

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

Please do not
write in
this margin

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

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

To the Registrar of Companies
(Address overleaf)

For official use

| | | | |
|--|--|--|--|
| | | | |
|--|--|--|--|

For official use

| |
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| |
|--|

Name of company

* insert full
name of Company

| |
|--|
| * SHADOWCALL LIMITED |
|--|

I, **ERIC CHARLES TURNER**
of **120 EAST ROAD, LONDON, N1 6AA**

* delete as
appropriate

do solemnly and sincerely declare that I am an authorised signatory of CCS Secretaries Limited named as secretary of the company in the statement delivered to the registrar under section 10(2)(f) 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 1935

Declared at **27 ETCHINGHAM COURT,**
LONDON, N3

Declarant to sign below

the **5th** day of **February**
One thousand nine hundred and ninety-one
before me **W.K. PHILLIPS**
Solicitor

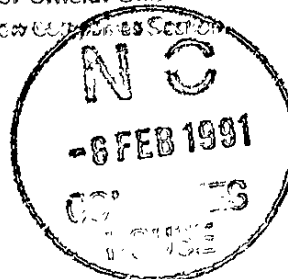
A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

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

For official Use

New Companies Section

Post room





International Company Registration Agents

Capital Company Services Limited
120 East Road
London N1 6AA
Telephone: 071-251 2566

10

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

This form should be completed in black.

CH 2582323

For official use ☐

Company name (in full)

SHADOWCALL LIMITED

Registered office of the company on
incorporation.

RO

120 EAST ROAD
LONDON, N1 6AA

Post town

County/Region

Postcode

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

☒

Name

CAPITAL COMPANY SERVICES LTD

RA

120 EAST ROAD

Post town

LONDON

County/Region

Postcode

N1 6AA

Number of continuation sheets attached

☐

To whom should Companies House
direct any enquiries about the
information shown in this form?

Capital Company Services Limited

120 EAST ROAD

LONDON N1 6AA

Telephone TEL: 01-251-2566

Postcode

Extension

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CS

CCS SECRETARIES LIMITED

AD 120 EAST ROAD

Post town LONDON

County/Region

Postcode N1 6AA

Country UNITED KINGDOM

I consent to act as secretary of the company named on page 1

For and on behalf of CCS SECRETARIES LTD.

Consent signature

Signed

Authorised Signatory

Date

05 FEB 1991

Directors (See notes 1-5)

Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CD

CCS DIRECTORS LIMITED

AD 120 EAST ROAD

Post town LONDON

County/Region

Postcode N1 6AA

Country UNITED KINGDOM

Date of birth

DD 13 11 90

Nationality NA REGISTERED IN
ENGLAND AND WALES

Business occupation

CC LIMITED COMPANY NO. 2557792

Other directorships

OD

I consent to act as director of the company named on page 1

* Voluntary details

Consent signature

Signed

Authorised Signatory

Date

05 FEB 1991

(See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

Voluntary details

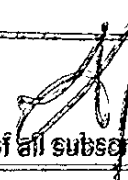
Consent signature

| | |
|---|----------------|
| CD | |
| | |
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| AD | |
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| | |
| Post town | |
| County/Region | |
| Postcode | Country |
| DD | Nationality NA |
| OC | |
| OD | |
| I consent to act as director of the company named on page 1 | |
| Signed | Date |

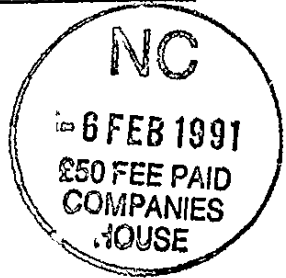
Delete if the form
is signed by the
subscribers.

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

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

| | |
|--|------|
| D.D. CAPITAL COMPANY SERVICES LIMITED | |
|  | |
| Signature of agent on behalf of all subscribers | |
| Date 05 FEB 1991 | |
| Signed | Date |
| Signed | Date |
| Signed | Date |
| Signed | Date |
| Signed | Date |
| Signed | Date |

