

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

12

Please do not  
write in  
this margin

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

To the Registrar of Companies

For official use

For official use

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

[ ] [ ] [ ] [ ] [ ] [ ]

2462479

Name of company

\* LAW 215 LIMITED

\* insert full  
name of Company

I, DECLAN TARPEN

of 180 Fleet Street

London EC4A 2NT

† delete as  
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†  
~~[person named as director or secretary of the company in the statement delivered to the registrar~~  
~~under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the~~  
above company and of matters precedent and incidental to it have been complied with,

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1835

Declared at 180 Fleet St  
London

Declarant to sign below

Declan Tarpen

the 11th day of January

One thousand nine hundred and ninety

before me Philip M. Brownhead

A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.

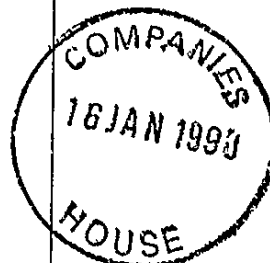
Presentor's name address and  
reference (if any):

Taylor Joynson Garrett  
180 Fleet Street  
London EC4A 2NT

Ref: SAS/DC

For official Use  
New Companies Section

Post room



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

# 10

Please do not  
write in  
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

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

Name of company

\*Insert full name  
of company

* LAW 215 LIMITED
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The intended situation of the registered office of the company on incorporation is as stated below

180 FLEET STREET	
LONDON	
Postcode	EC4A 2NT

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

☐

TAYLOR JOYNSON GARRETT	
180 FLEET STREET	
LONDON	
Postcode	EC4A 2NT

Number of continuation sheets attached (see note 1)

☐

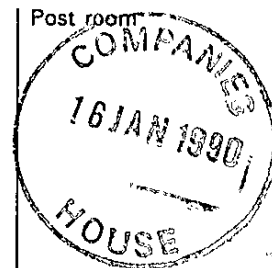
Presentor's name, address and  
reference (if any):

TAYLOR JOYNSON GARRETT  
180 FLEET STREET  
LONDON EC4A 2NT  
Ref: SAS/DXC

For official use

General Section

Post room



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

Name (note 3) <b>HUNTSMOOR NOMINEES LIMITED</b>		Business occupation <b>LIMITED COMPANY</b>	
Previous name(s) (note 3)		Nationality --	
Address (note 4) <b>180 FLEET STREET</b>		Date of birth (where applicable) (note 6)	
<b>LONDON</b>			
	Postcode <b>EC4A 2NT</b>		
Other directorships† --			
FOR AND ON BEHALF OF <b>HUNTSMOOR NOMINEES LIMITED</b>			
I consent to act as director of the company named on page 1			
Signature <i>Simon</i>		Date <b>11.1.90</b>	

Please do not write in this margin

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

Name (note 3) <b>HUNTSMOOR LIMITED</b>		Business occupation <b>LIMITED COMPANY</b>	
Previous name(s) (note 3)		Nationality --	
Address (note 4) <b>180 FLEET STREET</b>		Date of birth (where applicable) (note 6)	
<b>LONDON</b>			
	Postcode <b>EC4A 2NT</b>		
Other directorships† --			
FOR AND ON BEHALF OF <b>HUNTSMOOR LTD</b>			
I consent to act as director of the company named on page 1			
Signature <i>Simon</i>		Date <b>11.1.90</b>	

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

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legibly, preferably  
in black type, or  
bold block lettering

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary or joint secretaries, of the company are as follows:

Name (notes 3 & 7)		HUNTSMOOR NOMINEES LIMITED	
Previous name(s) (note 3)			
Address (notes 4 & 7) 180 FLEET STREET			
LONDON			
		Postcode	EC4A 2NT
I consent to act as <del>secretary</del> <sup>FOR AND ON BEHALF OF</sup> of the company named on page 1 HUNTSMOOR NOMINEES LIMITED			
Signature		Date 11.1.90	

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

Delete if the form is  
signed by the  
subscribers.

