

**G****12****Statutory Declaration of compliance  
with requirements on application  
for registration of a company**Please do not  
write in  
this margin

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

To the Registrar of Companies

For official use

For official use

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

Name of company

\* R.B. (3) INVESTMENT COMPANY

\* insert full  
name of CompanyI, JOHN ALBERT LEAof 67 LOMBARD STREET, LONDON, EC3P 3DL† delete as  
appropriate

do solemnly and sincerely declare that I am a ~~[Solicitor engaged in the formation of the company]~~†  
[person named as director or secretary of the company in the statement delivered to the registrar  
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the  
above company and of matters precedent and incidental to it have been complied with,  
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1835

Declared at 10, Philip Lane,  
London EC3N 8AA

Declarant to sign below

the tenth day of September  
One thousand nine hundred and ninety-three  
before me J. B. BurgessA Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.Commissioner for Oaths, London, England  
J. B. BurgessPresentor's name address and  
reference (if any):TU96351LS  
**JORDAN & SONS L**  
**21 ST THOMAS ST**  
**BRISTOL, BS1 0JS**

For official Use

New Companies Section

Post room

Jordan &amp; Sons Limited

*Jordan*

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

Printed and supplied by

**JORDANS**

Jordan & Sons Limited

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

CHA108

This form should be completed in black.

10

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

Company name (in full)

**CN**

For official use ☐

R. B. (3) INVESTMENT COMPANY

Registered office of the company on  
incorporation.

**RO**

THE QUADRANGLE

THE PROMENADE

Post town CHELTENHAM

County/Region GLOUCESTERSHIRE

Postcode GL50 1PX

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

☐ 1

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

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

21 ST. THOMAS STREET

BRISTOL

Postcode

BS1 6JS

Telephone 0272 230600

Extension

349

JST10


**Company Secretary** (See notes 1 - 5)

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

**Address**

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

**Consent signature**

<b>CS</b>	JOHN ALBERT	
	LEA	
	NONE	
	NONE	
<b>AD</b>	9, ELDERBERRY GARDENS	
	Post town WITHAM	
	County/Region ESSEX	
	Postcode CM8 2PT	Country ENGLAND
I consent to act as secretary of the company named on page 1		
Signed		Date 23.8.93

**Joint  
Company Secretary** (See notes 1 - 5)

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

**Address**

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

**Consent signature**

<b>CS</b>	N/A	
	N/A	
	SWIFT INCORPORATIONS LIMITED	
	N/A	
	N/A	
	N/A	
<b>AD</b>	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

**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.

**CD**

MARTIN GRAHAM

BROWN

NONE

NONE

**AD**

BLUEBOYS BARN

GIRENCESTER ROAD

Post town MINCH INHAMPTON

County/Region GLOUCESTERSHIRE

Postcode GL6 9EQ

Country ENGLAND

**DD**

270458

Nationality

**NA**

BRITISH

**OC**

CHARTERED ACCOUNTANT

**OD**

AIRLEASE INTERNATIONAL MANAGEMENT LIMITED

NOTABILITY FINANCE LIMITED

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

Signed

X MBrown

Date 23.8.93

Signature of agent on behalf of all subscribers

Date 10/9/93

**Directors (continued)**

(See notes 1 - 5)

Name \*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

**Address**

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

Date of birth

Business occupation

Other directorships

\* Voluntary details

**Consent signature****Directors (continued)**

(See notes 1 - 5)

