

# 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

For official use

For official use

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Name of company

\* insert full  
name of Company

<p>*</p> <p style="text-align: center;">SUBMITEXIST LIMITED</p>
---

I, MICHAEL RICHARD COUNSELL, signing on behalf  
of SWIFT INCORPORATIONS LIMITED  
2 BACHES STREET  
LONDON N1 6UB

† delete as  
appropriate

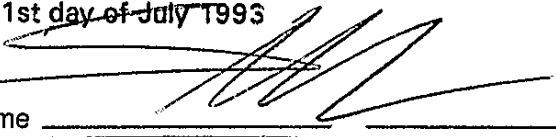
do solemnly and sincerely declare that I am a [~~Solicitor engaged in the formation of the~~  
~~company~~]† [person named as director or secretary of the company in the statement delivered to  
the registrar under section 10(2)† and that all the requirements of the above Act in respect of the  
registration 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 11, SHIP STREET  
BRECON,  
POWYS

Declarant to sign below

The 1st day of ~~July~~ 1993

before me 



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

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

For official use

New Companies Section

Post room

Printed and supplied by

**Jordans**

Jordan & Sons Limited

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

CHA108

**10**

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

This form should be completed in black.

Company name (in full)

**CN**

For official use ☐

SUBMITEXIST LIMITED

Registered office of the company on  
incorporation.

**RO**

2 BACHES STREET

Post town LONDON

County/Region

Postcode N1 6UB

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 JORDAN & SONS LIMITED

**RA**

21 ST. THOMAS STREET

Post town BRISTOL

County/Region

Postcode BS1 6JS

Number of continuation sheets attached ☐

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

C.F.P.U. JORDAN & SONS LIMITED

21 ST. THOMAS STREET

BRISTOL

Postcode BS1 6JS

Telephone 0272 230600

Extension 349

JRM10

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

## 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

\* Voluntary details

Consent signature

Delete if the form  
is signed by the  
subscribers.

CS

SWIFT INCORPORATIONS LIMITED

N/A

N/A

N/A

AD

2 BACHES STREET

Post town LONDON

County/Region

Postcode N1 6UB

Country ENGLAND

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

Signed


(Authorised  
Signatory)

Date 01.07.93

CD

INSTANT COMPANIES LIMITED

N/A

N/A

N/A

AD

2 BACHES STREET

Post town LONDON

County/Region

Postcode N1 6UB

Country ENGLAND

DO

1 8 0 2 8 1

Nationality

NA UK REGISTERED

OC

COMPANY REGISTRATION AGENT

OD

NONE

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

Signed


(Authorised  
Signatory)

Date 01.07.93

Signature of agent on behalf of all subscribers

Date 01.07.93



**A PRIVATE COMPANY  
LIMITED BY SHARES**

## **Memorandum and Articles of Association**

1. The Company's name is

**SUBMITEXIST LIMITED**

2. The Company's registered office is to be situated in England and Wales.

3. (i) The object of the Company is to carry on business as a general commercial company.

(ii) Without prejudice to the generality of the object and the powers of the Company derived from Section 3A of the Act the Company has power to do all or any of the following things:-

OBMGEN

554260

and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(b) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(c) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(d) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(e) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(f) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretieships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

(g) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(h) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(i) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may

Company's interests.

(j) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(k) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(l) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

(m) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(n) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(o) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(p) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(q) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(r) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

(s) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the

Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance including insurance for any Director, officer or Auditor against any liability as is referred to in Section 310(1) of the Act; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(t) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.

(u) To procure the Company to be registered or recognised in any part of the world.

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

(w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's object or of any of the powers given to it by the Act or by this Clause.

AND so that:-

(1) None of the provisions set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

(2) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

(3) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause 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.

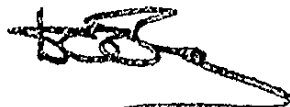
4. The liability of the Members is limited.

5. The Company's share capital is £1000 divided into 1000 shares of £1 each.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and addresses of Subscribers	Number of shares taken by each Subscriber
------------------------------------	---

1. For and on behalf of Instant Companies Limited 2 Baches Street London N1 6UB	- One
--	-------



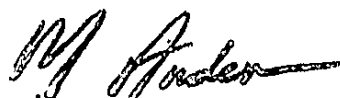
2. For and on behalf of Swift Incorporations Limited 2 Baches Street London N1 6UB	- One
---	-------



Total shares taken	- Two
--------------------	-------

Dated 01.07.93

Witness to the above Signatures:- Mark Anderson  
2 Baches Street  
London N1 6UB



THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) (such Table being hereinafter called "Table A") shall apply to the Company 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) In these Articles the expression "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.