Taylor Jayson Garrett	11.1.90
Signature of agent on behalf of subscribers	Date

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

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

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

THE COMPANIES ACTS  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
of  
LAW 215 LIMITED



1. The name of the Company is LAW 215 LIMITED.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:
  - (1) To engage in any activity of whatsoever nature in which a person may lawfully engage whether with a view to profit or otherwise howsoever including (without prejudice to the generality of the foregoing) carrying on either on the company's own account or otherwise all or any of the businesses of general merchants and traders, manufacturers, retailers, wholesalers, buyers, sellers, distributors, importers and exporters, and shippers of, and dealers in all products, goods, wares, merchandise and produce of every description; participating in, undertaking, performing and carrying on all kinds of commercial, industrial, trading and financial operations and enterprises; carrying on either on the Company's own account or otherwise all or any of the businesses of manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, stock brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, dealers in and lessors and developers of land and buildings, marketing and business consultants, advertising agents and contractors, public relations advisers and consultants, general storekeepers, warehousemen, discount traders, mail order traders, railway, shipping and forwarding agents, shippers, capitalists and financiers, printers and publishers, caterers, restaurateurs, haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds; engaging in all kinds of artistic, cultural, educational and scientific activities and the promotion thereof; engaging in all kinds of research and development and purchasing or otherwise acquiring and taking over any businesses or undertakings which may be deemed expedient, or to become interested in, and carrying on or disposing of, remove or put an end

£2500  
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P00

009709

to the same or otherwise dealing with any such businesses or undertakings as may be thought desirable.

- (2) To carry on in any part of the world any other business or activity which may seem to the directors of the Company capable of being conveniently or advantageously carried on in connection with any of the above businesses or directly or indirectly to further or facilitate the objects of the Company or to enhance the value of or render more profitable any of the Company's property or assets.
- (3) To purchase, take on lease, or in exchange, hire or otherwise acquire, hold and manage any lands or buildings of freehold, leasehold or other tenure or any estate or interest therein, and any other property of any description, whether real or personal, and any easements privileges options or rights over through under the same or in connection therewith, and to develop, deal with and turn the same to account in all respects as may seem expedient.
- (4) To construct, erect, maintain, alter, replace, or remove any buildings, works, offices, erections, plant, machinery, tools or equipment as may seem desirable for any of the businesses of or in the interests of the Company, and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently or advantageously dealt with in connection with any of the Company's objects.
- (5) Either with or without the Company receiving any consideration or advantage, direct or indirect, therefrom, to transfer by way of gift or at an undervalue or otherwise all or any part of the assets or property of the Company to or enter into any arrangement at an undervalue with any person including without prejudice to the generality of the foregoing any holding company subsidiary company or fellow subsidiary company; to waive or release, with or without consideration any rights of, or any debts liabilities or obligations owed to, the Company from any company including without prejudice to the generality of the foregoing any holding company subsidiary company or fellow subsidiary company.
- (6) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee, to guarantee by personal covenant or by mortgaging or charging all or any part of its undertaking, property and assets present and future and uncalled capital or by any combination of such methods or by any other means whatsoever the performance of the obligations (whether legally

binding or not) and the payment of any moneys (including but not limited to capital or principal, premiums, dividends or interest, commissions, charges, discount and any costs or expenses relating thereto whether on any stocks, shares or securities or in any other manner whatsoever) by any company, firm or person including but not limited to any company which is for the time being the Company's holding company as defined by Section 736 of the Companies Act, 1985 (or any statutory amendment or re-enactment thereof from time to time) or a subsidiary of the Company or of the Company's holding company as so defined or any company, firm or person who is for the time being a member or otherwise has any interest in the Company or is associated with the Company in any business or venture or any other person firm or company whatsoever and for the purposes of this paragraph (6) any references to the guaranteeing of any obligations or payments shall be taken to include the giving of any indemnities in respect of any loss suffered by virtue of any failure to perform such obligations or make such payments.

