

**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

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

To the Registrar of Companies

For official use

For official use

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2550982
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Name of company

\* insert full  
name of Company

* OVAL(668) LIMITED
---------------------

I, SIMON ANDREW BESWICK  
of 30 Queen Charlotte Street, Bristol BS99 7QQ† 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 30 Queen Charlotte Street,  
Bristol

Declarant to sign below

the 10<sup>th</sup> day of October  
One thousand nine hundred and Ninety  
before me Janis Law

~~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):Osborne Clarke  
30 Queen Charlotte Street  
Bristol BS99 7QQ  
(20/89/012406)

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

To the Registrar of Companies

For official use

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

\*Insert full name  
of company

Name of company

\* OVAL ( 668 ) LIMITED

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

30 Queen Charlotte Street, BRISTOL

Postcode BS99 7QQ

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

☐

Osborne Clarke, 30 Queen Charlotte Street, Bristol

Postcode BS99 7QQ

Number of continuation sheets attached (see note 1)

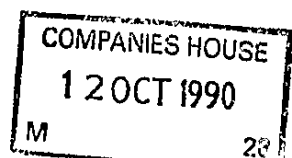
☐

Presentor's name, address and  
reference (if any):  
Osborne Clarke  
30 Queen Charlotte Street  
BRISTOL  
BS99 7QQ  
20/89/012406

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>OVALSEC LIMITED</b>		Business occupation	
		Secretarial Company	
Previous name(s) (note 3)		Nationality	
Address (note 4) <b>30 Queen Charlotte Street</b>		British	
<b>Bristol</b>		Date of birth (where applicable)	
	Postcode <b>BS99 7QQ</b>	(note 6)	
Other directorships† <b>NONE</b>			
I consent to act as director of the company named on page 1			
Signature <i>[Signature]</i>		Director Date <b>10<sup>th</sup> Oct. 1990</b>	

Please <sup>not</sup> 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>OVAL NOMINEES LIMITED</b>		Business occupation	
		Nominee Company	
Previous name(s) (note 3)		Nationality	
Address (note 4) <b>30 Queen Charlotte Street</b>		British	
<b>Bristol</b>		Date of birth (where applicable)	
	Postcode <b>BS99 7QQ</b>	(note 6)	
Other directorships† <b>NONE</b>			
I consent to act as director of the company named on page 1			
Signature <i>[Signature]</i>		Director Date <b>10.10.90</b>	

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	

Please write in this margin

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

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

Name (notes 3 & 7)		OVALSEC LIMITED	
Previous name(s) (note 3)		NONE	
Address (notes 4 & 7)		30 Queen Charlotte Street, Bristol	
		Postcode	BS99 7QQ
I consent to act as secretary of the company named on page 1 For and on behalf of Ovalsec Limited			
Signature		Director	Date 10 <sup>th</sup> Oct. 1990

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
---	------

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	For and on behalf of Ovalsec Limited	Director	Date 10 <sup>th</sup> Oct. 1990
Signed	For and on behalf of Oval Nominees Limited	Director	Date 10.10.90
Signed			Date
Signed			Date
Signed			Date
Signed			Date

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION

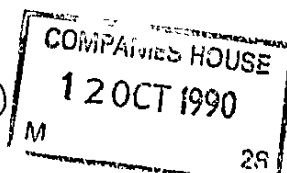
of

· OVAL (668) LIMITED



1. The Company's name is OVAL (668) LIMITED.
2. The Company's registered office is to be situated in England, and Wales.
3. The Company's objects are:-
  - (A) To carry on all or any of the businesses of manufacturers, sellers, importers, exporters, distributors, dealers, suppliers, constructors, builders, developers, promoters, financiers, concessionaires, brokers or agents of or in all or any goods, products, plant, machinery, equipment, articles, property, chattels, services or concepts of any nature or description whatsoever and in all or any part of the world.
  - (B) To carry on any other trade or business whatsoever which can be advantageously carried on by the Company in connection with or as ancillary to any of the businesses or objects of the Company.
  - (C) To accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, bonds and other instruments and securities, whether negotiable or otherwise.
  - (D) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of and deal with, shares, bonds, obligations, or any other securities or units whatsoever of any company, fund, trust, business, undertaking or other entity and any options or other rights in respect thereof, and to buy and sell foreign exchange.
  - (E) To acquire and assume for any estate or interest and to take options over, construct, develop, turn to account, exploit and deal with any property, real or personal, and rights of any kind.
  - (F) To purchase, acquire, undertake or assume the whole or any part of the business, undertaking, goodwill, assets and liabilities of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company carries on or is authorised to carry on or which is possessed of or entitled to any property or rights of whatsoever nature which may be thought advantageous to, or suitable for the purposes of, the Company.
  - (G) To sell, exchange, mortgage, charge, let on rent, share of profit, royalty 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 and assets both present and future of the Company, or any part thereof, for such consideration as

£500 - NW  
090781 - P10



may be thought fit, and in particular for shares or any other securities whatsoever, whether fully or partly paid up.