Name \*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

**Address**

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

Date of birth

Business occupation

Other directorships

\* Voluntary details

**Consent signature****CD**

THOMAS

CARR

NONE

NONE

**AD**

20, SUMMERHILL GRANGE

LINDFIELD

Post town HAYWARDS HEATH

County/Region WEST SUSSEX

Postcode RH16 1RQ

Country

ENGLAND

**DO**

260640

Nationality

**NA**

BRITISH

**OC**

SALES &amp; MARKETING DIRECTOR

**OD**

NONE OTHER THAN ROYAL BANK LEASING LTD AND

ITS CONNECTED COMPANIES

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

Signed

T Carr

Date 23.8.93

**CD****AD**

Post town

County/Region

Postcode

Country

**DO**

Nationality

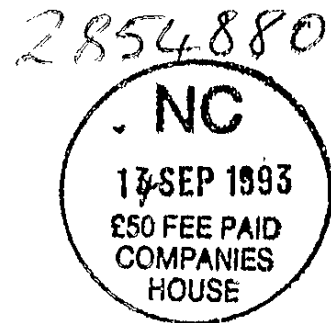
**NA****OC****OD**

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

Signed

Date

THE COMPANIES ACT 1985



UNLIMITED COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

R.B. (3) INVESTMENT COMPANY

1. The Company's name is "R.B. (3) INVESTMENT COMPANY".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-
  - (a) To carry on all or any of the businesses of an investment company, and to acquire, by purchase, lease, concession, grant, licence or otherwise, such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares and debentures in public or private companies, corporate or unincorporate, policies of insurance and such other property, real or personal, and rights and interests in property as the Company shall deem fit, and whether in a nominee capacity or for the Company's own account but so that the Company shall not have the power to deal or traffic in businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, policies of life assurance or other of its property real or personal or assets, but may acquire the same for the purposes of investment only.
  - (b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
  - (c) 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.
  - (d) 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.
  - (e) 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

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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.

(f) 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 all or any part of the property and rights of the Company.

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

(h) 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).

(i) 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.

(j) 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.

(k) 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 interests.

(l) 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.

(m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, dispose of, place and underwrite by way of investment 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.

(n) 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.

(o) 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.

(p) 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.

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

(r) 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.

(s) 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.

(t) 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; 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.

(u) 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.

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

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

(x) 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.

(y) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

(1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects 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) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this

Clause as though each such sub-clause contained the objects of a separate Company.

(3) 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.

(4) 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 unlimited.

5. The Company's share capital is £100,000,000 divided into 100,000,000 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	SIGNATURES	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
------------------------------------	------------	---

1. R.B. Investment Holdings Limited The Quadrangle The Promenade Cheltenham GL50 1PX	M G BROWN	One
---	-----------	-----

MGE  
X *M G Brown* V  
.....  
Director, for and on  
behalf of R.B. Investment  
Holdings Limited in the  
presence of:-

*M Welden*  
M. W. WELDEN  
The Quadrangle, The Promenade, Cheltenham.

2. Glyns Nominees Limited 67 Lombard Street London EC3P 3DL	J A LEA	One
---	---------	-----

*J A Lea*  
.....  
Director, for and on  
behalf of Glyns Nominees  
Limited in the presence  
of:-

*A Linnane*  
A LINNANE  
67 Lombard Street  
London EC3P 3DL

Total shares taken

Two

Dated this 27 SEP 1966

Witness to the above Signatures:-

*T. Carr*  
1, ALIE STREET,  
LONDON  
E1 8DY.

# THE COMPANIES ACT 1985

## UNLIMITED COMPANY HAVING A SHARE CAPITAL

### ARTICLES OF ASSOCIATION OF

#### R.B. (3) INVESTMENT COMPANY

#### PRELIMINARY AND INTERPRETATION

1. Subject as hereinafter provided, the regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 ("Table A") shall apply to the Company.

2. Regulations 3, 32, 24, 34, 35, 73 to 81 (inclusive) and 118 of Table A shall not apply to the Company, but the Articles herein contained and the remaining Regulations of Table A, subject to the additions and modifications hereinafter set forth and so far as such Regulations are not inconsistent with the Articles herein contained, shall constitute the regulations of the Company. No form of Table A contained in any earlier enactment relating to companies shall apply to the Company.

3. Regulation 1 of Table A is hereby modified by the insertion after the word "regulations", where it first occurs, of the words "and in any articles adopting the same (in whole or in part and with or without variations)" and, where it second occurs, of the words "or in any articles adopting the same (in whole or in part and with or without variations)".

#### SHARE CAPITAL

4. (A) The share capital of the Company is £100,000,000 divided into 100,000,000 ordinary shares of £1 each.

(B) The Company may by special resolution:-

(a) increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;

(b) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;

(c) sub-divide its shares, or any of them, into shares of a smaller amount than its existing shares;

(d) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person;

(e) reduce its share capital and any share premium account in any way.

5. All unissued shares shall (if and to the extent authorised or permitted by the Act, these Articles and any resolution of the Company pursuant thereto) be at the disposal of the Directors and they may allot (with or without conferring a right of renunciation), grant options over or otherwise dispose of them to such persons at such times and on such terms as they think proper.

6. (A) For the purpose of Section 80 of the Act, the Directors are authorised generally and unconditionally to allot up to a maximum nominal amount of the unissued share capital in nominal amount of relevant securities (as hereinafter defined) of the Company at any time or times from the date of adoption of these Articles until the date occurring five years after such date of adoption. The aforesaid authority may be previously revoked or varied by the Company in general meeting and may be renewed by the Company in general meeting from time to time for a further period not exceeding five years. The Company may make any offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the Directors may allot relevant securities in pursuance of any such offer or agreement. In this paragraph, references to the allotment of relevant securities shall be construed in accordance with Section 80 of the Act.