## ALLOTMENT OF SHARES

2. (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members. The foregoing provisions of this paragraph (b) shall have effect subject to Section 80 of the Act.

(c) In accordance with Section 91(1) of the Act Sections 89(1) and 80(1) to (6) (inclusive) of the Act shall not apply to the Company.

(d) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

## SHARES

3. The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.

4. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

## GENERAL MEETINGS AND RESOLUTIONS

5. (a) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.

(b) No business shall be transacted at any General Meeting unless a quorum is present. Subject to paragraph (c) below two persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.

(c) If and for so long as the Company has only one Member, that Member present in person or by proxy or if that Member is a corporation by a duly authorised representative shall be a quorum.

(d) 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.

(e) Clauses 40 and 41 in Table A shall not apply to the Company.

6. (a) If and for so long as the Company has only one Member and that Member takes any decision which is required to be taken in General Meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in General Meeting save that this paragraph shall not apply to resolutions passed pursuant to sections 303 and 391 of the Act.

(b) Any decision taken by a sole Member pursuant to paragraph (a) above shall be recorded in writing and delivered by that Member to the Company for entry in the Company's Minute Book.

## APPOINTMENT OF DIRECTORS

7. (a) Clause 64 in Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.

(d) No person shall be appointed a Director at any General Meeting unless either:-

(i) he is recommended by the Directors; or

(ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice signed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.

(e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

(f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

(g) In any case where as the result of the death of a sole Member of the Company the Company

representatives of such deceased member shall have the right by notice in writing to appoint a person to be a Director of the Company and such appointment shall be as effective as if made by the Company in General Meeting pursuant to paragraph (e) of this Article.

#### BORROWING POWERS

8. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

#### ALTERNATE DIRECTORS

9. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.

(b) A Director, or any such other person as is mentioned in Clause 66 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

#### GRATUITIES AND PENSIONS

10. (a) The Directors may exercise the powers of the Company conferred by Clause 3(ii)(s) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Clause 87 in Table A shall not apply to the Company.

#### PROCEEDINGS OF DIRECTORS

11. (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, 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.

(b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

#### THE SEAL

12. (a) If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Clause 101 of Table A shall not apply to the Company.

(b) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

13. (a) Every Director or other officer or Auditor 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, or in connection with any application under Section 144 or 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.

(b) The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.

(c) Clause 118 in Table A shall not apply to the Company.

#### TRANSFER OF SHARES

14. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of Clause 24 in Table A shall not apply to the Company.

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#### Names and addresses of Subscribers

---

1. For and on behalf of  
Instant Companies Limited  
2 Baches Street  
London N1 6UB



2. For and on behalf of  
Swift Incorporations Limited  
2 Baches Street  
London N1 6UB



---

Dated 01.07.93

Witness to the above Signatures:-

Mark Anderson  
2 Baches Street  
London N1 6UB





**FILE COPY**



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

No. 2852888

I hereby certify that

**SUBMITEXIST LIMITED**

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

Given under my hand at the Companies Registration Office,  
Cardiff the 13 SEPTEMBER 1993

*P. Bevan*  
P. BEVAN

an authorised officer

No. 02552888

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SUBMITEXIST LIMITED



At an Extraordinary General Meeting of the Company held at Broadwalk House, 5, Appold Street, London EC2A 2HA on 22nd October 1993 at 1.30 a.m./p.m. the following Resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

THAT the name of the Company be changed to "Delian Lamda Limited"

*Joemy Hill*  
.....  
CHAIRMAN

APB/8811A



*NW 075652  
C/W to 1/40/17  
Stam 07/09*



**CERTIFICATE OF INCORPORATION**  
**ON CHANGE OF NAME**

Company No. 2852888

The Registrar of Companies for England and Wales hereby certifies that

SUBMITEXIST LIMITED

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

DELIAN LAMDA LIMITED

Given at Companies House, London, the 22nd October 1993

*L. Mills*

MRS L. MILLS

For The Registrar Of Companies



C O M P A N I E S   H O U S E

No. 02852888

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
DELIAN LAMDA LIMITED



At an Extraordinary General Meeting of the Company held at Broadwalk House,  
5, Appold Street, London EC2A 2HA on 25th October 1993 at 11.00 a.m./p.m.  
the following Resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