- (H) To amalgamate or enter into partnership or any profit sharing or joint venture arrangement or association with, and to co-operate or participate in any way with, and assist or subsidise any person, company, firm or other entity whatsoever.
- (I) To co-ordinate, manage, finance, subsidise or otherwise assist any company or companies or other organisations or entities in which the Company is a member or participant or in which the Company otherwise has any direct or indirect interest and to provide for them administrative, executive, managerial, secretarial and other services and generally otherwise to carry on business as a holding company.
- (J) To apply for and take out, purchase or otherwise acquire any trade or service marks or names, designs, patents, patent rights, copyright, inventions, secret processes or formulae and any other intellectual property rights of any kind and to carry out experiments and research work in connection therewith and to protect, maintain, develop, exploit, turn to account and deal with the same.
- (K) To borrow and raise money and to secure or discharge any debt or obligation in any manner whatsoever and, in particular, by mortgages of or charges upon all or any part of the undertaking, property and assets (both present and future) and uncalled capital of the Company or by the creation and issue of securities of any description.
- (L) To lend, advance or deposit money or give or provide credit or any other form of financial accommodation to any person, firm, company or other entity whatsoever and whether with or without security and otherwise on such terms as may be thought fit.
- (M) To invest all moneys of the Company not immediately required in such manner as may be thought fit and to hold, dispose of and otherwise deal with any investments so made.
- (N) To enter into any guarantee, contract of indemnity or suretyship or to provide security, with or without consideration, whether by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by any other method or in any other manner, for the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any securities or liabilities of, any person, firm, company or other entity including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or which is otherwise associated with the Company.
- (O) To promote or join in the promotion of any company, firm or other entity whatsoever whether or not carrying on a business or having objects similar to those of the Company.
- (P) To promote and apply for any Act of Parliament, statutory instrument, order, licence or other authority for the purposes of effecting any modification to the Company's constitution or for any other purpose

whatsoever which may be intended or calculated, directly or indirectly, to promote the Company's interests or to enable it to carry into effect any of its objects.

- (Q) To enter into any agreement or arrangement with any government or governmental or other regulatory authority or person which may seem conducive to the attainment or implementation of the Company's objects or any of them and to obtain any orders, rights, privileges, franchises, and concessions and to carry out, enjoy, exercise and comply with the same.
- (R) To pay all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company or to enter into any agreement for the same, and including the payment of commission or other remuneration or reward to any person for underwriting, placing, selling, subscribing or otherwise assisting in the issue of any securities of the Company or in or about its formation.
- (S) To procure the registration or incorporation of the Company in or under the laws of any territory outside England.
- (T) To the extent permitted by law, to give any form of financial assistance (as defined in Section 152 of the Companies Act 1985), directly or indirectly, for the purpose of, or in connection with, any acquisition or proposed acquisition of shares in the Company and/or any reduction or discharge of a liability incurred by any person for the purpose of such an acquisition.
- (U) To support and to subscribe or guarantee the payment of any money or transfer of any property whatsoever, to any national, charitable, benevolent, public, general or useful object or for any purpose which may be considered likely, directly or indirectly, to further the interests of the Company or of its members.
- (V) To establish, maintain and/or contribute to any pension, superannuation, death benefits, funds or schemes for the benefit of, and to give, award, or procure the giving or awarding, of donations, pensions, gratuities, allowances, annuities, emoluments or other benefits whatsoever to any persons who are or have at any time been in the employment or service of the Company or of any company which is its holding company or which is a subsidiary of either the Company or any such holding company or of any company which is otherwise allied to or associated with the Company, or who are or have at any time been Directors or officers (or held comparable or equivalent offices) of the Company or of any such other company, and also to the wives, widows, families and dependants of any such persons; to establish, subsidise or subscribe to any institutions, associations, clubs or funds which may be considered likely to benefit all or any such persons; to make payments for or towards the insurance of any such persons; to establish, support and maintain any form of profit-sharing, share purchase, share incentive, share option or employees' share scheme for any such persons and to lend money to any persons eligible to participate therein or benefit therefrom (or to trustees on their behalf) for the purposes of or in connection with the operation and enjoyment of any such scheme.

- (W) To distribute amongst the members of the Company, in specie or otherwise, all or any part of the property, undertaking or assets of the Company.
- (X) To do all or any of the things and matters aforesaid in any part of the world, either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, intermediaries, subsidiary companies or otherwise and either alone or in conjunction with others.
- (Y) To do all such other things as may be considered incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that:

- (1) none of the objects set out above in this Clause shall be restrictively construed but the widest interpretation shall be given to each such object which shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other object set out above;
- (2) none of the sub-clauses of this Clause shall be construed as being subsidiary or ancillary to any of the objects specified in any other sub-clause and the same shall each be construed as if they constituted the objects of a separate, distinct and independent company;
- (3) the word "company" in this Clause, except where used in reference to the Company shall include any partnership or other body of persons, whether incorporated or not, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere. The word "person" shall include any company as well as any legal or natural person and the words "and" and "or" shall also mean "and/or" where the context so permits.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 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.

---

NAMES AND ADDRESSES  
OF SUBSCRIBERS

NUMBER OF SHARES TO BE  
TAKEN BY EACH SUBSCRIBER

---

*M. V. Lewis*  
FOR AND ON BEHALF OF  
OVALSEC LIMITED

DIRECTOR

30 Queen Charlotte Street  
Bristol  
BS99 7QQ

One

*Si Lee*  
FOR AND ON BEHALF OF  
OVAL NOMINEES LIMITED

DIRECTOR

30 Queen Charlotte Street  
Bristol  
BS99 7QQ

One

Total Shares taken

---

Two

---

---

DATED the 10<sup>th</sup> day of October 1990

WITNESS to the above Signatures:-

*Janis Law*  
30 Queen Charlotte Street  
Bristol  
BS99 7QQ

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

OVAL ( 668) LIMITED

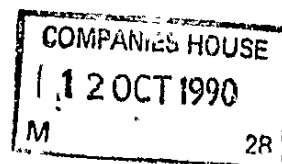
PRELIMINARY

1. The Company is a Private Company and, subject as hereinafter provided and except where the same are varied or excluded by or are inconsistent with these Articles, 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 regulations being hereinafter called "Table A") shall apply to the Company and shall be deemed to form part of these Articles. References herein to Regulations are to regulations in Table A unless otherwise stated.

DEFINITIONS

2. In these Articles unless the context otherwise requires:-

"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
"these Articles"	means these Articles of Association in their present form or as from time to time altered;
"Director"	means a Director of the Company;
"the Board"	means the Board of Directors of the Company or a duly authorised committee thereof or the Directors present at a meeting of the Board of Directors of the Company or a duly authorised committee thereof, in each case at which a quorum is present;
"Member"	means a member of the Company;



'paid up"

means paid up or credited as paid up.