(B) In accordance with Section 91 of the Act, Sections 89(1) and 90(1) to (6) inclusive of the Act shall be excluded from applying to the Company.

#### TRANSFER OF SHARES

7. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

#### GENERAL MEETING

8. The words "at least seven clear days' notice" shall be substituted for the words "at least fourteen clear days' notice" in regulation 38 of Table A.

9. Regulation 40 of Table A hereby modified by adding the words "at the time when the meeting proceeds to business" at the end of the first sentence.

10. Regulation 41 of Table A is hereby modified by the deletion of the words "or if during a meeting such a quorum ceases to be present,".

11. A poll may be demanded at any general meeting by the Chairman or by any member present in person or by proxy or, in the case of a corporation, by a duly

authorised representative, and entitled to vote. Regulation 46 of Table A shall be modified accordingly.

## DIRECTORS

12. The Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.

13. 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 fixed by or in accordance with the Articles as the maximum number of Directors.

14. The office of a Director shall be vacated:

(a) if he becomes bankrupt or apparently involved or suspends payment or makes an arrangement or composition with his creditors generally;

(b) if he becomes of unsound mind or a patient for the purposes of any statute relating to mental health;

(c) if (not being a Director holding executive office as such for a fixed term) by notice in writing to the Company he resigns his office;

(d) if he is prohibited by law from being a Director or ceases to be a Director by virtue of any provision of the Act;

(e) if he is removed from office by notice in writing signed by all his co-Directors and served upon him; but if a notice is signed by an alternate Director it need not also be signed by his appointor, and if it is signed by a Director who has appointed an alternate Director it need not be signed by the alternate Director in that capacity;

(f) if he shall for more than six consecutive months have been absent without permission of the Directors from meetings of the Directors held during that period and his alternate Director (if any) shall not during such period have attended any meeting in his stead and the Directors resolve that his office be vacated;

15. If the event of any Director necessarily performing or rendering any special duties or services to the Company outside his ordinary duties as a Director the Directors may pay such Director special remuneration and such special remuneration may be by way of salary, commission, participation in profits or otherwise as may be arranged.

16. Regulation 72 of Table A is hereby modified by the addition at the end thereof of the following sentence:

"Any committee shall have power, unless the Directors direct otherwise, to co-opt to membership of such committee persons other than Directors but so that (i) the number of co-opted members shall be less than one half of the total number of members of the committee and (ii)

no resolution of the committee shall be effective unless a majority of the committee present at the meeting are Directors."

17. Without prejudice to the provisions of Regulations 70 and 87 of Table A, the Directors may exercise all the powers of the Company contained in Clause 3 of the Memorandum of Association of the Company.

18. In Regulation 93 of Table A the words "either signed or approved by letter, telex or telegram" shall be substituted for the word "signed" where it first appears in the Regulation, and all other references in the Regulation to a resolution in writing being signed shall be construed accordingly.

19. Provided that a Director declares his interest in any contract, transaction or arrangement or any proposed contract, transaction or arrangement in the manner provided by the Act and Table A, he may be counted in the quorum at any meeting of Directors at which the same is considered and may vote as a Director in respect thereof or in respect of any manner arising therefrom. Regulations 94 of Table A shall be modified and extended accordingly.

20. The Directors may from time to time confer on any person (not being a director) a title including the word "Director". Any such person shall not be a Director for any of the purposes of the Act or these Articles and shall not have any of the powers of, or be subject to any of the duties of, a Director, save insofar as they are delegated or granted to him by the Directors. A person bearing such title as aforesaid shall not be entitled to receive notice of or to attend any meeting of the Directors unless invited to do so by the Directors, nor shall he be entitled to vote on any resolution proposed at a meeting of the Directors. The use of a title including the word "Director" by any person other than a Director shall not by itself form a term or condition of office or employment unless agreed between such person and the Company and failing any such agreement the right to use such title may be withdrawn at any time. The titles which may be conferred by the Directors under this Article shall include, without limitation, the title of "Deputy Director", "Assistant Director", "Special Director" and "Associate Director".

21. Any Director or member of a committee of Directors may participate in a meeting of the Directors or such committee by means of video-conferencing, conference telephone or similar communications equipment whereby all persons participating in the meeting can hear and speak to each other and participation in a meeting in this matter shall be deemed to constitute presence in person at such meeting.

#### INDEMNITY

22. Every Director or officer of the Company shall be entitled to 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 or discharge 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 judgement is given in his favour or in which he is acquitted or in which the charge is found not proven or in connection with any application under Section 727 of the Act 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 and no Director or other officer shall be

liable for any loss, damage or misfortune which may happen to be incurred by the Company in the execution or discharge 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.