MEMORANDUM OF ASSOCIATION



OF SHADOWCALL LIMITED

1. The Company's name is **SHADOWCALL LIMITED** /
2. The Company's Registered Office is to be situated in England.
3. The Company's objects are:-
 - A. To carry on business as a general commercial company.
 - B. To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.
 - C. To guarantee or give security for the payment or performance of any contracts, debts, or obligations of any person, company or firm, for any purpose whatsoever, and to act as agents for the collection, receipt or payment of money and generally to give any guarantee, security or indemnity.
 - D. To take on lease, purchase or in exchange, hire or otherwise acquire and hold for any interest or estate any buildings, lands, easements, privileges, rights, concessions, patent rights, patents, secret processes, licences, machinery, plant, stock-in-trade, and any real or personal property of any kind convenient or necessary for the purpose of or in connection with the Company's business or any department or branch thereof.
 - E. To apply for, purchase or otherwise acquire and hold any patents, licences, concessions, brevets d'invention, copyrights and the like, conferring any right to use or publish any secret or other information and to use, develop, exercise, or grant licences in respect of the property, rights and information so acquired.
 - F. To erect, build, construct, or reconstruct, lay down, alter, enlarge and maintain any factories, buildings, works, shops, stores, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the construction, erection and maintenance of any of the aforesaid.
 - G. To subscribe for, take, purchase or otherwise acquire and hold, sell, deal with or dispose of any share, stocks, debentures, debenture stocks, bonds, obligations and securities, guaranteed by any Company constituted or carrying on business in any part of the world and

£720/NW/PK/002772.

debentures, debenture stocks, bonds, obligations and securities guaranteed by any Government or Authority, Municipal, Parochial, Local or otherwise, within and without the United Kingdom and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to enforce and exercise all rights and powers conferred by the ownership thereof.

- H. To promote by way of advertising the products and services of the Company in any matter and to reward customers or potential customers and to promote and take part in any scheme likely to benefit the Company.
- I. To borrow or raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages of or charges upon the undertaking and all or any of the real or heritable and personal or moveable property (present or future) and the uncalled capital for the time being of the Company or by the creation and issue of debenture stocks, debentures or other obligations or securities of any description.
- J. To support, guarantee and/or secure either with or without consideration the payment of any debenture stocks, debentures, dividends, share or moneys or the performance of engagements or contracts of any other Company or person and in particular (but without prejudice to the generality of the foregoing) of any Company which is, for the time being, the Company's holding company as defined by Section 736 of the Companies Act, 1985 or another subsidiary, as defined by the said section, of the Company's holding company or otherwise associated with the Company in business and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without consideration to mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, to issue debentures and debenture stock and collaterally or further to secure any securities of the Company by a Trust Deed or other assurance and to enter into partnership or any joint purpose arrangement with any person, persons, firm or company.
- K. To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the stocks, shares or securities of any company of or in which the Company is a member or is otherwise interested.
- L. To take part in the management, formation, control or supervision of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any directors, experts or agents.
- M. To employ experts to examine and investigate into the character, prospects, value, condition and circumstances of any undertakings and business concerns and generally of any property, assets or rights.
- N. To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments; to receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.

- O. To promote or establish or concur in promoting or establishing any other company whose objects shall include the taking over of or the acquisition of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to hold, acquire, dispose of stocks, shares or securities issued by or any other obligations of any such company.
- P. To deal with and invest the moneys of the Company not immediately required for the purpose of the business of the Company in or upon such investments and in such manner as the Company may approve.
- Q. To accept payment for any rights or property sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in partly or fully paid-up shares or stock of any corporation or company, with or without deferred or preferred or special rights or restrictions in respect of repayment of capital, dividend, voting or otherwise, or in mortgages or debentures or other securities of any corporation or company or partly in one mode and partly in another, and generally on such terms as the Company may determine and to hold, dispose of or otherwise deal with any stock, shares or securities so acquired.
- R. To enter into any partnership or amalgamate with or enter into any arrangement for sharing profits, interests, or co-operative or enter into co-operation with any company, person or firm carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as to benefit this Company, whether directly or indirectly and to acquire and hold, deal with, sell or dispose of any stock, shares or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, otherwise assist or subsidise, any such company.
- S. To pay for any right or property acquired by the Company either in cash or partly or fully paid-up shares with or without deferred or preferred or special rights or restrictions in respect of repayment of capital, dividend, voting or otherwise, or by any securities which the Company has power to issue, and generally on such terms and conditions as the Company may determine.
- T. To develop, improve, manage, sell, turn to account, let on rent, royalty, exchange, share of profits or otherwise, grant easements, licences and other rights in or over, and in any other manner dispose of or deal with the undertaking and all or any of the assets and property for the time being of the Company for such consideration as the Company may think fit.
- U. To acquire, purchase, take over and undertake part or all of the business, property, assets, liabilities and engagements of any firm, person or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests generally.
- V. To aid in the support and establishment of any educational, scientific, religious or charitable institutions or trade associations or societies, whether such associations,

societies or institutions be solely connected with the business carried on by the Company or its predecessors in business or not, and to maintain and institute any club, society or other organisation.