### SHARE CAPITAL

3. The share capital of the Company at the date of adoption of these Articles is £100 divided into 100 Ordinary Shares of £1 each.

### SHARES

4. (a) The Board is generally and unconditionally authorised for the purposes of Section 80 of the Act to exercise any power of the Company to allot relevant securities (as defined in that Section) to such persons, on such terms and in such manner as it thinks fit, up to an aggregate nominal amount of £100 at any time or times during the period of five years from the date of the Company's incorporation.

(b) The authority contained in paragraph (a) above shall enable the Board to allot relevant securities after the expiry of the said period of five years pursuant to an offer or agreement made by the Company before the expiry of the said period.

(c) All unissued shares or securities of the Company not comprising relevant securities shall be at the disposal of the Board who may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as it thinks proper.

(d) Pursuant to Section 91 of the Act, sub-section (1) of Section 89 and sub-sections (1) to (6) inclusive of Section 90 of the Act shall be excluded from applying to the Company.

### LIEN

5. The lien conferred by Regulation 8 shall also attach to fully paid 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, 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. Regulation 8 shall be modified accordingly.

### FORFEITURE

6. The liability of any Member in default of payment of a call shall, if the Board so directs, also include any costs and expenses suffered or incurred by the Company in respect of such non-payment and the powers conferred on the Board by Regulation 18 and the provisions of Regulation 21 shall be extended accordingly.

### TRANSFER OF SHARES

7. The Board may, in its absolute discretion, and without giving any reason therefor, decline to register a transfer of any share, whether or not it is a fully paid share. Regulation 24 shall not apply to the Company.

### TRANSMISSION OF SHARES

8. The Board may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder thereof to elect either to be registered himself in respect of the share or to transfer the share and if the notice is not complied with within sixty days the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with. Regulation 31 shall be modified accordingly.

### PROCEEDINGS AT GENERAL MEETINGS

9. Regulation 40 shall apply to the Company but with the addition of the words "at the time when the meeting proceeds to business" at the end of the first sentence thereof.

If within half an hour from the time appointed for a general meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine. If a quorum is not present at any such adjourned meeting within half an hour from the time appointed for that meeting, the meeting shall be dissolved. Regulation 41 shall not apply to the Company.

10. A poll may be demanded at any general meeting by any member present in person or by proxy and entitled to vote. Regulation 46 shall be modified accordingly.

### DELEGATION OF DIRECTORS' POWERS

11. Any committee of the Board may consist of one or more co-opted persons other than Directors on whom voting rights may be conferred as members of the committee but so that:-

(i) the number of co-opted members shall be less than one-half of the total number of members of the committee; and

(ii) no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are Directors

Regulation 72 shall be modified accordingly.

### APPOINTMENT AND RETIREMENT OF DIRECTORS

12. The minimum number of Directors shall be one and in the event of there being a sole director, he shall have all the powers and be subject to all the provisions herein conferred on the Directors and he or any alternate Director appointed by him shall alone constitute a quorum at any meeting of the Directors. Regulations 64, 89 and 90 shall be modified (and all other Regulations in these Articles relating to Directors shall be construed) accordingly.

13. The Directors shall not be subject to retirement by rotation and accordingly:-

(i) Regulations 73 to 75 inclusive, Regulation 80 and the last sentence of Regulation 84 shall not apply to the Company;

(ii) Regulation 76 shall apply but with the deletion of the words "ther than a director retiring by rotation";

(iii) Regulation 77 shall apply but with the deletion of the words in brackets "(other than a director retiring by rotation at the meeting)";

(iv) Regulation 78 shall apply but with the deletion of the words "and may also determine the rotation in which any additional directors are to retire"; and

(v) Regulation 79 shall apply but with the deletion of the second and third sentences thereof.

#### DIRECTORS

14. The Directors shall be entitled to such remuneration (if any) by way of fee as shall from time to time be determined by the Company in General Meeting. Unless and until so determined, remuneration shall be at such rate, not exceeding £10,000 per annum for each Director, as the Board shall from time to time determine. Such remuneration shall be deemed to accrue from day to day. An alternate Director may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as his appointor may by notice in writing to the Company from time to time direct. The Directors (including alternate Directors) shall also be entitled to be paid their reasonable travelling, hotel and other expenses of attending and returning from meetings of the Company or otherwise incurred while engaged on the business of the Company or in the discharge of their duties. The end of the first sentence of Regulation 66 shall be modified accordingly and Regulations 82 and 83 shall not apply to the Company.

15. Any Director who, by request, performs special services or goes or resides abroad for any purposes of the Company or who otherwise performs services which, in the opinion of the Board, are outside the scope of the ordinary duties of a Director shall receive such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine, which shall be charged as part of the Company's ordinary working expenses.

16. 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 in any way interested;

(b) may be a director or other officer of, or employed 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 in any way interested;

(c) may, or any firm or company of which he is a member or director may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested;

(d) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from such office, service 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 benefit; and

(e) shall be entitled to vote and be counted in the quorum on any matter concerning paragraphs (a) to (d) above

For the purposes of this Article:-

(i) a general notice 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;

(ii) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and

(iii) an interest of a person who is, for any purpose of the Act (excluding any statutory modification not in force when this Article becomes binding on the Company), connected with a Director shall be treated as an interest of the Director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

Regulations 85, 86 and 94 to 97 inclusive shall not apply to the Company.

#### PROCEEDINGS OF DIRECTORS

17. An alternate director who is himself a director and/or who acts as an alternate director for more than one director shall be entitled, in the absence of his appointor(s), to a separate vote or votes on behalf of his appointor(s) in addition (if he is himself a director) to his own vote. Regulation 88 shall be modified accordingly.

#### NOTICES

18. A notice served by post shall be deemed to be given at the expiration of twenty-four hours (or, where second class mail is employed, forty-eight hours) after the time when the cover containing the same is posted. The second sentence of Regulation 115 shall not apply to the Company.

