

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

lease complete	To the Registrar of Companies	For official use	For official use
egibly, preferably a black type, or old block lettering	Name of company	h	02441302
insert full name of Company	* ST HILDA'S WHARF (WAPPING) MANAGEMENT CO	OMPANY	
	DAVID STEWART HODGSON, signing	y on behalf	e and the control of
	of SWIFT INCORPORATIONS LIMITED		
	2 BACHES STREET		
	LONDON N1 6UB		······································
delete as appropriate	do solemnly and sincerely declare that I am a [Secompany]† [person named as director or secreta the registrar under section 10(2)† and that all the registration of the above company and of matters complied with, And I make this solemn declaration conscientious the provisions of the Statutory Declarations Act 18 Declared at 11, SHIP STREET BRECON, POWYS Dated the 31st day of Cotober, 1989. A Commissioner for Oaths or Notary Public or Justice the Peace or Solicitor having the powers conferred on the second	ry of the company in requirements of the precedent and incides by believing the same and the sam	n the statement delivered to above Act in respect of the dental to it have been
	Presentor's name, address and reference (if any): For citical us New Companies S	p ∧vr~n %	Post room

HOUSE

R52674



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



For official use

Please do not write in this margin

Pursuant to section 10 of the Companies Act 1985

Please complete legibly, preferably in black type, or To the Registrar of Companies

bold block lettering

" insert full name

of company

Name of company

St HILDA'S WHARF (WAPPING) MANAGEMENT COMPANY LIMITED

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

Postcode

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

JURDAN & SONS LTD 21 ST THOMAS BRISTOL BS1 6JS Postcode TEL-U272 230800

Number of continuation sheets attached (see note 1)

Presentor's name address and reference (if any): RSコムナム

For official Use General Section

Post room COMPANIES HOUSE

Page 1

PHRE/GLOSPHS/2

irectors of the company (note 2) are as follows:	. ujo, to bo and mot unoster vi	write in this margin
Name (note 3) KEITH ERNEST DARVILLE	Business occupation	
	SociciTOR.	
Previous name(s) (note 3)	Nationality	1
Address (note 4) ENSIGN HOUSE, ADMICA	LUT BROTISH	
WAY, WATERPIDE, fOUTH QUAY.	Date of birth (where applicable)	
CONOR POSTCODE E-149FN	(note 6) 28.5.194d.	
Other directorships †		t enter particulars
NA		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 paned on page 1		1
Signature Stand	Date 2/4 Oclober 99	
Olgitation	ner pas comerciani in reliano per fera meneral la coma suma extremen a manuna di mel per coma co	,,, []
Name (note 3) PERUCIAL CULTIFICA	Business occupation	mg
	Soucitor.	1
MARTIN	Nationality	-1
Previous name(s) (note 3)		
Address (note 4) ENSIGN HOUSE,	Date of birth (where applicable)	_1
HOMILAUS WAY, WATERSIDE,		
SOUTH DUMY, LANDON POSTCOOLE E-LY 9 FN.	(note 6)	-
Other directorships		-
NA		-1
		<u>_</u> į
	1	-1
1 sa Llar		
I consent to an and director of the company named on page 1	Date 24 (10189.	Í
Signature	Date C (CO)	_
CONTROL OF THE PROPERTY OF THE	Business occupation	25
Name (note 3)	Business occupation	
Previous name(s) (note 3)	Nationality	
Address (note 4)		·
marie a briefer	Date of birth (where applicable)	
Postcode	(note 6)	
Other directorships †		
		_
		_
	. No	
I consent to act as director of the company named on page 1	1, 1 1 10	THE STATE OF THE S
Signature	Date,	
THE RESIDENCE OF THE PROPERTY		

vrite in his margin	secretaries, of the company are as follows:			
	Name (notes 3 & 7) NERYLIN CYNTHIA MARTIN			
lease complete				
n black type, or old block lettering	Previous name(s) (note 3)	,,, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		
	Address (notes 4 & 7) ENSIGN HOUSE ADMIRALIS	PAQ		
	WITERFIDE, BOUTH QUAY, LINDON	·		
		149FN		
	I consent to act as secretary of the company named on page 1			
	Signature Ocaeolog, Date CU/C	0/8a.		
	Name (notes 3 & 7) SWIFT INCORPORATIONS LIMITED			
	Previous name(s) (note 3)			
	Address (notes 4 & 7) 2 BACHES STREET			
	LONDON			
	Postcode N1 61	JB		
	I consent to act as secretary of the company named on page 1 Signature (Authorised Signatory) Date 30	ાં છે કવ		
delete if the form is signed by the subcribers	Signature of agent on behalf of subsribers			
delete if the form is	Signed Date			
signed by an agent on behalf of the subscribers.	Signed Date			
All the subscribers nust sign either personally or by a	Signed Date			
person or persons authorised to sign or them.	Signed Date			
	Signed Date			
2	Signed Date			

THE COMPANIES ACT 1985



PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

02141302

ST HILDA'S WHARF (WAPPING) MANAGEMENT COMPANY LIMITED

- 1. The Company's name is "ST HILDA'S WHARF (WAPPING) MANAGEMENT COMPANY LIMITED".
- 2. The Company's registered office is to be situated in England & Wales.
- 3. The Company's objects are :-
- (a) To carry on the businesses of property management in all its branches, to manage flats, houses, shops, offices, factories, estates, land, farms and all other property, to collect rents and income, to undertake the preparation of estate accounts and audits and the financial management of estates; and to supervise and undertake all necessary repairs. alterations and improvements to the property managed by the Company; to supply to tenants and occupiers, catering and other services and all conveniences and amenities commonly required therewith; to acquire by purchase, lease, exchange or otherwise for development, investment or resale and to traffic in land and house and other property of any tenure or any interest therein, and to create, reserve, sell and deal in freehold and leasehold ground rents and to make advances upon the security of land or house or other property or any interest therein, whether erected or in course of erection, and whether on first mortgage or subject to a prior mortgage or mortgages; and generally to deal in, traffic by way of sale, lease, exchange or otherwise land, house property and any other property (whether real or personal) and to turn the same to account as may seem expedient, to acquire and take over businesses or undertakings of all kinds, and to carry on, or dispose of, remove or put an end to the same or otherwise deal with the same as may seem expedient; and to carry on all or any of the businesses of building and civil engineering contractors, land, estate and property developers, repairers and jobbers, estate agents and managers, mortgage and insurance brokers and agents, surveyors, valuers and auctioneers, builders' merchants, plant hire specialists and contractors, merchants of, and dealers in plant, machinery, vehicles and appliances of all kinds, painters. decorators and plumbers, haulage and transport contractors, electricians and general engineers.

OB 41A

- (b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
- (c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
- (d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, after, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesald or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (h) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- (i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it
- (j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (I) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- (n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem dosirable with respect to any business or operations of or generally with respect to any such company or companies.

- (o) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (p) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together, or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (r) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- (t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or follow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.
- (u) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.
- (v) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
 - (w) To procure the Company to be registered or recognised in any part of the world.
- (x) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (y) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

- (1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.
- (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.
- (3) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
- (4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

- 4. The liability of the Members is limited.
 - 5. The Company's share capital is £390 divided into 39 shares of £10 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.

The state of the s Number of shares taken Names and Addresses of Subscribers by each Subscriber more than the major was a little of For and on behalf of Instant Companies Limited 1. - One 2 Baches Street London N1 6UB For and on behalf of **Swift Incorporations Limited** 2. - One 2 Baches Street London N1 6UB Total shares taken - Two

Tanno.

Dated the 31st day of October, 1989.

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

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

ST HILDA'S WHARF (WAPPING) MANAGEMENT COMPANY LIMITED PRELIMINARY

- 1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- (b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

ALLOTMENT OF SHARES

- 2. (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- (b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares hald by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them the children offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this

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

- (c) in accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- (d) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

SHARES

- 3. The ilen conferred by Clause 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by lilm or his estate to the Company. Clause 8 in Table A shall be modified accordingly.
- 4. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

GENERAL MEETINGS AND RESOLUTIONS

- 5. /a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Clause 38 in Table A shall be modified accordingly.
- All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.
- (b) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.
- 6. (a) Clause 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.
- (b) if a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.
 - (c) Clause 41 in Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

- 7. (a) Clause 64 in Table A shall not apply to the Company.
- (b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of the Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.

- (c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.
 - (d) No person shall be appointed a Director at any General Meeting unless eithers-
 - (i) he is recommended by the Directors; or
- (ii) not less than fourteen nor more than thirty-five clear disys before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.
- (c) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
- (f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

BORROWING POWERS

8. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue depentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS

- 9. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 68 in Table A shall be modified accordingly.
- (b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

DISQUALIFICATION OF DIRECTORS

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

GRATUITIES AND PENSIONS

- 11. (a) The Directors may exercise the powers of the Company conferred by Clause 3(t) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.
 - (b) Clause 87 in Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

- 12. (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
 - (b).Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

INDEMNITY

- 13. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
 - (b) Clause 118 in Table A shall not apply to the Company.

TRANSFER OF SHARES

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

Names and Addresses of Subscribers

For and on behalf of 1. Instant Companies Limited 2 Baches Street London N1 600

For and on behalf of
2. Swift Incorporations Limited
2 Baches Street
London N1 8UB

Dated this 31st day of October, 1989.

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

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2441302

I hereby certify that

ST HILDA'S WHARF (WAPPING) MANAGEMENT COMPANY 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 9 NOVEMBER 1989

D. J.AMES

an authorised officer

The state of the s

ST. HILDA'S WHARF (WAPPING) MANAGEMENT CO.LTD.

By special Resolution passed on the 13th of November 1991, it was resolved that the Memorandum and Articles of Association would be amended to include additional wording as follows:

"All Tenants of the Building 160/170 Wapping High Street, London El, are to become members and shareholders of this Company"

MERYLIN CYNTHIA MARTIN Company Secretary.

13th November 1991.

COMPANIES HOUSE 26 NOV 1991 M 60 The Companies Act 1985
Private Company Limited by Shares

Company Number: 2441302

MEMORANDUM AND ARTICLES OF ASSOCIATION

ST HILDA'S WHARF (WAPPING) MANAGEMENT COMPANY LIMITED

Incorporated the 9th November, 1989

Jordan & Sons Limited Company Formation and Information Specialists Legal Stationers and Publishers Branches throughout the United Kingdom Telephone 01-253-3030 Telex 261010



THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

ST HILDA'S WHARF (WAPPING) MINAGEMENT COMPANY LIMITED

- 1. The Company's name is "ST HILDA'S WHARF (WAPPING) MANAGEMENT COMPANY LIMITED".
- 2. The Company's registered office is to be situated in England & Wales.
- 3. The Company's objects are :-
- (a) To carry on the businesses of property management in all its branches, to manage flats, houses, shops, offices, factories, estates, land, farms and all other property, to collect rents and income, to undertake the preparation of estate accounts and audits and the financial management of estates; and to supervise and undertake all necessary repairs. alterations and improvements to the property managed by the Company; to supply to tenants and occupiers, catering and other services and all conveniences and amenities commonly required therewith; to acquire by purchase, lease, exchange or otherwise for development, investment or resale and to traffic in land and house and other property of any tenure or any interest therein, and to create, reserve, sell and deal in freehold and leasehold ground rents and to make advances upon the security of land or house or other property or any interest therein, whether erected or in course of erection, and whether on first mortgage or subject to a prior mortgage or mortgages; and generally to deal in, traffic by way of sale, lease, exchange or otherwise land, house property and any other property (whether real or personal) and to turn the same to account as may seem expedient, to acquire and take over businesses or undertakings of all kinds, and to carry on, or dispose of, remove or put an end to the same or otherwise deal with the same as may seem expedient; and to carry on all or any of the businesses of building and civil engineering contractors, land, estate and property developers, repairers and jobbers, estate agents and managers, mortgage and insurance brokers and agents, surveyors, valuers and auctioneers, builders' merchants, plant hire specialists and contractors, merchants of, and dealers in plant, machinery, vehicles and appliances of all kinds, painters, decorators and plumbers, haulage and transport contractors, electricians and general engineers.

