

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

--	--	--	--

--

Name of company

* ROVER GROUP TRUSTEES LIMITED

* Insert full
name of Company

I, Robert John Smith

of 190 Strand

London

WC2R 1JN

† 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 10 Maltrowers Street
London WC2R 3BS

Declarant to sign below

R J Smith

the 22nd day of March

One thousand nine hundred and Ninety one

before me K Marnie

~~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):

LAWRENCE GRAHAM
190 STRAND
LONDON WC2R 1JN
SOLICITORS

For official Use

New Companies Section

Post room



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21 St. Thomas Street, Bristol BS1 6JS
Tel: 0272 230600 Telex 449119

10

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

This form should be completed in black.

Company name (in full)

GN

2597360

For official use

Q

ROVER GROUP ~~ENSION~~ TRUSTEES LIMITED

Registered office of the company on
incorporation.

RO

Belgrave House

1, Greyfriars

Post town Northampton

County/Region

Postcode NN1 2BL

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.

X

Name LAWRENCE GRAHAM

RA

190 STRAND

Post town LONDON

County/Region

Postcode WC2R 1JN

Number of continuation sheets attached

16

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

LAWRENCE GRAHAM

190 STRAND

LONDON

Postcode WC2R 1JN

Telephone 071-379 0000

Extension

Company Secretary (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.

Consent signature

CS MR

JOHN WILFRID

SUCKLING

AD 'PLAS DAWEL'

BLADON

Post town OXFORD

County/Region

Postcode OX7 1RD

Country BRITISH

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

Signed

Date 20 March 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.

Date of birth

Business occupation

Other directorships

CD MR

JOHN

CAMBRIDGE

AD 101 CANADA WAY

WORCESTER

Post town

County/Region

Postcode WR2 4XD

Country ENGLAND

DO 21 0744

Nationality NA BRITISH

OC MACHINE TOOL FITTER

OD ROVER GROUP (HOURLY PAID) TRUSTEES LIMITED

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

Signed

Date 20/3/91

Consent signature

Directors (continued)

(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

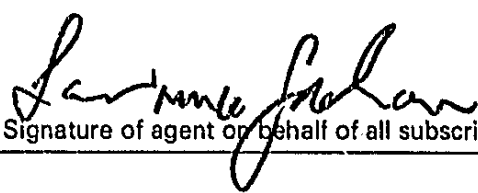
Other directorships

* Voluntary details

Consent signature

CD	MR
JOSEPH LEOPOLD	
CATNEY	
AD	42 BENSON ROAD
HEADINGTON	
Post town OXFORD	
County/Region	
Postcode OX3 7EH	
Country ENGLAND	
DO	03 08 47
Nationality NA BRITISH	
OC	MANAGER - COLLABORATIVE ACCOUNTING
OD	ROVER GROUP (STAFF) TRUSTEES LIMITED
I consent to act as director of the company named on page 1	
Signed	
Date 20/3/91	

Delete if the form
is signed by the
subscribers.

	Date 20/3/91
Signature of agent or behalf of all 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.

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

Directors (continued)

(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** MR

ROBERT STANLEY

NEVILLE

AD BORROWELL

BORROWELL LANE

Post town KENILWORTH

County/Region WARWICKSHIRE

Postcode CV8 1ER

Country ENGLAND

DO 0 5 0 8 4 3Nationality **NA** BRITISH**OC** DIRECTOR - COMMERCIAL OPERATIONS**OD** SEE ATTACHED SHEET

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

Signed

R S Neill

Date

20-3-91

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers Date

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for them.

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

MR. ROBERT STANLEY NEVILLE

OTHER DIRECTORSHIPS (continued)

Rover Exports Limited
Rover Finance Limited
Rover Group Limited
Neville Developments Limited
Rovard Facilities Limited
Rover Finance Properties Limited
Rover Finance Wholesale Limited
Rover Group (Hourly Paid) Trustees Limited

Directors (continued)

(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	MR
ROY ANDREW COLIN	
SLOAN	
AD	35 MAUNSELL WAY
WROUGHTON	
Post town	SWINDON
County/Region	WILTS
Postcode	SN4 9SF
Country	ENGLAND
DD	3 1 0 3 3 9
Nationality	NA BRITISH
OC	OPERATOR
OD	ROVER GROUP (HOURLY PAID) TRUSTEES LIMITED
I consent to act as director of the company named on page 1	
Signed	
Date	20.3.91

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers	Date
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authorised to sign
for them.

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

Directors (continued)

(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** MR

ROBERT WILLIAM

TURNER

AD

52 LONGHURST CROFT

WEST HEATH

Post town BIRMINGHAM

County/Region

Postcode B32 4SQ

Country

ENGLAND

DD

11/4/95/413

Nationality

NA

BRITISH

OC

TRIMMER

OD

ROVER GROUP (HOURLY PAID) TRUSTEES LIMITED

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

Signed



Date

20/3/91

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Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Directors (continued),
(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	MR
CHRISTOPHER JOHN STUART	
WOODWARD	
AD	<i>E 235N</i> HOLM BEACH, 7 WOOD END CLOSE
ONE PIN LANE	
Post town	FARNHAM COMMON
County/Region	BUCKS
Postcode	
Country	ENGLAND
DO	09 10 4 6
Nationality	NA BRITISH
OC	MANAGING DIRECTOR
OD	SEE ATTACHED LIST
I consent to act as director of the company named on page 1	
Signed	<i>CJS Woodward</i> Date 19.11.91

Delete if the form
is signed by the
subscribers.