#### INDEMNITY

19. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director 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 all costs, charges, losses, expenses and liabilities incurred by him in the execution of his duties or 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 the proceedings are otherwise

disposed of without any finding or admission of any material breach of duty on his part 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. Regulation 118 shall not apply to the Company.

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NAMES AND ADDRESSES OF SUBSCRIBERS

---

*M. V. Lema*  
FOR AND ON BEHALF OF  
OVALSEC LIMITED

DIRECTOR

30 Queen Charlotte Street  
Bristol  
BS99 7QQ

*Sh. A. S.*  
FOR AND ON BEHALF OF  
OVAL NOMINEES LIMITED

DIRECTOR

30 Queen Charlotte Street  
Bristol  
BS99 7QQ

---

DATED the *10<sup>th</sup>* day of *October* 1990

WITNESS to the above Signatures:-

*Janis Law*  
30 Queen Charlotte Street  
Bristol  
BS99 7QQ



# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2550982

I hereby certify that

OVAL (668) 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 OCTOBER 1990

  
P. Davidson (Mrs)

an authorised officer

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2550982

I hereby certify that

OVAL (668) LIMITED

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

FREE TRADERS LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 9 JANUARY 1991

*P. Bevan*  
P. BEVAN

an authorised officer

No. 2550982

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

of

OVAL (668) LIMITED

(passed on 12th December, 1990)

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at 6-9 Middle Street, London, EC1A 7JA on Wednesday, 12th December, 1990 the following Resolutions were duly passed as Special Resolutions of the Company:-

RESOLUTION

1. THAT the name of the Company be changed to Free Traders Limited.
2. THAT the existing Memorandum of Association of the Company be amended by the deletion of Clause 3 thereof and the substitution therefor of a new Clause 3 a copy of which was produced to the Meeting and initialled by the Chairman for the purpose of identification.

.....*THA*.....*C*

Chairman

mb:d:oval.668

8

Rto. 30 Queen Charlotte Street  
Bristol  
BS99 7 QQ.

NW *PR*  
000 339



No. 2550982

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

of

OVAL (668) LIMITED

(passed on 12th December, 1990)

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.....*[Signature]*.....  
Chairman

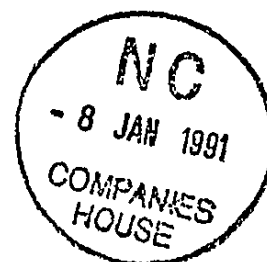
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11/1/91  
Rlo. 30 Queen Charlotte Street  
Bristol

NW ~~10~~ PR

RWT  
9-1-91



Company No:- 2550982

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

*[Handwritten signature]*

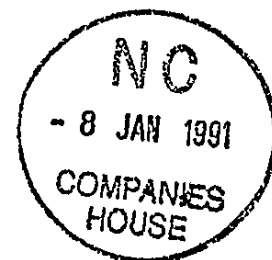
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MEMORANDUM  
and  
ARTICLES OF ASSOCIATION  
of  
OVAL (668) LIMITED

---

Incorporated the 23rd day of October 1990

OSBORNE CLARKE  
30 Queen Charlotte Street  
Bristol  
BS99 7QQ



jpmc:d:oval.668.art

-  
THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

OVAL (668) LIMITED

1. The Company's name is OVAL (668) LIMITED.
2. The Company's registered office is to be situated in England and Wales.
- \*3. The objects for which the Company is established are:-
  - (A) To carry on all or any of the businesses of manufacturers, sellers, importers, exporters, distributors, dealers, suppliers, constructors, builders, developers, promoters, financiers, concessionaries, brokers or agents of or in all or any goods, products, plant, machinery, equipment, articles, property, chattels, services or concepts of any nature or description whatsoever and in all or any part of the world. To carry on any other trade or business whatsoever which can be advantageously carried out by the Company in connection with or as ancillary to any of the businesses or objects of the Company.
  - (B) To carry on the business of a holding and investment Company and to do all lawful acts and things whatever, that are necessary or convenient in carrying on the business of a holding company or the business of an investment.
  - (C) To acquire and hold any kind of interest in, or provide any form of capital for, any enterprise, concern or person, to carry on a business as a holding and investment company, and, generally and in addition, to carry out, or through subsidiaries or otherwise be interested or participate in, all kinds of financial, commercial, transport, industrial, technological and other transactions and activities.
  - (D) To acquire, dispose of, deal in and enter into every other kind of transaction in relation to land, buildings, plant, machinery, equipment, vehicles, ships, rigs, aircraft, merchandise, goods and other assets.
  - (E) To undertake any manufacturing, processing, assembly or similar business.
  - (F) To carry out, commission or co-ordinate any construction or engineering works or projects on land or otherwise.
  - (G) To acquire, dispose of, make a market or deal in, issue, borrow, lend and enter into every other kind of transaction and in relation to shares, debentures, securities and investments of every kind (including, but without limitation, those issued by the government of any country or

\* New Clause 3 adopted by Special Resolution dated 12 December 1990

territory, any public authority or any international organisation) and to carry out, manage, underwrite, or arrange any issue, offering or distribution of any securities or investments of any kind.