- (b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
- (c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
- (d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in restact of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesald or property acquired, rey shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (h) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- (i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raise "owing by morigage, charge, standard security, lien or other security upon the who or any purt of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

- (k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (I) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- (n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- (o) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (p) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (r) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- (t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the

Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

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

AND so that:-

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

(4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.					
4. The liability of the Members is li	. The liability of the Members is limited.				
5. The Company's share capital is	£390 divided into 39 shares of £10 each.				
We, the subscribers to this Memorar pursuant to this Memorandum; as opposite our respective names.	ndum of Association, wish to be formed into a Company nd we agree to take the number of shares shown				
Names and addresses of Subscrib	Number of shares taken by each Subscriber				
 Instant Companies Limited, 2, Baches Street, London N1 6UB Swift Incorporations Limited 2, Baches Street London N1 6UB 	- One				
• Total shares	s taken - Two				
Dated the 31st day of October, 1989.					
Witness to the above Signatures:- Terry Jayne, 2, Baches Street London N1 6UB					

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

ST HILDA'S WHARF (WAPPING) MANAGEMENT COMPANY LIMITED

PRELIMINARY

- 1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- (b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

ALLOTMENT OF SHARES

- 2. (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- (b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to

the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special Fiesolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion afore aid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, great options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesail such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members. The foregoing provisions of this paragraph (b) shall have effect subject to Section 80 of the Act.

- (c) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- (d) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

SHARES

- 3. The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.
- 4. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

GENERAL MEETINGS AND RESOLUTIONS

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

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

reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

- (b) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.
- 6. (a) Clause 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.
- (b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.
 - (c) Clause 41 in Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

- 7. (a) Clause 64 in Table A shall not apply to the Company.
- (b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of the Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.
- (c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.
 - (d) No person shall be appointed a Director at any General Meeting unless either:-
 - (i) he is recommended by the Directors, or
- (ii) not less man fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.
- (e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
- (f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

BORROWING POWERS

8. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS

- 9. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration etherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.
- (b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

DISQUALIFICATION OF DIRECTORS

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

GRATUITIES AND PENSIONS

- 11. (a) The Directors may exercise the powers of the Company conferred by Clause 3(t) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.
 - (b) Clause 87 in Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

- 12. (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
 - (b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

INDEMNITY

- 13. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
 - (b) Clause 118 in Table A shall not apply to the Company.

TRANSFER OF SHARES

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

Names and addresses of Subscribers

- Instant Companies Limited
 Baches Street
 London N1 6UB
- 2. Swift Incorporations Limited 2 Baches Street London N1 6UB

Dated this 31st day of October, 1989.

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

SHAR-CITOLDERS.

15. All terraids. of the Puilding are p. street become nombers on Thoronoward of this Company

The regulations of Table A to the Companies Act 1985 apply to the Company save in so far as they are not excluded or varied by its Articles of Association.

Table A as prescribed by the Companies (Tables A to F) Regulations 1985 (S.I. 1985 No. 805), amended by the Companiles (Tables A to F) (Amondment) Regulations 1985 (S.I. 1985 No. 1952), is reprinted below.

Table A THE COMPANIES ACT 1985

Regulations for Management of a Company Limited by Shares

INTERPRETATION

INTERPRETATION

In these regulations—
'the Act i means the Companes Act 1985 including any statutory modification or re-enactment thereof for the timo being in force
'the articlea' means the orticloo of the company
'clear days' in relation to the period of a notice means that period excluding the day when the natice is given as deemed to be given and the direction diversity in relation to take effect of execution 'office' means the registered office of the company
'the holder' in relation to charres means the member whose name is entered in the register of members as the holder of the charres
'the seat' means the common ceal of the company or any other person appointed to portion the detection of the secretary' means the secretary of the company or any other person appointed to portion the detection.

to pursuant bones of increasing a no company reasong a your assistant or deputy secretary means Circal Bulan and Northern beland. Unless the context otherwise requires words or expressions consumed a three regulations bear the common mixing as in the Act but excluding as a statutory modification thereof not in force when these regulations become their pain the

SHARE CAPITAL

SHARE CAPITAL

2. Subject to the provisions of the Act and without projudice to any nights attributed to any exciting chains, any shore may be issued with such rights or restrictions as the company may by ordinary resolution determine.

3. Subject to the provision of the Act, divides may be issued which are to the redeemed or the bollative to be redeemed in the option of the company critic holder on such terms and in each moment as may be provided by the articles.

4. The company may exercise the provision of paying commissions conferred by the Act, do be efforted provisional the Act, any each commissions conferred by the payment of each or by the allocation of paying commissions conferred by the payment of each or by the allocation of paying reportly past charges or parily in one way and parily in the other.

5. Except as required by faw no person chall be recognised by the company as holding any chare upon any trust, and it such the conservation any entire stimular store to ylaw the company chall return to the higher than the higher.

SUADE OFFICE IO ATTO.

LIEN

1 The company shall have utilist and paramount for one every sharet in the ling of fully, paid sharet for all moneys (whether proceedly payable or not) payable at a fixed time or called in respect of that share. The directors may all any time decisions have to be whothy or in part exempt from the provisions of this regulation. The company is a single shall extend to any an early payable in respect of it.

The company may sell in such moner as the directors determined by there is need to so which the company have a ben if a sum it respect of which the ten exists is presently payable and is not paid within four tender and after notice has been given to the holder of the share or to the passionentified to turn consequence of the death or bankruptcy of the holder, demanding payment and staking that if the notice is not compiled with the shares may be sold.

To give effect to a safe the directors may authorise some person to execute an instrument of transfer of the shares sold to or in accordance with the directions of, the purchaser. The title of the transfer to the shares shall not be affected by any irregulanty in or invalidity of the proceedings in reference to the

affected by any irregulanty in or invalidity of the proceedings in reference to the

sale

11 The net proceeds of the sale after payment of the costs, shall be applied in
payment of so much of the sum for which the tien exists as is presently payable,
and any residue shall (upon surrender to the company for concellation of the
certificate for the shares sold and subject to a tike lien for any moneys not
presently payable as existed upon the shares before the sale) be paid to the
person entitled to the shares at the date of the sale.

CALLS ON SHARES AND FORFEITURE

12. Subject to the terms of allotment, the directors may make cells upon the members in respect of any moneys unpaid on their shares (whether in respect of nominal value or premium) and each member shall (subject to receiving at least fourtions clear days' noice specifying when and where payment is to be made) pay to the company as required by the notice the amount called on his shares. A call may be required to be paid by instalments. A call may, before receipt by the company of any sum due thereunder, be revoked in whole or part and payment of a call may be postponed in whole or part. A person upon whom a call is made shall remain trable for calls made upon him notwithstanding the subsequent transfer of

the shares in respect whereof the call was made 13. A call shall be deemed to have been made at the time when the resolution of the directors authorising the call was passed 14. This point holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

in respect thereof

In respect nergot

5. If a calternans unpaid after that become due and payable the person from whoms to due and payable shall pay interest on the amount unpaid from the day it became due and payable unto it is paid at the rate fixed by the terms of allotment of the share or in this rotice of the call, or if no rate is fixed, at the appropriate rate (as defined by the Act) but the directors may wave payment of the interest wholly or in nact.

to defined by the Act but the directors may wave payment of the interest wholly or in part.

10. An amount payable in mispect of a share on allotment or at any fixed date, whollar in respect of normal value or premium or as an instalment of a call, shall be deemed to be a call and if the paid the provisions of the articles shall apply as if heat amount had become the and pay tible by write of a call.

17. But pect to the terms of abstract if the directors may make arrangements on the asset of charester a difference between the holders in the amounts and times of payment of calls on their shares.

18. If a call remains impass after it has become due and payable the directors may give to the person from whom it is due not less than fourteen clear days notice requiring payment of the an ount impact together with any interest which may have account the colore-thall name the place where payment is to be made and shall state than the notice is not recipied with the shares in respect of which it was given may bother the payment requires 1 by the notice trep been made, be forfeited by a first late the directors and the forfeiter shalls include all dividends or other property payable in respect of the forfeiter shalls notice all dividends or other property payable in respect of the forfeiter shalls not all dividends or other property payable in respect of the forfeiter shalls not not paid before the

moneys payable in respect of the forfeited shares and not paid before the

1 affection
20 Subject to the provisions of the Act, a forfeited share may be sold, re-allotted or otherwise disposed of an outh terms and in outh manner as the directors determine other to the person who was before the forfeiture the holder or to any other person and at any time before sole, re-allotment or other disposition, the ordering may because ded on such from sol, the directors think if Where for the purposes of its disposal a furficited charg is to be transferred to any person the directors may outhance come person to execute an instrument of transfer of the source to the origin.

Integers of its disposal a terrement arrangers to be transferred to any person the direction and publishers come person to execute an instrument of transfer of the share to the origin. 21 A person any of whose shares have been ferfeited shall coase to be a member in increase at them and shall surrender to the company for cancellation the certificate his his chares ferfeited but shartemain hable to the company for all integers which at the date of forfeiture were presently payable by him to the company in respect of those blanes with interest at the rate at which interest was payable on these moneys before the ferfeiture or if no interest was so payable, at the appropriate rate (as a defined in the Act, from the date of forfeiture until payment but the director, may waive payment without any allowance for the value of the shares at the time of ferfeiture or for any consideration by a facistic or the secretary that a share has been felfeited on a spressed date shall be conclusive evidence of the facts stated in the ariannst all persons claiming to be entitled to the share and the declaration shall festiget. To the ovecusive of an instrument of transfer it necessary constitute a pace title of the share and the declaration shall festiget. The ovecusive of an instrument of transfer it necessary constitute a pace title to the share and the person to whom the share is disposed of shall not be bound to see to the application of the consideration, if they are shall the title to the share be allected by any irregularity in or invalidity of the proceedings in reterence to the learence or disposal of the share.

TRANSFER OF SHARES
23 The instrument of transfer of a share may be in any usual form or in any other form which the directors may upprove and shall be executed by or on behalf of the transferor and, unless the share is fully paid, by or on behalf of the

behalf of the transferor fin I, unless the share is fally paid, by or on behalf of the transferee.

24 The directors may refuse to register the transfer of a share which is not fully paid to a person of whom they do not approve and they may refuse to appain the transfer of a share on which the company has a lien. They may also refuse to register a transfer unless.

(a) I is folded at the office or at such other place as the directors may appoint and is accumpanied by the certificate for the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer.

(b) It is in respect of only one class of shares; and (c) it is in flowour of not more than four transferces.

5 If the directors refuse to register a transfer of a share, they shall within two months after the date on which the transfer. Was lodged with the company send to the transferce notice of the refusal.

5 The registration of transfers of shares or of transfers of any class of shares may be suspended at such times and for such periods (not exceeding thirty days in any year) as the directors may deformine.

27. No foe shall be charged for the registration of any instrument of transfer or other document relating to or affecting the title to any share.