<i>L. A. Davidson</i>	
Signature of agent on behalf of all subscribers	Date

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

All the subscribers
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person or persons
authorised to sign
for them.

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

MR C J S WOODWARD'S DIRECTORSHIPS AS AT 23.2.90

UK Companies

Rover Group Holdings plc

Rover Overseas Holdings Ltd*

Land Rover-Leyland International Holdings Ltd*

Land Rover UK Ltd*

Land Rover Overseas Holdings Ltd*

British Motor Industry Heritage Trust (BMIHT)

Rover Group (Staff) Trustees Ltd

Rover Investments Ltd*

Rover Group Ltd*

Land Rover Parts Ltd* .

*subsidiaries of Rover Group Holdings plc

Overseas Companies

Range Rover of N America Inc

Land Rover Canada Inc

Directors (continued).
(See notes 1 to 5)

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

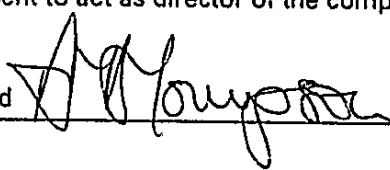
Address

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	MRS
ANNE MARGARET BURGESS	
YOUNGSON	
AD	THE OLD VICARAGE, PRESTON ON STOUR
Post town	STRATFORD ON AVON
County/Region	
Postcode	CV37 8NG
Country	ENGLAND
DO	3 0 0 9 4 7
Nationality	NA BRITISH
OC	MANAGER, SMALL CAR STRATEGY
OD	ROVER GROUP (STAFF) TRUSTEES LIMITED
I consent to act as director of the company named on page 1	
Signed	
Date	20.3.91

Delete if the form
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subscribers.

Signature of agent on behalf of all subscribers Date

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

Directors (continued)
(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	MR
ROY GEORGE	
STORR	
AD	30 WOODCOTE AVENUE
Post town	KENILWORTH
County/Region	WEST MIDLANDS
Postcode	CV8 1BH
Country	ENGLAND
DO	2 2 0 9 3 6
Nationality	NA BRITISH
QC	PROJECT ENGINEER
OD	ROVER GROUP (STAFF) TRUSTEES LIMITED
I consent to act as director of the company named on page 1	
Signed	
Date	20.3.91

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Signature of agent on behalf of all subscribers	Date
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Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

Directors (continued)
(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.

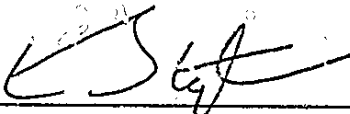
Date of

Business occupation

Other directorships

* Voluntary details

Consent signature

CD	MR
NICHOLAS JOHN	
STEPHENSON	
AD	THE OLD BAKERY
10 BEARLEY ROAD	
Post town ASTON CANTLOW	
County/Region WARWICKS	
Postcode B95 6HS	
Country ENGLAND	
DD	2 4 0 7 4 8
Nationality NA BRITISH	
OC	FORWARD PROGRAMME DIRECTOR
OD	ROVER GROUP (HOURLY PAID) TRUSTEES LIMITED
I consent to act as director of the company named on page 1	
Signed	 Date 20-3-91

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Signature of agent on behalf of all subscribers Date

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Signed	Date
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Signed	Date
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Signed	Date
Signed	Date

Directors (continued)

(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	MR
ALFRED EMERY	
SMITH	
AD	478 BANBURY ROAD
Post town	OXFORD
County/Region	
Postcode	OX2 8EN
Country	ENGLAND
DO	2 8 0 7 1 4
Nationality	NA BRITISH
OC	RETIRED COMPANY EXECUTIVE
OD	EMC TRUSTEES LIMITED, ROVER GROUP (STAFF) TRUSTEES LIMITED
I consent to act as director of the company named on page 1	
Signed	<i>Alfred Emery</i>
Date	20th March '91

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers Date

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

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

Directors (continued)
(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	MR
PETER	
O'CONNOR	
AD	13 VICARAGE CLOSE
LITTLEMORE	
Post town	OXFORD
County/Region	
Postcode	OX4 4PL
Country	ENGLAND
DO	2 1 0 1 3 3
Nationality	NA BRITISH
OC	TROUBLE INVESTIGATOR
OD	ROVER GROUP (STAFF) TRUSTEES LIMITED
I consent to act as director of the company named on page 1	
Signed	<i>P O'Connor</i> Date <i>20/3/91</i>

Delete if the form
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Signature of agent on behalf of all subscribers	Date
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Signed	Date
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Signed	Date
Signed	Date
Signed	Date

Directors (continued)

(See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

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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** MR

LLOYD HARRY

MILES

AD 14 HINTONS COPPICE

KNOWLE

Post town SOLIHULL

County/Region WEST MIDLANDS

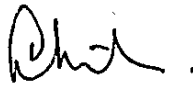
Postcode B93 9RF

Country ENGLAND

DD 0 7 0 8 4 3Nationality **NA** BRITISH**OC** PRODUCTION WORKER**OD** ROVER GROUP (HOURLY PAID) TRUSTEES LIMITED

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

Signed



Date

20.3.1991

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subscribers.