THAT the name of the Company be changed to "Delian Lambda Limited"

..... *Tenny Hill* .....  
CHAIRMAN

*[Signature]*

APB/8811A

NW078679  
C. R. [Signature]





**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2852888

The Registrar of Companies for England and Wales hereby certifies that

DELIAN LAMDA LIMITED

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

DELIAN LAMBDA LIMITED

Given at Companies House, London, the 25th October 1993

A handwritten signature in cursive script, appearing to read 'L. Mills'.

MRS L. MILLS

For The Registrar Of Companies



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

Please do not  
write in  
this margin

Pursuant to section 224 of the Companies Act 1985  
as inserted by section 3 of the Companies Act 1989

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

To the Registrar of Companies  
(Address overleaf)

Company number

2852888

\*Insert full name  
of company.

Name of company

• DELIAN LAMBDA LIMITED

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

## Important

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

Day Month

3 0 0 9

5 April  
Day Month

0 5 0 4

30 June  
Day Month

3 0 0 6

31 December  
Day Month

3 1 1 2

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

Signed

*Ashurst Morris Crisp*

Designation **SECRETARY**

Date *7 December 1993*

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

Ashurst Morris Crisp  
Broadwalk House  
5 Appold Street  
London EC2A 2HA

011 638 1111 R. J. APB

For official use  
D.E.B.

Post room



The Solicitors' Law Stationery Society Ltd. Oyez House, 27 Chancery Street, London SE1 6TS

Companies G224

1990 Edition  
G90 F17360  
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THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

DELTA LAMBDA LIMITED

At an Extraordinary General Meeting of the Company held at Broadwalk House, 5 Appold Street, London EC2A 2HA on ~~7th December~~ 1993 at 11.15 am the following Resolution was passed as a Special Resolution:

SPECIAL RESOLUTION

THAT:

1. The Memorandum of Association of the Company be amended as follows:

(a) Clause 3(i) shall be deleted and there shall be substituted as follows:

"3(i) The object of the Company is to carry on the business of an underwriting member of Lloyd's and to conduct the business of underwriting at Lloyd's and all related activities carried on by a corporate member of Lloyd's; and

(a) to enter into or give and perform all deeds, agreements, declarations and/or undertakings or otherwise that are necessary or appropriate in connection therewith including without prejudice thereto, entering into and performing contracts of insurance and reinsurance and all "Relevant Documents" (as defined in any Legal Opinion required to be given to Lloyd's by the Company's legal adviser pursuant to the Corporate Membership Agreement);

(b) to do all that is necessary or appropriate to do in order to carry out the obligations imposed on the Company by Lloyd's Acts 1871 to 1982, and byelaws and regulations made and directions given thereunder and the Insurance Companies Act 1982;"

(b) The first two and a half lines of Clause 3(ii) shall be deleted and there shall be substituted as follows:

"(ii) The Company shall not:

(a) carry on any business or activity other than its underwriting business at Lloyd's and such activities as are directly ancillary to that business and shall not underwrite on its own account and in any manner howsoever insurance or reinsurance business of any kind except at Lloyd's or



(b) enter into contracts or otherwise incur any liabilities (including contingent liabilities) or acquire, hold or dispose of property other than for the purposes of the business and activities described in sub-paragraph (ii)(a); or

(c) hold or acquire any interest in securities of -

(i) any other corporate member;

(ii) any person who controls a corporate member; or

(iii) any Lloyd's adviser, Lloyd's broker or underwriting agent;

but subject thereto the Company has power to do all or any of the following:"

(c) There shall be inserted a new Clause 3(ii)(4) immediately after clause 3(ii)(3) as follows:

"(4) The following words and expressions in this Clause shall, unless the context otherwise requires, have the following meanings:-

"control" has the meaning given to it by the Membership Byelaw (No. 17 of 1993);

"corporate member" means a member of the Society of Lloyd's which is a body corporate;

"Corporate Membership Agreement" the Membership Agreement (Corporate Member) in the form required by Lloyd's pursuant to the Membership Byelaw (No. 17 of 1993);