- (7) To do research work and make experiments in connection with any business of the Company, and to apply for, purchase or otherwise acquire, protect, prolong, extend or renew and to hold in any part of the world any patents, patent rights, brevets d'invention, trademarks, licences, protections, concessions and intellectual property rights of whatever nature which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of or sell or let the same or any interest therein, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire; to register any patent for any invention or any trademarks, designs or other industrial property rights.
- (8) To adopt such means for making known any goods or services provided by the Company and keeping the same before the public as may be deemed expedient and in particular to employ advertising and public relations techniques of all kinds.
- (9) To acquire and undertake the whole or any part of the share capital, business, goodwill and assets of any company and as part of the consideration for such acquisition to undertake all or any of the liabilities of such company or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation or for limiting competition, or for mutual assistance, with any such company, and to give or accept by way of consideration

for any of the acts or things aforesaid or property acquired, any shares, monies, assets, rights, debentures, debenture stock or other securities that may be agreed, and to hold and retain or sell, mortgage or otherwise deal with any shares, monies, assets, rights, debentures, debenture stock or other securities so received.

- (10) To establish or promote or concur in establishing or promoting any company the establishment or promotion of which shall be considered desirable in the interests of the Company and to subscribe for, underwrite, purchase or otherwise acquire and hold the shares, stocks, debentures, debenture stock or other securities and obligations of any such company.
- (11) To enter into partnerships or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions, or otherwise, with any person or company carrying on business within the objects of the Company.
- (12) To sell, exchange, mortgage, let on rent, share of profit or otherwise, grant licences, easements, options and other rights over and in any other manner deal with or dispose of all or any part of the undertaking, property, assets, rights and effects of the Company for such consideration as may be thought fit and in particular for shares, stocks, debentures, debenture stock or other obligations or securities, whether fully or partly paid up, of any other company.
- (13) To vest any real or personal property, rights or interests acquired by or belonging to the Company in any company on behalf or for the benefit of the Company, with or without any declared trust in favour of the Company.
- (14) To invest and deal with the monies of the Company in any manner.
- (15) To borrow and raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages of or charges upon the undertaking and all or any part of the real and personal property (present and future) and the uncalled capital of the Company or by the creation and issue of debentures, debenture stock or other obligations or securities of any description.
- (16) To lend and advance money or give credit or financial accommodation to any company on such terms as may seem expedient, and in particular to customers and others having dealings with the Company.

- (17) To acquire by original subscription, purchase or otherwise and to hold, realise, sell or otherwise dispose of shares (whether credited as paid up in full or in part), stock, debentures, debenture stock or other securities or obligations of any other company.
- (18) To draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures, debenture stock and other negotiable or transferable instruments.
- (19) To apply for, promote, and obtain any Act of Parliament, charter, contract, decree, right, privilege, concession, licence or authorisation of any Government, State or municipality, Provisional 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 extending any of the powers of the Company or for effecting any modification of the constitution of the Company, or for any other purpose which may seem expedient, to carry out, exercise and comply with any such charter, contract, decree, right, privilege, concession, licence or authorisation and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (20) To enter into any arrangements with any governments organisations association clubs or authorities (supreme, municipal, local or otherwise) or any companies that may seem conducive to the objects of the Company or any of them.
- (21) To act as agents or brokers (but not as stock or share brokers) and as trustees for any company and to undertake and perform sub-contracts.
- (22) To remunerate any company rendering services to the Company, whether by cash payment or by the allotment of shares, debentures, debenture stock, or other securities of the Company credited as paid up in full or in part or otherwise.
- (23) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incidental to the promotion, formation and registration of or the raising of money for the Company or any other company or to contract with any other company to pay the same or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures, debenture stock or other securities of the Company or any other company.
- (24) To establish and maintain or procure the establishment and maintenance of, any pension or superannuation

funds or schemes (whether contributory or otherwise) for the benefit of and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and the wives, widows, families, relations and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated directly or indirectly to be for the benefit of, or to advance the interests and well-being of the Company or of any other company as aforesaid or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid.