Signature of agent on behalf of all subscribers Date

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Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Directors (continued)

(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** DR

STANLEY MICHAEL

MANTON

AD

"JOUEL", ORCHARD CLOSE

Post town WELFORD ON AVON**County/Region** WARKS**Postcode** CV37 8HA**Country** ENGLAND**DD**

2

3

0

6

4

4

Nationality**NA**

BRITISH

OC

GROUP ENGINEERING DIRECTOR

OD

ROVER GROUP (HOURLY PAID) TRUSTEES LIMITED

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

Signed**Date**

20. 3. 91

Delete if the form
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subscribers.

Signature of agent on behalf of all subscribers **Date**

Delete if the form
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Signed**Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

Directors (continued).

(See notes 1-5)

Name ***Style/Title**

Forenames

Surname

***Honours etc**

Previous forenames

Previous surname

Address

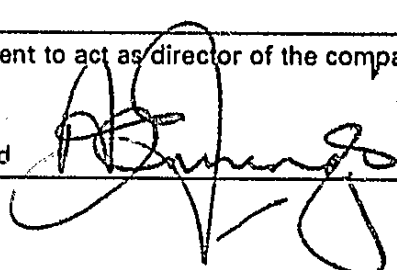
Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

*** Voluntary details****Consent signature**

CD	MR
ANTHONY TREVOR	
JENNINGS	
AD	15 STRATFORD ROAD
Post town WARWICK	
County/Region	
Postcode	CV34 6AS
Country	ENGLAND
DO	1 1 0 8 3 5
Nationality	NA BRITISH
OC	DIRECTOR - SERVICE AND SUPPLY
OD	ROVER GROUP (STAFF) TRUSTEES LIMITED
I consent to act as director of the company named on page 1	
Signed	
Date	1911 MARCH 91

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Signature of agent on behalf of all subscribers Date

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

Directors (continued).

(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** MR

MAURICE EDWARD

HAYES

AD

43 SHRUBBERY ROAD

DRAKES BROUGHTON

Post town PERSHORE

County/Region WORCS

Postcode WR10 2AX

Country ENGLAND

DD

2 0 0 2 4 3

Nationality

NA

BRITISH

OC

SOURCING ENGINEER

OD

ROVER GROUP (STAFF) TRUSTEES LIMITED

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

Signed

Date

20/03/91

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Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Directors (continued)

(See notes P-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	MR
NIGEL PETER	
CHALK	
AD	5 DAYS CLOSE
STRATTON ST MARGARET	
Post town	SWINDON
County/Region	WILTS
Postcode	SN3 4PQ
Country	ENGLAND
DO	2 7 1 1 5 2
Nationality	NA BRITISH
OC	SYSTEMS CO-ORDINATOR
OD	ROVER GROUP (STAFF) TRUSTEES LIMITED
I consent to act as director of the company named on page 1	
Signed	<i>N P Chalk</i>
Date	20 th Mar 91

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Signed	Date
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Signed	Date
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Signed	Date
Signed	Date

(See notes 1-5)

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

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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 MR

HARRY ANTHONY

ROSE

AD THE OLD SCHOOL HOUSE

LIGHTHORNE

Post town WARWICK

County/Region

Postcode CV34 OAX

Country ENGLAND

DD 1 6 0 4 4 0

Nationality NA BRITISH

OC FINANCE DIRECTOR

OD SEE ATTACHED LIST

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

Signed

Date

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Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

MR HARRY ANTHONY ROSE

OTHER DIRECTORSHIPS

ARG Holdings Limited
Rover Group Heritage Trust Limited
Austin Rover Group Limited
BLMC Engineering Limited
BLMC Limited
British Motor Industry Heritage Trust
Land Rover Overseas Holdings Limited
Land Rover UK (Property) Limited
Land Rover UK Limited
Land Rover-Leyland International Holdings Limited
Leyland Engines Limited
Rover Exports Limited
Rover Finance Limited
Rover Finance Properties Limited
Rover Finance Wholesale Limited
Rover Group (Property) Limited
Rover Group Limited
Rover Group Holdings plc
Rover Investments Limited
Rover Overseas Holdings Limited
Special Trucks Limited
The British Motor Corporation Limited
The Rover Group Benefit Trust Limited
Nuffield Services Limited
Rover Group (Staff) Trustees Limited

PAST

DATES OF RESIGNATION

WVF Commercial Limited	17 February 1989
Llanelli Radiators (Holdings) Ltd	16 June 1989
Leyland Bus Limited	13 January 1987
Leyland Vehicles Limited	6 April 1987
Leyland Vehicles Exports Limited	6 April 1987
Leyland Trucks Limited	6 April 1987
Leyland Parts Limited	6 April 1987

Directors (continued)
(See notes p. 5)

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

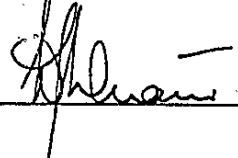
Address

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	MR
LESLIE MALCOLM	
WHARTON	
AD	"AVENBURY"
PARK VIEW TERRACE	
Post town	WORCESTER
County/Region	
Postcode	WR3 7AG
Country	ENGLAND
DO	0 5 0 6 2 9
Nationality	NA BRITISH
OG	MANAGING DIRECTOR
OD	SEE ATTACHED LIST
I consent to act as director of the company named on page 1	
Signed	
Date	20 March 1991

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.