"interest in securities" has the meaning given to it by the Membership Byelaw (No. 17 of 1993);

"Lloyd's" means the Society or Corporation of Lloyd's as established pursuant to and governed by the Lloyd's Acts 1871 to 1982 and where the context requires or permits shall also mean the Council of Lloyd's;

"Lloyd's adviser" means a person which is listed in the register of Lloyd's advisers maintained under the Lloyd's Advisers Byelaw (No. 19 of 1993);



"Lloyd's broker"

means a person which is listed in the register of Lloyd's brokers maintained under the Lloyd's Brokers Byelaw (No. 5 of 1988);

"member of the Society"

includes references to any administrator, administrative receiver, committee, curator bonis, executor, liquidator, manager, personal representative, supervisor or trustee in bankruptcy, or any other person by law entitled or bound to administer the affairs of the member concerned."

2. New Articles of Association in the form contained in the draft Articles of Association attached to this Resolution and initialled by the Chairman for the purposes of identification be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all previous Articles of Association.

.....*Henry Thi*.....  
CHAIRMAN

APB/9367A

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

DELIAN LAMBDA LIMITED

(Adopted by Special Resolution passed  
on 12 December 1993)

PRELIMINARY

1. In these Articles:-

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"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. The Company is a private company. The regulations contained in Table A save insofar as they are excluded or varied hereby, and the regulations hereinafter contained shall constitute the regulations of the Company.

GENERAL MEETINGS

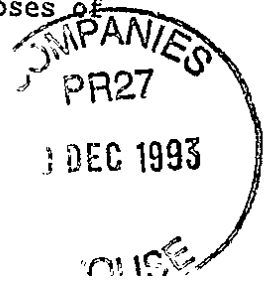
3. In Regulation 38 of Table A, the following shall be substituted for the second paragraph:-

"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. 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 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."

In Regulation 38 of Table A, the words "or a resolution appointing a person as a director" shall be deleted.

4. With respect to any such resolution in writing as is referred to in Regulation 53 of Table A:-

- (i) in the case of joint holders of a share the signature of any one of such joint holders shall be sufficient for the purposes of Regulation 53;



- (ii) in the case of a corporation which holds a share, the signature of any director or the secretary thereof shall be sufficient for the purposes of Regulation 53.

5. (1) A proxy shall be entitled to vote on a show of hands and Regulation 54 of Table A shall be modified accordingly.

(2) In Regulation 62 of Table A (time for deposit of proxy) the words "not less than 48 hours" and "not less than 24 hours" shall be deemed to be deleted.

#### DIRECTORS

6. A Director shall be entitled to vote as a Director and be counted in the quorum in respect of any resolution concerning a matter in which he has, directly or indirectly, an interest or duty (whether or not it may conflict with the interests of the Company). Regulations 94 to 98 (inclusive) of Table A shall not apply to the Company.

7. The Company may have an official seal for use abroad under the provisions of the Act, where and as the Directors shall determine, and the Company may by writing under the Common Seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using any such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the Common Seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

#### APPOINTMENT AND RETIREMENT OF DIRECTORS

8. The holder or holders for the time being of more than one-half of the issued Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors either as additional Directors or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its directors and shall take effect upon lodgment at the registered office of the Company, or such date later than such lodgment as may be specified in the instrument. Regulation 81 of Table A shall be construed accordingly.

9. Unless and until otherwise determined by the Company by Ordinary Resolution, either generally or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy, and any Director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a Director shall be capable of being appointed or re-appointed as a Director notwithstanding that he has attained the age of seventy, and no special notice need be given of any resolution for the appointment or re-appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be appointed or re-appointed as such.

#### ROTATION OF DIRECTORS

10. The Directors shall not be liable to retire by rotation, and accordingly Regulations 73 to 77 (inclusive) and 80 shall not apply to the Company; in Regulation 78 of Table A the words "and may also determine the rotation in which any additional directors are to retire." shall be deleted; and in Regulation 79 of Table A the second and third sentences thereof shall be deleted.

#### PROCEEDINGS OF DIRECTORS

11. Any Director or member of a committee of the Board may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any Director or member of a committee participating in a meeting in this manner shall be deemed to be present in person at such meeting.

#### INDEMNITY

12. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and 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 in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company. 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 insofar as its provisions are not avoided by the Act. Regulation 118 of Table A shall not apply to the Company.