- (25) To subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful object, or for any purpose likely directly or indirectly to further the objects of the Company.
- (26) To insure the life of any person or to insure against any accident to any person who may, in the opinion of the Directors, be of value to the Company as having or holding for the Company interests, goodwill or influence or other assets and to pay the premiums on such insurance.
- (27) To procure the Company and any branch office of the Company to be registered or recognised in any part of the world.
- (28) To distribute among the members of the Company in kind any property of the Company (whether by way of dividend or otherwise) and in particular any shares, debentures, debenture stock or other securities belonging to the Company or of which the Company may have the power of disposing.
- (29) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise.
- (30) To do all such things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that:

- (i) The word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership, firm or other person or body of persons whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and,
  - (ii) The objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company
4. The liability of the members is limited.
5. The initial authorised share capital of the Company is £1,000 divided into 1,000 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and have attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

WE the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of shares taken by each Subscriber (in words)
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Huntsmoor Nominees Limited,  
180 Fleet Street,  
London EC4A 2NT

One

Limited Company

*Simon Sele*

For and on behalf of Huntsmoor Nominees Limited

Huntsmoor Limited,  
180 Fleet Street,  
London EC4A 2NT

One

Limited Company

*Simon Sele*

For and on behalf of Huntsmoor Limited

DATED the *17<sup>th</sup>* day of January 1990

WITNESS to the above signatures:

*ABN81an.*

180 Fleet Street,  
London EC4A 2NT

Articled Clerk

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

LAW 215 LIMITED

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PRELIMINARY - PRIVATE COMPANY

1. The Company is a Private Company and, subject as hereinafter provided and except where the same are varied or excluded by or inconsistent with these Articles, the regulations contained in Table A in the Companies (Tables A - F) regulations 1985 (hereinafter called "Table A") shall apply to the Company and shall be deemed to form part of these Articles. References to Regulations are to Regulations in Table A.

INTERPRETATION

2. References in Table A and in these Articles to "these regulations" shall be construed as references to the regulations of the Company for the time being in force, whether contained in Table A or in these Articles and references to "the Act" shall be construed as references to the Companies Act 1985 as from time to time amended.

ALLOTMENT OF SHARES

3. (a) The directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, at any time or times during the period of five years from the date of incorporation 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 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.
- (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 regulation 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.

#### RENOUNCEABLE ALLOTMENT LETTERS

4. Where any renounceable allotment letters or other renounceable documents are issued by the Company in respect of the issue or offer of any shares, the directors may at their discretion impose such restrictions as they may think fit upon the right of any allottee or other person to whom the offer is made to renounce the shares so allotted or offered.

#### LIEN

5. The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares (including fully paid shares) standing registered in the name of any person (whether registered in his sole name or jointly with any other person or persons) for all moneys presently payable by him or his estate to the Company; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The Company's lien, if any, on a share shall extend to all dividends payable thereon. Regulation 8 shall not apply.

TRANSFER OF SHARES

6. The directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of Regulation 24 shall not apply to the Company.

GENERAL MEETINGS

7. 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.
8. If a quorum is not present within half an hour from the time appointed for a meeting, or if during such a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such other day within 21 days thereafter and/or at such other time and place as the directors may determine except that, if the meeting was called by or convened upon the requisition of the members, it shall not be so adjourned but shall be dissolved. If a quorum is not present at any such adjourned meeting then, provided that the member(s) present hold(s) not less than 75% in nominal value of the ordinary shares in issue any resolution agreed to by such member shall be as valid and effectual as if it had been passed unanimously at a General Meeting of the Company duly convened and held. Regulation 41 shall be amended accordingly.
- 9 (a) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or on the declaration of the result of the show of hands, demanded by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 shall not apply.
- (b) If at any General Meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the Chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting.

MEMBERS' RESOLUTIONS

10. Subject to the provisions of the Act, a resolution in writing of all the members of the Company who at the date of such resolution were entitled to receive notice of and to

attend and vote at General Meetings shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of one or more documents (including a telex, facsimile, cable or telegram) each signed by or on behalf of or otherwise emanating from one or more of such members. Any such signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised representative. Regulation 53 shall not apply.

#### PROXIES

11. An instrument appointing a proxy may be in any usual or common form or in any other form which the directors may approve. Regulations 60 and 61 shall not apply.
12. An instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority may be handed to the Chairman of the meeting and Regulation 62 shall be modified accordingly.