Signature of agent on behalf of all subscribers	Date
---	------

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

MR LESLIE MALCOLM WHARTON

OTHER DIRECTORSHIPS (continued)

Liverpool Airport PLC
British Aerospace (Liverpool Airport) Limited
JRA Holdings Limited (Australia)
Rover Group (Hourly Paid) Trustees Limited

259 7360

CFD
260391

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL



MEMORANDUM OF ASSOCIATION

OF

ROVER GROUP TRUSTEES LIMITED

1. The name of the Company is Rover Group Trustees Limited.
2. The registered office of the Company will be situate in England and Wales.
3. The objects for which the Company is established are:-
 - (A) To act as trustee in connection with any pension, provident, bonus, or other scheme for the benefit of employees which may be instituted by Rover Group Holdings Plc or by any holding subsidiary or associated company of that Company or by any institution or club connected therewith and generally to undertake and execute trusts of all kinds the undertaking whereof may seem desirable, and also undertake the office of executor, administrator, committee, manager, attorney, agent, nominee, delegate, substitute, director, secretary, treasurer, registrar or any other office or position of trust or confidence either solely or jointly with others and either gratuitously or otherwise and to undertake, perform and discharge or cause to be performed or discharged any duties in relation to or in anywise incidental to any such office.

CALD + Co. 702053

£200
SATURDAY



- (B) To hold as trustee, executor, administrator or otherwise and deal with, manage and turn to account any real or personal property of any kind, and in particular shares, stocks, debentures, debenture stocks, bonds, obligations, securities, financial instruments, futures, options and contracts for differences, commodities, currencies and investments of all kinds, policies, book debts, claims and choses in action, lands, buildings, hereditaments, business concerns and undertakings, mortgages, charges, annuities, patents, licences and any interest in real or personal property, and any claims against any person, company, corporation, government, state or province or municipal or other authority or public body.
- (C) To exercise all or any trusts, power or discretion lawfully exercisable in connection with any such office as aforesaid and to take any proceedings necessary or which the Company may deem to be expedient in connection therewith.
- (D) To renounce probate of any will, disclaim any trust, retire from any trusteeships, and to exercise any authority vested in the Company by any means whatsoever enabling it to appoint new trustees.
- (E) To acquire and assume, by purchase, subscription or otherwise (whether absolutely or conditionally) and to hold, sell and deal in any of the property referred to in paragraph (B) of this clause.
- (F) To lend money, and grant or provide credit and financial accommodation, to any person.
- (G) To invest money of the Company in any investments and to hold, sell or otherwise deal with such investments, and to carry on the business of a property or investment company.
- (H) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation of or binding on the Company in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages

charges or lien upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities,

- (I) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal covenant or 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 both such methods, the performance of the obligations of, and the repayment or payment of the principal amounts of, and any premiums, interest and dividends on, any securities of, any person, 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 otherwise associated with the Company.
- (J) To accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities, whether negotiable or otherwise.
- (K) To sell, exchange, mortgage, charge, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over and in any other manner deal with, or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities.
- (L) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and to grant pensions, annuities, or other allowances, including allowances on death, to any directors, officers or employees or former

directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or who have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any associations, institutions, clubs, schools, buildings and housing schemes, funds and trusts, and to make payments towards insurances or other arrangements likely to benefit any such persons or otherwise advance the interests of the Company or of its members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of the Company or of its members or for any national, charitable, benevolent, educational, social, public, general or useful object.

- (M) To aid or assist financially or otherwise and by gift or in any other form any persons, companies, associations, movements or objects whatsoever where such aid or assistance is deemed to be of advantage, directly or indirectly, to the Company or its business.
- (N) To procure the Company to be registered and recognised in any part of the world.
- (O) To distribute any of the property of the Company among its creditors and members in specie or kind.
- (P) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with others.
- (Q) To carry on any other business or activity and do anything of any nature which in the opinion of the Company is or may be

capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking property or assets or otherwise to advance the interests of the Company or its members.

- (R) To do all such things as in the opinion of the Company may be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that "company" in this clause, except where used in reference to this Company, shall include any partnership or other body or persons, whether incorporated or not incorporated, and whether domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause 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 paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.
5. Every Member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before he ceases to be a Member and the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.00.

