



# COMPANIES FORM No. 12

# 12

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

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

Please do not write  
in this margin

To the Registrar of Companies

For official use

For official use

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

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253 9932
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Name of Company

\* Insert full name  
of company.

* BURMAH CASTROL PENSION FUND TRUSTEE LIMITED
-----------------------------------------------

I, RACHEL RAWNSEY

of Messrs. Allen & Overy, 9 Cheapside, London EC2V 6AD

† Delete as  
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†  
~~person named as secretary or director of the company in the statement delivered to the Registrar~~  
~~under section 10(2)(1)†~~ 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 Watling House,  
35 Cannon Street  
London EC4M 5SD

Declarant to sign below

R M Rawnsey

the 31st day of August  
One thousand nine hundred and ninety

before me [Signature]

A-Commissioner for Oaths†

Solicitor

† 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):

ALLEN & OVERY  
9, CHEAPSIDE  
LONDON EC2V 6AD  
(PDC)

For official use

New companies section

Post room

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

Please do not  
write in  
this margin

Pursuant to section 10 of the Companies Act 1985

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

To the Registrar of Companies

For official use

0539930

Name of company

\* insert full name  
of company

\* BURMAH CASTROL PENSION FUND TRUSTEE LIMITED

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

BURMAH CASTROL HOUSE	
PIPERS WAY	
SWINDON WILTSHIRE	
Postcode	SN3 1RE

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

☐

ALLEN + OVERY	
9, CHEAPSIDE	
LONDON	
Postcode	EC2V 6AA

Number of continuation sheets attached (see note 1)

2

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**Jordans**

JORDAN & SONS LIMITED  
JORDAN HOUSE  
BRUNSWICK PLACE  
LONDON N1 6EE  
TELEPHONE 01 253 3030  
TELEX 261010



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

ALLEN + OVERY  
9, CHEAPSIDE  
LONDON EC2V 6AA  
(PDC)

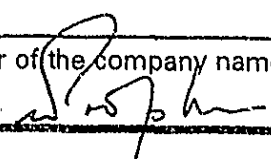
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General Section

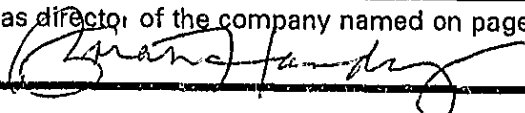
Post room


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:

Please do not write in this margin

Name (note 3)		Business occupation	
JAMES MICHAEL JOHN PROPHET		COMPANY DIRECTOR	
Previous name(s) (note 3)		Nationality	
Address (note 4) 14 LOCK CLOSE		BRITISH	
KINGFISHER COURT STRATFORD-UPON-AVON		Date of birth (where applicable)	
WARWICKSHIRE	Postcode CV37 6GF	(note 6) 26.03.45	
Other directorships †			
SEE ATTACHED SHEET			
I consent to act as director of the company named on page 1			
Signature 		Date 30.8.90	

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

Name (note 3)		Business occupation	
BRIAN HARDY		FINANCE DIRECTOR	
Previous name(s) (note 3)		Nationality	
Address (note 4)		BRITISH	
8 BARDWELL ROAD		Date of birth (where applicable)	
OXFORD	Postcode OX2 6SW	(note 6) 31.1.42	
Other directorships †			
SEE ATTACHED SHEET			
I consent to act as director of the company named on page 1			
Signature 		Date 30.8.90	

Name (note 3)		Business occupation	
HUGH SALUSBURY MELLOR		COMPANY DIRECTOR	
Previous name(s) (note 3)		Nationality	
Address (note 4) BLACKLAND FARM STEWKLEY		BRITISH	
LEIGHTON BUZZARD		Date of birth (where applicable)	
BEDS	Postcode	(note 6) 16.3.36	
Other directorships †			
SEE ATTACHED SHEET			
I consent to act as director of the company named on page 1			
Signature 		Date 31.8.90	

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

Please do not write in this margin

Name (note 3)		Business occupation	
MICHAEL CHARLES THOMAS		HEAD OF PENSIONS	
Previous name(s) (note 3)		Nationality	
Address (note 4) HOOKSIDE UPPER COMMON		BRITISH	
UFFINGTON OXON		Date of birth (where applicable)	
Postcode		(note 6) 28.07.50	
Other directorships †			
SEE ATTACHED SHEET			
I consent to act as director of the company named on page 1			
Signature		Date 30-8-90	