- W. To grant pensions, gratuities, allowances and bonuses to employees or ex-employees, officers or ex-officers of the Company or its predecessors in business or the dependents of such persons and to maintain and establish or concur in maintaining funds, trusts or schemes, (whether contributory or non-contributory) with a view to providing pensions or other funds for any such persons or their dependents as aforesaid.
- X. To distribute in specie any of the shares, debentures or securities of the Company or any proceeds of sale or disposal of any property of the Company between the members of the Company in accordance with the rights, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- Y. To do all or any of the above things in any part of the either alone as principals, or as agents, trustees, sub-contractors or otherwise.
- Z. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the objects of the Company as specified in each of the foregoing sub-clauses of this Clause shall be separate and distinct objects of the Company and shall not in any way be limited by reference to any other sub-clauses or the order in which the same occur. The widest interpretation shall be given to the objects contained in each sub-clause of this Clause and shall not save where the context expressly so requires be in any way restricted or limited by inference from or reference to any other object or objects set forth in such sub-clause or from the terms of any other sub-clause. None of such sub-clause or the objects mentioned therein or the powers thereby conferred shall be deemed ancillary to or subsidiary to the powers or objects specified in any other sub-clause.


- 4. The liability of the members is limited.
- 5. The share capital of the Company is £1000 divided into 1000 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 taken by each Subscriber |
|------------------------------------|---|
|------------------------------------|---|


For and on behalf of
CCS SECRETARIES LIMITED
120 East Road,
London, N1 6AA

ONE


For and on behalf of
CCS DIRECTORS LIMITED
120 East Road,
London, N1 6AA

ONE

Dated the 4th day of February 1991

Witness to the above Signatures:-

MICHAEL NORMAN CLAPP
120 East Road,
London, N1 6AA

CHARTERED ACCOUNTANT

ARTICLES OF ASSOCIATION

-OF-

SHADOWCALL LIMITED

PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Acts 1985 to 1989 (hereinafter referred to as "the Act") and subject as hereinafter provided the Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F)(Amendment) Regulations 1985 (SI 1985 No. 1052) (such Table being hereinafter called "Table A") shall apply to the Company. Reference to any provision of the Act shall where the context so admits be construed as and include a reference to such provision as modified by any statute for the time being in force.
2. Regulations 8, 23, 24, 61, 64, 73, 74, 75, 80, 81, 84, 89, 95, 97, 101 and 118 of Table A shall not apply to the Company, but the Articles hereinafter contained, together with the remaining regulations of Table A, but subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3. Sections 89 to 94 inclusive of the Companies Act 1985 shall apply to the Company in their entirety. Any shares not accepted pursuant to the procedure set out therein shall be under the control of the Directors who may allot, grant options over or otherwise dispose of the same to such persons on such terms and in such manner as they think fit; provided that in the case of shares not accepted as aforesaid such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the Members.
4. Subject to Article 3 hereof, the Directors are unconditionally authorised for the purposes of Section 80 of the Companies Act 1985, to allot shares up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation.

LIEN ON PARTLY PAID SHARES

5. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all monies (whether presently payable or not) payable at a fixed time or called in respect of that share. The Directors may at any time

declare any share to be wholly or in part exempt from the provisions of this regulation. The Company's lien on a share shall extend to any amount payable in respect of it.

SHARE TRANSFERS

6. The Directors may in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.
7. The instrument of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up, the instrument of transfer shall in addition be signed by or on behalf of the transferee.

DIRECTORS

8. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than five. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors. The first Director or Directors of the Company shall be the person or persons named in the statement delivered to the Registrar of Companies in accordance with the Act.
9. Any Director may by notice in writing signed by him and deposited at the registered office of the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company, or a person approved by resolution of all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat as a Director, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director. A Director who is also an alternate Director shall be entitled, in addition to his own vote, to a separate vote on behalf of the Director whom he is representing.
10. The office of a Director shall be vacated if:
 - a. by notice in writing delivered to the Company at its Registered Office, or tendered at a meeting of the Directors, he resigns the office of Director; or
 - b. he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - c. he is, or may be, suffering from mental disorder and either

- i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, and application for admission under the Mental Health (Scotland) Act 1960, or
 - ii) an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- d. he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director.