Names, addresses and descriptions of Subscribers

<i>J. Cambridge</i>	101 CANADIAN WAY WORCESTER WR2 4XD MACHINE TOOL FITTER.	E
<i>M. Fitts</i>	42 BENSON ROAD HEADINGTON OXFORD OX3 7EH MANAGER - COLLABORATIVE ACCOUNTING	E
<i>N.P. Chell</i>	5 DAYS CLOSE STRATTON ST MARGARET SWINDON SN3 4AQ SYSTEMS CO-ORDINATOR	E
<i>J.E. Dyer</i>	M.E. HAYES 43, SHRUBBERY ROAD, DRAKES BROUGHTON, NR. PERSHORE, WORCS, WR10 2AX ENGLAND SOURCING ENGINEER	E
<i>A. Gunning</i>	15 STRATFORD RD, WARWICK DIRECTOR - SERVICE + SUPPLY	M
<i>John</i>	"JAMES" ORCHARD CLOSE, WELFORD ON AVON WARWICKSHIRE CV37 8HA GROUP ENGINEERING DIRECTOR	M
<i>Rhul</i>	14 HINTONS COPPICE, KNOWLE, SOLIHULL PRODUCTION WORKER.	E.
<i>R.S. Neill</i>	BORROWELL, BORROWELL LANE, KEMILWORTH, WARWICKSHIRE DIRECTOR - COMMERCIAL OPERATIONS	M
<i>P. Connor</i>	PO' CONNOR 13 VICARAGE CLOSE LITTLEMORES OXFORD - TRAFFIC INVESTIGATOR.	E
<i>John</i>	The Old School House, Old School Lane Lighthorne, Warwick CV35 0AX Finance Director	M
<i>R. H. Sh</i>	35 MAUNSELL WAY WROUGHTON SWINDON. WILTS SN4 9JF PRODUCTION OPERATOR	E.
<i>John</i>	THE OLD BAKERY, 10 BEARLEY RD ASTON CANLOW, WARWICKS B395 6HS DIRECTOR FORWARD PROGRAMMES	M
<i>M. Smith</i>	478, Bankway Road, Oxford OX2 8EN Retired Account Executive	M

Names, addresses and descriptions of Subscribers

R. Smith 30 WOODCOTE AVENUE
KISLILWORTH, WARWICKSHIRE CV8 1BH E
PROJECT ENGINEER
R. Smith 52 LONGWORTH CROFT, WEST HARTLEY, BIRMINGHAM E
HARTLEY

J. Williams AVENBURY PARK VIEW TERRACE
WORCESTER WR3 7AG Managing Director M

C. S. Woodward 'Holm Beach', Wood End Close, One Pine
Lane, Farnham Common, Buckinghamshire
Managing Director - Land Rover - M

A. B. Younger The Old Vicarage, Reston on Stour
Warks. Manager, Small Car Strategy M

Dated this 20th day of March 1991

Witness to the above signatures:-

L. A. Dickenson, witnessing C. S. Woodward
6, Kendrick Close, Solihull, West Midlands. B92 0PD

Coates, witnessing all except C. S. Woodward
176, Black Bull Lane, Fulwood, PRESTON PR2 4XX

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

ROVER GROUP TRUSTEES LIMITED

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- (b) Clauses 2 to 35 (inclusive) 38, 40, 41, 44, 50, 54, 55, 57, 59 to 69 (inclusive), 73, 74, 82, 84, 88, 89, 102 to 108 (inclusive), 110, 114, 116, 117 and 118 in Table A shall not apply to the Company.

INTERPRETATION

2. (a) In these Articles:-

"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;

- (b) Clause 1 in Table A shall be read and construed as if the definition of "the holder" were omitted therefrom.

MEMBERS

3. The subscribers to the Memorandum of Association and (subject to the provisions of Article 4) such other persons as the Directors shall admit to Membership shall be Members of the Company.
4. One half of the total number of Members shall be 'E' Members and the remaining half shall be 'M' Members. Those subscribers to the Memorandum of Association with an 'E' placed opposite their name are 'E' Members and those with an 'M' placed opposite their name are 'M' Members. In exercising their power under Article 3 to admit persons to Membership of the Company the Directors shall ensure that this equality in number of 'E' Members and 'M' Members is maintained. No person shall be admitted as an 'E' Member without the consent of a majority of the 'E' Members and no person shall be admitted as an 'M' Member without the consent of a majority of the 'M' Members. Only contributory members to the Rover Group Pension Scheme shall be eligible to be 'E' Members.
5. The provisions of Section 352 of the Act shall be observed by the Company and every Member of the Company other than the subscribers to the Memorandum of Association shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member.
6. A person shall cease to be a Member
 - (a) on his giving to the Company at the Office notice in writing to that effect
 - (b) if he is an 'E' Member upon his ceasing to be a contributory member of the Rover Group Pension Scheme.

GENERAL MEETINGS AND RESOLUTIONS

7. (a) An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution or a Resolution appointing a person as a Director shall be called by at least twenty-one clear days notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days notice but a General Meeting may be called by shorter notice if it is so agreed by all the Members entitled to attend and vote thereat.
- (b) The notice shall specify the time and place of the Meeting and, in the case of special business, the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the Meeting as such.
- (c) The notice shall be given to all the Members and to the Auditors and to every person, being a trustee in bankruptcy of a Member where the Member, but for his bankruptcy, would be entitled to receive notice of the Meeting.
8. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.
9. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time. Eight Members present in person shall be a quorum but so that such quorum shall include four persons being 'E' Members and four persons being 'M' Members.
10. If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within

half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.

11. Clause 46 in Table A shall be read and construed as if there were omitted therefrom paragraph (d) and the words "and a demand by a person as a proxy for a member shall be the same as a demand by the member".

VOTES OF MEMBERS

12. Every Member present in person at a General Meeting shall have one vote.
13. No Member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid.

NUMBER AND QUALIFICATION OF DIRECTORS

14. The number of Directors shall not be less than eight nor more than eighteen and the first Directors shall be the subscribers to the Memorandum of Association.
15. No person who is not a Member of the Company shall be eligible to be a Director. One half of the total number of the Directors shall at all times be persons who are 'E' Members and the other half shall at all times be persons who are 'M' Members. In exercising its powers under Regulations 75 and 78 of Table A the Company shall ensure that this equality in numbers of 'E' Members and 'M' Members will be maintained as shall the Directors in the exercise of their powers under Regulation 79 of Table A.