#### BORROWING POWERS

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

#### DIRECTORS' APPOINTMENTS AND INTERESTS

14. (a) 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 may notwithstanding his office hold and be remunerated in respect of any office or place of profit under the Company and he or any firm of which he is a member may act in a professional capacity for the Company and be remunerated therefor and shall not by any reason of his office be accountable to the Company for any benefit which he derives from any such office or place of profit. Regulations 84 and 85 shall be modified accordingly. The last sentence of Regulation 84 shall not apply.
- (b) For the purposes of Regulation 85 (as modified by Regulation 14(a)) a director shall be deemed to be interested in any transaction or arrangement (if he would not otherwise be so interested) in which he is treated as interested for the purposes of Section 317 of the Act. In the case of any transaction or

arrangement with the Company in which the director is interested before it is made or entered into, a general notice given by a director and which otherwise complies with Regulation 86(a) shall not be a disclosure as provided therein unless it relates to a specified company or firm of which he is a member or a specified person who is connected with the director within the meaning of Section 346 of the Act. Regulation 86 shall be modified accordingly.

APPOINTMENT AND RETIREMENT OF DIRECTORS

15. (a) 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 one. In circumstances where there is one director only the quorum may be one and that director or his alternate shall exercise all the powers and discretions by Table A and by these regulations expressed to be vested in the directors generally, and Regulation 89 shall be modified accordingly. Regulation 64 shall not apply.
- (b) The Company may by ordinary resolution appoint any person who is willing to act to be a director either to fill a vacancy or as an additional director.
- (c) The directors may from time to time by resolution appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors.
- (d) A director shall automatically cease to be a director if he becomes incapable by reason of illness, injury or mental disorder of properly exercising his functions as a director.
- (e) There shall be no retiring age for directors and Section 293 of the Act shall not apply.
- (f) The directors shall not be required to retire by rotation and accordingly Regulations 73 to 80 (inclusive) shall not apply, and all other references in Table A to retirement by rotation shall be disregarded.
- (g) A member or members having the right to attend and vote at any General Meeting of the Company and holding 75% in nominal value of the shares giving that right may from time to time by notice in writing left at or sent to the registered office of the Company remove any director from office or appoint any person to be a director, and any such removal or appointment shall be deemed to be an act of the Company and not of such member or members. Any such notice may consist of one or more documents (including a telex, facsimile, cable

or telegram) each signed by or on behalf of or otherwise emanating from such member or members.

ALTERNATE DIRECTORS

16. (a) The words "approved by resolution of the directors and" shall be deleted from Regulation 65.
- (b) A person appointed as an alternate director who is not a director shall not be deemed to be a director by reason of such appointment and except as provided in these regulations or in the instrument appointing him shall not have power to act as a director nor have any of the responsibilities or duties of a director. An alternate director shall not be deemed to be the agent of his appointor except in relation to matters in which he acted or failed to act on the direction or at the request of his appointor. Regulation 69 shall not apply.
- (c) A director present at a meeting of directors or a committee of directors and appointed alternate for another director shall have an additional vote for each of his appointors absent from such meeting and an alternate director so present and appointed alternate for more than one director shall have one vote for each appointor. For the purposes of determining whether a quorum is present a director or alternate shall count as one director for each vote which he is entitled to exercise. Regulations 88 and 89 shall be modified accordingly.
- (d) An alternate director shall be entitled to attend and vote at any meeting of the directors and of any committees of directors of which appointor is a member at which the director appointing him is not personally present. Subject as provided in regulation 17(b), the provisions of these Articles relating to whether or not a director may vote or be counted in a quorum on resolutions concerning matters in which such director has an interest or duty and to the disclosure of any such interest or duty shall apply to every such alternate director mutatis mutandis.
- (e) An alternate director may be repaid by the Company such expenses as might properly be repaid to him if he were a director. The appointor of an alternate director may direct the payment to the alternate director of part or all of the remuneration which would otherwise be payable to the appointor. Except as so directed, an alternate director shall not be entitled to any remuneration from the Company for acting in that capacity. An alternate director shall be entitled to notice of meetings whether or not absent from the United Kingdom. Regulation 66 shall be modified accordingly.