MANAGING DIRECTORS AND MANAGERS

11. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. His appointment, subject to the payment to him of such compensation or damages as may be payable to him by reason thereof, shall be automatically terminated if he ceases from any cause to be a Director.
12. A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Directors may determine.

PROCEEDINGS OF DIRECTORS

13. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall, when one Director only is in office, be one, and shall, when more than one Director is in office, be two.

SECRETARY

14. The first Secretary of the Company shall be the person named in the statement delivered to the Registrar of Companies pursuant to the Act.


THE SEAL


15. The Company may have a Seal if it so wishes. If the Company has a Seal the Directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a Seal.

INDEMNITY

- 16 (a) 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 any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.
- (b) The Directors shall have power to purchase and maintain an insurance policy for any Director, officer or Auditor of the Company effecting cover against any such liability as is referred to in Section 310(1) of the Act.

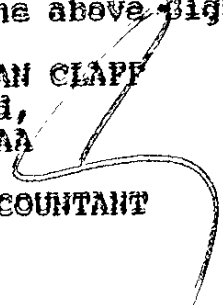
NAMES AND ADDRESSES OF SUBSCRIBERS


For and on behalf of
CCS SECRETARIES LIMITED
120 East Road,
London, N1 6AA


For and on behalf of
CCS DIRECTORS LIMITED
120 East Road,
London, N1 6AA

Dated the 4th day of February 1991

Witness to the above signatures:-


MICHAEL NORMAN CLAPP
120 East Road,
London, N1 6AA

CHARTERED ACCOUNTANT

FILE COPY



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

No. 2582323

I hereby certify that

SHADOWCALL 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 FEBRUARY 1991**

M. Rose
M. ROSE

an authorised officer

INCR

Company No. 2582323

The Companies Acts
1985 to 1989

ORDINARY RESOLUTIONS

OF

SHADOWCALL LIMITED

Passed the 4th day of March 1991

At an Extraordinary General Meeting of the Company duly convened and held at 120 East Road, London, N1 6AA the following Resolutions were duly passed as ORDINARY RESOLUTIONS of the Company, viz:

RESOLUTIONS

1. THAT, the authorised share capital of the Company be increased from £100 to £100,000 by the creation of 99,000 ordinary shares of £1 each to rank pari passu in all respects with the existing share capital of the Company.
2. THAT, the directors of the Company be generally and unconditionally authorised pursuant to Section 80(1) of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80(2) of the Companies Act 1985) up to an aggregate nominal amount of £99,000 for a period of five years from the date hereof and that Section 80(1) of the Companies Act 1985 is hereby disapplied from any such allotment.
3. That Clause 5 of the Memorandum of Association of the Company be amended to reflect the new situation.

Approved on behalf of CCS DIRECTORS LTD.
Authorised Signatory
Chairman

COMPANIES HOUSE, CARDIFF
LONDON CARDIFF
25 JUN 1991 26 JUN 1991
107

G

COMPANIES FORM No. 224

Notice of accounting reference date (to be delivered within 9 months of incorporation)

224

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1935
as inserted by section 3 of the Companies Act 1989

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

To the Registrar of Companies
(Address overleaf)

Company number

2582323

Name of company

* SHADOWCALL LIMITED

* Insert full name
of company

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

0 5 0 4

5 April
Day Month

0 5 0 4

30 June
Day Month

3 0 0 6

31 December
Day Month

3 1 1 2

† Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

Designation: Director

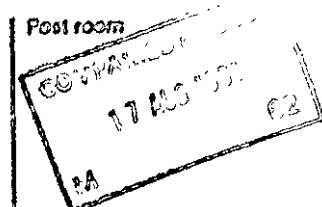
Date 17th August 1992

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

Messrs Jaguar & Co
Hilliers Chambers
21/22 High Street
Marlborough
Wilts SN8 1LN
Tel: 0672 514781
Ref: 1334/M

For official use
DED.