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY  
LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

DELIAN LAMBDA LIMITED

(As amended by Special Resolution passed on 7th December 1993)

1. The Company's name is "SUBMITEXIST LIMITED",\*
2. The Company's registered office is to be situated in England and Wales.
3. (1) The object of the Company is to carry on the business of an underwriting member of Lloyd's and to conduct the business of underwriting at Lloyd's and all related activities carried on by a corporate member of Lloyd's; and
  - (a) to enter into or give and perform all deeds, agreements, declarations and/or undertakings or otherwise that are necessary or appropriate in connection therewith including without prejudice thereto, entering into and performing contracts of insurance and reinsurance and all "Relevant Documents" (as defined in any Legal Opinion required to be given to Lloyd's by the Company's legal adviser pursuant to the Corporate Membership Agreement);
  - (b) to do all that is necessary or appropriate to do in order to carry out the obligations imposed on the Company by Lloyd's Acts 1871 to 1982, and byelaws and regulations made and directions given thereunder and the Insurance Companies Act 1982;
- (ii) The Company shall not:
  - (a) carry on any business or activity other than its underwriting business at Lloyd's and such activities as are directly ancillary to that business and shall not underwrite on its own account and in any manner howsoever insurance or reinsurance business of any kind except at Lloyd's; or
  - (b) enter into contracts or otherwise incur any liabilities (including contingent liabilities) or acquire, hold or dispose of property other than for the purposes of the business and activities described in sub-paragraph (ii)(a); or

\* The name of the Company was changed to Delian Lambda Limited pursuant to a Special Resolution passed on 22nd October, 1993 and was further changed to Delian Lambda Limited pursuant to a Special Resolution passed on 25th October 1993.



(c) hold or acquire any interest in securities of -

- (i) any other corporate member;
- (ii) any person who controls a corporate member; or
- (iii) any Lloyd's adviser, Lloyd's broker or underwriting agent;

but subject thereto the Company has power to do all or any of the following:

- (a) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property;
- (b) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire;
- (c) To acquire or undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received;
- (d) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company;
- (e) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made;
- (f) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company

associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid);

- (g) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it;
- (h) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments;
- (i) To apply for, promote and obtain any Act of Parliament, order or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest;
- (j) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out exercise and to comply with any such charters, decrees, rights, privileges and concessions;
- (k) To subscribe for, take, purchase or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise in any part of the world;
- (l) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other

arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies;

- (m) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid;
- (n) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any company purchasing the same;
- (o) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts;
- (p) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient;
- (q) To distribute among the Members of the Company in kind any property of the Company of whatever nature;
- (r) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares or other securities of the Company;
- (s) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance including insurance for any Director, officer or Auditor against any liability as is referred to in Section 310(1) of the Act; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for



the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained;

- (t) Subject to and in accordance with a due compliance with the provisions of Section 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act;
- (u) To procure the Company to be registered or recognised in any part of the world;
- (v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others;
- (w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's object or any of the powers given to it by the Act or by this Clause.

AND so that:-

- (1) None of the provisions set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company;
- (2) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere;
- (3) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause 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;
- (4) The following words and expressions in this Clause shall, unless the context otherwise requires, have the following meanings:-

"control"

has the meaning given to it by the  
Membership Byelaw (No. 17 of 1993);

"corporate member"	means a member of the Society of Lloyd's which is a body corporate;
"Corporate Membership Agreement"	the Membership Agreement (Corporate Member) in the form required by Lloyd's pursuant to the Membership Byelaw (No. 17 of 1993);
"interest in securities"	has the meaning given to it by the Membership Byelaw (No. 17 of 1993);
"Lloyd's"	means the Society or Corporation of Lloyd's as established pursuant to and governed by the Lloyd's Acts 1871 to 1982 and where the context requires or permits shall also mean the Council of Lloyd's;
"Lloyd's adviser"	means a person which is listed in the register of Lloyd's advisers maintained under the Lloyd's Advisers Byelaw (No. 19 of 1993);
"Lloyd's broker"	means a person which is listed in the register of Lloyd's brokers maintained under the Lloyd's Brokers Byelaw (No. 5 of 1988);
"member of the Society"	includes references to any administrator, administrative receiver, committee, curator bonis, executor, liquidator, manager, personal representative, supervisor or trustee in bankruptcy, or any other person by law entitled or bound to administer the affairs of the member concerned.

