

FILE COPY



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

Company No. 3220676


The Registrar of Companies for England and Wales hereby certifies that  
STRUCTURED RISK PRODUCTS LTD

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

Given at Companies House, Cardiff, the 4th July 1996



\*N03220676D\*

  
A. F. FLETCHER

For the Registrar of Companies



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

HC007B

Package: 'Laserform'  
by Laserform International Ltd.

12

Please complete in typescript,  
or in bold black capitals.

## Declaration on application for registration

### Company Name in full



\* F 0 1 2 0 F 1 0 \*

STRUCTURED RISK PRODUCTS LTD

KATHARINE CLARE PAYNE

of 40 WALCOT SQUARE, LONDON SE11 4TL

† Please 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 of the Companies Act 1985~~† and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835.

### Declarant's signature

Declared at

MARLOW HOUSE, LLOYD'S AVENUE  
EC3N 3AL

the

TWENTY SIXTH

day of

JUNE

One thousand nine hundred and ninety

SIX

① Please print name.

before me ①

MARIA FRANGESKIDES

Signed

Date

26 / 6 / 96.

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

Elborne Mitchell

REF: PJG/KCP/28246

One America Square, Crosswall, London, , EC3N 2LB

Tel 0171 320 9000

DX number 1063

DX exchange London-City



A01 \*A7DRCMSB\* 362  
COMPANIES HOUSE 28/06/96

When you have completed and signed the form please send it to the  
Registrar of Companies at:

**Companies House, Crown Way, Cardiff, CF4 3UZ** DX 33050 Cardiff  
for companies registered in England and Wales

or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland

DX 235 Edinburgh

**Package:** 'Laserform'  
by Laserform International Ltd.

# 10

Please complete in typescript,  
or in bold black capitals.

Notes on completion appear on final page

## First directors and secretary and intended situation of registered office

### Company Name in full

STRUCTURED RISK PRODUCTS LTD



\* F 0 1 0 0 F 1 0 \*

### Proposed Registered Office

(PO Box numbers only, are not acceptable)

ONE AMERICA SQUARE

CROSSWALL

Post town LONDON

County / Region

Postcode EC3N 2LB

If the memorandum is delivered by  
an agent for the subscriber(s) of  
the memorandum mark the box opposite  
and give the agent's name and address.

X

Agent's Name ELBORNE MITCHELL

Address ONE AMERICA SQUARE

CROSSWALL

Post town LONDON

County / Region

Postcode EC3N 2LB

Number of continuation sheets attached

1

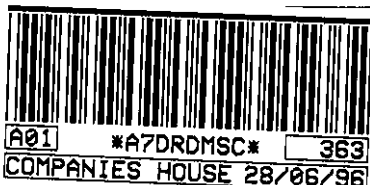
Please give the name, address,  
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for companies registered in Scotland

**DX 235 Edinburgh**

**Company Secretary** (see notes 1-5)Company name **EMCO (NOMINEES) LIMITED****NAME** \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address****Usual residential address**

For a corporation, give the registered or principal office address.

Post town

County / Region

Country

**ONE AMERCIA SQUARE****CROSSWALL****LONDON**

Postcode

**EC3N 2LB****UNITED KINGDOM**

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

**Consent signature****Date****Directors** (see notes 1-5)

Please list directors in alphabetical order

**NAME** \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address****Usual residential address**

For a corporation, give the registered or principal office address.

Post town

County / Region

Country

**17 ALTHORP ROAD****WANDSWORTH COMMON****LONDON**

Postcode

**SW17 7ED****UNITED KINGDOM**

Day Month Year

**Date of birth**

22

05

59

**Nationality****BRITISH****Business occupation****UNDERWRITER****Other directorships****NONE SEE ATTACHED**

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

**Consent signature****Date**

**Directors**

(continued)

(see notes 1-5)

**NAME** \*Style / Title

\*Honours etc

Forename(s)

\* Voluntary details

Surname

Previous forename(s)

Previous surname(s)

**Address****Usual residential address**

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

**Date of birth****Nationality****Business occupation****Other directorships**

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

**Consent signature****Date****This section must be signed by***Either***an agent on behalf  
of all subscribers****Signed**  
FOR ELBORNE MITCHELL**Date**

18-6-96

**Or the subscribers****Signed****Date***( i.e those who signed  
as members on the  
memorandum of  
association).***Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

## Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

**The date of birth must be given for every individual director.**

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was:**
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.