ROTATION OF DIRECTORS

16. At every annual general meeting six Directors shall retire from office.
17. Equal numbers of Directors who are 'E' Members and Directors who are 'M' Members shall retire every year. The Directors in each such category to retire in every year shall be those in their relevant category who have been longest in office since their election, but as

between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

DISQUALIFICATION OF DIRECTORS

18. The office of a Director shall be vacated if he ceases to be a Member.

REMUNERATION OF DIRECTORS

19. The Directors shall not be entitled to receive remuneration in respect of their duties.

PROCEEDINGS OF DIRECTORS

20. Subject to the provisions of these Articles the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes.
21. No business shall be transacted at any Directors meeting unless a quorum of Directors is present at the time. Eight Directors present in person shall be a quorum, but so that such quorum shall include four Directors who are 'E' Members and four Directors who are 'M' Members.
22. A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, relating to any retirement benefit scheme of which the Company is acting as a trustee notwithstanding that he may have an interest as a current contributory member thereof and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting. Regulation 94 shall be modified accordingly.
23. No person shall be entitled to hold office as Chairman of the Board of Directors for more than three years in any consecutive period of six years and Regulation 91 of Table A shall be modified accordingly.

MINUTES

24. Clause 100 in Table A shall be read and construed as if the words "of the holders of any class of shares in the Company" were omitted therefrom.

NOTICES

25. Clause 113 in Table A shall be read and construed as if the words "or of the holders of any class of shares in the Company" were omitted therefrom.

INDEMNITY

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

Names, addresses and descriptions of Subscribers

J Coulby 101 CANADA WAY WORCESTER WR2 4XD
MACHINE TOOL FITTER

E

Al Cuthbert 142 BENSON ROAD,
HEADINGTON, OXFORD OX3 7EH
MANAGER-COLLABORATIVE ACCOUNTING.

E

N P Chalk 5 DAYS CLOSE
STRATTON ST MARGARET
SWINDON SN3 4AQ
SYSTEMS CO-ORDINATOR

E

J Z. Wye M.E. HAYES 43, SHRUBBERY ROAD, DEAKES BROUGHTON
NR. PERSHORE, WORCS., WR10 2AX, ENGLAND
SOURCING ENGINEER

E

W. G. G. G. 15 STRATFORD RD WARWICK M.
DIRECTOR SERVICE + SUPPLY.

J. G. G. "JOMEL" ORCHARD CLOSE, WELFORD - ON - AVON,
WARWICKSHIRE CV37 8HA
GROUP ENGINEERING DIRECTOR

M

R. H. G. 14 HINTONS COPPICE, KNOWLE, SOLIHULL.
PRODUCTION WORKER.

E.

R. S. G. BORROWELL, BORROWELL COVE, KEMENWORTH, WARWICKSHIRE
DIRECTOR - COMMERCIAL OPERATIONS

M

P. O'Connor P. O'CONNOR 13 VICARAGE CLOSE LITTLEMORE
OXFORD - TROUBLE INVESTIGATOR

E

W. A. G. The Old School House Old School Lane.
Lighthorne, Warwick CV35 0AX

M.

R. A. G. 35 HAUNSELL WAY, WROUGHTON, SWINDON, WILTS.
PRODUCTION OPERATOR.

E

W. A. G. 1478 BANKING ROAD OXFORD OX2 8EN
RETIRED COMPANY EXECUTIVE

M

Names, addresses and descriptions of Subscribers

[Signature]

THE OLD BAKER, 10 DEARLEY RD
ASTON CANLOW, WARWICK BPE 6HS

M

[Signature]

DIRECTOR FORWARD PROGRAMS
35 WOODCOTE AVENUE
ICENORTH, WARWICKSHIRE CV8 1BH
PROJECT ENGINEER

E

[Signature]

52. LONGFORD CLOFT. WEST HATH B. CHINTHAM
MACHINIST.

E

[Signature]

'AVENBURY' PARK VIEW TERRACE WORCESTER
WR3 7AG

M

[Signature]

'Holin Beach', Wood End Close, one fair lane,
Faulham Common, Buckinghamshire.
Planning Director - Land Rover - M

[Signature]

The Old Vicarage, Rector - Stour
Wark. Manager, dual car strategy M

Dated this 20th day of March 1991

Witness to the above signatures:-

L.A. Dickenson, witnessing CJS Woodwark
6 Kendrick Close, Solihull, West Midlands. B92 0QD.

[Signature]

witnessing all except - CJS Woodwark.

176 Black Bull Lane, Fulwood PRESTON PR2 4XX

FILE COPY



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

Company No. 2597360

The Registrar of Companies for England and Wales hereby certifies that
ROVER GROUP TRUSTEES LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, London, the 26th March 1991

A handwritten signature in black ink, appearing to read 'C. O. Friend', with a large, sweeping flourish extending to the right.