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

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

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

NAME

DIRECTORSHIPS HELD

B Hardy

BURMAH CASTROL PLC  
BURMAH CASTROL FUELS LIMITED  
BURMAH CHILE EQUITIES LIMITED  
BURMAH CHILE FUELS S.A.  
BURMAH CHILE INVESTMENTS LIMITED  
BURMAH FINANCE PLC  
BURMAH GROUP PENSION INVESTMENTS LIMITED  
BURMAH OIL TRADING (1985) LIMITED  
BURMAH OIL TRADING LIMITED  
CASTROL LIMITED  
CASTROL OVERSEAS EQUITIES LIMITED  
CASTROL OVERSEAS INVESTMENTS LIMITED  
CASTROL OVERSEAS NOMINEES LIMITED  
CASTROL OVERSEAS SECURITIES LIMITED  
SPECAS LIMITED

H S Mellor

BURMAH CASTROL PLC  
A.M.P. (U.K.) LIMITED  
AUSTRALIAN MUTUAL PROVIDENT SOCIETY  
CLASSIS INVESTMENTS LIMITED  
DALGETY PENSION TRUST LIMITED  
MEGHRAJ BANK LIMITED  
MEGHRAJ GROUP LIMITED  
PARALLEL MEDIA GROUP PLC  
RSPB SALES LIMITED  
PEARL GROUP PLC  
BANK OF NEW ZEALAND  
DALGETY AUSTRALIA LIMITED  
DALGETY NEW ZEALAND LIMITED  
DALGETY PLC  
DALGETY ZIMBABWE LIMITED  
  
(RESIGNED)  
"  
"  
"  
"

J M J Prophet

BURMAH GROUP PENSION INVESTMENTS LIMITED  
BURMAH OIL TRADING LIMITED  
CASTROL LIMITED  
BURMAH SPECIALITY CHEMICALS LIMITED  
  
(RESIGNED)

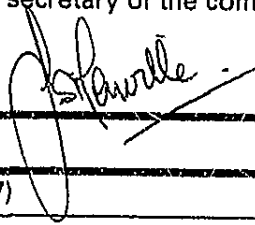
M C Thomas

BURMAH GROUP (IRELAND) PENSION TRUST LIMITED  
BURMAH GROUP PENSION INVESTMENTS LIMITED  
BURMAH GROUP PENSION TRUSTEE LIMITED

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write in  
this margin

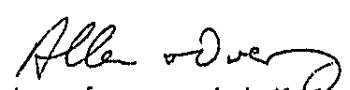
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legibly, preferably  
in black type, or  
bold block lettering

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)		
JOHN STEWART HENVILLE		
Previous name(s) (note 3)		
Address (notes 4 & 7) BROCKWOOD THE GREEN		
UFFINGTON		
FARINGTON OXON		Postcode SN7 7SB
I consent to act as secretary of the company named on page 1		
Signature 		Date 30. 8. 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

	
Signature of agent on behalf of subscribers	Date 31. 8. 90

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



0039930

13.9AES

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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MEMORANDUM OF ASSOCIATION

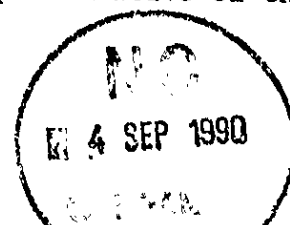
- of -

BURMAH CASTROL PENSION FUND TRUSTEE LIMITED

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1. The name of the Company is "BURMAH CASTROL PENSION FUND TRUSTEE 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 act as trustee of any kind of trust, including (without limitation) any retirement benefits or life assurance scheme;
  - (2) to undertake and discharge the office and duties of trustee under any other fund or funds, or scheme or schemes, which may from time to time be established or formed whether in the United Kingdom or elsewhere for providing pensions, superannuation allowances, life assurance, sick pay, accident benefits, permanent health insurance or other benefits for or in respect of any person or any group or class of persons;
  - (3) to accept and to undertake any office of trustee either gratuitously or otherwise and to accept and to undertake, either gratuitously or otherwise, in relation to any trust, fund or scheme (whether or not the Company is a trustee of such trust, fund or scheme) any office or function which can conveniently be carried on by the Company and in particular, but without prejudice to the generality hereof, to undertake any of the offices or functions of administrator or representative of the

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NW  
000309



administrator whether for Inland Revenue purposes or otherwise, or paying agent or investment nominee or investment manager;