Post room





SHADOWCALL LIMITED

~~SHADOWCALL LIMITED~~

THE COMPANIES ACT 1985

Registered Number : 2582323

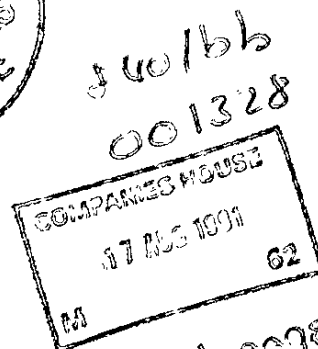
COPY resolution of the type and in the terms specified below as passed by the members of the Company named above at their extraordinary general meeting duly convened and held at Hilliers Chambers 21/22 High Street Marlborough Wiltshire SN8 1LW on 4th July 1991.

SPECIAL RESOLUTION

THAT the name of the Company be changed to
HARTCLIFFE LIMITED

Steve F. May
.....
Company Secretary

Dated 2nd August 1991



BRIC/000781

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2582323

I hereby certify that

SHADOWCALL LIMITED

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

HARTCLIFFE LIMITED

**Given under my hand at the Companies Registration Office,
Cardiff the 4 SEPTEMBER 1991**

A handwritten signature in dark ink, appearing to read "J. C. Hughes".

J. C. Hughes

an authorised officer

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

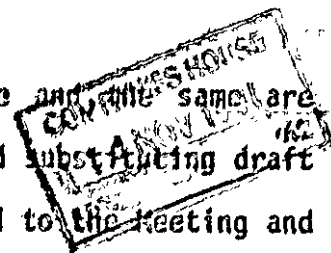
HARTCLIFFE LIMITED

(passed on 2nd October 1991)

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at Royal London House, 22-25 Finsbury Square, London EC2A 1DS on 2nd October 1991 the following Resolutions were passed as Special Resolutions of the Company:-

RESOLUTIONS

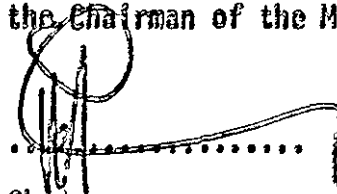
- 1 That the draft main objects clause contained in the printed document submitted to the Meeting and for the purpose of identification signed by the Chairman thereof be and the same are hereby approved and the provisions of the Memorandum of Association of the Company be and they are hereby altered by the adoption of the said draft main objects clause in substitution for and to the exclusion of the existing main objects clause, clause 3(A).
- 2 That the Articles of Association of the Company be and the same are hereby altered by deleting the existing Article 8 and substituting draft Article 8 contained in the printed document submitted to the Meeting and for the purpose of identification signed by the Chairman of the Meeting.



3

That in connection with the acquisition by County NatWest Ventures Investments Limited of 42,857 Cumulative Convertible Participating Preferred Ordinary Shares of £1 each and 107,143 Cumulative Redeemable Preference Shares of £1 each in the share capital of Mediumrent Limited, the Company be and is hereby authorised to give financial assistance for the purpose of that acquisition by:

- i) paying the costs and expenses of the acquisition in the sum of £30,000;
- ii) paying a fee to an intermediary John Moccatta & Co in the sum of £15,000; and
- iii) entering into a Collateral Debenture in favour of NatWest Investment Bank Limited in order to secure a Loan Note 1993/1996 of £150,000 being created by Mediumrent Limited in favour of the Bank upon the terms and conditions of the draft Collateral Debenture, a print of which has been produced to the meeting and initialled, for the purpose of identification, by the Chairman of the Meeting.


Chairman

G

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

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

2582323

Name of company

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

*** HARTCLIFFE LIMITED**

*Insert full name
of company

~~Wet~~ MICHAEL LEONARD EMERY of 3 Wickelstok Close Swindon Wiltshire

TERENCE IVAN JAMES of 9 Bellevue Road Swindon Wiltshire

PETER NORMAN ELLIOTT of 8 Larch Road Kingswood Bristol

PHILIP JOHN HUGHES of The Bungalow 241a Lower Way Thatcham Berkshire

and CHRISTOPHER GEORGE RUDD of Greystones Les Moutants St Andrew

Guernsey Channel Islands

Insert name(s) and
address(es) of all
the directors

Delete as
appropriate

~~to~~ ~~XXXXXX~~ (all the director(s) of the above company do solemnly and sincerely declare that
The business of the company is

Delete whichever
is inappropriate

~~to~~ ~~XXXXXX~~ (the company is engaged in the business of ~~XXXXXX~~ in accordance with the Companies Act 1985)

