

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

To the Registrar of Companies

For official use

For official use

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

Name of company

* SCHAL INTERNATIONAL (PROJECT MANAGEMENT) LIMITED

*insert full name
of company

I, MICHAEL JOHN HOFFE, signing on behalf of London Law Secretarial Limited
of 84 Temple Chambers,
Temple Avenue,
London EC4Y 0HP

do solemnly and sincerely declare that I am a person named as 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 Temple Chambers,
Temple Avenue,
in the City of London.

Declarant to sign below

the 9th day of September

One thousand nine hundred and ninety one

before me

A Commissioner for Oaths/

~~A Solicitor having the powers conferred on a Commissioner for Oaths~~

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

1888/BK
The London Law Agency Limited
84 Temple Chambers,
Temple Avenue,
London, EC4Y 0HP
Telephone: 071-353 9471
Telex: 23553

For official use
New Companies Section

12 SEP 1991

COMPANIES
HOFFE

Post room



THE LAW SERVICES
ASSOCIATION

The London Law Agency Limited Company Registration Agents, Printers and Publishers
TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON EC4Y 0HP Tel: 071-353 9471 (10 lines)

London Law

THE LONDON LAW AGENCY LIMITED
TEMPLE CHAMBERS, TEMPLE AVENUE
LONDON EC4Y 0HP
TELEPHONE 071-253 9471
TELEX 23553 FAX 071 581 3534
DX 1553 LONDON CHANCERY LANE

10

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

This form should be completed in black.

CN

2646690

For official use

☐

Company name (in full)

SCHAL INTERNATIONAL (PROJECT MANAGEMENT) LIMITED

Registered office of the company on
incorporation.

RO

84 Temple Chambers

Temple Avenue

Post town London

County/Region —

Postcode EC4Y OHP

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 The London Law Agency Limited

RA

84 Temple Chambers

Temple Avenue

Post town London

County/Region —

Postcode EC4Y OHP

Number of continuation sheets attached

☐

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

The London Law Agency Limited

84 Temple Chambers

Temple Avenue, London Postcode EC4Y OHP

Telephone 071-353 9471

Our Ref. 1888/BK

Company Secretary

Name

Address

CS

London Law Secretarial Limited

AD

84 Temple Chambers

Temple Avenue

Post town London

County/Region —

Postcode EC4Y OHP Country England

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

Signed

M. J. Hore

(Authorised
Signatory)

Date 1st August 1991

Consent signature

Directors

Name

Address

CD

London Law Services Limited

AD

84 Temple Chambers

Temple Avenue

Post town London

County/Region —

Postcode EC4Y OHP Country England

Nationality **NA** English
Registered

Business occupation

OC

Limited Company

Other directorships

OD

None

* Voluntary details

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

Signed

R. Ugham

(Authorised
Signatory)

Date 1st August 1991

Consent signature

Delete if the form
is signed by the
subscribers.

CHA 5

Agents for and on behalf of the Company
The London Law Agency Limited

M. J. Hore

(Authorised
Signatory)

Signature of agent on behalf of all subscribers Date 1st August 1991

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989



A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF

2646690

SCHAL INTERNATIONAL (PROJECT MANAGEMENT) LIMITED

1. The Company's name is "SCHAL INTERNATIONAL (PROJECT MANAGEMENT) LIMITED".
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are:-
 - (A) To carry on all or any of the following businesses, namely:
 - Project Managers on Building Projects, Civil Engineering Projects, Development Projects and any other projects which may be considered appropriate for this purpose.
 - Construction Managers and Consultants and Management Consultants
 - Building and Civil Engineering Contractors, whether such be for new projects or for the refurbishment or maintenance of existing Works and including in each case the provision of plant equipment, materials, staff and labour and services of whatsoever kind in connection with such businesses (including those of design, evaluation, transportation, insurance and financial services).