- (H) To receive money on deposit or otherwise, to provide or arrange advances or any other form of credit or finance, to enter into or arrange transactions of every kind in relation to foreign exchange, bullion, commodities, futures, options, and similar instruments and to engage in all forms of arbitrage.
- (I) To carry on all kinds of insurance business and all kinds of business connected with insurance.
- (J) To act as trustee, personal representative, director or agent or any kind and for any purposes, and to establish, operate or otherwise act in relation to any unit trust, investment trust or collective investment scheme.
- (K) To provide management, administrative, advisory professional and technical services of any kind and in any manner.
- (L) To undertake any kind of scientific or technical research and development and acquire, develop, register, protect and renew patents, trade-marks, copyrights, designs, inventions, processes and intellectual, technical and similar rights and all forms of know-how.
- (M) To undertake any business or transaction which the directors consider can be profitably or advantageously undertaken in conjunction or concurrently with any other business or transaction being or proposed to be undertaken by the Company, and to turn to account any of the Company's assets in any manner which the directors consider expedient.
- (N) To enter into all forms of distributorship, franchise, licensing and agency transactions.
- (O) To enter into any partnership, joint venture co-operation and similar transactions, to carry out any form of take-over, acquisition, merger, amalgamation, demerger or reorganisation, to acquire or assume all or any part of the undertaking, assets, liabilities and obligations of any person, and to sell, transfer or otherwise dispose of all or any part of the undertaking, assets, liabilities and obligations of the Company.
- (P) To borrow or raise money by any method and to obtain any form of credit or finance.
- (Q) To secure the payment of any moneys, the discharge of any liabilities and the observance or performance of any kind of obligations by the Company by any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, wherever situate, including its uncalled capital, and, without prejudice to the generality of the preceding words, to enter into any such transaction in relation to any instruments or securities which have been or may be issued by the Company.
- (R) To guarantee in any manner the payment of any moneys, the discharge of any liabilities and the observance or performance of any kind of

obligations by any person wherever situate, resident, formed or incorporated, including, but without limitation, any corporation which is a holding company, a subsidiary or a fellow subsidiary of the Company, to enter into any kind of indemnity or other engagement in relation the foregoing, to secure any such guarantee, indemnity or engagement or the payment, discharge, observance and performance of any such moneys, liabilities and obligations by any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, wherever situate, including its uncalled capital, and, without prejudice to the generality of the preceding words, to enter into any such transaction in relation in relation to any instruments or securities which have been or may be issued by any person.

- (S) Subject to any restrictions imposed by law, to give at any time any form of financial assistance (directly or indirectly) for the acquisition of all or any the shares of the Company or of any holding company of the Company and/or any reduction or discharge of a liability incurred by any person for the purposes of such an acquisition.
- (T) To enter into all forms of indemnity in relation to claims, losses and contingencies of every kind and, for that or any similar purpose, to create any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, wherever situate, including its uncalled capital.
- (U) To make, draw, accept, issue, execute, indorse, avalise, negotiate and deal with instruments and securities of every kind, whether or not negotiable or transferable.
- (V) To employ, accept on secondment, retain and appoint managers, employees, professional and technical staff and personnel and advisers of every kind, and to enter into any arrangement for payment or other remunerate (including all forms of benefits) in respect of the services of such persons.
- (W) To provide or arrange for pensions, lump sum payments, gratitude, life, health, accident and
- (X) other insurances and other benefit (pecuniary or otherwise) of every kind or for the benefit of any individuals who are or have been directors of, or employed by, or who provide or have provided personal services to or for, the company or any company which is or has been a subsidiary, holding company or fellow subsidiary of the Company or otherwise connected with the Company or the predecessors in the business of the Company or of any such subsidiary or connected company and to or for the benefit of the wives, widows, children and other relatives and dependants of such individuals and other persons who have or formerly had with any such individuals any relationship or such a kind as the directors may approve; and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangements of any kind which the directors may approve.
- (Y) To establish, maintain and participate in profit sharing, share holding, share option, incentive or similar schemes for the benefit of any of the directors or employees of the Company or of any such subsidiary, holding or fellow subsidiary or connected company and of any other person falling



within any category approved by the directors, and to lend money to any such directors, employees or persons or to trustees on their behalf to enable any such schemes to be established or maintained.

- (Z) To support and subscribe to any charitable or public object whatsoever and to any institution or association which may be for the benefit of the Company or its directors or employees or connected with any town or place where the Company carries on business.
- (AA) To distribute among the members of the Company in kind any assets of the Company.
- (BB) To pay any expenses connected with the promotion, formation and incorporation of the Company, to contract with any person to pay the same, and to pay commissions, fees and expenses or issue securities of the Company for underwriting, placing, distributing, or entering into any other kind of transaction in relation to, any securities of the Company.
- (CC) To exercise any power of the Company in any country or territory and by or through agents, trustees, sub-contractors or otherwise and either alone or in conjunction with others.
- (DD) To do all other things (whether similar to any of the foregoing or not) which may be considered incidental or conducive to the attainment of the Company's objects or any of them.
- (EE) To exercise any power of the Company for any consideration or for no consideration whatsoever.

And it is hereby declared:-

- (a) that this clause shall be interpreted in the widest and most general manner and without regard to the ejusdem generis rule or any other restrictive principle of interpretation,
- (b) that each of the sub-clauses of this clause shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other sub-clause
- (c) that each of those sub-clauses shall be without prejudice to, or to the generality of, any other sub-clause and shall be in no way limited or restricted by reference to or inference from any other sub-clause.
- (d) that in this clause:-
  - (i) "assets" includes property, rights and interests of every description, whether present or future, actual or contingent,
  - (ii) "dispose of", in relation to an assets, includes surrendering or extinguishing it, and also creating or

granting it or any interest or right out of in respect of it,

- (iii) "liabilities" includes debts and obligations of every description, whether present or future, actual or contingent,
- (iv) "person" includes any partnership, corporation and unincorporated body and any country, territory, public authority and international organisation,
- (v) "transaction" includes any scheme, arrangement and project.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 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.

---

NAMES AND ADDRESSES  
OF SUBSCRIBERS

NUMBER OF SHARES TO BE  
TAKEN BY EACH SUBSCRIBER

---

M V LEWIS  
FOR AND ON BEHALF OF  
OVALSEC LIMITED                      DIRECTOR

30 Queen Charlotte Street  
Bristol  
BS99 7QQ

One

SIMON BESWICK  
FOR AND BEHALF OF  
OVAL NOMINEES LIMITED              DIRECTOR

30 Queen Charlotte Street  
Bristol  
BS99 7QQ

One

Total Shares taken

Two

DATED the 10th day of October 1990

WITNESS to the above Signatures:-

JANIS LAW  
30 Queen Charlotte Street  
Bristol  
BS99 7QQ

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

OVAL (668) LIMITED

PRELIMINARY

1. The Company is a Private Company and, subject as hereinafter provided and except where the same are varied or excluded by or are inconsistent with these Articles, 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 regulations being hereinafter called "Table A") shall apply to the Company and shall be deemed to form part of these Articles. References herein to Regulations are to regulations in Table A unless otherwise stated.