4. The liability of the Members is limited.
5. The Company's share capital is £1,000 divided into 1,000 shares of £1 each.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
1. Instant Companies Limited 2 Baches Street London N1 6UB	- One
2. Swift Incorporations Limited 2 Baches Street London N1 6UB	- One
Total shares taken - Two	

Dated this 1st day of July 1993

Witness to the above Signatures: Mark Anderson  
2 Baches Street  
London N1 6UB

DELIAN LAMBDA LIMITED

At an EXTRAORDINARY GENERAL MEETING of the Company held at Exchange House,  
Primrose Street, London, EC2A 2NY on 20<sup>th</sup> December, 1993 at 4.55  
pm the following Resolution was passed as a Special Resolution:-

SPECIAL RESOLUTION

1. THAT:

- (a) the authorised share capital of the Company be increased from  
£1,000 to £200,000 by the creation of 199,000 Shares of £1  
each ranking pari passu for all purposes with the existing  
Shares of £1 in the capital of the Company.
- (b) the Directors be and they are hereby generally and  
unconditionally authorised, in accordance with Section 80 of  
the Companies Act 1985, to exercise all the powers of the  
Company to allot relevant securities (as defined in  
sub-section (2) of the said Section 80) of the Company up to  
an aggregate nominal amount of £199,998 provided that this  
authority shall expire five years from the date of this  
Resolution save that the Company may before such expiry make  
an offer or agreement which would or might require relevant  
securities to be allotted after such expiry and the Directors  
may allot relevant securities in pursuance of such an offer  
or agreement as if the authority conferred hereby had not  
expired.

*Stewart*  
.....  
CHAIRMAN



G

# Notice of increase in nominal capital

123

Please tick here if  
where in  
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies  
(Address overleaf)

For official use

Company number

--	--	--	--

285 2888

Name of company

• DELIAN LAMBDA LIMITED

\* Insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 20TH DECEMBER 1993 the nominal capital of the company has been  
increased by £ 199,000 beyond the registered capital of £ 1,000.

§ The copy must be  
printed or in some  
other form approved  
by the registrar

A copy of the resolution authorising the increase is attached. §

The conditions (eg voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follow:

THE NEW SHARES ARE TO RANK PARI PASSU IN ALL RESPECTS  
WITH THE EXISTING ORDINARY SHARES OF THE COMPANY

For use by the Registrar of Companies



SECRETARY

Please tick here if  
continued overleaf

☐

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

Signed

Designation\*

Date 20.1.94

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

For official Use  
General Section

Post room



DELIAN LAMEDA LIMITED

At an EXTRAORDINARY GENERAL MEETING of the Company held at Exchange House,  
Primrose Street, London, EC2A 2NY on 20<sup>th</sup> December, 1993 at 4.55  
pm the following Resolution was passed as a Special Resolution:-

SPECIAL RESOLUTION

1. THAT:

- (a) the authorised share capital of the Company be increased from  
£1,000 to £200,000 by the creation of 199,000 Shares of £1  
each ranking pari passu for all purposes with the existing  
Shares of £1 in the capital of the Company.
- (b) the Directors be and they are hereby generally and  
unconditionally authorised, in accordance with Section 80 of  
the Companies Act 1985, to exercise all the powers of the  
Company to allot relevant securities (as defined in  
sub-section (2) of the said Section 80) of the Company up to  
an aggregate nominal amount of £199,998 provided that this  
authority shall expire five years from the date of this  
Resolution save that the Company may before such expiry make  
an offer or agreement which would or might require relevant  
securities to be allotted after such expiry and the Directors  
may allot relevant securities in pursuance of such an offer  
or agreement as if the authority conferred hereby had not  
expired.

.....  
Stewartby  
CHAIRMAN



APB/9813A

.....  
HOLDING & COLONIAL MANAGEMENT LIMITED  
.....  
SECRETARY

**G****Notice of increase  
in nominal capital****123**

CHA 118

Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[ ] [ ] [ ] [ ]

2852888

Name of company

\*DELIAN LAMBDA LIMITED

\* Insert full name  
of companygives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 15th December 1994 the nominal capital of the company has beenincreased by £ 200,000 beyond the registered capital of £ 200,000.‡ the copy must be  
printed or in some  
other form approved  
by the registrar

A copy of the resolution authorising the increase is attached.‡

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follows:

The new shares rank pari passu in all respects with the existing shares of the Company.