~~to~~ ~~XXXXXX~~ (the company is engaged in the business of ~~XXXXXX~~ in accordance with the Companies Act 1985)

~~to~~ ~~XXXXXX~~ (the company is engaged in the business of ~~XXXXXX~~ in accordance with the Companies Act 1985)

(e) something other than the above

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

~~to~~ ~~XXXXXX~~ (company's holding company) Mediament Limited

The assistance is for the purpose of [that acquisition] (purpose of the acquisition of shares in the company)
~~for the purpose of the acquisition of shares in the company~~

The number and class of the shares acquired or to be acquired is 42,847 Preferred
Ordinary Shares of £1 each and 107,143 Cumulative Redeemable Preference
Shares of £1 each

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

Messrs Jaggar & Co
Hilliers Chambers
21/22 High Street
Marlborough
Wiltshire

SN8 1LW

For official use
General

COMPANIES HOUSE

11 AUG 1991

M

ADMIN

25

The assistance is to be given to: (note 2) COUNTY NATWEST VENTURES INVESTMENTS LIMITED
(regd. No. 2106408) whose registered office is at 135 Bishopsgate London

Please do not
write in
this margin

EC2M 3UR

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

The assistance will take the form of:

- A Payment of the costs and expenses of the share issue and acquisition (£30,000).
- B Payment of a fee to an intermediary John Moccatta & Co (£15,000).
- C A Collateral Debenture in favour of Natwest Investment Bank Limited securing payment of £150,000 loaned to Mediumrent Limited.

The person who ~~(delete name)~~ (will acquire)* the shares is
County NatWest Ventures Investments Limited

*Delete as
appropriate

The principal terms on which the assistance will be given are

- A Agreement whereby upon completion of the acquisition, the costs of the solicitors and accountants involved will be paid.
- B Agreement whereby the said recipient is entitled to a fee upon completion of the acquisition.
- C As set out in the said Collateral Debenture.

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 2nd October 19 91

Please do not
write in
this margin

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

Delete either (a) or
(b) as appropriate

I/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) [I/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date] (note 3)

(b) [It is intended to commence the winding up of the company within 12 months of the 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 process]

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 TOWNSENDS
Solicitors
42 CHICHESTER STREET
SWINDON, WILTS.
the 2nd day of October
One thousand nine hundred and ninety one
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.

Declared at Royal London House, 22-25
Finchway Square London EC2
the second day of October
One Thousand Nine Hundred and ninety one
Before me G. PRICE
A Commissioner for Oaths or Notary Public
or Justice of the Peace or a Solicitor
having the powers conferred on a
Commissioner for Oaths.

Declarants to sign below

[Signature]

[Signature]

[Signature]
[Signature]

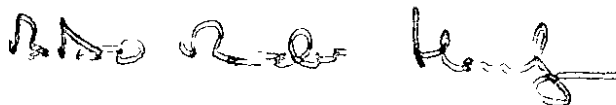
NOTES

- 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.

**AUDITOR'S REPORT TO THE DIRECTORS OF HARTCLIFFE LIMITED PURSUANT TO
SECTION 156(4) OF THE COMPANIES ACT 1985**

We have examined the attached statutory declaration of the directors dated 2 October 1991 in connection with the proposal that the company should give financial assistance for the acquisition by County NatWest Venture Investments Limited of 42,857 Cumulative Convertible Participating Preferred Ordinary Shares of £1 each and 107,143 Cumulative Redeemable Preference Shares of £1 each in Mediumrent Limited. We have enquired into the state of the affairs of the company 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 mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.



**Chartered Accountants
Registered Auditor**

2 October 1991

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

Please do not
write in this
margin

**Pursuant to section 225(1) 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 6)

Company number

2582323

• Insert full name
of company

Name of company

HARTCLIFFE 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 current 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

3009

2. The current 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 | 9 | 1 | 0 | 9 | 3 |
|---|---|---|---|---|---|---|---|

† deleted or
expurgated

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a (subsidiary) (parent) undertaking of

company number

the accounting reference date of which is

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 10 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on [redacted] and it is still in force.

D. Signed G. L. J. S., Designation C. Secretary, Date 21.04.73

* Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

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

For official use
DDA

Footnote

Messrs. Jagger & Co.
Solicitors
Hilliers Chambers
21/22 High Street
MARLBOROUGH, Wiltshire SN8 1LW
4125014/M.