- (f) The appointment of an alternate director shall ipso facto determine on the happening of any event upon which if he were a director he would be liable to vacate that office under these regulations or if for any reason his appointment is revoked or his appointor ceases to be a director. Regulation 67 shall not apply.
- (g) All appointments and revocations of appointments of alternate directors shall be made by notice in writing (including a telex, facsimile, cable or telegram) to the Company signed by or otherwise emanating from the appointor. Regulation 68 shall not apply.

PROCEEDINGS OF DIRECTORS

- 17. (a) A resolution in writing of all the directors for the time being may consist of several documents (including telex, facsimile, cable or telegram) each signed by or otherwise emanating from one or more of the directors. Regulation 93 shall be modified accordingly.
- (b) Subject to the provisions of the Act, a director may vote at a meeting of directors on any resolution on which he would otherwise be prohibited from voting by Regulation 94 other than a resolution for the approval of an alternate director appointed by him provided that before such resolution is moved he discloses to the meeting or is deemed pursuant to Regulation 86 (as modified by Regulation 14(b)) to have disclosed the nature and extent of his interest. Regulation 94 shall be modified accordingly.
- (c) It shall not be necessary for every director present at any meeting of the directors or committee of the directors to sign his name or for any book to be kept for that purpose. Regulation 100 shall be construed accordingly.
- (d) Any director or member of a committee of the directors may participate in a meeting of the directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting shall be deemed to constitute presence in person at such meeting.
- (e) All directors whether or not absent from the United Kingdom shall be entitled to receive notice of meetings of the directors. Regulation 88 shall be modified accordingly.

SECRETARY

- 18. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they

may think fit; and any secretary so appointed may be removed by them. The directors may from time to time by resolution appoint one or more joint, assistant or deputy secretaries to exercise the function of the secretary. Regulation 99 shall be modified accordingly.

PENSIONS AND ALLOWANCES

19. The directors may establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a holding company or a subsidiary of the Company or is allied to or associated with the Company or with any such holding company or subsidiary, or who may be or have been directors or officers of the Company, or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and the wives, widows, families, relations and dependants of any such persons, and establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, subject always, if so required by law, to particulars with respect to the proposed payment being approved by the Company, and a director shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

NOTICES

20. (a) Any written notice required or authorised to be given hereunder may be sent by letter sent pre-paid first class mail (by air where practicable) or by telex, facsimile, cable or telegram addressed as follows:
- |  |  |
|--|--|
| To a member or his legal personal representative or trustee in bankruptcy: | at such member's address as shown in the Company's Register of Members.                      |
| To a director:   | at his last known address or at the address notified by him to the Company for that purpose. |
| To the Company:  | at its registered office.  |

- (b) Any notice so sent shall be deemed to have been given as follows:
- |  |  |
|--|--|
| Notice by telex, facsimile, cable or telegram: | on receipt or 24 hours after despatch, whichever occurs first. |
| Notice by letter;                              | on receipt or 48 hours after despatch, whichever occurs first. |
- (c) Proof that the telex, facsimile, cable, telegram or letter (as the case may be) was properly addressed, prepaid and despatched shall be sufficient evidence of service. Regulation 115 shall not apply.
- (d) In the case of joint 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 holding. Notice so given shall constitute notice to all the joint holders.

INDEMNITY

21. Subject to the provisions of and so far as may be permitted by the Act, every director, auditor, secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto, including any liability incurred by him in defending any proceedings civil or criminal which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company, and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part), or in which he is acquitted, or in connection with any application under any statute for relief from liability in respect of any act or omission in which relief is granted to him by the court. Regulation 118 shall not apply.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Huntsmoor Nominees Limited,  
180 Fleet Street,  
London EC4A 2NT

Limited Company

*Simon Selk*

For and on behalf of Huntsmoor Nominees Limited

Huntsmoor Limited,  
180 Fleet Street,  
London EC4A 2NT

Limited Company

*Simon Selk*

For and on behalf of Huntsmoor Limited

DATED the *14<sup>th</sup>* day of January 1990  
WITNESS to the above signatures:

*AB Nolan,*

180 Fleet Street,  
London EC4A 2NT

Articled Clerk



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

No. 2462479

I hereby certify that

- LAW 215 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 23 JANUARY 1990

A handwritten signature in cursive script, reading "F. A. Joseph".

F. A. JOSEPH

an authorised officer