

Company number  
2793284

THE COMPANIES ACT 1985

Company Limited by Shares

Written Resolution

of

Canary Wharf Holdings Limited

(passed on 29th September, 1993)

The following written resolution was duly passed as a special resolution of the company by its sole shareholder on 29th September, 1993.

RESOLUTION

THAT:-

The articles of association of the company be amended:

(1) by the insertion of the following paragraphs:-

- 8.(3) Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than one. Regulation 64 of Table A shall not apply.
- 10.(3) The directors have the power in accordance with section 310 of the Act to:
- (a) purchase and maintain for any officer of the company, insurance against any liability which would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the company; and
  - (b) indemnify any such officer against any liability incurred by him (i) in defending any proceedings (whether civil or criminal) in which judgment is given in his favour or he



is acquitted, or (ii) in connection with any application under section 144(3) or (4) or section 727 of the Act in which relief is granted to him by the court.

12.A The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be one. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum. Regulation 89 of Table A shall not apply.

(2) by the substitution of a new article 18 for the existing article 18:

18.(1) Subject to the provisions of and to the extent permitted by the Statutes, every director, other officer or auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities incurred by him in the actual or purported execution or discharge of his duties or the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office (including without prejudice to the generality of the foregoing any costs, charges, expenses, losses and liabilities incurred in defending or disputing any claims, actions or proceedings in relation to or in connection with his duties, powers or office or his actual or purported exercise, execution or discharge thereof).

(2) Regulation 118 of Table A shall not apply.

Date 29th September, 1993 .....

Alan M. Hawson-Hall .....

Alnery Incorporations No. 1  
Limited (Sole shareholder)

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

CANARY WHARF HOLDINGS LIMITED  
(Incorporating all amendments  
to 29th September, 1993)

Incorporated 10th March, 1993

No. 2798284

Allen & Overy

E20715001.DOC





## CERTIFICATE OF INCORPORATION

### ON CHANGE OF NAME

Company No. 2798284

The Registrar of Companies for England and Wales hereby certifies that

ALNERY NO. 1271 LIMITED

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

CANARY WHARF HOLDINGS LIMITED

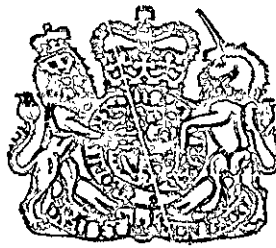
Given at Companies House, London, the 21st September 1993

MRS L. MILLS

For The Registrar Of Companies



C O M P A N I E S H O U S E



CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY

No. 2798284

I hereby certify that

ALNERY NO. 1271 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 10 MARCH 1993

  
P. BEVAN

an authorised officer

THE COMPANIES ACT 1985  
A PRIVATE COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF  
CANARY WHARF HOLDINGS LIMITED  
(incorporating all amendments  
to 29th September, 1993)

1. The Company's name is "Canary Wharf Holdings Limited".\*
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
  - (1) to carry on business as a general commercial company;
  - (2) to carry on any trade or business whatsoever;
  - (3) to do all such things as are, in the opinion of the directors, incidental or conducive to the carrying on of any trade or business by it;
  - (4) to do all such things as the directors consider to be desirable or for the benefit of the Company;
  - (5) to guarantee in any manner, or to enter into any indemnity or other arrangement in relation to, the discharge, observance or performance of any liabilities of any person, including, but without limitation, any body corporate which is a holding company, a subsidiary or a fellow subsidiary of the Company and to secure any such guarantee, indemnity or arrangement or the discharge, observance and performance of any liabilities of any person by any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, including its uncalled capital;
  - (6) to give any financial assistance that may lawfully be given in connection with the acquisition of shares in the Company or any other company which is its holding company;

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\* The Company was incorporated under the name "Alnery No. 1271 Limited" and adopted its present name on 21st September, 1993.

- (7) to sell, transfer or otherwise dispose of all or any part of the undertaking, assets and liabilities of the Company;
- (8) to provide or arrange for any pension, lump sum payment, gratuity, life, health, accident and other insurance and other benefit (pecuniary or otherwise) of any kind to or for the benefit of any individual who is or has been a director of, or employed by, or who provides or has provided services to or for, the Company or any body corporate which is or has been a subsidiary, holding company or fellow subsidiary of the Company or otherwise connected with the Company or any predecessor in business of the Company or of any such subsidiary, holding company or fellow subsidiary or connected company and to or for the benefit of any present or former spouse, child or other relative or dependant of such individual or any other person who has or formerly had with any such individual any such connection as the directors may specify; and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangement of any kind which the directors may approve;
- (9) to support and subscribe to any institution or association which may be for the benefit of the Company or its directors or employees or connected with any town or place where the Company carries on business, and to support and subscribe to any charitable or public object whatsoever and to make donations to bodies, associations or causes with political objects;
- (10) to act as trustee, personal representative, director or agent of any kind and for any purpose;
- (11) to exercise any power of the Company for any consideration of any kind or for no consideration;

and it is declared that:

- (a) this clause shall be interpreted in the widest and most general manner and without regard to the *eiusdem generis* rule or any other restrictive principle of interpretation;
- (b) each of the above subclauses shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other subclause;
- (c) each subclause is without prejudice to the generality of the objects and powers conferred by any other subclause and no subclause shall be in any way limited or restricted by reference to or inference from any other subclause;

(d) in this clause:

- (i) "assets" includes property, rights and interests of every description, whether present or future, actual or contingent and wherever situated;
- (ii) "dispose of", in relation to an asset, includes surrendering or extinguishing it, and also creating or granting it or any interest or right out of or in respect of it;
- (iii) "liabilities" includes debts and obligations of every description, whether present or future, actual or contingent; and
- (iv) "person" includes any partnership or other body of persons, whether corporate or unincorporate, and any country, territory, public authority and international organisation.

- 4. The liability of each member is limited.
- 5. The Company's share capital is £100 divided into 100 shares of £1 each.



I, the subscriber to this memorandum of association, wish to form a company pursuant to this memorandum; and I agree to take the number of shares shown opposite my name.

Name and address of subscriber

Number of shares  
taken by  
subscriber

Alnery Incorporations No.1 Limited  
9 Cheapside  
London EC2V 6AD

1

D.W. Stewart  
for and on behalf of  
Alnery Incorporations  
No.1 Limited

Total shares taken

1

Dated 22nd February, 1993.

Witness to the above signature:

A.J. Cantwell  
9 Cheapside  
London EC2V 6AD

Company number  
2798284

THE COMPANIES ACT 1985  
A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION  
OF  
CANARY WHARF HOLDINGS LIMITED  
(incorporating all amendments  
to 29th September, 1993)

PRELIMINARY

1. Except as otherwise provided in these articles, the regulations contained in Table A shall apply to the Company. For the purposes of these articles, Table A means 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.
- 2.(1) In these articles, unless the contrary intention appears:
  - (a) the "Statutes" means the Act and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Act; and
  - (b) words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations.
- (2) Headings to these articles are inserted for convenience and shall not affect construction.

SHARE CAPITAL

- 3.(1) The directors are generally and unconditionally authorised, in accordance with section 80 of the Act, to exercise all the powers of the Company to allot relevant securities up to a maximum nominal amount of £99.
- (2) The authority contained in paragraph (1) shall expire on the day five years after the date of the incorporation of the Company but the Company may, before the authority expires, make an offer or agreement

which would or might require relevant securities to be allotted after it expires.

- (3) Section 89(1) of the Act (which regulates the power to allot equity securities, as defined in section 94 of the Act) is excluded.

#### SHAREHOLDERS' RESOLUTIONS

4. A resolution in writing signed or approved by letter, facsimile, telegram or telex by or on behalf of all the members of the Company who would be entitled to vote on it if it had been proposed at a general meeting or at a meeting of any class of members of the Company shall be as valid and effectual as if it had been passed at a general meeting or at such class meeting (as the case may be) duly convened and held. The resolution may be contained in one document or in several documents in like form each stating the terms of the resolution accurately and signed by or on behalf of one or more of the members. This article is in addition to, and not limited by, the provisions in sections 381A, 381B and 381C of the Act. Regulation 53 of Table A shall not apply.
- 5.(1) A general meeting or a meeting of any class of members of the Company may consist of a conference between members some or all of whom are in different places provided that each member who participates is able:
- (a) to hear each of the other participating members addressing the meeting; and
  - (b) if he so wishes, to address all of the other participating members simultaneously,
- whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods.
- (2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of members required form a quorum.
- (3) A meeting held in this way is deemed to take place at the place where the largest group of participating members is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.
- (4) A resolution put to the vote of a meeting shall be decided by each member indicating to the chairman (in such manner as the chairman may direct) whether the member votes in favour of or against the resolution or abstains. Regulation 46 of Table A shall be amended accordingly.
- (5) References in this article to members shall include their duly appointed proxies and, in the case of corporate members, their duly authorised representatives.