28 The company shall be entitled to retain any instrument of transfer which is registered, but any instrument of transfer which is registered, but any instrument of transfer which the directors roluse to register.

shall be returned to the person lodging it when notice of the refusal is given

Transmission of Shares

18 ANAIMION OF STARLS

29 If a member dies the survivor or survivors where he was a joint holder, and his personal representatives where he was a sole holder or the only survivor of joint holders, shall be the only persons recognised by the company as having any little to his interest; but nothing herein contained shall release the estate of a deceased member from any liability in respect of any share which had been jointly held by him

30. A person becoming entitled to a chare in consequence of the death or bankrighty of a member may upon such evidence being produced as the dractors may properly require nect either to become the holder of the chare or to have some person normanated by him registered as the transferor. If he elects to have another person registered to table execute an instrument of knactor of the chare to their person. All the articles reliating to the transfer of knactor of the chare to their person. All the articles reliating to the transfer of instrument of transfer executed by the member and the death or bankruptey of the member high reference by the member and the death or bankruptey of the member high reference and have the rights to which he would be entitled in the word if a member chall have the rights to which he would be entitled in the word if a member of the chare executing the stall not, before being to grave and the death of the chare executing the stall not, before being to grave and the stall not, before being to grave as the stall not, before being to grave as the process of the helders of the chare executing an early of the first of the stall of the stal

ALTERATION OF SHARE CAPITAL

ALTERATION OF SHARE CAPITAL

32 The company may by chanary receipt an tal, included its chare capital by new chares of such amount as the resolution procedure. The consolidate and divide all or any of the shares of such amount as the resolution procedure. The consolidate and divide all or any of the share capital into chares of larger imports than its existing chares. The consolidate and the resolution may determine that as between the chares resulting from the sub-divide its chares or any nave any preference or advantage as compared with the others and it cancel chares which at the date of the passing of the resolution it ave not been taken or agreed to be taken by any person and diminish the amount of its chare capital by the amount of the chares so concelled. The hardes of a recult of a consolidation of chares any members would be small entired to fractions of a heare the direction may in behalf of those members and the chares received in a process of the heart price reasonably obtained to any personant trading subject to the previous of the Act, the company and adultation for the charter of the charters on the beat price reasonably obtained and the disciplinary authorises come prices to execute an includent of transfer of the charters from your substance with the execution of the purchaser. The transfers had not be believed to the purchaser when the charters had not be builded in the procedure of the purchaser. The transfers had not be been to be share required by any megularity in or marketing of the proceduring an reference to the share regulation of the purchaser of the charter of the company may by special resolution reduce to share regulation any capital redemplian reserve and any chare promising of the procedure and company may by special resolution reduce to share regulations any capital redemplian reserve and any chare promising of the procedure of the capital redemplian reserve and any chare promising of the proced

PURCHASE OF OWN SHARES

35. Subject to the provision of the Act, the company may purchase to own chared uncluding any rodes. -bis charect and it is a private on pray, make it payment the respect of the rodemphon or purchase of its own thares otherwise than out of a amoutable proble of the company or the presence of a fresh rode of chares.

SENEMAL MEETINGS

30. All general meetings other than annual general meetings shall be called extraordinary general meetings.

37. The direction may call general meetings and on the requisition of members purculant to the crevious of the Act chall furtheith pieceed to differ a data not fate than eight week of solvened an extraordinary of noral meeting for a data not fate than eight week of after recent of the requisition of there are not within the United Kingdom outlinean directors to call a general meeting any director or any member of the company may call a general meeting.

NOTICE OF GENERAL MEETINGS

58 An annual general mosting and an extraordinary general mosting called for me passeng of a operal resultion or a resolution appearance are substitute appearing a period not director official by actional mostings shall be eated by at least found days inside All other carpordinary general mostings shall be eated by at least found or least days notice but a general mostings may be racted by extenter notice if it is so agreed.

agroed in in the case of unanimal general meeting by of the members entitled to
altered and vote thereof, and
the case of any other meeting by a magesty in member of the
temporary in a many a right to altered only you being a majority together historing
togo than nextly two par cort in remand cause of the charge giving that

not tops than emery ten par core in remains cause of the execting and the general matter of the business to be teaspacked and in the case of an annual general meeting, shall operate the meeting shall operate the meeting shall operate the meeting shall operate of the artifess and to any restrict and improved on any chares the instance and to a new meets to all persons entitled to a shallo in correspondence of the death of backrepts, of a member and to the death of any meeting of a member and to the

directors and auditors.

Je The accidental smission to give notice of a mooting to lor the non-receipt of notice of a mooting by any person entired to receive notice shall nel invalidate the precedings of that meeting.

of notice of a modeling by any person entitled to receive notices and his worldate the precedings of that meeting.

PROCEEDINGS AT GENERAL MEETINGS

40 No business shall be transacted at any meeting unless a quorum is present. Two persons ontitled to vote upon the business to be transacted each boing a member or a prexy for a intember or a duty authorised representative the corporation shall be a quorum is not present which half an hour from the time hippointed for the meeting or if during a meeting cush a quorum coases to be present the meeting and place or to such time and place as the directors may determine it must be an appointed to the same day in the next vick at the same time, and place or to such time and place as the directors may determine it is not from minimated by the directors shall preside as charman of the meeting, but if no their the charman nor such other director (if any) be present within act the directors present shall elect one of their number to be charman and, if there is only one director present and witing to act, he shall be charman and, if there is only one director is willing to act as chairman, or if no director is present within filtern minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of thur number to be chairman 44. A director shall notwithstanding that he is not a member, be entitled to attend and speak at any general meeting and at any separate meeting of the holding of any class of chares in the company.

45 The charman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for lourierin days or more, at least seven clear days notice shall be given specifying the time and place of the adjourned mee

hands unless before, or on the declaration of the result of, the show of hands a poll is duly declarated. Subject to the provisions of the Act, a poll may be demanded.

decanded

(a) by the chairman, of

(b) by at least two members having the right to vote at the meeting, of

(c) by a member or members representing not less than one-tenth of the

total voting right of all the members having the right to vote at the meeting, or

(d) by a member or members holding shares conforming a right to vote at
the meeting being shares on which an aggregate sum has been paid up equal
to not east than one-tenth of the total sum paid up on all the shares conforming that nght.

and a demand by a person as proxy for a member shall be the same as a

demand by the mumber

(Infinite the member)
47 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

resolution.

As The demand for a poll may before the poll is taken, be withdrawn but only with the concent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

A poll chaft be taken as the chairman directs and he may appoint continuous (who need not be members) and fix a time and place for declaring the recuit of the post. The result of the poll chaft be deemed to be the resolution of the meeting at which the soil was demanded.

In the case of an equality of vetes whether on a show of hands or on a poll, the chairman shall be entitled to a cashing vote in addition to any other vote he may have.

may have 51 A polt domanded on the election or a charman or on a question of adjournment shall be taken forthwith A polt demanded on any other question chall be taken either forthwith or at each time and place as the charman directs not being more than theity days after the polt is demanded. The demand for a polt half not prevent the commance of a neeting for the transaction of any business other than the question on which the polt was demanded. If a poll is demanded before the fectaration of the result of a show of hands and the demand is duly withdrawn, the meeting chall continue as if the demand had not been made.

demand is duly withdrawn. The meeting chall continue as in the demand not been made.

52. He notice need be given at a poll not taken forthwith if the time and place at which it is to be taken are rensurred at the meeting at which it is demanded in any other case at least seven clear days' notice shall be given specifying the tene and place at which the pict is to be taken.

53. A resolution in writing executed by or on behalf of each member who would have been emilled to vide upon it if it had been proposed at a general meeting at which he was protein that we are effectual as if it had been passed at a general meeting at which he was protein that we are effectual as if it had been passed at a general meeting in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

VOTES OF MEMBERS

54 Subject to any rights or restrictions attached to any shares, on a show of hands overy member who (being an individual) is present in person or (being a nedwigual) is present in person or (being a member entitled to vote, shall have one vote and on a poll every member shall have one vote and on a poll every member shall have one vote for every share of which here the holder.

55 In the case of part holders the vote of the senior who tenders a vote whether imperson or by proxy chall be accepted to the exclusion of the votes of the laboration and beniently shall be determined by the order in which the names of the holders stend in the register of members.

56 A member in respect of winding an order has been made by any countaining jurisdation (whichter in the United Kingdom or elsewhere) in matter conscining men at disorder may vote whether on a chow of hands or on a poll, by his receiver, curater bonis or other person authorised in that behandpenied by that court, and any such receiver canalor bonis or other person may, on a poll, vote by proxy Evidence to the catefaction of the directors of the suitionity of the person aluming to exercise the right to vote shall be deposited at the office, in at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours bofors the time appointed for holding the meeting or edgerned meeting at which it is right to vote that the tothe at the contract of the register of the member shall not to exercise the order of the notion of the meeting or adjourned meeting at which it is right to vote shall not to exercicable 57 No.

excressible
57. No member shall vate at any generor meeting or at any separate meeting of the torders of any class of shares in the company, either in person or by proceed of the share had by him unless all moneys presently payable by him in respect of that share have been paid.
58. No objection shall be raised to the qualification of any voter except at it meeting or adjourned meeting at which the vote objected to to the control of the meeting chall be valid. Any objection made is due time chall be referred to the challman whose decision show be final an conclusive.
59. On a god vales may be given either personally or by proxy. A member may

53 On a post voted may be given either personally or by proxy. A member may

appeal make than one pray to atland on the same occasion.

60 An instrument appointing a pray shall be in writing, executed by er or behalf of the appointer and shall be in the following form for in a form as near thereto as circumstances allow or in any other form which is usual or which the ducctors may approve) = PLC/Limited

177/0

s being a ئە

I TVNe, criticians two, named company, hereby appoint of as members of the above-named company, hereby appoint of as my/our proxy to vote in my/our name(s) and on mv/our behalf at the annual/extraordinary general meeting of the company to be held on and attany adjournment thereof.

Signation 19 (and transpaperation) 19 (and tra

PLC/Limited

//We,

nember/members of the above-marketing company, hereby appoint , being a WWe. or failing nur.

name(s) and on my/our behalf at the annual/oxiraordinary general meeting of the company, to be held on 19 and at any adjournment thereof This form is to be used in respect of the resolutions mentioned below as

follows: Resolution No. 1 "fer "against Resolution No. 2 "for "against "Strike out whichaver is not desired

'Strike out winchard is not desired

Unless otherwise instructed, the proxy necrolic as he thinks fit or abstain from

Ling

Signed this

62. The instrument appointing a proxy and any authority under which it is
executed or a copy of such authority certified notarially or in some other way

approved by the directors may

(a) be deposited at the office or at such either place within the United Kingdem as is specified in the notice convening the meeting or in any within ment of proxy sent out by the company in relation to the meeting of the analysis than 48 hours before the time for notiding the intertument proposes. To vate, or this in the case of a poll taken more than 48 hours after it to demanded, be devocated as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll, or (c) where the poll is not taken forthwith but is taken not more than 46 hours after it was demanded, be delivered ut the meeting at which the poll was demanded to the chairman or to the secretary or to any director, and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

63. A vote given or poll demanded by proxy or by the duly authorised representative of a corperation shall be valid notwithstanding the provious notice of the determination was received by the company at the office or at such other place at which the instrument of proxy was duly deposited before the commercement of the neeting or adjourned meeting at which the vote is given or the poll demanded or tin the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the collection. same day as the meeting or adjourned meeting) the time appointed for taking

NUMBER OF DIRECTORS
64 Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall be not less than two

ALTERNATE DIRECTORS

65. Any director pither than an alternate director) may appoint any uther director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from effice an alternate director as appointed to the second of the director and may remove from effice an alternate

director, or any otor' person approved by recourts of the directors and whiting to act, to be an alternate director and may remove from effice an alternate director so appointed by him.

88. An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors and of sull meetings of committees of directors and of sull meetings of committees of directors and of expositions of the appointor as a director in his absence but is estinate entitled to receive any remuneration from the company for his services as an alternate director who is obsert from the United Kingdom.

89. An alternate director the location from the company for his services as an alternate director. But it shall not be necessary to give notice of such a moeting to an alternate director the location from the United Kingdom.

80. An alternate director, but, if a director netries by retains or otherwise but is reappointed or deemed to have been reappointed at the meeting at which the retired, any appointment of an alternate director made by him which was in lord immediately prior to his returnment shall continue after his reappointment of 88. Any appointment or removal of an alternate director shall be by notice to the company signed by the director making or revoking the appointment or is any other manner approved by the director of alternate director shall be the entered by the director and shall alone be responsible for his own acto and defaults and he shall not be deemed to be the agent of the director appointing him.

POWERS OF DIRECTORS

70 Subject to the increasing of the Act, the memorandum and the articles and to any directions on hy sposial resolution the business of the company shall be managed by the direction who the wide after the powers of the company. Ne alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that iteration had not been made or that direction had not been given. The powers given by this regulation chall not be limited by any special power given to the directors by the articles and a mading of directors of which a quorum is present may exercise all powers exercisable by the directors.