- (4) to exercise all the powers, authorities and discretions from time to time vested (whether by the deed or deeds constituting and regulating the trust or otherwise) in the trustee of any trust, fund or scheme of which the Company is a trustee or where by the terms of any trust, fund or scheme or by the terms of appointment of the Company as nominee or trustee the Company is required to act upon or have regard to the directions or wishes of any person or persons (either generally or in respect of any particular matter) the Company shall have power to do all such things as such person or persons could do acting in person in addition to the other powers conferred hereby;
- (5) to invest any trust funds in the name of the Company or of nominees in or upon any investments or securities authorised by the trusts and to apply such trust funds in any manner authorised by the trusts and for such purposes to make use of the services of investment advisers or managers, and out of the income of such investments or securities, or if such income shall be insufficient for the purpose, then out of the capital (if and so far as may be authorised or directed by the trusts) to raise, provide for and pay pensions, allowances, benefits, sick pay, and other payments under the trusts;
- (6) to do all such things in the execution of any trusts as may be authorised directly or indirectly by the deed or deeds or other instruments constituting or regulating the trusts or by law;
- (7) to purchase, take on lease, take in exchange, hire, apply for, register, take options over or otherwise acquire for the purpose of or in connection with any activity of the Company or by way of investment and to hold, protect, prolong, insure, alter, repair and renew immovable and movable property, assets, rights and privileges of all kinds including without limitation any estate, interest or right in land, buildings, goods and chattels, licences, goodwill, contracts, patents, trade marks, designs, copyright, intellectual property, secrets, know-how, rights, securities and investments of any nature;
- (8) to sell, lease, let on hire, exchange, improve, extend, preserve, manage, develop, mortgage, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any of the property, assets, rights, privileges, businesses and undertakings of the Company for such consideration as the Company may think fit and to construct, alter, demolish, remove or execute any buildings, constructions or works on any land;



- (9) to enter into any transaction and exercise any power connected with the carrying on, control, financing or management of the Company's operations activities and assets and the sale, provision or exploitation of its services or experience and to raise or borrow money (whether or not immediately required), obtain credit or sources of finance of any kind, mortgage or charge all or part of its undertaking, uncalled capital (present or future), rights, property and assets, issue debentures or debenture or loan stock, obtain guarantees, make pledges, grant liens or enter into any other form of security;
- (10) to receive money on deposit or loan upon such terms as the Company may approve;
- (11) to lend money or give credit with or without security to and to undertake, secure or guarantee (whether or not for consideration) the obligations of any person, firm or company;
- (12) to make, draw, accept, endorse, issue, discount, negotiate and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit and other mercantile instruments and to procure and pay the costs, charges and expenses of the doing of any such things by any other person;
- (13) to invest and deal with any monies in or upon such investments or securities and in such manner as may from time to time be determined and to hold, transpose and deal with any investments or securities in any manner;
- (14) to engage such directors, staff, employees and advisers as may be required for the control or carrying on of the Company's operations and to fix and regulate the terms of employment of and relations with such persons and to remunerate them whether by salary, fees, bonuses, pensions, benefits or otherwise as may be deemed expedient and to provide or establish, manage and fund any trust, scheme, society, company or fund to provide benefits for or to the directors, employees and former directors and employees of the Company or any company which is a subsidiary of the Company or any company, firm or business in which the Company may be in any way interested and their spouses and dependants including in particular any pension funds or schemes, life assurance, sick pay, accident benefit and permanent health insurance schemes, employees' share schemes, profit sharing schemes, employees' trusts, sports, educational or leisure facilities and training or retraining schemes;
- (15) to apply for, promote, oppose or object to any legislation, regulation, order, charter, decree, licence, registration, right, privilege or concession of or from any authority (international, supranational, governmental, local, judicial or otherwise) or of or from any public or private body or person as may seem

calculated directly or indirectly to benefit the interests of the Company;

- (16) to support and contribute to in any manner any charity or charitable object or overseas body, organisation or purpose having the characteristics of a charity or any benevolent, public or social object or (so far as shall be calculated directly or indirectly to benefit the interests of the Company) any political party or cause;
- (17) to enter into contracts, transactions, arrangements and obligations of all kinds and to exercise all the powers of a company limited by guarantee under any of the Companies Acts of the United Kingdom and any other statute, law or regulation in any part of the world governing any of the operations or transactions of the Company;
- (18) to do all such other things as may be incidental or conducive to the attainment of the above objects or any of them and to enter into any transaction decided on by the directors for the time being of the Company;
- (19) to act as and to do all or any of the above things as principals, agents, trustees or otherwise and either alone or in conjunction or in partnership with others and either by or through agents, partners, subsidiary companies, sub-contractors, trustees or otherwise.