**NIGEL EDWARDS**

**List of Directorships**

**Resigned**

Carpenter Bowring UK Limited  
(Registered No: 218521)

31st December 1994

English & American Underwriting Agency Limited  
(Registered No: 1769647)

4th November 1992

100  
1

COMPANY NO:

5220676

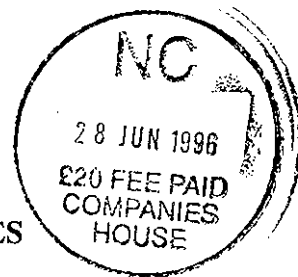
THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

STRUCTURED RISK PRODUCTS LTD



1. The name of the Company is "Structured Risk Products Ltd".
2. The registered office of the Company is to be situated in England and Wales.
3. The objects for which the Company is established are:-
  - (A) To carry on all or any of the businesses of general merchants and traders, cash and credit traders, manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors and shippers of, and dealers in, all products, goods, wares, merchandise and produce of every description, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers, printers and publishers either on the Company's own account or otherwise, haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds; and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in and to carry on or dispose of, remove or put an

333435



end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable.

- (B) To carry on any other business which can, in the opinion of the directors, be advantageously or conveniently carried on by the Company by way of extension of, or in connection with, any business which the Company is authorised to carry on, or which may directly or indirectly develop any business which the Company is authorised to carry on.
- (C) To acquire the whole or any part of the business, property, assets and liabilities of any company or person having property suitable for the purposes of the Company or carrying on or proposing to carry on any business which can be carried on in conjunction therewith, or which is capable of being conducted so as directly or indirectly to benefit the Company and to undertake and carry on or to liquidate and wind up any such business.
- (D) To acquire and hold and deal with shares, stock, securities, certificates, rights or debentures or investments in any company or corporation carrying on business in any part of the world.
- (E) To purchase, lease, licence, exchange, hire or acquire in any other manner, for any estate or interest any real or personal property and any rights or privileges for any purpose in connection with any business which the Company is authorised to carry on and to sell, lease, licence, hire, create easements and other rights over, improve, manage or develop and in any other manner deal with such property of the Company or any part thereof as the directors may think fit.
- (F) To apply for, take out, purchase or otherwise acquire and maintain any designs, trade marks, patent rights, inventions, copyrights or secret processes and any other intangible property and to use, exercise, develop, licence or otherwise turn to account any such property, knowledge and rights.

- (G) To build, construct, maintain, alter, enlarge, demolish, remove or replace any buildings, works, plant or machinery, for any purpose, in connection with any business which the Company is authorised to carry on.
- (H) To receive money on deposit or loan, whether at interest or not, and to borrow, raise or secure the payment of money by mortgage, charge or lien or by the issue of debentures or debenture stock, perpetual or otherwise, or in any other manner, either with or without security and to charge all or any of the property or assets of the Company whether present or future, including its uncalled capital, to support any obligations of the Company or any other company or person and collaterally or further to secure any securities or obligations of the Company by a trust deed or other assurance.
- (I) To invest and deal with the monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.
- (J) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, slip warrants and other transferable or negotiable instruments.
- (K) To advance and lend money and give credit to any company or person with or without security and (with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee), to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets, present and future, including the uncalled capital of the Company or by one or more of such methods, the performance of the obligations and the payment of the capital or principal (together with any premium), of, and dividends or interest on, any stocks, shares or securities, loans (whether secured or not), trading or current accounts of any company, firm or person, and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding

or subsidiary company, as defined by Section 736 of the Companies Act 1985, or another subsidiary, as defined by the said Section, of the Company's holding company or any company otherwise associated with the Company.