71 The direct is may, by power of alterney or otherwise, appoint any porson to be the agent of the company for such purposes and on such conditions as they determine including authority for the agent to delegate in or any of this powers.

DELEGATION OF DIRECTORS' POWERS
72 The directors may delegate any at their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director helding any other executive office such of their powers as they consider departable to be exercised by him. Any such delegation may, be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the eractor egulating the proceedings of directors so far as they are capable of applying.

APPOINTMENT AND RETIREMENT OF DIRECTORS

APPOINTMENT AND RETIREMENT OF DIRECTORS 73. At the first annual general meeting all the directors shall retire from office, and at overy subsequent annual general meeting the third of the directors who are subject to retirement by rotation on if their number is not those or a multiple of three, the number nearest to orio-third shall retire from office, but, if there is only one director who is subject to retirement by rotation, he shall retire them office, but, if there is only one director who is subject to retirement by rotation has shall retire the shall retire the shall retire the reappointment, but as between persons who became or were last reappointed directors on the same day those to retire shall runos, they otherwise agree among themselves) be determined by lot.

75. If the company, at the meeting alwhich a director retires by rotation does not fill the vacancy the retiring director shall, it wiking to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.

unios a resolution for the reappointment of the director is put to the meeting and lost.

76. No person other than a director retiring by rotation shall be appointed or reappointed a director at any general meeting unless—

(a) he is recommended by the directors, or

(b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, netice executed by a number qualified to vote at the neeting has been given to the company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the company's register of directors together with notice executed by that person of his willingness to be appointed or reappointed. To reappointed for the directors together with notice executed by that person of his willingness to be appointed or reappointed or proposed that the meeting of any person (other than a director retining by rotation at the meeting) who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the company of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed to be instituted in the company's register of directors.

78 Subject as aforesaid, the company may by ordinary resolution appoint a person who is willing to act to be a director offiner to fill a vacancy or as an additional director and may also determine the rotation in which any additional directors are to relief.

directors are to ratire.

79. The directors may suppoint a person who is willing to act to be a director, other to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number lixed by or in accordance with the articles as the maximus number of directors. A director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the directors who are to retire by rotation at the meeting, if not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.

80. Subject as aforesaid, a director who rotices at an annual general meeting may, if willing to act, be reappointed. If the is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

DISQUALIFICATION AND REMOVAL OF

DISQUALIFICATION AND REMOVAL OF DIRECTORS

81. The office of a director shall be vacated if—
(a) he ceases to be a director by virtue of any provision of the Act 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 either:—
(i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
(ii) an order is made by a court having juricidation (whether in the United Kingdom or eleawhere) 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, or
(d) he resigns his office by notice to the company; or
(e) he shall for more than ex consecutive months have been absent validate persons on the directors from meetings of directors held during that period and the directors resolve that his office be vacated

REMUNERATION OF DIRECTORS

B2 The directors shall be entitled to such remuneration as the company may by ordinary resolution determine and unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day

LIRECTORS' EXPENSES

LINCOLONG EAFENGES

83 The directors may be paid all travelling, hotel and other expenses properly insured by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the folders of any dass of shares or of debentures of the company or otherwise in connection with the discharge of their duties

DIRECTORS' APPOINTMENTS AND INTERESTS

DIRECTORS' APPOINTMENTS AND INTERESTS 84 Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office interested in the office of managing director or to any other executive office interested for the employment by the company or for the provision by him of any services outside the scope of the bridnary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they limit fit any appointment of a director to an executive office shall terminate if he cases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the occupacy Amanaging director and a director hedding any other executive office shall not be subject to retirement by rotalism.

85 Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office—

(a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or my which the company is otherwise interested.

Intersted.

(b) may be a director or other officer of, or oniployed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate premisted by the company or in which the company is otherwise interested, and
(c) shall not, by reason of his office, be accountable to the company for any bandit which the dorives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or typelit.

So For the purposes of regulation 85 —
(a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified, and
(b) an interest of which a director has no knowledge and of which it is interested in the

interest of his

DIRECTORS' GRATUITIES AND PENSIONS

DIRECTORS' GRATUITIES AND PENSIONS

87. The directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the company or with any body corporate which is or has been a substitute of the company or a predect as or in business of the company or of any such substituting, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after the ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or pravision of any such benefit.

PROCEEDINGS OF DIRECTORS

88 Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes, in the case of an equality of votes, the chairman shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote

sole

89. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two. A person who holds office only as an alternate director shall, if his appointer is not present, be counted in the quorum

90. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director

may set only for the purpose of filling vacancies or of calling a general meeting 31. The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall procide at every moeting of directors at which he is present. But if there is no director holding that office, or if the unrector holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.

22. All cuts done by a meeting of directors, or of a committee of directors, or by a porson acting as a director shall, notwithstanding that it be alterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not quittled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been clittled to vote.

any of them were disqualified from holding office, or had vacated office, or were not entitled to vote. Be as valid as if overy such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

33. A rosolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors as all thad been passed at a meeting of director or (see the case may be) a committee of director of out ye convend and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by the appointer and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.

44. Save as otherwise provided by the articles, a director shall not vote at a meeting of directors or of a committee of directors on my resolution concerning a matter in which he had, directly or indirectly, an interest or duly which is material and which conflicts or may conflict with the interests of the company unless his interest or duly anses only because the case falls within one or more of the following paragraphs —

(a) the resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of the company or any of its subsidiaries.

(b) the resolution relates to the giving to a third party of a guarantee, subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or thy the gradients for which the director has assumed responsibility in whole or part and whether alone or panily with others under a guarantee or indemnity or thy the gradients for which the director has assumed responsibility in whole or part and shares, debeniures or other securities of the company or any of its subsidiances or by write

the alternate director without prejudice to any interest which the alternate director has otherwise.

95. A director shall not be counted in the quorum prepent at a meeting in relation to a resolution on which he is not entitled to yote.

96. The company may by originary recolution cuspend or relax to any extent either generally or in respect of any particular matter any provision of the articles publishing a director from validig at a meeting of directors or of a committee of directors.

97. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the company or any body appointer which the company is interested the proposals may be divided and considered in relation to each director separatory and provided he is not for another reason an studed from volingly each of this directors concerned shall be entitled to vote and 50 counted in the guardiam in appect of each resolution as to the unpit of a sinestor to vote in question may, before the conclusion of the menting be referred to the main at the modified and the relation carry director of the triple of the conclusion of the menting be referred to the mann at the modified and conclusion of the menting and vector officer than the proposals in a great and conclusion of the menting and vector officer than the highest and conclusion of the menting and vector officer than the model of the shall be conclusion.

SECRETARY

39. Subject to the provisions of the Act, the scendary shall be appointed by the directors for such term, at such tensions and upon such conditions as they may think fill, and any secretary so appointed may be removed by their.

100. The directors shall couts inmutas to be made in books kept for the

100 The directors ship chose amounts to be the directors, and (a) of all appointments of officers made by the directors, and (b) of all proceedings at meetings of the company of the holders of any class of shares in the company, and of the directors, and of committees of directors, including the names of the directors present at each such meeting

THE SEAL

101 The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the sout is allived and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

DIVIDENDS

102 Subject to the provisions of the Act, the company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shull exceed the amount recommended by the

directors and the directors may pay interim dividends if it appears to them that they are justified by the profits of the company available for distribution. If the share capital is divided into different classes, the directors may pay interim dividends on shares which confer deferred rights with regard to dividend as well as on shares which confer preferred rights with regard to dividend, but no interim dividend shall be paid on shares carrying deferred or non-preferred rights it, at the time of payment, any preferential dividend is in arrear. The firectors may also pay at intervals settled by them any dividend payable at a mad rate if it appears to them that the profits available for distribution justify the payment. Provided the directors act in good faith they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on any shares having deferred or non-preferred rights.

rights.

104, Except as otherwise provided by the rights attached to shares, all cividends shall be declared and pald according to the amounts paid up on the shures on which the dividend is paid. All dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion portions of the period in respect of which the dividend is paid; but, if any share is issued on terms providing that it shall rank for dividend as from a

particular date, that share shall rank for dividend accordingly. 105. A general meeting declaring a divisiond may, upon the recommendation of the directors, direct that it shall be satisfied wholly or partly by the distribution of assets and, where any difficulty arises in regard to the distribution, the directors may eatle the same and in particular may issue tractional certificates and fix the value for distribution of any assets and may determine that cash shall be paid to any member upon the feeling of the value so fixed in order to adjust the rights of members and may vest any assets in

Irusions.

(06. Any dividend or other moneys payable in respect of a share may be paid by chique sent by post to the registered address of the person entitled or, if two or more persons are the holders of the share or are jointly entitled to it by reason of the death or bankruptcy of the holder, to the registered address of that one of those persons who is first named in the registered address of such person and trusuch address as the person or persons entitled may in writing direct. Every cheque shall be made payable to the order of the person or persons entitled or to such other person as the person or persons entitled may in writing direct and payment of the cheque shall be a good discharge to the company. Any joint holder or other-person jointly entitled to a share as aforesaid may give receipts for any dividend or other moneys payable in respect of the share.

respect of the share.

107 No dividend or other moneys payable in respect of a share shall bear interest against the company unless otherwise provided by the rights attached to the share.

108. Any dividend which has remained unclaimed for twelve years from the date when it became due for paymont shall, if the directors so resolve, be fortered and cease to remain owing by the company.

ACCOUNTS

103. No momber shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the directors or by ordinary resolution of the company.

CAPITALISATION OF PROFITS

The directors may with the authority of an ordinary resolution of the

MANAGEMENT OF THE REAL PROPERTY OF THE PARTY OF THE PARTY

company —

(a) subject as hereinafter provided, resolve to capitalise any undivided profits of the company not required for paying any preferential dividend twitether or not they are available for distribution) or any sum standing to the credit of the company's share premium account or capital redemption reserve; (b) appropriate the sum resolved to be capitalised to the members who voud have been entitled to it it were distributed by way of dividend and in the same proportions and apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full unlessed shares or debentures of the company of a nominal amount equal to that sum, and allot the shares or debentures credited as fully part to those members, or as they may direct, in these proportions, or partly in one way and partly in the other; but the share premium account, the capital redemption reserve, and any profile which are applied in paying up unresound shares to be allotted to members credited as fully paid.

fully paid, (cf. make such provision by the issue of fractional certificates or by payment in cash or otherwise as they determine in the case of shares or determine second graph person to enter on behalf of all the members concerned into an agreement with the company providing for the allotment to them respectively, credited as tudy paid, of any shares or dehentures to which they are entitled upon such capitalisation, any agreement made under such authority being binding un all cuch intembers.

NOTICES

131. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a natice calling a meeting of the directors need not be ω

In writing except that a relice calling a meeting of the directors need not be in writing.

112 The company may give any notice to a member either personally or by sending if by post in a propriid envelope addressed to the member at his registered address or by flowing if at that address in the case of junt holders of a share all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint helding and notice so given shall be sufficient notice to all the joint holders. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be ontitled to receive any notice from the company.

113 A member present, either in person or by proxy, at any mooting of the deemed to have received notice of the mecturg and, where requisite, of the purposes for which it was called.

114 Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register of members has been duly given to a person from whom he derives his bille.

115. Proof that an envelope containing a notice was properly addressed, prepaid and pested shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

notice shall be doemed to be given at the expiration of 48 hours after the envelope containing it was posted.

116 A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptey of a member by sending or delivering it, in any manner authorised by the articles for the giving of notice to member, addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt or by any like description at the address, if any, within the United Kingdom supplied for that purpose by the persons claiming to be so entitled Until such an address has been supplied, a notice may be given in any manner in which it might have been given if the death or bankruptcy had not occurred.