DEFINITIONS

2. In these Articles unless the context otherwise requires:-

"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

"these Articles" means these Articles of Association in their present form or as from time to time altered;

"Director" means a Director of the Company;

"the Board" means the Board of Directors of the Company or a duly authorised committee thereof or the Directors present at a meeting of the Board of Directors of the Company or a duly authorised committee thereof, in each case at which a quorum is present;

"Member" means a member of the Company;

"paid up" means paid up or credited as paid up.

### SHARE CAPITAL

3. The share capital of the Company at the date of adoption of these Articles is £100 divided into 100 Ordinary Shares of £1 each.

### SHARES

4. (a) The Board is generally and unconditionally authorised for the purposes of Section 80 of the Act to exercise any power of the Company to allot relevant securities (as defined in that Section) to such persons, on such terms and in such manner as it thinks fit, up to an aggregate nominal amount of £100 at any time or times during the period of five years from the date of the Company's incorporation.

(b) The authority contained in paragraph (a) above shall enable the Board to allot relevant securities after the expiry of the said period of five years pursuant to an offer or agreement made by the Company before the expiry of the said period.

(c) All unissued shares or securities of the Company not comprising relevant securities shall be at the disposal of the Board who may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as it thinks proper.

(d) Pursuant to Section 91 of the Act, sub-section (1) of Section 89 and sub-sections (1) to (6) inclusive of Section 90 of the Act shall be excluded from applying to the Company.

### LIEN

5. The lien conferred by Regulation 8 shall also attach to fully paid 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, 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. Regulation 8 shall be modified accordingly.

### FORFEITURE

6. The liability of any Member in default of payment of a call shall, if the Board so directs, also include any costs and expenses suffered or incurred by the Company in respect of such non-payment and the powers conferred on the Board by Regulation 18 and the provisions of Regulation 21 shall be extended accordingly.

### TRANSFER OF SHARES

7. The Board may, in its absolute discretion, and without giving any reason therefor, decline to register a transfer of any share, whether or not it is a fully paid share. Regulation 24 shall not apply to the Company.

### TRANSMISSION OF SHARES

8. The Board may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder thereof to elect either to be registered himself in respect of the share or to transfer the

share and if the notice is not complied with within sixty days the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with. Regulation 31 shall be modified accordingly.

#### PROCEEDINGS AT GENERAL MEETINGS

9. Regulation 40 shall apply to the Company but with the addition of the words "at the time when the meeting proceeds to business" at the end of the first sentence thereof.

If within half an hour from the time appointed for a general meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine. If a quorum is not present at any such adjourned meeting within half an hour from the time appointed for that meeting, the meeting shall be dissolved. Regulation 41 shall not apply to the Company.

10. A poll may be demanded at any general meeting by any member present in person or by proxy and entitled to vote. Regulation 46 shall be modified accordingly.

#### DELEGATION OF DIRECTORS' POWERS

11. Any committee of the Board may consist of one or more co-opted persons other than Directors on whom voting rights may be conferred as members of the committee but so that:-

(i) the number of co-opted members shall be less than one-half of the total number of members of the committee; and

(ii) no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are Directors

Regulation 72 shall be modified accordingly.

#### APPOINTMENT AND RETIREMENT OF DIRECTORS

12. The minimum number of Directors shall be one and in the event of there being a sole director, he shall have all the powers and be subject to all the provisions herein conferred on the Directors and he or any alternate Director appointed by him shall alone constitute a quorum at any meeting of the Directors. Regulations 64, 89 and 90 shall be modified (and all other Regulations in these Articles relating to Directors shall be construed) accordingly.

13. The Directors shall not be subject to retirement by rotation and accordingly:-

(i) Regulations 73 to 75 inclusive, Regulation 80 and the last sentence of Regulation 84 shall not apply to the Company;

(ii) Regulation 76 shall apply but with the deletion of the words "other than a director retiring by rotation";

(iii) Regulation 77 shall apply but with the deletion of the words in brackets "(other than a director retiring by rotation at the meeting)";

(iv) Regulation 78 shall apply but with the deletion of the words "and may also determine the rotation in which any additional directors are to retire"; and

(v) Regulation 79 shall apply but with the deletion of the second and third sentences thereof.

#### DIRECTORS

14. The Directors shall be entitled to such remuneration (if any) by way of fee as shall from time to time be determined by the Company in General Meeting. Unless and until so determined, remuneration shall be at such rate, not exceeding £10,000 per annum for each Director, as the Board shall from time to time determine. Such remuneration shall be deemed to accrue from day to day. An alternate Director may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as his appointor may by notice in writing to the Company from time to time direct. The Directors (including alternate Directors) shall also be entitled to be paid their reasonable travelling, hotel and other expenses of attending and returning from meetings of the Company or otherwise incurred while engaged on the business of the Company or in the discharge of their duties. The end of the first sentence of Regulation 66 shall be modified accordingly and Regulations 82 and 83 shall not apply to the Company.

15. Any Director who, by request, performs special services or goes or resides abroad for any purposes of the Company or who otherwise performs services which, in the opinion of the Board, are outside the scope of the ordinary duties of a Director shall receive such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine, which shall be charged as part of the Company's ordinary working expenses.