#### VOTES OF MEMBERS

- 6.(1) A proxy appointed by a member of the Company under section 372 of the Act may vote on a show of hands as well as on a poll, but no person present shall be entitled to more than one vote on a show of hands except as provided in regulation 50 of Table A. Regulation 54 of Table A shall be amended accordingly.
- (2) The instrument appointing a proxy and any authority under which it is executed (or such copy of the instrument or the authority or both as the directors may approve) may be deposited at the place where the meeting or adjourned meeting is to be held at any time before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. This provision is in addition and without prejudice to the provisions paragraphs (a), (b) and (c) of regulation 62 and the last provision of regulation 62 shall be modified accordingly.

#### DIRECTORS

- 7.(1) The holders of a majority of the ordinary shares in the Company in issue may appoint any person as a director of the Company and may remove any director. Any appointment or removal shall be made in writing signed by the holders of the majority of the ordinary shares in the Company in issue and, in the case of a body corporate holding any of those shares, the signature of any officer or other duly appointed representative shall suffice. Any appointment or removal shall take effect when it is lodged at the office or produced at any meeting of the directors.
  - (2) In addition to the circumstances set out in regulation 81 of Table A the office of a director shall be vacated if he is removed from that office in accordance with this article.
  - (3) The directors may appoint any person who is willing to act to be a director, either to fill a casual vacancy or as an additional director.
  - (4) The directors shall not be subject to retirement by rotation and regulations 73 to 80 (inclusive) and the last sentence of regulation 84 of Table A shall not apply.
- 8.(1) No director shall vacate his office or be ineligible for re-appointment as a director, nor shall any person be ineligible for appointment as a director, by reason only of his having attained a particular age.
  - (2) No special notice is required of any resolution appointing or approving the appointment of such a director nor is any notice required to state the age of the person to whom the resolution relates.
  - (3) Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any

maximum but shall not be less than one. Regulation 64 of Table A shall not apply.

#### ALTERNATE DIRECTORS

- 9.(1) In addition to the persons mentioned in regulation 65 of Table A, any director may appoint a director of any holding company of the Company or of any other subsidiary of that holding company or any person approved by a majority of the other directors to act as an alternate director.
- (2) An alternate director shall be entitled to receive notice of all meetings of directors, to attend and to vote at any meeting at which the director appointing him is not personally present and at that meeting to exercise and discharge all the functions, powers and duties of his appointor as a director and for the purposes of the proceedings at that meeting the provisions of these articles shall apply as if he was a director. Regulation 66 of Table A shall not apply.
- (3) Every person acting as alternate director shall have one vote for each director for whom he acts as alternate, in addition to his own vote if he is also a director, but he shall count as only one for the purpose of determining whether a quorum is present. The last sentence of each of regulation 88 and 89 of Table A shall not apply.
- (4) Any person appointed as an alternate director shall vacate his office as an alternate director if the director by whom he has been appointed ceases to be a director or removes him or on the happening of any event which, if he is or were a director, causes or would cause him to vacate that office. Regulation 67 of Table A shall not apply.
- (5) An alternate director shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of the director appointing him. Regulation 69 of Table A shall not apply.

#### POWERS OF DIRECTORS

- 10.(1) The powers of the directors mentioned in regulation 87 of Table A shall be exercisable as if the word "executive" (which appears before the word "office") were deleted.
- (2) Without prejudice to any other of their powers, the directors may exercise any of the powers conferred by the Statutes to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or any of its subsidiaries.
- (3) The directors have the power in accordance with section 310 of the Act to:

- (a) purchase and maintain for any officer of the company, insurance against any liability which would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the company; and
- (b) indemnify any such officer against any liability incurred by him (i) in defending any proceedings (whether civil or criminal) in which judgment is given in his favour or he is acquitted, or (ii) in connection with any application under section 144(3) or (4) or section 727 of the Act in which relief is granted to him by the court.

#### PROCEEDINGS OF DIRECTORS

- 11. Provided that he has disclosed to the directors the nature and extent of any material interest of his, a director may vote as a director on a resolution concerning any matter in which he has, directly or indirectly, an interest or duty and, if he votes, his vote shall be counted and he shall be counted in the quorum when that resolution or matter is under consideration. Regulations 94 to 96 (inclusive) of Table A shall not apply.
- 12. Notices of meetings of the directors shall be given to all directors and to any alternate directors appointed by them. Regulation 88 of Table A shall be amended accordingly.
- 12.A The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be one. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum. Regulation 89 of Table A shall not apply.
- 13. Regulation 93 of Table A (written resolutions of directors) shall apply as if the word "signed" included "approved by letter, facsimile, telegram or telex".
- 14.(1) A meeting of the directors may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able:
  - (a) to hear each of the other participating directors addressing the meeting; and
  - (b) if he so wishes, to address all of the other participating directors simultaneously,whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods.