WINDING UP

117. It the company is would up, the liquidator may, with the sanction of an extraordinary resolution of the company and any other sanction required by the Act, divide among the members in specie the whole or any part of the assets of the company and may, for each purpose, value my assets and determine how the division shall be carried out as between the members or different classes of members. The figuidator may, with the like sanction, vest the whole or any part of the assets in furdates upon such trusts for the benefit of the increases as with the like sanction determines, but no member shall be compelled to accept any assets upon which there is a liability.

INDEMNITY

INDEMINALY

118. Subject to the provisions of the Act but without prejudice to any indomnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indomnified out of the assets of the company against any itability incurred by n.m. in defending any proceedings, whether civil or criminal, in which judgment is given in this favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.



COMPANIES FORM No. 225(1)

LENDON WIMIDA

12/DKH/D940.

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



Please do not vrite in this nargin	Pursuant to section 225(1) of the Comp	panies Act 1985				
Please complete egibly, preferably n black typo, or sold block lettering	To the Registrar of Companies	Fo	or official use	Company number		
	Name of company	L -				
	* SIT HILDA'S U	MAME (U	MAPPING	-)		
Insert full name of company	MANAGEMENT	OMPAVY	HMI	T60		
	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					
Note Please read notes						
to 5 overleaf before completing this form	Day Month					
t delete as	The current accounting reference period	od of the company is	s to be treated a	as (shortened)(e xtonded) † and		
appropriate	(is to be treated as having-some to an	and][will coma to an	end]t on			
	Day Month Year 3 1 1 2 1 9 9 If this notice states that the current accretiance is being placed on section 225 be completed:					
See note 4c and complete as appropriate	The company is a (subsidiary)[holding	company]t of				
	, company number					
	the accounting reference date of which	h is				
	Signed CC CC	4 Direct o	or][Secretary]†	Date 30./10/91		
	Presentor's name address and reference (if any):	For official Use General Section	Pos	troom		
	Stoy Hayward 8 raker street			COMPANIES HOUSE 26FEB1993		
	Palmen White			M		

1. The following shall be inserted at the end of Article 1 (b) and shall form Article 1 (c):

"In these Articles "Tenant(s)" means any person(s) who is the holder of a long lease of a flat at 160/170 Wapping High Street London El granted for more than twenty-one years or who is the mortgagee of such a lease."

- 2. In Article 2 (a) the words "....to such persons on such terms and in such manner as they think fit" shall be deleted and the following words shall be substituted in their place: ".... to the Tenants".
- 3. Article 2 (b) shall be deleted in its entirety and the following shall be substituted in its place:

"In exercise of the powers conferred on them by these Articles the Directors are generally and unconditionally authorised for the purpose of Section 80 of The Companies Act 1985 to allot shares at any time or times during the period of five years from the date of incorporation (at which date this authority shall expire)."

4. Article 2 (d) shall be deleted in its entirety and the following shall be substituted in its place:

"A share may be transferred only to a person who is or is about to become a Tenant, provided that the Directors may refuse the registration of any transfer if the Company has a lien on the share comprised in the transfer or if there are any monies due and owing from the proposed transferor to the Company or if the proposed transferee, whether a member of the Company or not, has not at the time when the transfer is presented for registration acquired the interest of the proposed transferor as a Tenant".

5. The following shall be inserted at the end of Article 2 (d) and shall form Article 2 (e):

"If at any time for any reason whatsoever any share is registered in the name of a person who is not a Tenant or if any person shall become entitled to a share by reason of the death or bankruptcy of a Member without at the same time becoming a Tenant the Directors may give notice in writing to such shareholder or person or, in the case of the executors or administrators of a deceased Member (not being a joint holder) becoming so untitled, to such executors or administrators, requiring him or them to transfer such share to a person who is a Tenant. If the same shall not have been so transferred within one month after notice has been given the Directors may appoint any person to execute a transfer thereof to a Tenant selected by the Directors and willing to purchase the same at the nominal value thereof ("the sale price") and such purchasing Tenant shall then be entered on the Register of Members as the holder of such share and the receipt of the Company for the sale price of such share shall be a good discharge to the purchasing Tenant. The Company shall hold such sale price on trust for the transferor who shall be bound to deliver up the share certificate for such share to the Company and upon such delivery shall be entitled to receive the sale price".

The following shall be inserted as Article 2(f):

"If the lease ("former lease") held by a Member is forfeited, surrendered or otherwise comes to an end the Directors may at any time thereafter by resolution forfeit the share held by that Member. Forfeited shares shall be held by at least two Directors as trustees. When a new lease is granted demising the same flat as under the former lease the share forfeited from the Tenant under the former lease shall be transferred to the Tenant under the new lease and the forfeiture cancelled. Until such transfer the share shall be held for the benefit of all other Members".

7. Article 14 shall be deleted in its entirety.

ATME WAR & DUTHE

10

SOUTH QUAY LONDON E14 9RS

Date 1900 Planner

VIPATORIA DE LO CONTRA COMENCIA DE LA COMENCIA DE LA CONTRA DELIGIA DE LA CONTRA DELIGIA DE LA CONTRA DELIGIA DE LA CONTRA DE LA CONTRA DE LA CONTRA DELIGIA DELIG

The Companies Act 1985
Private Company Limited by Shares

Company Number: 2441302

MEMORANDUM AND ARTICLES OF ASSOCIATION

ST HILDA'S WHARF (WAPPING) MANAGEMENT COMPANY LIMITED

Incorporated the 9th November, 1989



Jordan & Sons Limited
Company Formation and Information Specialists
Legal Stationers and Publishers
Branches throughout the United Kingdom
Telephone 01-253-3030 Telex 261010

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

ST HILDA'S WHARF (WAPPING) MANAGEMENT COMPANY LIMITED

- 1. The Company's name is "ST HILDA'S WHARF (WAPPING) MANAGEMENT COMPANY LIMITED".
- 2. The Company's registered office is to be situated in England & Wales.
- 3. The Company's objects are :-
- (a) To carry on the businesses of property management in all its branches, to manage flats, houses, shops, offices, factories, estates, land, farms and all other property, to collect rents and income, to undertake the preparation of estate accounts and audits and the financial management of estates; and to supervise and undertake all necessary repairs. alterations and improvements to the property managed by the Company, to supply to tenants and occupiers, catering and other services and all conveniences and amenities commonly required therewith; to acquire by purchase, lease, exchange or otherwise for development, investment or resale and to traffic in land and house and other property of any tenure or any interest therein, and to create, reserve, sell and deal in freehold and leasehold ground rents and to make advances upon the security of land or house or other property or any interest therein, whether erected or in course of erection, and whether on first mortgage or subject to a prior mortgage or mortgages; and generally to deal in, traffic by way of sale, lease, exchange or otherwise land, house property and any other property (whether real or personal) and to turn the same to account as may seem expedient, to acquire and take over businesses or undertakings of all kinds, and to carry on, or dispose of, remove or put an end to the same or otherwise deal with the same as may seem expedient; and to carry on all or any of the businesses of building and civil engineering contractors, land, estate and property developers, repairers and jobbers, estate agents and managers, mortgage and insurance brokers and agents, surveyors, valuers and auctioneers, builders' merchants, plant hire specialists and contractors, merchants of, and dealers in plant, machinery, vehicles and appliances of all kinds, painters, decorators and plumbers, haulage and transport contractors, electricians and general engineers.

- (b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
- (c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
- (d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company
- (g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (h) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- (i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

- (k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Dopartment of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (f) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- (n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- (o) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (p) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (r) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (5) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company
- (t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the

Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to s + up, establish, support and maintain profit sharing or share purchase schemes for the of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

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

AND so that:-

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

(4) In this Clause the expression "the Act" is so that any reference in this Clause to any provinclude a reference to any statutory modification of the time being in force.	sion of the Act shall be deemed to	
4. The liability of the Members is limited.		
5. The Company's share capital is £390 divided in	to 39 shares of £10 each.	
We, the subscribers to this Memorandum of Associat pursuant to this Memorandum; and we agree to opposite our respective names.	ion, wish to be formed into a Company take the number of shares shown	
Names and addresses of Subscribers	Number of shares taken by each Subscriber	
1. Instant Companies Limited, 2. Baches Street, London N1 6UB	- One	
2. Swift Incorporations Limited 2. Baches Street London N1 6UB	- One	
Total shares taken	- Two	
Dated the 31st day of October, 1989. Witness to the above Signatures:- Terry Jayne, 2, Baches Street London N1 6UB		

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

ST HILDA'S WHARF (WAPPING) MANAGEMENT COMPANY LIMITED

PRELIMINARY

- 1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in sr tar as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- (b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

ALLOTMENT OF SHARES

- 2. (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- (b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to

the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aroresaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members. The foregoing provisions of this paragraph (b) shall have effect subject to Section 80 of the Act.

- (c) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- (d) The Directors are generally and unconditionally authorised for the purposes of Section 40 of the Act, to exercise any power of the Company to ailot and grant rights to subscribe for or convert sourities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agree, agent so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

SHARES

- 3. The lien conferred by Ciauce 8 in Table A shall attach also to fully paid-up shares and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered helder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.
- 4. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

GENERAL MEETINGS AND RESOLUTIONS

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

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

reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

- (b) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.
- 6. (a) Clause 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.
- (b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.
 - (c) Clause 41 in Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

- 7. (a) Clause 54 in Table A shall not apply to the Company.
- (b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of the Directors shall be one, a sole Director shall have authority to exercise all number of the Directors by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.
- (c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.
 - (d) No person shall be appointed a Director at any General Meeting unless & ther-
 - (i) he is recommended by the Directors; or
- (ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.
- (e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacuncy or as an additional Director.
- (f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

BORROWING POWERS

8. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS

- 9. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.
- (b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

DISQUALIFICATION OF DIRECTORS

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

GRATUITIES AND PENSIONS

- 11. (a) The Directors may exercise the powers of the Company conferred by Clause 3(t) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.
 - (b) Clause 87 in Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

- 12. (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors on any resolution, notwithstanding that it in any way concerns or relates to a matter is which he has, directly or indirectly any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
 - (b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

INDEMNITY

- 13. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
 - (b) Clause 118 in Table A shall not apply to the Company.

TRANSFER OF SHARES

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

Names and addresses of Subscribers

- Instant Companies Limited
 Baches Street
 London N1 6UB
- 2. Swift Incorporations Limited 2 Baches Stroet London N1 ਵਪੋਲ

Dated this 31st day of October, 1989.

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

The regulations of Table A to the Companies Act 1985 apply to the Company save in so far as they are not excluded or varied by its Articles of Association.

Table A as prescribed by the Companies (Tables A to F) Regulations 1985 (S.I. 1985 No. 805), amended by the Companlos (Tables A to F) (Amendment) Regulations 1985 (S.I. 1985 No. 1052), is reprinted below.

Table A THE COMPANIES ACT 1985

Regulations for Management of a Company Limited by Shares

INTERPRETATION

INTERPRETATION

1. In theor oppulations—
The Act means the Companies Act 1986 including any statutory modification entered the graph to Companies the articles of the company
the articles on case the articles of the company
the articles on case the articles of the company
the articles of the product of a notice means that pened executed the flow when the notice is given or or which it is to take effect.