C. O. FRIEND

For The Registrar Of Companies



COMPANIES HOUSE

G**COMPANIES FORM No. 224****224****Notice of accounting reference date**
(to be delivered within 9 months of
incorporation)Please do not
write in
this marginPursuant to section 224 of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989Please complete
legibly, preferably
in black type, or
bold black
letteringTo the Registrar of Companies
(Address overleaf)

Company number

2597360

Name of company

* ROVER GROUP TRUSTEES LIMITED

*Insert full name
of companygives 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 | 1 | 1 | 2

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 + Secretary Date 4/11/91

Presenter's name address and
reference (if any):Mr J W Suckling
Secretary
Rover Group Trustees Ltd
Belgrave House
1 Greyfriars
NORTHAMPTON
NN1 2BL

HR102B

For official use
D.E.B.

Post room

JOHN JAMES HOUSE
- ONDV 1991
M 24

No of Company: 2597360

THE COMPANIES ACTS 1948 TO 1976
COMPANY LIMITED BY GUARANTEE
ROVER GROUP TRUSTEES LIMITED

At the Extraordinary General Meeting of the above Company held on
9 July 1993 the following special resolutions were duly passed.

SPECIAL RESOLUTIONS

To amend the Articles of Association of the Company

1. Number and Qualification of Directors

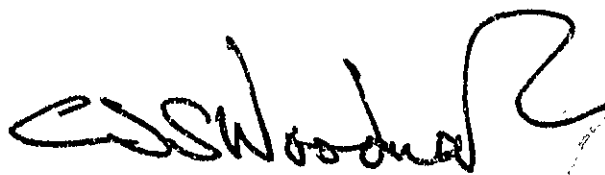
Article 14

Delete the number "eight" in line one and replace with
the number "twelve"

2. Proceedings of Directors

Insert at the end of Article 20 the following:

"If in respect of any business to be transacted at a
Directors' meeting not less than three Directors present
at that meeting shall require that business to be treated
as special business, that business shall not be transacted
at that meeting, but shall be held over to a further
Directors' meeting to be convened not less than 28 days
after the first mentioned Directors' meeting for the
purpose of transacting such business provided that such
business may not be treated as special business and held
over at such further Directors' meeting."



CHAIRMAN



THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

ROVER GROUP TRUSTEES LIMITED

A05
COMPANIES HOUSE0349
15/06/00

1. The name of the Company is Rover Group Trustees Limited.
2. The registered office of the Company will be situate in England and Wales.
3. The objects for which the Company is established are:-
 - (A) To act as trustee in connection with any pension, provident, bonus, or other scheme for the benefit of employees which may be instituted by Rover Group Holdings Plc or by any holding subsidiary or associated company of that Company or by any institution or club connected therewith and generally to undertake and execute trusts of all kinds the undertaking whereof may seem desirable, and also undertake the office of executor, administrator, committee, manager, attorney, agent, nominee, delegate, substitute, director, secretary, treasurer, registrar or any other office or position of trust or confidence either solely or jointly with others and either gratuitously or otherwise and to undertake, perform and discharge or cause to be performed or discharged any duties in relation to or in anywise incidental to any such office.
 - (B) To hold as trustee, executor, administrator or otherwise and deal with, manage and turn to account any real or personal property of any kind, and in particular shares, stocks, debentures, debenture stocks, bonds, obligations, securities, financial instruments, futures, options and contracts for differences, commodities, currencies and investments of all kinds, policies, book debts, claims and choses in action, lands, buildings, hereditaments, business concerns and undertakings, mortgages, charges, annuities, patents, licences and any

interest in real or personal property, and any claims against any person, company, corporation, government, state or province or municipal or other authority or public body.

- (C) To exercise all or any trusts, power or discretion lawfully exercisable in connection with any such office as aforesaid and to take any proceedings necessary or which the Company may deem to be expedient in connection therewith.
- (D) To renounce probate of any will, disclaim any trust, retire from any trusteeships, and to exercise any authority vested in the Company by any means whatsoever enabling it to appoint new trustees.
- (E) To acquire and assume, by purchase, subscription or otherwise (whether absolutely or conditionally) and to hold, sell and deal in any of the property referred to in paragraph (B) of this clause.
- (F) To lend money, and grant or provide credit and financial accommodation, to any person.
- (G) To invest money of the Company in any investments and to hold, sell or otherwise deal with such investments, and to carry on the business of a property or investment company.
- (H) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation of or binding on the Company in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages charges or lien upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities.
- (I) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal covenant or 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 both such methods, the performance of the obligations of, and the repayment or payment of the principal amounts of, and any premiums, interest

and dividends on, any securities of, any person, 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 otherwise associated with the Company,

- (J) To accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities, whether negotiable or otherwise.
- (K) To sell, exchange, mortgage, charge, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over and in any other manner deal with, or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities.
- (L) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and to grant pensions, annuities, or other allowances, including allowances on death, to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or who have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any associations, institutions, clubs, schools, buildings and housing schemes, funds and trusts, and to make payments towards insurances or other arrangements likely to benefit any such persons or otherwise advance the interests of the Company or of its members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of the Company or of its members or for any national, charitable, benevolent, educational, social, public, general or useful object.

- (M) To aid or assist financially or otherwise and by gift or in any other form any persons, companies, associations, movements or objects whatsoever where such aid or assistance is deemed to be of advantage, directly or indirectly, to the Company or its business.
- (N) To procure the Company to be registered and recognised in any part of the world.
- (O) To distribute any of the property of the Company among its creditors and members in specie or kind.
- (P) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with others.
- (Q) To carry on any other business or activity and do anything of any nature which in the opinion of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking property or assets or otherwise to advance the interests of the Company or its members.
- (R) To do all such things as in the opinion of the Company may be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that "company" in this clause, except where used in reference to this Company, shall include any partnership or other body or persons, whether incorporated or not incorporated, and whether domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause 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 paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense

as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the Members is limited.
5. Every Member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before he ceases to be a Member and the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.00.