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THE LONDON LAW AGENCY LTD.
TEMPLE CHAMBERS,
TEMPLE AVENUE,
LONDON EC4Y 0HP

(B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold, for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money in such manner as the Company shall think fit for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) For the purposes of or in connection with the business of the Company to mortgage and charge the undertaking and all or any of the real and personal property and assets, present and future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances. To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(G) To receive money on deposit or loan upon such terms as the Company may approve.

(H) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, and whether or not such guarantee is given in connection with or pursuant to the attainment of the objects herein stated to guarantee either 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 and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture, stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary company or otherwise associated with the Company in business.

- (I) 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 give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary company or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object; and to establish, set up, support and maintain share purchase schemes or profit sharing schemes for the benefit of any employees of the Company, or of any company which is for the time being the Company's Holding or Subsidiary company and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (K) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (L) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, 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 shares, stock or securities so acquired.
- (N) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(O) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and 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 acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(P) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(Q) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(R) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(S) To subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures or other securities of any other company.

(T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, 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.

(U) To give such financial assistance directly or indirectly for the purpose of the acquisition of shares in the Company or the Company's Holding company or for the purpose of reducing or discharging any liability incurred by any person for the purpose of the acquisition of shares in the Company or the Company's Holding company as may be lawful.

(V) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.


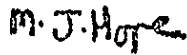
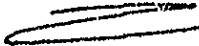
(W) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anywise limited by reference to or inference from any other paragraph or the name of the Company and the provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects of a separate and distinct company.

4. The liability of the Members is limited.

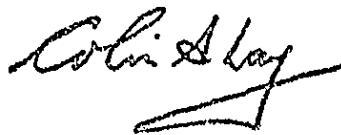
5. The Company's share capital is £150,000 divided into 150,000 shares of £1 each. The shares in the original (or any increased) capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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
<p></p> <p>For and on behalf of LONDON LAW SERVICES LIMITED, Temple Chambers, Temple Avenue, London EC4Y 0HP.</p> <p> </p> <p>For and on behalf of LONDON LAW SECRETARIAL LIMITED, Temple Chambers, Temple Avenue, London EC4Y 0HP.</p>	<p>One 'A'</p> <p>One 'A'</p>
Total Shares taken	Two

Dated the 1st day of August, 1991.

Witness to the above Signatures:-



COLIN A LAY,
Temple Chambers,
Temple Avenue,
London EC4Y 0HP.

THE COMPANIES ACTS 1985-1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF .

SCHAL INTERNATIONAL (PROJECT MANAGEMENT) LIMITED

PRELIMINARY

- 1.1 The Company is a private company limited by shares.
- 1.2 The provisions of these Articles and, subject thereto, the regulations of Table A, constitute the regulations of the Company.
- 1.3 References in these Articles to Table A mean the Table A referred to in the Companies Act 1985 ("the Act") as amended and in force on the date of adoption of these Articles.
- 1.4 References in Table A and in these Articles to "these Regulations" shall be construed as references to the Regulations of the Company for the time being in force, whether contained in Table A or in these Articles.

AUTHORISED SHARE CAPITAL

- 2.0 The authorised share capital of the Company is £150,000 divided into 148,500 'A' Shares of one pound (£1) each and 1500 'B' Shares of one pound (£1) each. The said shares shall carry the respective rights which are herein expressly granted to each such class of share, but in all other respects the 'A' Shares and the 'B' Shares shall be identical and rank pari passu.

ISSUE OF SHARES

- 3.0 All and any Shares held by Tarmac Construction Limited shall always be known as 'A' Shares and all and any Shares held by Charlotte Square Investments Limited shall be known as 'B' Shares.
- 4.0 The issued Share Capital of the Company shall always consist of 'A' Shares and 'B' Shares.
- 5.0 Subject to Section 80 of the Act, all unissued shares shall be at the disposal of the Directors and Section 89(1) of the Act shall not apply. Unissued shares in the capital of the Company for the time being may be issued only in such a manner as to maintain the proportions specified in Article 2 above and so that on each occasion 'A' Shares and 'B' Shares are issued at the same price and on the same terms as to payment and otherwise. After the first issue of shares made by the Directors, no share of either class shall be issued otherwise than to members holding shares of the same class except with the consent in writing of all the members.
- 6.0 Except with the consent in writing of all the members, the powers conferred by Regulations 3 and 35 shall be exercised only in such a manner as to maintain the proportions specified in Article 2 above. Regulations 3 and 35 shall be modified accordingly.