#### OVER-RIDING PROVISION

23. If and for so long as The Royal Bank of Scotland Group plc (hereinafter called "the Parent") or any subsidiary of the Parent shall be the holder of not less than 90 per cent in nominal value of the issued shares of the Company conferring the right for the time being to attend and vote at general meetings of the Company, (the Parent or such subsidiary (as the case may be) being hereinafter called "the Majority Shareholder"), the Majority Shareholder may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed but so that, in the case of a Director holding any executive office, his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages in respect of the consequent termination of his executive office. Any such appointment or removal shall be in writing served on the Company and signed on behalf of the Majority Shareholder by any one of its directors or by its secretary or by some other person duly authorised for the purpose and shall take effect upon lodgement at the registered office of the Company. To the extent of any inconsistency, this Article (which shall be without prejudice to the provisions of Section 303 of the Act) shall have over-riding effect as against all other provisions of these Articles.

NAMES AND ADDRESSES OF SUBSCRIBERS      SIGNATURES

---

1.    R.B. Investment Holdings  
      Limited  
      The Quadrangle  
      The Promenade  
      Cheltenham GL50 1PX

M G BROWN

*M G Brown*  
.....

Director, for and on  
behalf of R.B. Investment  
Holdings Limited in the  
presence of:-

*M W Weeldon*

M. W. WEELDON

The Quadrangle, The Promenade, Cheltenham

2.    Glyns Nominees Limited  
      67 Lombard Street  
      London EC3P 3DL

J A LEA

*J A Lea*  
.....

Director, for and on  
behalf of Glyns Nominees  
Limited in the presence  
of:-

*A Linnane*

A LINNANE

67 Lombard Street, London EC3P 3DL

Dated this 20 SEP 1984

Witness to the above Signatures:-

*T. Carr*

1, ALIE STREET

LONDON

E1. 8 DY

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE UNLIMITED COMPANY**

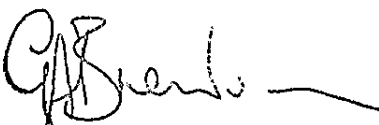
No. 2854880

I hereby certify that

**R.B. (3) INVESTMENT COMPANY**

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

Given under my hand at the Companies Registration Office,  
Cardiff the 20 SEPTEMBER 1993

  
G A BRENTON

**Registrar of Companies**

# G

COMPANIES ACT 1985 FORM NO 224

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

# 224

Please do not  
write in  
this margin

Pursuant to section 224 of the Companies Act 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

2854880

Name of company

\* R.B. (3) INVESTMENT COMPANY

\* insert full name  
of company

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

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

Day Month

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

Designation† Secretary

Date 20.09.1993

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

For official use  
O.E.B.

Post room



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

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

--	--	--	--	--	--

2854880

Name of company

R.B. (3) Investment Company

gives notice in accordance with section 123 of the above Act

that by resolution of the company

dated 06/05/1994

the nominal capital of the company has been

increased by £ 150000000.00 beyond the registered capital of

£ 100000000.00

A copy of the resolution authorising the increase is attached

The conditions (e.g. voting rights, dividend rights, winding-up

rights etc.) subject to which the new

shares have been or are to be issued are as follow:

Please tick here if  
continued overleaf
☐

Signed

Designation

Date 6.5.94

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

Miss P A Strugnell

The Royal Bank of Scotland plc

Secretary's Dept., 6th Floor

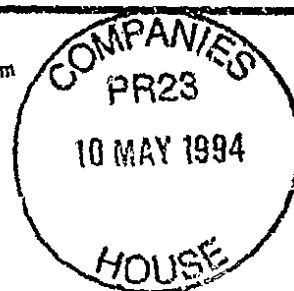
67, Lombard Street,

London, EC3P 3DL 071-615 5385

For official Use

General Section

Post room


**BLUEPRINT**  
 CH APP

## R.B. (3) INVESTMENT COMPANY


(Registered No. 2854880)

At an EXTRAORDINARY GENERAL MEETING of the abovementioned company duly convened and held on 6 May 1994 the following resolutions were passed as Special Resolutions:

### SPECIAL RESOLUTIONS

1. THAT the capital of the company be increased from £100,000,000 to £250,000,000 by the creation of 150,000,000 ordinary shares of £1 each to rank pari passu in all respects with the existing shares of the capital of the company.
2. THAT the directors be and they are hereby generally and unconditionally authorised for the purpose of Section 80 of the Companies Act 1985 to exercise any power of the company to allot and grant rights to subscribe for or to convert securities into shares of the company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Providing that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, 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 before the expiry of this authority.

Certified a true copy.

  
.....  
Secretary