- (L) To pay for any rights or property acquired by the Company and to remunerate any person, firm or company rendering services to the Company either in cash, or in exchange for any stock, shares, securities or debentures of, or other investments in any company, or in any other manner and to accept any stock, shares, securities, debentures of, or other investments in, any company or otherwise in payment or part payment of any obligation of any company.
- (M) To pay all or any of the preliminary or formation expenses of the Company and of any company formed or promoted by the Company.
- (N) To vest any real or personal property, rights or interests, belonging or accruing to the Company, in any company or person on behalf or for the benefit of the Company, and with or without any declared trust in favour of the Company.
- (O) To sell, exchange, lease, dispose or turn to account or otherwise deal with the undertaking of the Company or any part thereof that the directors may think fit.
- (P) To distribute among the members of the Company any property of the Company in specie or otherwise (but so that no distribution amounting to a reduction of capital shall be made without the sanction required by law) and to permit and authorise any liquidator of the Company to distribute any of the property of the Company in specie among the members of the Company, in a liquidation of the Company.
- (Q) To establish, promote, finance or otherwise assist or concur in the establishment or promotion of any company partnership or joint venture for the purpose of acquiring the whole or any part of the property, business or undertaking of the Company, or of furthering any of the objects of the Company, and to acquire and hold any shares,

stock, securities or debentures of, or other investments in, any such company to issue, place, underwrite or guarantee the subscription for, or concur in issuing, placing, underwriting, or guaranteeing the subscription for, any shares, stock, securities or debentures of, or other investments in the Company.

- (R) To enter into and implement any agreement or arrangement for the sharing of the profits or for the conduct of any business of the Company in association with or through the agency of any other company or person, or any joint venture, reciprocal concession, or other such agreement with any company or person.
- (S) To amalgamate with any other company the objects of which include the carrying on of any business which the Company is authorised to carry on and to reconstruct the Company in any manner authorised by the Companies Acts for the time being in force.
- (T) To take all requisite steps in Parliament or with the national, local, municipal or other authorities of any place in which the Company may have interests and to negotiate or operate for the purpose of furthering the interest of the Company or its members or of effecting any modification in the constitution of the Company and to oppose any steps taken which may be considered likely directly or indirectly to prejudice the interests of the Company or its members
- (U) To subscribe or guarantee money for any national, local, charitable, benevolent, political, public, general or useful purpose or for any purpose which in the opinion of the directors is likely directly or indirectly to further the objects of the Company or the interest of its members.
- (V) To establish or support associations, institutions, clubs, funds, trusts and schemes which may be considered likely to benefit any persons who are or at any time have been employees, officers or directors of the Company or the families, relations, connections or dependants of such persons and to make payments towards insurances, institute or contribute to pension schemes, grant pensions or gratuities to and provide

for the welfare of any such persons and to establish and contribute to any scheme for the purchase or acquisition by trustees of shares in the Company to be held for the benefit of the Company's employees to enable them to purchase shares in the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with any of its employees.

- (W) To do all or any of the things and matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, or otherwise and either alone, or in conjunction with others and to procure the Company to be registered or recognised in or under the laws of any country or place outside the United Kingdom.
- (X) To do all such other things as the directors may think incidental or conducive to the above objects or any of them.

The objects set out in any sub-clause shall not be restrictively construed but the widest interpretation shall be given to them and they shall not in any way be limited or restricted by reference to, or inference from, any other object or objects set out in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

Where the context so admits the word "company" or the phrase "company or person" shall be deemed to include any body, corporate or unincorporate, association, firm or company or person.

- 4. The liability of the members is limited.

5. The authorised Share Capital of the Company is £100 divided into 100 Ordinary Shares of £1.00 each.

We, the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

---

NAMES, ADDRESSES AND DESCRIPTIONS  
OF SUBSCRIBERS


NUMBER OF  
SHARES TAKEN BY  
EACH SUBSCRIBER (IN WORDS)

---

EMCO (NOMINEES) LIMITED  
One America Square  
Crosswall  
London EC3N 2LB

ONE

One

  
P.J. GREIG  
Director  
Emco (Nominees) Ltd.