16. 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 in any way interested;

(b) may be a director or other officer of, or employed 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 in any way interested;

(c) may, or any firm or company of which he is a member or director may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested;

(d) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from such office, service 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 benefit; and

(e) shall be entitled to vote and be counted in the quorum on any matter concerning paragraphs (a) to (d) above

For the purposes of this Article:-

(i) a general notice 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;

(ii) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and

(iii) an interest of a person who is, for any purpose of the Act (excluding any statutory modification not in force when this Article becomes binding on the Company), connected with a Director shall be treated as an interest of the Director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

Regulations 85, 86 and 94 to 97 inclusive shall not apply to the Company.

#### PROCEEDINGS OF DIRECTORS

17. An alternate director who is himself a director and/or who acts as an alternate director for more than one director shall be entitled, in the absence of his appointor(s), to a separate vote or votes on behalf of his appointor(s) in addition (if he is himself a director) to his own vote. Regulation 88 shall be modified accordingly.

#### NOTICES

18. A notice served by post shall be deemed to be given at the expiration of twenty-four hours (or, where second class mail is employed, forty-eight hours) after the time when the cover containing the same is posted. The second sentence of Regulation 115 shall not apply to the Company.

#### INDEMNITY

19. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director 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 all costs, charges, losses, expenses and liabilities incurred by him in the execution of his duties or 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 the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part 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. Regulation 118 shall not apply to the Company.

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NAMES AND ADDRESSES OF SUBSCRIBERS

---

M V LEWIS  
FOR AND ON BEHALF OF  
OVALSEC LIMITED                      DIRECTOR

30 Queen Charlotte Street  
Bristol  
BS99 7QQ

SIMON BESWICK  
FOR AND ON BEHALF OF  
OVAL NOMINEES LIMITED              DIRECTOR

30 Queen Charlotte Street  
Bristol  
BS99 7QQ

---

DATED the 10th day of October 1990

WITNESS to the above Signatures:-

JANIS LAW  
30 Queen Charlotte Street  
Bristol  
BS99 7QQ

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2550982

I hereby certify that

**FREE TRADERS LIMITED**

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

**FREETRADERS LIMITED**

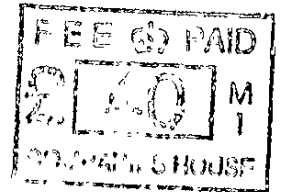
Given under my hand at the Companies Registration Office,  
Cardiff the 18 FEBRUARY 1991

*E. P. Owen*  
MRS. E. P. OWEN

an authorised officer

No. 2550982

29



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

(Pursuant to S.380 (4)(c)  
the Companies Act 1985)

of

(Free Traders Limited)  
(passed on 26th January 1991)

We, being the holders of all the shares in the above named Company now issued,  
resolve as follows:-

THAT the name of the Company be and is hereby changed to :

"Freetraders Limited"

*[Signature]*  
.....  
Director  
For and on behalf of  
Oval Nominees Limited

*[Signature]*  
.....  
Director  
For and on behalf of  
Oval (667) Limited



N/W  
E/O  
000514  
11 FEB 1991

mb:d:freetraders.sr

G

COMPANIES FORM No. 224

**Notice of accounting reference date**  
**(to be delivered within 6 months of**  
**incorporation)**

224

Please do not  
write in  
this margin

Pursuant to section 224 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

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

2550982

Name of company

\*Insert full name  
of company

\* FREETRADERS LIMITED

gives notice that the date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

**Important**  
The accounting  
reference date to  
be entered along-  
side should be  
completed as in the  
following examples:

Day Month

3 0 0 9

5 April  
Day Month

0 5 0 4

30 June  
Day Month

3 0 0 6

31 December  
Day Month

3 1 1 2

†Delete as  
appropriate

Signed

[Director] [Secretary]† Date

14/6/91

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

Osborne Clarke  
6-9 Middle Street  
London  
EC1A 7JA

Ref: 201.64

For official use  
General Section

Post room

COMPANIES HOUSE

18 JUN 1991

M

61

Oyez

The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoth Street, London SE1 5TS

Companies G224

3.86 F6089

5019191

\*\*\*

18/6/91  
212



COMPANIES FORM No.155(6)a

# Declaration in relation to assistance for the acquisition of shares.

# 155(6)a

Please do not write in this margin

Pursuant to section 155(6) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[ ] [ ] [ ] [ ]

02550982

Note  
Please read the notes on page 3 before completing this form.

Name of company

\* FREETRADERS LIMITED

† insert full name of company

§ insert name(s) and address(es) of all the directors

We of DAVID MALCOLM FISHER OF ASHLEY WOOD, KINGSDOWN, CORSHAM, WILTSHIRE SN14 9BH  
RUSSELL BLACKBURN HOYLE OF 77 RICHMOND PARK ROAD, EAST SHEEN, LONDON SW14 8JY  
EDWARD GEORGE NIBLOCK OF 41 ABBEY GARDENS, LONDON NW8 9AS  
CHARLES MICHAEL CRANE OF 41 QUEENS GARDENS, LONDON W2 3AA  
DAVID NOEL GREGORY OF 15 ORCHARD RISE, RICHMOND, SURREY TW10 5BX

† delete as appropriate

~~the sole director~~ ~~all the directors~~† of the above company do solemnly and sincerely declare that:

The business of the company is:

§ delete whichever is inappropriate

~~(a) that of a [recognised bank] [licensed institution] within the meaning of the Banking Act 1979~~  
~~(b) that of a person authorised under section 1 or 4 of the Insurance Companies Act 1982 to carry on insurance business in the United Kingdom~~  
(c) something other than the above§

The company is proposing to give financial assistance in connection with the acquisition of shares in

~~the [company]~~ [company's holding company] FREETRADERS GROUP

Limited]†

The assistance is for the purpose of [that acquisition][reducing or discharging a liability incurred for the purpose of that acquisition].†

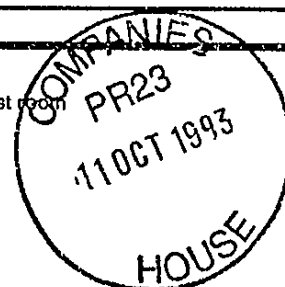
The number and class of the shares acquired or to be acquired is: 2,649,935 "A" ORDINARY SHARES OF 10p EACH IN THE CAPITAL OF FREETRADERS GROUP LIMITED