To executed if the bodes any act is fired when
to find one are the registerest affected the company
the holder or registerest affected the company
the holder or existence the holder of the company
the soulf or and there is mean coat of the company
secretary means there exists y of the company means of particles are the production of the registerest and the registerest and the registerest articles are the registerest and the company
accretary means there exists y of the company meaning a point or acciting
the coat of the particles of the registerest and the registerest and

ा रहा कृष्णि इस्तारिक्षणुं "tha United Kingdam है के उन्हें इन्हें की शिक्षांत्रकार में शिक्षांत्रकार प्रक्रिक है एक प्रकारिक आरोकार एक एक कार्यकारण स्वतादिक स्वतादिक एक उन्हें की एक अर्थ के विकास है इन्हें प्रकार महत्त्रकार से ती है के एक एक विकास स्वतादिक से शिक्ष कार्य अर्थ के उन्हें की स्वतादिक है जो ती ह इन्हें इस के इस से से से से कार्य के इस से अर्थ की सम्बद्ध मान्यकार कार्य के उन्हें की से अर्थ की है और साहित

SHARE CAPITAL

SHARE CAPITAL

Control to the paracology of the analythment of the paracology of the paracology of the analythment of the paracology of the analythment of the paracology of the analythment of the analyth

SHARE CERTIFICATES

SHARE CERTIFICATES

In first marker and the subject of the transport of the control of the control of the control of the subject of the subje

LIEN imparyshalliave alicites to not confort some intermediate sold of your charles and manys whether the confort you have conforted and fixed time arcated in respectational teaching by the confort of the company stands are provided by any intermediate the sequence to explain a fixed time are alicited as a standard part of the sequent of the company standard shall enter the any and of payable manual status. On the company may standard when the company may standard when the provided the time time time in any and a cash in respect of which the teachers the part of manual shalling the instandard of the helder of the shall enter a demandary payment and statung that if the notice is not complete with the chares may be sold. To give offer to a said that if the notice is not complete with the chares may be sold. To give offer to a said that if the notice is not complete with the chares may be sold. To give offer to a said that if the respective of the shall entered an instrument of transfer of the shall shall be the chares shall not be effected by any dregularly in or invalidity of it is proceedings in the ball and the shall and the sold.

sale of the net proceeds of the sale after payment of the costs shall be applied in sayment of so much cithe sum for which the tien exists as a presently payable, and any residue shall topon surrender to the company for concellation of the certificate for the stares sold and subject to a fixe find for any moneys not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the cale.

CALLS ON SIARES AND FORFEITURE
12. Subject to the terms of allotment, the directors may make calls upon the members in respect of any moneys unpaid on their shares (whether in respect of normal value or premium) and each member shall itsubject to receiving alloeat feurneen clear days' notice specifying what and where payment is to be madely pay to the company as required by the notice the amount called on his shares. A cull may be required to be paid by instalments. A cull may, before receipt by the company of any sum due thereunder, be revoked in whote or part and psyment stacell may be postponed in whote or part. A person upon whom a call is made shall remain hable for calls made upon him notwithstanding the subsequent transfer of

the chares in respect whereof the call was made

13. Avail shall be deemed to have been made at the time when the resolution of the directors authorism; the cas was passed 14. The joint folders of a share shall be jointly and severally kable to pay all calls

The finite colores of a trade praint of going and asserting ratio to pay access or prepared thereid.
15. If a coloremans unpaid after it has be, one due and payable this present from the day it became about in paid from the day it became after any or appeared by the terms of all of months of the colorem by the past and the colored by the terms of all of months after any of from the day it became at the appropriate rate and from the the Astronombian the interest wholly access the colored by the Astronombian appropriate rate.

rase manary no Astrochmodies becamp wave payment of the interest wholly or my lift. In an areast payable message of class chares an allotherest class and the interest wholly in the An areast payable message of class chares an allotherest class and shall be discrete for cash class of each shall be discrete for a superior and the action of a state of the for each of the allother for a superior of the articles chall apply and the for each of the articles chall apply and the for each of the articles of the other of the discrete formation of the articles of the other of the other particles of the other of the other of the other particles of the other of the other particles of the other of the other of the other payments of control of the other payments of the other of the other payments of the other payments

in says, graph, an inequal of the factories chains and not gail below the factories of the control of the manual processor of the second of the manual of the directories of the manual of the things of the open of the manual of the directories of the manual of the manual of the open of the directories of the manual of the

TRANSFER OF SHARES

23 The instrument of transfer of a share may be reany usual form or in any officer form which the directors may approve and shall be executed by or on botal of the transferor and unless the share is fully paid, by or on botal of the

behalf the transferer and surfess the share is may paid by or on remail of the transfer.

24. The drawlers may refuse to register the transfer of a share which is not fully paid to a person of whem they do not approve and they may refuse to register to the transfer of a share an which the company has a ben. They may also refuse to register a transfer unless.

(b) it is beginted at the office or at such other place as the directors may opposit and is accompanied by the certificate for the sharps to which it relates and such other evidence as the directors may reasonably require to show the right of the transfer to make the transfer.

(b) it is in favour of not more than four transferos.

25. If the directors refuse to register a transfer of a share, they shall within two months after the date on which the transfer was lodged with the company send is the transferoe notice of the refusal.

26. The registration of transfers of shares or of transfers of unique days in any year) as the directors may determine.

27. No feel shall be charged for the registration of any instrument of transfer or other document relating to a affecting the fille to any share.

28. The company shall be entitled to retain any instrument of transfer which is registered, but any instrument of transfer which is registered, but any instrument of transfer which is begistered, but any instrument of transfer which is registered. but any instrument of transfer which is the directors refuse to register shall be returned to the person lodging it when notice of the refusal is given.

TRANSMISSION OF SHARES

29 If a member dies the survivor or survivors where he was a joint holder, and his personal representatives where he was a note holder or the only survivor of joint holders shall be the only persons receign, and by the company as having any hille to his interest, but nothing herein contained shall release the estate of a deceased member from any källility in respect of any share which had been contributed by the jointly hold by him

at A person becoming entitled to a share in consequence of the death or bankruptey of a member may, upon such evidence being produced as the directors may properly require elect either to become the holder for the share or to have some person nominated by him registered as the transferee. If he elects to become the holder he shall plus notice to the company to that ellect if he elects to have another person registered he shall execute an instrument of transfer of the share to that person. All the articles relating to the transfer of shares shall apply to the notice or instrument of transfer as if it were an instrument of transfer executed by the member and the death at bankruptcy of the inember had not occurred.

31. A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall have the rights to which he would be entitled if he were the helder of the share, he entitled in respect of it to attend or vote at any meeting of the company or at any separate meeting of the helders of any class of shares in the company.

LTERATION OF SHARE CAPITAL

32 The company may by ordinary resolution tal increase its share capital by new shares of such amount as the resolution prescribes.

(b) consolidate and divide all or any of its share capital into shares of larger

(b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.

(c) subject to the provisions of the Act sub-divide its shares, or any of them into shares of smaller amount and the resolution may determine that as between the shares resulting from the sub-division any of them may have any preference or advantage as compared with the others and discancel shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person and damnish the, impoint of its share capital by the amount of the shares so cancelled.

33. Whenever as a result of a consolidation of shares any members would become entitled to fractions of a share, the directors may on behalf of those members, sell the shares representing the fractions for the best price reasonably obtainable to any person including subject to the provisions of the Act the company; and distribute the net proceeds of safe in due proportion among those members, and the directors may outhorise some; arison to execute an instrument of transfer of the shares to or in accordance with the direction of the purchaser. The transferies shall his title to the shares be affected by any irregularity in or invalidity of the proceedings in reference to the safe 34. Subject to the processors of the Act, the company may by opecal resolution reduce its share capital, any capital redemption receive and any share premium account in any way.

PURCHASE OF OWN SHARES.

PURCHASE OF OWN SHARES

35 Subject to the provisions of the Ast, the company may purchase its own shares including any redeer able charest and, if it is a private company make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the company or the proceeds of a fresh issue of shares

GENERAL MEETINGS

GENEFIAL MEET INGS
36. All general meetings other than arrural general meetings shall be called extraordinary general meetings.
37. The directors may call general meetings and on the requestion of members purpouant to the provisions of the Act shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requestion if there are not written the United Kingdom sufficient directors to call a general meeting, any director or dry member of the company may call a general meeting.

NOTICE OF GENERAL MEETINGS

38 An annual general meeting and an extraordinary general meeting called for the passing of a special recisiolish or a restitution appointing a periori as a director shall be called by at least liventy-one clear days matter. All other extraordinary general moetings shall be called by at least leurteen clear days notice but to gene at meeting may be called by shorter notice if it is so acreed.

(a) In the case of an annual general meeting, by all the members entitled to

attend and vote thereat and
the case of any other mueting by a majority in number of the
members having a right to attend and vote being a majority together haiding
not less than ninety-live per cent in nominal voteo of the shares giving that

right.

The notice shall opecify the time and place of the meeting and the general nature of the business to be transacted and in the case of an annual general meeting shall specify the meeting as such.

Subject to the provisions of the articles and to any restrictions imposed on any shares the notice shall be given to all the members to all persons whiled to a share in consequence of the death or bankruptsy of a member and to the

directors and auditors

39 The accidental omission to give notice of a meeting to or the non-recoipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting

of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

40 No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duty authorised representative of a corporation, shall be a quorum.

41 It is chia quorum is not unegert within half an hour from the line appointed for the meeting or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day to the next week at the same time and place or to such time and place as the directors may determine 42. The chairman if any of the board of directors or in his absence some other director rominated by the directors shall preside as chairman of the moeting, but if neither the chairman nor such either director (if any) be present within litteen minutes after the time appointed for holding the meeting and willing to act, the director is writing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman 44. A director shall, notwithstanding that he is not a member, be antitled to alter shall choose one of their number to be chairman 44. A director shall, notwithstanding that he is not a member, be antitled to alter a shall choose one of their number to be chairman 45. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might proportly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or mora, at least seven clear days notice shall be given specifying the lime and place of the ad

hands unless before or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded.

demanded

(a) by the chairman, or

(b) by at least two members having the right to vote at the meeting, or

(c) by a member or members representing not less than one-tenth of the
total voting rights of all the members having the right to vote at the meeting, or

(d) by a member or members hoting shares conferring a right to vote at
the meeting bring shares on which an aggregate sum has been paid up equal
to not less than one-tenth of the total sum paid up on all the shares conferring

and a demand by a person as proxy for a member shall be the same as a demand by the member

47 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority or lost, or not carried by a particular majority and an entry to that effect in the sunutes of the meeting shall be conclusive evidence of the fact without proof of the number or preportion of the votes recorded in favour of or against the

resolution

48 The demand for a poll may before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

49 A poll shall be taken as the chairman directs and he may appoint scrubneers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was defined.

50 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

may have 51 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question or which the poll was demanded. If a poll is demanded before the declaration of their result of a chow of hands and the demand is duly withdration the meeting shall continue as if the demand had not been made.

demand is duly withdra?" the meeting shall continue as it the demand had been made.

2. No notice need be given of a pall not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is domanded to any other case at least seven clear days notice shall be given specifying the time and place at which the poll is to be taken.

3. A resolution is writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

54. Subject to any rights or restrictions attached to any shares, on a show of hands, every member while (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a momber cribitled to vote shall have one vote and on a poll every member shall have one vote for every share of which he is the holder.

55. In the case of joint holders the vote of the serior who tenders a vote, whother in person of by proxy shall be accepted to the sociation of the votes of the other joint holders cland in the register of members.

56. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote whether on a show of hands or on a poll, by this receiver, curator boris or other person authorised in that behalf appointed by that ocurt, and any such receiver, curator boris or other person any, on a poll, vote by proxy Evidence to the satisfaction of the directors of the nutricity of the person claiming to exercise the right to vote shall be deposited at the office, or all such other place as is specified in accordance with the articles for the deposit of instruments of proxy not less than 48 hours before the time appointed for helding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercised.

exercisable

57. No member shall vote at any general meeting or at any separate meeting of the holders of any class of shares in the company, either in person or by proxy, in respect of any share hold by him unless all moneys presently payable by him in respect of that dates have been paid.

58. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and

59 On a poli votes may be given either personally or by proxy. A member may

appoint more than one proxy to attend on the same occasion

60 An instrument appointing a proxy shall be in writing, executed by or on
behalf of the appointer and shall be in the following form (or in a form as near
therefor as circumstances allow or in any other form which is usual or which the directors may approve)

PLC/Limited

I/We, of member/membara of the above-named company, hereby appoint beinga to

member/membatabilities above rames company, most appoint a sa my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the company to be held on 19 , and at any adjournment thereof.