- (2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of directors required to form a quorum, subject to the provisions of article 11.
- (3) A meeting held in this way is deemed to take place at the place where the largest group of participating directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.

#### SEAL

- 15.(1) The Company may exercise the powers conferred by the Statutes with regard to having official seals and those powers shall be vested in the directors.
- (2) The directors shall provide for the safe custody of every seal which the Company may have.
- (3) A seal shall be used only by the authority of the directors or a duly authorised committee but that authority may consist of an instruction or approval given by letter, facsimile, telegram, telex or telephone by a majority of the directors or of the members of a duly authorised committee.
- (4) The directors may determine who shall sign any instrument to which a seal is applied, either generally or in relation to a particular instrument or type of instrument, and may also determine, either generally or in any particular case, that such signatures shall be dispensed with or affixed by some mechanical means.
- (5) Unless otherwise decided by the directors:
  - (a) certificates for shares, debentures or other securities of the Company to which a seal is applied need not be signed; and
  - (b) every other instrument to which a seal is applied shall be signed by at least one director and the secretary or by at least two directors.
- (6) Regulation 6 of Table A shall be amended accordingly. Regulation 101 of Table A shall not apply.

#### NOTICES

16. Regulation 112 of Table A shall apply as if the last sentence were deleted and Regulation 116 shall apply as if the words "within the United Kingdom" did not appear.
17. Proof that:

- (a) an envelope containing a notice was properly addressed, prepaid and posted (by airmail or first class post, where available); or
- (b) a telex or facsimile transmission setting out the terms of a notice was properly despatched

shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiry of 24 hours after the envelope containing it was so posted or, in the case of telex or facsimile transmission, when despatched. Regulation 112 of Table A shall be amended accordingly. Regulation 115 of Table A shall not apply.

#### INDEMNITY

- 18.(1) Subject to the provisions of and to the extent permitted by the Statutes, every director, other officer or auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liability incurred by him in the actual or purported execution or discharge of his duties or the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office (including without prejudice to the generality of the foregoing any costs, charges, expenses, losses and liabilities incurred in defending or disputing any claims, actions or proceedings in relation to or in connection with his duties, powers or office or his actual or purported exercise, execution or discharge thereof):
- (2) Regulation 118 of Table A shall not apply.



Name and address of subscriber

Alnery Incorporations No. 1 Limited  
9 Cheapside  
London EC2V 6AD

D.W. Stewart  
for and on behalf of  
Alnery Incorporations No. 1 Limited

Dated 22nd February, 1993.

Witness to the above signature:

A.J. Cantwell  
9 Cheapside  
London EC2V 6AD

Company number  
2798284

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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RESOLUTION

of

ALNERY NO. 1271 LIMITED

(passed on 13<sup>th</sup> September, 1993)

The following resolution was duly passed as a special resolution of the company by the sole member of the company on 13<sup>th</sup> September, 1993:

That the name of the company be changed to CANARY WHARF HOLDINGS LIMITED.

*H.M. Hagan-Hall*.....  
for Alnery Incorporations  
No. 1 Limited (sole member)

Company number  
2798284

THE COMPANIES ACT 1985

Company Limited by Shares

Written Resolution

of

Canary Wharf Holdings Limited

(passed on 29th September, 1993)

The following written resolution was duly passed as a special resolution of the company by its sole shareholder on 29th September, 1993.

RESOLUTION

THAT:-

The articles of association of the company be amended:

(1) by the insertion of the following paragraphs:-

- 8.(3) Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than one. Regulation 64 of Table A shall not apply.
- 10.(3) The directors have the power in accordance with section 310 of the Act to:
  - (a) purchase and maintain for any officer of the company, insurance against any liability which would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the company; and
  - (b) indemnify any such officer against any liability incurred by him (i) in defending any proceedings (whether civil or criminal) in which judgment is given in his favour or he

is acquitted, or (11) in connection with any application under section 144(3) or (4) or section 727 of the Act in which relief is granted to him by the court.

12.A The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be one. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum. Regulation 89 of Table A shall not apply.

(2) by the substitution of a new article 18 for the existing article 18:

18.(1) Subject to the provisions of and to the extent permitted by the Statutes, every director, other officer or auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities incurred by him in the actual or purported execution or discharge of his duties or the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office (including without prejudice to the generality of the foregoing any costs, charges, expenses, losses and liabilities incurred in defending or disputing any claims, actions or proceedings in relation to or in connection with his duties, powers or office or his actual or purported exercise, execution or discharge thereof).

(2) Regulation 118 of Table A shall not apply.

Date ..29th Sept, 1993.....

Alan M Hawton-Hall Esq.....  
Alnery Incorporations No. 1  
Limited (Sole shareholder)