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

SLAUGHTER AND MAY  
35 BASINGHALL STREET  
LONDON EC2V 5DB  
REF: TGMB/ANH/AZS

For official Use  
General Section

Post room



The assistance is to be given to: (note 2) J.A. DEVENISH PLC, CANONBURY WINE CO. LIMITED,  
CANONBURY WINE CO. (PORTSMOUTH) LIMITED and SELIGMAN & CO LIMITED each of whose  
registered office is at Hope Square, Weymouth, Dorset DT4 8TR (together the  
"Devenish Companies")

Please do not  
write in  
this margin

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

The assistance will take the form of:

The release by Freetraders Limited of each of the Devenish Companies from all liability which each of the Devenish Companies has or may have to Freetraders Limited arising out of or in connection with the agreement dated 18th December, 1990 between Freetraders Limited and the Devenish Companies relating to the sale and purchase of the business of wholesale beer, wine and spirits distribution carried out by certain of the Devenish Companies (the "Asset Sale Agreement")

~~1/15~~ The person who [has acquired] ~~[NIL]~~ the shares is:

† delete as  
appropriate

MATTHEW CLARK PLC whose registered office is at The Clock House, London Road,  
Guildford, Surrey GU1 1UW

The principal terms on which the assistance will be given are:

The assistance is given in consideration for (i) the agreement by J.A. Devenish plc to extend the term of an existing working capital facility of a principal amount of £1,000,000 provided to the Company to 30th September, 1995, (ii) the release and discharge of all the security created by the Company in favour of J.A. Devenish plc in relation to the aforesaid working capital facility and (iii) the release by each of the Devenish Companies (as defined above) of the Company from all liability it has or may have to them arising out of or in connection with the Asset Sale Agreement (as defined above)

The amount of cash to be transferred to the person assisted is £ NIL

The value of any asset to be transferred to the person assisted is £ NIL

The date on which the assistance is to be given is 28th September 19 93

Please do not  
write in  
this margin

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

\* delete either (a) or  
(b) as appropriate

1/We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts.(note 3)

(a)1/We have formed the opinion that the company will be able to pay it's debts as they fall due during the year immediately following that date]\*(note 3)

~~(b)1/It is intended to commence the winding up of the company within 12 months of that date, and I/we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up]\*(note 3)~~

And I/we 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 6 Park Lane  
Wembley  
Middlesex  
the 28<sup>th</sup> day of SEPTEMBER  
one thousand nine hundred and 93

before me [Signature]  
A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

**C. A. GLASS**  
Solicitor

## NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.

Declared at \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

the \_\_\_\_\_ day of \_\_\_\_\_

one thousand nine hundred and \_\_\_\_\_

\_\_\_\_\_

before me \_\_\_\_\_

Declarants to sign below

[Signature]  
D M Fisher

[Signature]  
R B Hoyle

[Signature]  
E G Niblock

[Signature]  
D N Gregory

[Signature]  
C M Crane



Peat Marwick

PO Box 486  
1 Puddle Dock  
Blackfriars  
London EC4V 3PD

Telephone 071-236 8000  
Telefax 071-248 6552  
Telex 8811541 KPMGLO G  
DX 38050 Blackfriars

255072

The Directors  
Freetraders Limited  
Twyford Abbey Road  
Park Royal  
LONDON NW10 7SB

Our ref ab/am/g002.09

28 September 1993

Dear Sirs

**Auditors' report to the directors of Freetraders Limited pursuant to Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors dated 28 September 1993 in connection with the proposal that the company should give financial assistance for the purchase of 2,649,935 of the "A" ordinary shares of this company's holding company, Freetraders Group Limited. We have enquired into the state of the company's affairs so far as necessary for us to review the bases for the statutory declaration.

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully

KPMG Peat Marwick



25.10.93  
310



Member firm of  
Twyford Peat Marwick Goudeloe

Registered to carry on audit work and authorised to carry on investment business by  
the Institute of Chartered Accountants in England and Wales

The address for the purposes of Section 4, Business Names Act 1985 is 1 Puddle Dock,  
Blackfriars, London EC4V 3PD at which a list of partners' names is available for inspection



**G**

COMPANIES FORM No. 225(2)

**225(2)****Notice of new accounting reference date given after the end of an accounting reference period by a parent or subsidiary undertaking or by a company subject to an administration order**

Please do not write in this margin

Pursuant to section 225(2) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

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

**1 To the Registrar of Companies (Address overleaf—Note 7)**

Company number

2550982

Name of company

\*Insert full name of company.

\* FRASERSONS LIMITED

**Note**

Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 6 overleaf before completing this form.

**2** gives notice that the company's new accounting reference date on which the previous accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 0 0 4

†Delete as appropriate.

**3** The previous accounting reference period of the company is to be treated as [shortened] [extended]† and [is to be treated as having come to an end] [will come to an end]† on

Day Month Year

3 0 0 4 1 9 9 4

If neither of these statements can be completed, the notice cannot be given.

**4** If this notice is given by a company which is a subsidiary or parent undertaking but which is not subject to an administration order, the following statement should be completed:The company is a [subsidiary] [parent]† undertaking of MATTING CLARK PLC

163952. DMS

company number 163572the accounting reference date of which is 30 H APRIL**5** If this notice is given by a company which is subject to an administration order, the following statement should be completed:

An administration order was made in relation to the company on \_\_\_\_\_

and it is still in force.

† Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scottish approved)

**6** Signed [Signature]Designation SECRETARYDate 16.2.95

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

For official use D.E.B.

Post room



A31 \*ATUHJ9AG\* 397

COMPANIES HOUSE 28/02/95

COMPANIES HOUSE 28/02/95

16.2.95  
2550