For and on behalf of

FOREIGN &amp; COLONIAL MANAGEMENT LIMITED



..... SECRETARY

Please tick here if  
continued overleaf‡ Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Signed

Designation ‡

Date 19.12.94

Presentor's name, address and  
reference (if any):ASHURST MORRIS CRISP  
BROADWALK HOUSE  
5 APPOLD STREET  
LONDON  
EC2A 2HA  
(JAT)

For official use

General Section

Post room

A08 \*A3PD27D1\* 33  
COMPANIES HOUSE 21/12/94

Company No. 2852888

We certify this to be  
a true copy  
Ashurst Morris Crisp  
AMC

DELIAN LAMBDA LIMITED

At an EXTRAORDINARY GENERAL MEETING of the Company held at *Exchange House*  
*Princes Street, London* <sup>EC2A 7AY</sup> on <sup>1994</sup> 15th December at 12.40 ~~pm~~ the following Resolution  
was passed as a Special Resolution:-

SPECIAL RESOLUTION

1. THAT:

- (a) the authorised share capital of the Company be increased from £200,000 to £400,000 by the creation of 200,000 Shares of £1 each ranking pari passu for all purposes with the existing Shares of £1 in the capital of the Company.
- (b) the Directors be and they are hereby generally and unconditionally authorised, in accordance with Section 80 of the Companies Act 1985, to exercise all the powers of the Company to allot relevant securities (as defined in sub-section (2) of the said Section 80) of the Company up to an aggregate nominal amount of £200,000 provided that this authority shall expire five years from the date of this Resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

*Stewart*  
.....  
CHAIRMAN

12:02\12 December 1994\AXK\C47005.1





# 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 margin.

Pursuant to section 224 of the Companies Act 1985  
as inserted by section 3 of the Companies Act 1989

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

To the Registrar of Companies  
(Address overleaf)

Company number

2852888

\*Insert full name  
of company.

Name of company

\* DELIAN LAMBDA LIMITED

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

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

Day Month

3 0 0 9

5 April  
Day Month

0 5 0 4

30 June  
Day Month

3 0 0 6

31 December  
Day Month

3 1 1 2

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

Signed

Designation **SECRETARY**Date **7 December 1993**

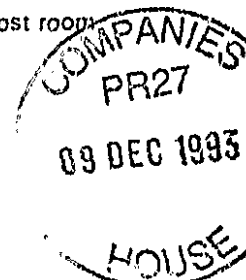
Presenter's name address telephone  
number and reference (if any):

**Ashurst Morris Crisp**  
**Broadwalk House**  
**5 Appold Street**  
**London EC2A 2HA**

071 638 1111 Ref APB

For official use  
D.E.B.

Post room



The Solicitors' Law Stationery Society Ltd., Oyez House, 27 Crooms Court Street, London SE1 5TS.

Companies G224

1990 Edition  
G 90 F17380  
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Company No. 2852888

We certify this to be  
a true copy  
Aghurat Morris Crlap  
AMC

DELIAN LAMBDA LIMITED

At an EXTRAORDINARY GENERAL MEETING of the Company held at *Exchange House*  
*Princes Street, London EC2A 2NY* on *15 December 1994* at *12.40* ~~pm~~ *pm* the following Resolution  
was passed as a Special Resolution:-

SPECIAL RESOLUTION

1. THAT:

- (a) the authorised share capital of the Company be increased from £200,000 to £400,000 by the creation of 200,000 Shares of £1 each ranking pari passu for all purposes with the existing Shares of £1 in the capital of the Company.
- (b) the Directors be and they are hereby generally and unconditionally authorised, in accordance with Section 80 of the Companies Act 1985, to exercise all the powers of the Company to allot relevant securities (as defined in sub-section (2) of the said Section 80) of the Company up to an aggregate nominal amount of £200,000 provided that this authority shall expire five years from the date of this Resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

*Stewart*  
.....  
CHAIRMAN



Company No. 2852888

We certify this to be  
a true copy  
Aghurat Morris Crlap  
AMC

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*Stewart*  
.....  
CHAIRMAN