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

ROVER GROUP TRUSTEES LIMITED

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- (b) Clauses 2 to 35 (inclusive) 38, 40, 41, 44, 50, 54, 55, 57, 59 to 69 (inclusive), 73, 74, 82, 84, 88, 89, 102 to 108 (inclusive), 110, 114, 116, 117 and 118 in Table A shall not apply to the Company.

INTERPRETATION

2. (a) In these Articles:-

"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;
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- (b) Clause 1 in Table A shall be read and construed as if the definition of "the holder" were omitted therefrom.

MEMBERS

3. The subscribers to the Memorandum of Association and (subject to the provisions of Article 4) such other persons as the Directors shall admit to Membership shall be Members of the Company.
4. One half of the total number of Members shall be 'E' Members and the remaining half shall be 'M' Members. Those subscribers to the Memorandum of Association with an 'E' placed opposite their name are 'E' Members and those with an 'M' placed opposite their name are 'M' Members. In exercising their power under Article 3 to admit persons to Membership of the Company the Directors shall ensure that this equality in number of 'E' Members and 'M' Members is maintained. No person shall be admitted as an 'E' Member without the consent of a majority of the 'E' Members and no person shall be admitted as an 'M' Member without the consent of a majority of the 'M' Members. Only contributory members to the Rover Group Pension Scheme shall be eligible to be 'E' Members.
5. The provisions of Section 352 of the Act shall be observed by the Company and every Member of the Company other than the subscribers to the Memorandum of Association shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member.
6. A person shall cease to be a Member
 - (a) on his giving to the Company at the Office notice in writing to that effect
 - (b) if he is an 'E' Member upon his ceasing to be a contributory member of the Rover Group Pension Scheme provided that he shall not cease to be a Member by virtue of the provisions of this Article for such period not exceeding eighteen months as the Directors may determine that he shall remain a Member.

GENERAL MEETINGS AND RESOLUTIONS

7. (a) An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution or a Resolution appointing a person as a Director shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed by all the Members entitled to attend and vote thereat.

- (b) The notice shall specify the time and place of the Meeting and, in the case of special business, the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the Meeting as such.
 - (c) The notice shall be given to all the Members and to the Auditors and to every person, being a trustee in bankruptcy of a Member where the Member, but for his bankruptcy, would be entitled to receive notice of the Meeting.
- 8. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.
 - 9. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time. Eight Members present in person shall be a quorum but so that such quorum shall include four persons being 'E' Members and four persons being 'M' Members.
 - 10. If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.
 - 11. Clause 46 in Table A shall be read and construed as if there were omitted therefrom paragraph (d) and the words "and a demand by a person as a proxy for a member shall be the same as a demand by the member".

VOTES OF MEMBERS

- 12. Every Member present in person at a General Meeting shall have one vote.
- 13. No Member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid.

NUMBER AND QUALIFICATION OF DIRECTORS

- 14. The number of Directors shall not be less than eight nor more than eighteen and the first Directors shall be the subscribers to the Memorandum of Association.

15. No person who is not a Member of the Company shall be eligible to be a Director, One half of the total number of the Directors shall at all times be persons who are 'E' Members and the other half shall at all times be persons who are 'M' Members, In exercising its powers under Regulations 75 and 78 of Table A the Company shall ensure that this equality in numbers of 'E' Members and 'M' Members will be maintained as shall the Directors in the exercise of their powers under Regulation 79 of Table A.

ROTATION OF DIRECTORS

16. At every Annual General Meeting six Directors shall retire from office.
17. Equal numbers of Directors who are 'E' Members and Directors who are 'M' Members shall retire every year. The Directors in each such category to retire in every year shall be those in their relevant category who have been longest in office since their election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

DISQUALIFICATION OF DIRECTORS

18. The office of a Director shall be vacated if he ceases to be a Member.

REMUNERATION OF DIRECTORS

19. The Directors shall not be entitled to receive remuneration in respect of their duties.

PROCEEDINGS OF DIRECTORS

20. Subject to the provisions of these Articles the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes.
21. No business shall be transacted at any Directors' meeting unless a quorum of Directors is present at the time. Eight Directors present in person shall be a quorum, but so that such quorum shall include four Directors who are 'E' Members and four Directors who are 'M' Members.
22. A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, relating to any retirement benefit scheme of which the Company is acting as a trustee notwithstanding that he may have an interest as a current contributory member thereof and if he shall vote on any such resolution as

aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting. Regulation 94 shall be modified accordingly.

23. No person shall be entitled to hold office as Chairman of the Board of Directors for more than three years in any consecutive period of six years and Regulation 91 of Table A shall be modified accordingly.

MINUTES

24. Clause 100 in Table A shall be read and construed as if the words "of the holders of any class of shares in the Company" were omitted therefrom.

NOTICES

25. Clause 113 in Table A shall be read and construed as if the words "or of the holders of any class of shares in the Company" were omitted therefrom.

INDEMNITY

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