LIEN ON SHARES

- 7.0 The Company shall have a first and paramount lien on every Share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that Share and the Company shall also have a first and paramount lien on all Shares (whether fully paid or not) standing registered in the name of any person whether solely or as one of two or more joint holders for all monies presently payable by him or his estate to the Company; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a Share shall extend to any dividend or other amount payable in respect thereof.

CLASS RIGHTS

- 8.0 The 'A' and 'B' Ordinary Shares shall rank pari passu subject to:
- (a) the restrictions on the transfer of 'B' Shares contained in Article 9;
 - (b) the special provisions relating to dividends and participation on liquidation contained in Articles 24 and 25;
 - (c) the rights of the 'A' Shareholders to appoint and remove Directors (and alternate Directors) in accordance with Articles 14.1 and 15;
 - (d) The protection of rights provided for in Article 11.

TRANSFER OF SHARES

- 9.1 'B' Shares may only be transferred to holders for the time being of the 'A' Shares. Articles 24, 25, 29, 30 and 31 shall not apply.
- 9.2 No transfer of 'B' Shares shall take place except in accordance with the immediately preceding Article.
- 9.3 In the event of any transfer of Shares between the holders of 'A' Shares and the holders of 'B' Shares then upon such transfer any Shares transferred shall be designated such that 'A' Shares transferred shall become 'B' Shares and 'B' Shares transferred shall become 'A' Shares.

GENERAL MEETINGS

- 10.1 A notice convening a General Meeting shall in the case of special business specify the general nature of the business to be transacted; and Clause 38 of Table A shall be modified accordingly.
- 10.2 All business shall be deemed special that is transacted at any Extraordinary General Meeting and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of the Auditors.

10.3 Clause 41 of Table A shall be read and construed as if the last sentence ended with the words "and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved".

10.4 In the case of a resolution in writing being signed by a member which is a company such may be signed on its behalf by a director or the secretary thereof or by its duly appointed attorney or other duly authorised representative. Regulation 53 shall be extended accordingly.

VOTES OF MEMBERS

11. On a show of hands every member who is present in person shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder; Provided that

(i) upon a resolution adversely affecting the rights attached to one class of share unless the prior approval of the holder of such class shall have been obtained.

(i) if at any meeting any holder of shares is not present in person or by proxy the votes exercisable on a poll in respect of the shares of the same class held by members present in person or by proxy shall be pro tanto increased (fractions of a vote by any member being permitted) so that such shares shall together entitle such members to the same aggregate number of votes as would be the case in respect of all shares of that class if all the holders thereof were present. Regulation 54 shall not apply:

12. An instrument appointing a proxy (and, where it is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of any note to the notice convening the meeting (or, if no place is so specified, at the registered office) at least fifteen (15) minutes before the time appointed for holding the

meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the Secretary (or the chairman of the meeting) on the

day and at the place of, but in any event before the time appointed for holding, the meeting or adjourned meeting or poll. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. Regulation 62 shall not apply.

NUMBER OF DIRECTORS

13. The number of Directors shall be not less than one nor more than ten unless or until the Company shall by Ordinary Resolution determine otherwise. The first Directors shall consist of three persons who shall have been appointed under Article 15 by the holders of the 'A' Shares.

ALTERNATE DIRECTORS

- 14.1 The holders of a majority of the 'A' Shares may at any time appoint any person (including another Director) to be the alternate Director of any Director and may at any time terminate such appointment. Any such appointment or termination of appointment shall be effected in like manner as provided in Article 15 hereof. The same person may be appointed as the alternate Director of more than one Director. Regulations 65 to 68 shall not apply.
- 14.2 The appointment of an alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if the Director of whom he is the alternate ceases to be a Director.
- 14.3 An alternate Director shall be entitled to receive notices of all meetings of the Directors and of committees of Directors (but only those of which the Director of whom he is the alternate is a member) to attend and vote and be counted in the quorum at any such meeting at which the Director of whom he is the alternate is not personally

present and generally to perform all the functions of the Director of whom he is the alternate in his absence and the provisions of these Articles shall apply as if he were a Director. If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director his voting rights shall be cumulative.