The objects set out in the above sub-clauses shall not be restrictively construed but the widest interpretation shall be given to them and they shall not, except where expressly required, be in any way limited or restricted by reference to or inference from any other such object or objects or from the order in which they appear or from the name of the Company but shall be separate and independent objects and the Company shall have power to carry on each such object as if it were the principal object of the Company.

- 4. The liability of the Members is limited
- 5. Every Member of the Company undertakes to contribute such amount as may be required not exceeding £1 to the Company's assets if it should be wound up while he is a Member or within one year after he ceases to be a Member, for payment of the Company's debts and liabilities contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum

---

Name and address of Subscribers

---

1. Hugh Salusbury Mellor  
Blackland Farm,  
Stewkley,  
heighton Buzzard  
Beds.

X

*H. Salusbury Mellor*

X

2. Brian Hardy,  
8 Bardwell Road,  
Oxford.

*Brian Hardy*

3. James Michael Prophet,  
14 Lock Close,  
Kingfisher Court,  
Stratford-upon-Avon,  
Warwickshire. CV37 6GF

*James Michael Prophet*

4. Michael Charles Thomas,  
Hookside,  
Upper Common,  
Uffington, Oxon

*Michael Charles Thomas*

---

Dated this 31st day of August, 1990

Witness to the Signature of Hugh Salusbury Mellor:-

X *Robert Bards*

X

*C. LOCKFISTON*

Witness to the Signatures of Brian Hardy, James Michael John Prophet and Michael Charles Thomas:

*J. P. Prophet*

A88001005

*entire*

Company No [ ]

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

---

ARTICLES OF ASSOCIATION

- of -

BURMAH CASTROL PENSION FUND TRUSTEE LIMITED

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PRELIMINARY

1. Subject to any contrary provision in these Articles, the regulations contained or incorporated in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985, as amended by The Companies (Tables A to F) (Amendment) Regulations 1985, apply to the Company with the exception of regulations 2 to 35 inclusive, 40, 54, 55, 57, 59, 87, 89, 93 to 95 inclusive, 102 to 108 inclusive, 110, 114, 116 and 117.
2. These Articles and the regulations incorporated in them take effect subject to the requirements of the Act and of every other Act for the time being in force affecting the Company.

INTERPRETATION

3. In these Articles:

"Act" means the Companies Act 1985;

"Articles" means these articles of association as from time to time altered;

"Company" means Burmah Castrol Pension Fund Trustee Limited;

"Members" means the members of the Company for the purposes of the Act;

the "Burmah Group Pension Plan" means the retirement benefits scheme established by Burmah Castrol plc by a trust deed dated 30th December 1949.

4. (1) For the purposes of the Act there is only one class of membership.

(2) No person may be admitted to membership unless he is approved by the directors and is a director of the Company. Every person who wishes to become a member shall deliver to the company an application for membership in the following form (or in any other form which the directors may approve):

"[ Limited]  
I, [ ], of [ ],  
hereby apply for membership of the company on the terms that such  
membership shall be subject to and in accordance with the  
provisions of the Memorandum of Association and the Articles. I  
hereby undertake to contribute up to the sum of fl in the  
circumstances prescribed in clause 5 of the Memorandum of  
Association.

Signed 19 ."

5. Membership of the Company and all rights of a Member are personal to him and are not transferable.
6. A Member ceases to be a Member on ceasing to be a director of the Company except that a director retiring by rotation shall, if re-elected, be deemed not to have ceased to be a director. The name of a Member must, on his membership ending, be removed from the register of Members kept under section 352 of the Act.

7. In regulation 38 of Table A:

- (1) in paragraph (b) the words "of the total voting rights at a meeting of all the members" are substituted for "in nominal value of the shares giving that right"; and
- (2) the words "The notice shall be given to all the members and to the directors and auditors" are substituted for the last sentence.

PROCEEDINGS AT GENERAL MEETINGS

8. The words "and at any separate meeting of the holders of any class of shares in the company" are omitted from regulation 44 of Table A.
9. Paragraph (d) of regulation 46 of Table A is omitted.
10. No business may be transacted at any meeting unless a quorum is present. Two Members present in person or by proxy is a quorum.

VOTES OF MEMBERS

11. On a show of hands every Member present in person has one vote. On a poll every Member present in person or by proxy has one vote.

