b) that, except where the context expressly so requires, none of the several paragraphs of this Clause, or the objects therein

specified, or the powers thereby conferred shall be limited by, or be deemed merely subsidiary or auxiliary to any other paragraph of this Clause, or the objects in such other paragraphs specified or the powers thereby conferred.

4. The liability of the Members is limited.

5. The Company's share capital is £2 divided into 2 Ordinary Shares of £1 each.\*

\*Special Resolution dated 23 September 2009.

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
-------------------------------------	---

---

Peter Long, 73 Empress Drive, Chislehurst, Kent, BR7 5BQ	One
---	-----

Solicitor

Leon Neal 34 Hill Crest, Tunbridge Wells, Kent, TN4 0AJ.	One
---	-----

---

Total shares taken - Two

Accountant.

---

Dated the 6th day of September 1989

Witness to the above Signatures:- June Pattinson,  
6A Maybrick Road,  
Hornchurch,  
Essex.

Secretary

THE COMPANIES ACT 1985  
PRIVATE COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION

- of -

**KLEINWORT BENSON VENTURES MANAGEMENT LIMITED \***

1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter called "Table A") shall apply to the Company save in so far as they are varied or excluded by or are inconsistent with these articles; and regulation 1 shall so apply as if references to "these regulations" included references to these articles. Accordingly, in these articles "the Act" means the Companies Act 1985, including any statutory modification or re-enactment of it for the time being in force; and any reference in these articles to a provision of that Act includes a reference to any statutory modification or re-enactment of that provision for the time being in force.
2. Regulations 24 and 73 to 80 (inclusive) in Table A shall not apply to the Company.
3. Sections 89(1) and 90(1) to (6) (inclusive) of the Act, in their application to allotments by the Company of equity securities, are hereby excluded.
4. The directors may in their absolute discretion, and without giving any reason, decline to register any transfer of any share, whether or not fully paid.
5. A member or members holding a majority in nominal value of the issued ordinary shares in the Company may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director, and may remove from office any director however appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members concerned or, in the case of a corporate member, signed by one of its directors on its behalf, and shall take effect on lodgment at the registered office.
6. The directors may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.
7. The Company may by ordinary resolution appoint any person who is willing to act to be a director, either
- \* The name of the Company was changed from Precise (951) Limited to **KLEINWORT BENSON VENTURES MANAGEMENT LIMITED** by a Special Resolution passed on 19th December 1989.



to fill a vacancy or as an additional director and, without prejudice to the provisions of the Act, may by ordinary resolution remove a director from office.

8. The removal of a director under article 5 or 7 shall be without prejudice to any claim the director may have for breach of any contract of service between him and the Company.
9. No person shall be disqualified from being or becoming a director by reason of his attaining or having attained the age of 70 or any other age.
10. A director who has duly declared his interest (so far as he is required to do so) may vote at a meeting of the directors or of a committee of the directors on any resolution concerning a matter in which he is interested, directly or indirectly. If he does, his vote shall be counted; and whether or not he does, his presence at the meeting shall be taken into account in calculating the quorum. Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.

---

Names and addresses of Subscribers

---

1. Peter William Long,  
73 Empress Drive,  
Chislehurst,  
Kent, BR7 5BQ.

2. Leon Neal  
34 Hill Crest,  
Tunbridge Wells,  
Kent, TN4 0AJ.

---

Dated the 6th day of September 1989

Witness to the above Signatures :-

June Pattinson,  
6A Maybrick Road,  
Hornchurch,  
Essex.