"APPOINTMENT AND REMOVAL OF DIRECTORS

15. The holders of a majority of the 'A' Shares only, may from time to time appoint up to ten persons to be Directors. The Directors shall not be subject to retirement by rotation. Regulations 73 to 80 shall not apply.
16. The office of a Director shall be vacated in any of the events specified in Regulation 81 and also if he shall be removed from office by the holders of a majority of the 'A' Shares or shall in writing offer to resign and the Directors shall resolve to accept such offer.
17. Any appointment or removal by the holders of a majority of the 'A' Shares shall be in writing served on the Company and signed by the holders of a majority of the issued 'A' Shares. In the case of a company such document may be signed on its behalf by a director or the secretary thereof or by its duly appointed attorney or other duly authorised representative.

REMUNERATION OF DIRECTORS

18. Any Director who serves on any committee, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise as the Directors may determine and may be approved by the members. Regulation 82 shall be extended accordingly.

PROCEEDINGS OF DIRECTORS

19. The quorum at a meeting of Directors shall be two. If within

thirty (30) minutes of the time appointed for the holding of any meeting of the Directors a quorum shall not be present the Director present shall resolve to adjourn that meeting to a specified place and time (which shall not be earlier than three nor later than seven days after the date originally fixed for the meeting). An alternate Director shall be counted in the quorum (in the same capacity as his appointor) but no less than two individuals are required to constitute the quorum. Regulation 89 shall not apply.

20.0 No Director shall be appointed otherwise than as provided in these Articles. Regulation 90 shall be modified accordingly.

21.0 A committee of the Directors shall comprise at least two Directors and the quorum for a meeting of any such committee shall throughout the meeting be at least two Directors.

22.0 All business arising at any meeting of the Directors or of any committee of the directors shall be determined only by resolution. The Chairman shall be entitled to a second or casting vote. Regulation 88 shall be modified accordingly.

23.0 If a Director is deemed to be interested in any matter under consideration by the Directors solely by reason of his employment by or interest in the member which has appointed him pursuant to Article 15 hereof he may nevertheless vote and be taken into account for the purposes of a quorum. Regulations 94 to 98 shall be modified accordingly.

DIVIDENDS

24.0 The 'B' Shareholders shall only participate in the Dividends declared and paid by the Company as and when the amount thereof so declared and paid exceeds the sum of £7,000,000 (Seven million pounds sterling) and in such event their participation (share for share) shall be pari passu with 'A' Shareholders on the amount which exceeds the said sum of £7,000,000 (seven million pounds).

25.0 If the Company is wound up the rights of the 'B' shareholders to receive any distribution of the assets shall be limited to such amount as shall represent the nominal paid up value of the 'B' Shares. Article 117 shall be modified accordingly.

INDEMNITY

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

NAMES AND ADDRESSES OF SUBSCRIBERS

R. Ugham

For and on behalf of
LONDON LAW SERVICES LIMITED,
Temple Chambers,
Temple Avenue,
London EC4Y 0HP.

M. J. Hope

For and on behalf of
LONDON LAW SECRETARIAL LIMITED,
Temple Chambers,
Temple Avenue,
London EC4Y 0HP.

Dated the 1st day of August, 1991.

Witness to the above Signatures:-

Colin A Lay

COLIN A LAY,
Temple Chambers,
Temple Avenue,
London EC4Y 0HP.

FILE COPY



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

No. 2646690

I hereby certify that

**SCHAL INTERNATIONAL (PROJECT MANAGEMENT)
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 18 SEPTEMBER 1991

M. Rose
M. ROSE

an authorised officer