Signedon

Signedon

Where it is desired to afford members an opportunity of instructing the proxy how his shall act the instrument appointing a proxy shall be in the tollowing form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve)

PLC/Limited

of , beinga

member/members of the above-named company, hereby appoint or failing him

of allows:

and on my/our bonalf at the annual/extraordinary general meeting of the company, to be held on 19 and at any adjournment thereof this form is to be used in respect of the resolutions mentioned below as follows:

This form is to be used in respect of the follows:
Resolution No. 1 *for *against
Resolution No. 2 *for *against
*Strike out whichever is not desired
Unless otherwise instructed, the proxy may vote as he thinks hit or abstain from

Onloss undivised institution, the proxy may record to the voting.

Signed this day of 19 :

62. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way

approved by the directors may

(a) be deposited at the office or at such other place within the United kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting not less than 48 heurs before the time fet holding the meeting or adjourned meeting at which the person named in the instrument propesses to vote or the inthe case of a pull taken more than 48 heurs after its demanded be deposited as afuresaid after the pell has been demanded and not less than 24 heurs before the time appearing of the taking of the poll, or (c) where the pell is not taken forthwith but is taken not more than 48 hours after it was demanded to be delivered at the meeting at which the pell was demanded to the chairman or to the secretary or to any director and an instrument of proxy which is not deposited or delivered in a manner se permitted shall be invalid.

comtted shall be invalid to a comportion shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at the office or at such other place it which the instrument of prexy was duly deposited before the commoncoment of the meeting or adjourned meeting at which the vote is given or the poll demanded or in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting; the time appointed for taking the poll.

NUMBER OF DIRECTORS

04 Unless otherwise determined by ordinary resolution, this countries of directors (either than alternate directors) shall not se subject to any maximum. out shall be not less than two

ALTERNATE DIRECTORS

65. Any director isither than an alternate director; may appoint any other director or any other person approved by resolution of the directors and willing to act 10 be an alternate director so appointed by two.

66. An alternate director shall be entitled to receive notice of all meetings of

66. An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence but shall not be childled to receive any remineration from the company for his services as an alternate director who is absent from the inner this services as an alternate director who is absent from the inner things of the services as an alternate director who is absent from thin the fingstom.

67. An alternate director chall cease to the an alternate director in his appointor ceases to be a director but it a director retires by retation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which his retires and experiment alternate director and by him which was in force immediately price to his retirement shall continue after his reappointment of an internate director made by him which was in force immediately price to his retirement shall continue after his reappointment of the company's gined by the director making or revoking the appointment or in any other manner approved by the director.

68. Any appointment or removand as alternate director exponential for in own acts and defaults and he shall my be deemed to be the agent of the director appoint as him.

DELEGATION OF DIRECTORS' POWERS
72. The directors may deligate any of their pawers of any committee consisting of one or more directors. They may also director to any director history any other executive efficiency of their powers at they consider deviable to be exercised by him. Any such delegation in ay us made subject to any conditions the directors may impose and either collaterally with or to the exclusion of their usin powers and may be revoked or aftered Subject to any ouch conditions the precedings of a committee with two crimers members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying

APPOINTMENT AND RETIREMENT OF DIRECTORS

73. At the first annual general meeting all the directors shall reture from office and at every subsequent annual general meeting ene-third of the directors who are subject to retirement by rotation or if their number is not three or a multiple of three the number rearest to one-third shall reture from office, but if there is only one director who is subject to retirement by rotation, he shall reture 74. Subject to the provisions of the Act, the directors to retire by rotation shall be those who have been longest in office since their last appointment but as between persons who became or were last reciponament of the same day those to retire shall turiloss they otherwise agree among themselves) be determined by fol.

75. If the company at the meeting at which a director ratires by rotation does not fall the vacancy the retiring director shall it willing to act be doesned to have been reappointed unless at tho meeting it is resolved not to fall the vacancy unless a resolution for the reappointment of the director is put to the meeting at the meeting at the meeting at the director is put to the meeting at the meeting at the director is put to the meeting at the meeting at the meeting at the director is put to the meeting at the director is put to the meeting at the director is the meeting at the

and local. 76. No person other than a director retiring by rotation shall be appointed or

76 No person other than a director retining by rolation shall be appointed or reappointed a director at any general meeting unless —

(1) he is recommended by the directors, or

(b) not less than fourteen nor more than thirty-live clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the company of the intention to propose that person for appointment or reappointment state; (1) the particulars which would, if he were so appointed or reappointed, be required to be included in the company's register of directors logether with notice executed by that person of his willingness to be appointed or reappointed.

77 Not less then seven nor more than twenty-eight clear days before the date appointed for holding a general meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the company of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the company's register of directors.

78 Subject as aforesaid, 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 and may also determine the rotation in which any additional directors and may also determine the rotation in which any additional duectors are to retire

directors are to retire
79 The orrectors rip; appoint a person who is willing to act to be a director
other to fill a vecancy or as an additional director, provided that the
appointment does not cause the number of directors to exceed any number
fixed by or in accordance with the articles as the maximum number of
directors. A director so appointed shall hold office only until the next following
annual general meeting and shall not be taken into account in determining the
directors who are to retire by rotation at the meeting. If not reappointed at such
annual general meeting, he shall vocate office at the conclusion thereof
86. Subject as affersaid, a director who retires at an annual general meeting
may, if willing to act, be reappointed. If he is not reappointed, he shall retain
office until the meeting appoints semeche in his place, or if it does not do so,
until the end of the meeting.

DISQUALIFICATION AND REMOVAL OF

DISQUALIFICATION AND REMOVAL OF
DIRECTORS

81 The office of a director shall be vacated it
(a) he coases to be a director by virtue o, any provision of the Act or he
becomes prohibited by law from being a director, or
(b) he becomes bankrupt or makes any arrangement or composition with
its creditions generally, or
(c) he is or may be, suffering from mental disorder and either (i) he is admitted to hospital in pursuance of an application for
admission for freatment it under the Mental Health Act 1983 or in Scotland, an
application for admission under the Mental Health (Scotland) Act 1960, or
(ii) an order is made by a court having junisdiction (whether in the
United Kingdom or elsewhere) in malters concerting 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, or
(d) he resigns his office by notice to the company; or
(e) he shall for more than six consecutive months have been absent
without permission of the directors from meetings of directors held during that
period and the directors resolve that his office be vacated

period and the directors resolve that his office be vacated

REMUNERATION OF DIRECTORS

82 The directors shall be enlitled to such remuneration as the company may by ordinary resolution determine and unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day

DIRECTORS' EXPENSES

83 The directors may be paid all travelling hotel and other expenses properly incurred by them in connection with their attendance of meetings of directors or committees of directors or general meetings or superate meetings of the holders of any class of shares or of debentures of the company or otherwise in connection with the discharge of their duties.

DIRECTORS' APPOINTMENTS AND INTERESTS

DIRECTORS' APPOINTMENTS AND INTERESTS

84 Subject to the provisions of the Art, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the company and may enter into an agreement or arrangement with any director for his employment by the company duties of a director Any such appointment agreement or arrangement may be made upon such terms as the directors doternine and they may remunerate any such director to the services as they think fit. Any appointment of a director to an executive office shall terminate if he coases to be a director but without prejudice to any claim to diamages for breach of the contract of service between the director and the company A managing director and a director holding any other executive office. to damages for preach of the contract of service between the director and the company A managing director and a director holding any other executive office shall not be subject to retirement by rotation.

85. Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office.

(a) may be a party to or otherwise interested in any transaction or arrangement with the company or in which the company is otherwise

(b) may be a director or other efficer of aremployed by, or a party to any transaction or arrangement with or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise

Corporate promoted by the company or in which the company is otherwise interested, and the company for any benefit which he derives from any such office or employment or from any such transaction or unangement or from any interest in any such body expected and ne such cansaction or arrangement shall be liable to be avoided an title ground of any such interest or benefit.

86 For the purposes of regulation 95 (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction of attrangement in which a specified person or class of percons in interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified, and (b) an interest of which a director has no knowledge and of which if it interest of the

DIRECTORS' GRATUITIES AND PENSIONS

87 The directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the company or with any body corporate which is or has been a substidiary of the company or a predecessor in business of the con-pany or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any poison who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

PROCEEDINGS OF DIRECTORS

88 Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absont from the United Kingdom. Ouestich is anising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairmen shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absonce of his appointor to a separate vote on behalf of his appointor in addition to his own vote.

vote
89. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two. A person who holds office only as an alternate director shall, if his appointor is not present, be considered in the quorum.

90. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of director also less than the number fixed as the quorum, the continuing directors or director.

may act only for the purpose of filling vacancies or of calling a general meeting 91. The directors may appeant one of their number to be the chairman of the beard of directors and may at any time remove him from that effice. Unless he is unwilling to do so the director of appeanted that proade at every meeting it directors by which he is present. But if there is no director holding that office or if the director holding it is unwilling to preside or is not present within five maitos after the time appointed for the meeting. The directors present may appear one of their number to be chairman of the meeting. At acts done by a meeting of directors or of a committee of directors, or by a portion acting as a director shall notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

any if them were drauabled from helding office, or had vacalled office, or were not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had certified to vote?

3. A rectulation in writing age of by all the directors chall be as valid and effective as valid and effective so if a committee of directors chall be as valid and effective as with that them places, at a meeting of the close of the case may be a committee of directors duly convinced and held and may consist of accommittee of directors duly convinced and held and may consist of the second in that them the ferrometer of each office by the order of the control directors. But a research in the second in the second in the second in the second of the provided by the affernate director in that capacity is supred by a director who has appointed an affernate being need by the affernate director in that capacity.

Supply a matter in which to have director and may resolution the party in case is interest or duly ancess or interest or duly an interest or duly which is enabled and which conducts of may conflict with the interests of the majority in the case falls within the interests of the majority in the case falls within the interests of the interest of the case falls within a majority in the case falls within the interests of the ground by hard of the case falls within the interests of the case falls and the case falls within the case of the case falls and the case falls within the case of the case

SECRETARY

DECIDENTS

THE STATE STATE OF STATE OF STATE

FOR STATE STATE STATE STATE

FOR STATE STATE STATE

FOR Promise Property of the State o

MINUTES

The One of the second of the major of the major of the best for the second of the seco ·中文化、大文化 经人类的产生的产生人的清晰的产品的 (1) [1] [1] [1] [1] [1]

THE SEAL THE SEAL SHOWER AND THE USART BY TH

DIVIDENDS
1/2 Udged 15 th proughts of the Act the company may by unbarry resolution declaim dividends in accordance with the respective rights of the magnified, but no dividend cas lockly amount recommended by the

namesors, but no distinct class on the amount recommended by the more busy.

163 Subsoch to the provisions of by Aut the disosters may pay interim dividends of a appears to them that they are justified by the profits of the company available for distinbution. If the share capital is divided into different classes, the directors may pay interim dividends on chares which confer deferred or non-preferred rights with regard to dividend as well as on shares which confer preferential rights with regard to dividend as well as on shares which confer preferential rights with regard to dividend as well as on shares which confer pay and on shares carrying deferred or non-preferred rights it, at the time of payment any preferential dividences in arrear. The directors may also provide mem that the profits available for distribution justify the payment if apposes to them that the profits available for distribution justify the payment. Frovided the directors act in good fault they shall not incur any liability to the holders of shore secretaring preferred rights for any loss they may suffer by the lawful payment of an interior dividend on any shares having deferred or non-preferred rights.

1.14 Except as otherwise provided by the rights altached to shares, all dividends chall be declared and paid according to the amounts paid up on the shares or which the dividends is paid. All dividends shall be apportioned and paid proportions of the amounts paid up on the shares during any portion or portions. I the period in respect of which the dividend is paid; but, if any share is issued on terms providing that if shall rank for dividend as from a

purticular date, that share shall rank for dividend accordingly 105. A general meeting declaring a dividend may, upon the recommendation of the directors, direct that it shall be satisfied wholly or partly by the distribution of assets and where any difficulty arises in ragiad to the distribution. The directors may settle the same and in particular may issue fractional certificates and fix the value for distribution of any assets and may determine that cash shall be paid to any member upon the footing of the value so fixed in order to adjust the rights of members and may vest any assets in

trusices 106. Any dividend or other moneys payable in respect of a share may be paid by cheque sent by post to the registered address of the person entitled or if two or more persons are the holders of the share or are jointly entitled to if by reason of the death or bankruptcy of the holder, to the registered address of that one of those persons who is first named in the register of members or to such person and to such address as the person or persons entitled may in writing direct. Every chaque shall be made payable to the order of the person or persons entitled or to such other person as the person or persons entitled may in writing direct and payment of the chaque shall be a good discharge to the company. Any joint holder or offer person jointly entitied to a share as afterosaid may give receipts for any dividend or other moneys payable in respect of the entare.