DIRECTORS

12.
  - (1) No more than one person may become a director of the Company without at the date of his appointment having been a member of the Burmah Group Pension Plan for at least two years.
  - (2) Unless otherwise decided by ordinary resolution, the maximum number of directors is four and the minimum number is two.
  - (3) The directors at the date of the adoption of these articles are Hugh Salusbury Mellor, Brian Hardy, James Michael John Prophet and Michael Charles Thomas.
13. If at any time there are less than the maximum permitted number of directors, the remaining directors may appoint as an additional director a person (to be selected by simple majority decision) who qualifies under Article 12(1). If there are no directors, the last of them to cease to be a director (or his personal representatives if he has died) must appoint no more than the maximum permitted number of directors. If all the directors cease to be directors at the same time, each of them (or each of their personal representatives if they have died) must appoint a successor.
14.
  - (1) The directors may procure the establishment and maintenance of or participate in or contribute to any retirement benefits or life assurance scheme for the benefit of, and pay, provide for or procure the grant of gratuities, pensions, allowances, benefits or emoluments to, any past or present director or other officer of the Company or any person who is or has been at any time in the employment or service in any capacity of the Company or of the predecessors in business of the Company and the relations or dependants of any such persons.
  - (2) The directors may also procure the establishment and subsidy of or subscription to or support of any institutions, associations, clubs, funds or trusts calculated to be for the benefit of any

persons referred to in paragraph (1) or to advance the interests and well-being of the Company in some other way.

- (3) The powers vested in the directors by this article are in addition to any other provision in these articles.

#### POWERS AND DUTIES OF DIRECTORS

15. A director may vote in respect of any contract or arrangement in which he is interested and anything arising from the contract or arrangement. He is counted in the quorum if present at the meeting at which the contract or arrangement is considered.

#### DIRECTORS' EXPENSES

16. The words "of any class of shares or" are omitted from regulation 83 of Table A.

#### PROCEEDINGS OF DIRECTORS

17. A resolution in writing signed or approved by letter, telex, telegram, cable or facsimile by a majority of the directors entitled to notice of a meeting of the directors or by a majority of the members of a committee of directors is as valid as if it had been passed at a meeting of the directors or (as the case may be) a committee of directors duly called and held. The resolution or approval may consist of several documents in the same form each signed or approved by one or more of the directors or committee members.
18. The quorum for the transaction of the business of the directors is two. A person who holds office only as an alternate director may not be counted in the quorum.

#### MINUTES

19. The words ", of the holders of any class of shares in the company," are omitted from regulation 100 of Table A.

#### NOTICES

20. Any summons, notice, order or other document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by addressing it to the Company or officer (as the case may be) and either delivering it to the registered office of the Company or sending it through the post in a prepaid envelope to the registered office of the Company.
21. The second sentence of regulation 112 of Table A is omitted.
22. The words "or of the holders of any class of shares in the company" are omitted from regulation 113 of Table A.

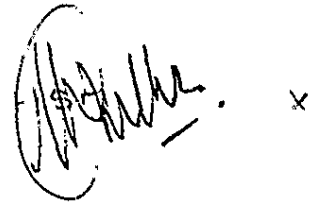
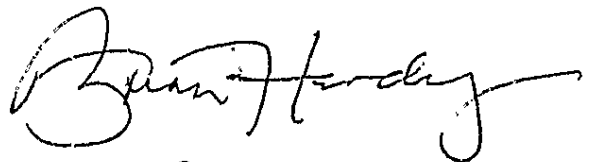
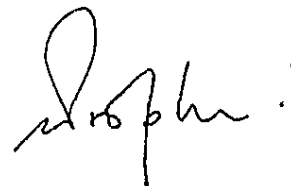
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Names and addresses of Subscribers

---

1. Hugh Salisbury Mellor  
Blackland Farm,  
Stewkley  
Houghton Buzzard  
Beds
2. Brian Hardy,  
8 Badwell Road,  
Oxford.
3. James Michael Prophet,  
141 Lock Close,  
Kingfisher Court,  
Stratford-upon-Avon,  
Warwickshire CV37 6AF
4. Michael Charles Thomas,  
Hookside  
Upper Common  
Uffington, Oxon.

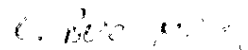
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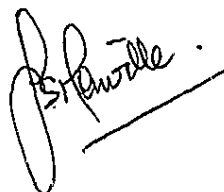

Dated this 31st day of August, 1990  
Witness to the Signature of Hugh Salisbury Mellor:



X



Witness to the Signatures of Brian Hardy, James Michael John Prophet and Michael Charles Thomas:





# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2539932

I hereby certify that

BURMAH CASTROL PENSION FUND TRUSTEE  
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 13 SEPTEMBER 1990

*P. Bevan*  
P. BEVAN

an authorised officer