107 No dividend or other moneys payable in respect of a share shall bear interest against the company unless otherwise provided by the rights attached

to the share 103 Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the directors so resolve, be lorfelled and sease to remain owing by the company

ACCOUNTS

109 No member chall has such have any right of inspecting any accounting records or other book or decument of the company except as conferred by stabile or pullbanced by the directors or by ordinary resolution of the company.

CAPITALISATION OF PROFITS

The directors may with the authority of an ordinary resolution of the

var. The presence may with the approximy of an ordinary resolution of the company as subject as here notice provided resolve to capitalise any undivided solve of the empany as unquivided resolve to capitalise any undivided solve of the empany of a required. Fer paying any preferential dividend solve the company of chare greenum account of capital redemption reserve the appropriate the sum resolved to be capitalised to the intembers who would now have not their preference and apply each our one their behalf either in actiowards of the mergereturity and apply each our on their behalf either in actiowards of the mergereturity and paying the times being uppaid on any states held the minespecturity or in paying up in full unespeed planes or debentures of the contract of the chares for the state of out of any ordinary contract equal to the sum and allot the chares or better in the coder of any duly paid to their members or as they may direct to the company are solved to subject the chares of the company are account the capital accomplished members required on any profits which are solved to capital accomplished to members credited as

as sure in paying manner and chares to be attated to members creatied as it is to 2. If the outhing paying by the issue of fractional conflicates or by paying this each in officially as they determine in the case of chares or distributions are generalizative and into regulation in fractions, and is authorize may purchastive charen behalf of all the members concerned and an agreement with the company providing for the allowest to them must be yield follows by and of any chart or deficiently concerned and content spin, such applicable any agreement made under corn a short year tops storing in all order members.

NOTICES

to the carrier of the ment of the anicles about the anicles about the contract of the ment of the carrier of th

Any period to a war and the property and present personal to the articles whall be a pering of the contract of the articles whall be in worth of the period of the contract of the articles which the interest of the contract of the articles which the period of the perio

WINDING UP

WINDING UP

17 If the Campany is wound up the liquidator may with the sanction of an extraordinary resolution of the company and any other sanction required by the Act divide arising the members in special the whole or any part of the assots of the company and may for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of minibers. The liquidator may, with this like sam tion, vest the whole or any part of the assots in trusted upon such trusts for the benefit of the members as his with the like sanction celemines, but no member shall be compelled to accept any assets upon which there is a liability

INDEMNITY

INDEMINE! Y

18 Segect to the provisions of the Act but without prejudice to any indemnity
to which a prector may otherwise be entitled, every director or other officer or
auditor of the company shall be indemnified out of the assets of the company
against any liability incurred by him in defending any proceedings, whether civil
or criminal, in which judgment is given in the tayour or in which he is acquitted
or in connection with any application in which relief is granted to him by the
court from liability for negligence, default, breach of duty or breach of trust in
relation to the affairs of the company.

NUMBER OF COMPANY: 2441302

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

ST HILDA'S WHARF (WAPPING) MANAGEMENT COMPANY LIMITED

SPECIAL RESOLUTION

- At an Extraordinary General Meeting of the Company, duly convened and
- held on 30th November 1994, the following SPECIAL RESOLUTION was duly passed:-

THAT the Articles of Association of the Company be amended

- 1. by the addition to Article 7 of the following sub-clause
 - "(g) Only Tenants may be appointed Directors but in the case of a corporate Tenant a Director of such a Tenant may be appointed in place of the incorporated body itself.";
- 2. by the addition to Article 13 of the following sub-clause
 - "(c) The Directors shall have the power to purchase and maintain an insurance policy for every Director or other officer of the Company effecting cover against all such losses or liabilities as are referred to in sub-clause (a) of this Article."

100

SECRETARY



1	
	NUMBER OF COMPANY: 2441302
	THE COMPANIES ACT 1985
	COMPANY LIMITED BY SHARES
	SPECIAL RESOLUTIONS
	OF .

ST HILDA'S WHARF (WAPPING) MANAGEMENT COMPANY LIMITED

SPECIAL RESOLUTIONS

At an Extraordinary General Meeting of the Company, duly convened and held on 23rd March 1992, the following SPECIAL RESOLUTIONS were duly passed:-

SPECIAL RESOLUTIONS

The following shall be inserted at the end of Article 1 (b) and shall form Article 1 (c):

*In these Articles "Tenant(s)" means any person(s) who is the holder of a long lease of a flat at 160/170 Wapping High Street London El granted for more than twenty-one years or who is the mortgagee of such a lease."

- In Article 2 (a) the words "....to such persons on such terms and in such manner as they think fit" shall be deleted and the following words shall be substituted in their place: ".... to the Tenants".
- 3. Article 2 (b) shall be deleted in its entirety and the following shall be substituted in its place:

"In exercise of the powers conferred on them by these Articles the Directors are generally and unconditionally authorised for the purpose of Section 80 of The Companies Act 1985 to allot shares at any time or times during the period of five years from the date of incorporation (at which date this authority shall expire)."

4. Article 2 (d) shall be deleted in its entirety and the following shall be substituted in its place:

"A share may be transferred only to a person who is or is about to become a Tenant, provided that the Directors may refuse the registration of any transfer if the Company has a lien on the share comprised in the transfer or if there are any monies due and owing from the proposed transferor to the Company or if the proposed transferee, whether a member of the Company or not, has not at the time when the transfer is presented for registration acquired the interest of the proposed transferor as a Tenant".

5. The following shall be inserted at the end of Article 2 (d) and shall form Article 2 (e):

"If at any time for any reason whatsoever any share is registered in the name of a person who is not a Tenant or if any person shall become entitled to a share by reason of the death or bankruptcy of a Hember without at the same time becoming a Tenant the Directors may give notice in writing to such shareholder or person or, in the case of the executors or administrators of a deceased Hember (not being a joint holder) becoming so entitled, to such executors or administrators, requiring him or them to transfer such share to a person who is a Tenant. If the same shall not have been so transferred within one month after notice has been given the Directors may appoint any person to execute a transfer thereof to a Tenant selected by the Directors and willing to purchase the same at the nominal value thereof ("the sale price") and such purchasing Tenant shall then be entered on the Register of Hembers as the holder of such share and the receipt of the Company for the sale price of

G.

such share shall be a good discharge to the purchasing Tenant. The Company shall hold such sale price on trust for the transferor who shall be bound to deliver up the share certificate for such share to the Company and upon such delivery shall be entitled to receive the sale price.

The following shall be inserted as Article 2(f):

"If the lease ("former lease") held by a Member is forfeited, surrendered or otherwise comes to an end the Directors may at any time thereafter by resolution forfeit the share held by that Member. Forfeited shares shall be held by at least two Directors as trustees. When a new lease is granted demising the same flat as under the former lease the share forfeited from the Tenant under the former lease shall be transferred to the Tenant under the new lease and the forfeiture cancelled. Until such transfer the share shall be held for the benefit of all other Members".

7. Article 14 shall be deleted in its entirety.

DUTHIE HART & DUTHIE

ADMINALS WAY WATERSIDE SOUTH QUAY

LONDON E14 9RS

NUMBER OF COMPANY: 2441302

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

ST HILDA'S WHARF (WAPPING) MANAGEMENT COMPANY LIMITED

SPECIAL RESOLUTION

- At an Extraordinary General Meeting of the Company, duly convened and
- held on 30th November 1994, the following SPECIAL RESOLUTION was duly passed:-

THAT the Articles of Association of the Company be amended

- 1. by the addition to Article 7 of the following sub-clause
 - "(a) Only Tenants may be appointed Directors but in the case of a corporate Tenant a Director of such a Tenant may be appointed in place of the incorporated body itself.";
- 2. by the addition to Article 13 of the following sub-clause
 - "(c) The Directors shall have the power to purchase and maintain an insurance policy for every Director or other officer of the Company effecting cover against all such losses or liabilities as are referred to in sub-clause (a) of this Article."

SECRETARY



NUMBER OF COMPANY: 2441302 THE COMPANIES ACT 1985 COMPANY LIMITED BY SHARES SPECIAL RESOLUTIONS OF ST HILDA'S WHARF (WAPPING) MANAGEMENT COMPANY LIMITED SPECIAL RESOLUTIONS

At an Extraordinary General Meeting of the Company, duly convened and held on 23rd March 1992, the following SPECIAL RESOLUTIONS were duly apassed:-

SPECIAL RESOLUTIONS

The following shall be inserted at the end of Article 1 (b) and shall form Article 1 (c):

"In these Articles "Tenant(s)" means any person(s) who is the holder of a long lease of a flat at 160/170 Wapping High Street London El granted for more than twenty-one years or who is the mortgagee of such a lease."

- 2. In Article 2 (a) the words "....to such persons on such terms and in such manner as they think fit" shall be deleted and the following words shall be substituted in their place: ".... to the Tenants".
- 3. Article 2 (b) shall be deleted in its entirety and the following shall be substituted in its place:

In exercise of the powers conferred on them by these Articles the Directors are generally and unconditionally authorised for the purpose of Section 80 of The Companies Act 1985 to allot shares at any time or times during the period of five years from the date of incorporation (at which date this authority shall expire).

4. Article 2 (d) shall be deleted in its entirety and the following shall be substituted in its place:

"A share may be transferred only to a person who is or is about to become a Tenant, provided that the Directors may refuse the registration of any transfer if the Company has a lien on the share comprised in the transfer or if there are any monies due and owing from the proposed transferor to the Company or if the proposed transferee, whether a member of the Company or not, has not at the time when the transfer is presented for registration acquired the interest of the proposed transferor as a Tenant".

The following shall be inserted at the end of Article 2 (d) and shall form Article 2 (e):

"If at any time for any reason whatsoever any share is registered in the name of a person who is not a Tenant or if any person shall become entitled to a share by reason of the death or bankruptcy of a Member without at the same time becoming a Tenant the Directors may give notice in writing to such shareholder or person or, in the case of the executors or administrators of a decased Member (not being a joint holder) becoming so entitled, to such executors or administrators, requiring him or them to transfer such share to a person who is a Tenant. If the same shall not have been so transferred within one month after notice has been given the Directors may appoint any person to execute a transfer thereof to a Tenant selected by the Directors and willing to purchase the same at the nominal value thereof ("the sale price") and such purchasing Tenant shall then be entered on the Register of Members as the holder of such share and the receipt of the Company for the sale price of

such share shall be a good discharge to the purchasing Tenant. The Company shall hold such sale price on trust for the transferor who shall be bound to deliver up the share certificate for such share to the Company and upon such delivery shall be entitled to receive the sale price".

The following shall be inserted as Article 2(f):

"If the lease ("former lease") held by a Member is forfeited, surrendered or otherwise comes to an end the Directors may at any time thereafter by resolution forfeit the share held by that Member. Forfeited shares shall be held by at least two Directors as trustees. When a new lease is granted demising the same flat as under the former lease the share forfeited from the Tenant under the former lease shall be transferred to the Tenant under the new lease and the forfeiture cancelled. Until such transfer the share shall be held for the benefit of all other Members".

1

Article 14 shall be deleted in its entirety. 7.

Keith E. Darvill

DUTHIE HART & DUTHIE

ADWAY HOUSE ADWAY ALS WAY NATER SIDE SOUTH QUAY

LONDON E149RS