Dated this 26<sup>th</sup> day of June 1996

WITNESS to the above Signature:-



K C PAYNE (Solicitor)  
One America Square  
Crosswall  
London EC3N 2LB

**COMPANY NO:**

**THE COMPANIES ACT 1985**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**STRUCTURED RISK PRODUCTS LTD**  
**PRELIMINARY**

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A-F) Regulations 1985 ("Table A") shall apply to the Company save insofar as they are excluded or varied hereby: that is to say, Regulations 2, 3, 8, 12, 23, 24, 35, 38, 41, 45, 53, 62, 64, 67, 73, 74, 75, 76, 77, 78, 79, 80, 81, 84, 85, 86, 89, 93, 94, 95, 96, 97, 98 and 118 of Table A shall not apply to the Company; and in addition to the remaining Regulations of Table A, as varied hereby, the following shall be the Articles of the Company.
2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

**SHARES**

3. The authorised share capital of the Company as at the date of adoption of these Articles of Association is £100 divided into 100 Ordinary Shares of £1.00 each.
4. Subject to any directions which may be given by the Company in general meeting from time to time, all unissued shares shall be under the control of the directors, who are



authorised in accordance with Section 80 of the Companies Act 1985 ("the Act") to allot (within the meaning of that Section), grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80(2) of the Act) of the Company to such persons and generally on such terms and in such manner as they think fit.

5. The provisions of Sections 89(1) and 90(1) to (6) inclusive of the Act shall not apply to any allotment or grant of equity securities (as defined in Section 94(2) of the Act).
6.
  - (a) The general authority conferred by Article 4 above shall extend to all relevant securities of the Company from time to time unissued during the currency of such authority. The said general authority shall expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in general meeting.
  - (b) The directors shall be entitled under the general authority conferred by Article 4 above to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.
7. Subject to the provisions of the Act and the Companies Consolidation (Consequential Provisions) Act 1985, the Company may:-
  - (a) issue any shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof;
  - (b) purchase its own shares (including any redeemable shares); and
  - (c) make a payment in respect of the redemption or purchase under Sections 159, 160 and 161 or (as the case may be) Section 162 of the Act of any of its shares otherwise than out of its distributable profits or the proceeds of a fresh issue of

shares.

### LIEN

8. The Company shall have a first and paramount lien on every share (including a fully paid share) for all monies (whether presently payable or not) payable at a fixed time or called in respect of that share or otherwise owing to the Company by the holder thereof, whether he shall be the sole registered holder thereof or shall be one of several joint holders. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article.

### CALLS ON SHARES AND FORFEITURE

9. Subject to the terms of allotment and except as agreed between the Company and any member in the case of the shares held by him, the directors may make calls upon the members in respect of any monies unpaid on their shares (whether in respect of nominal value or premium) and each member shall (subject to receiving at least 14 clear days' notice specifying when and where payment is to be made) pay to the Company as required by the notice the amount called on his shares. A call may be required to be paid by instalments. A call may, before receipt by the Company of any sum due thereunder, be revoked in whole or part and payment of a call may be postponed in full or part. A person on whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect whereof the call was made.

### TRANSFER OF SHARES

10. The instrument of transfer of a share may be in any usual form or in any other form which the directors approve and shall be executed by or on behalf of the transferor who shall be deemed to remain the holder of such share until the name of the transferee is entered in the register of members in respect thereof.

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

#### NOTICE OF GENERAL MEETINGS

12. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed :-

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent in nominal value of the shares giving that right.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

Subject to the provisions of the Articles and to any restrictions imposed on any shares, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member (subject to their having become members of the Company) and to the directors and auditors (provided always that the auditors shall only be entitled to receive notice of annual general meetings).

### PROCEEDINGS AT GENERAL MEETINGS

13. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
14. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. It shall not be necessary to give any notice of adjournment or of any business to be transacted at an adjourned meeting notwithstanding the length of such adjournment.
15. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held. Such resolution may consist of several documents in like form each signed by one or more members in which event the resolution shall be deemed passed upon notification (by any means) of signature to the registered office or the secretary of the Company.

### VOTES OF MEMBERS

16. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may :-

- (a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (c) where the instrument of proxy has not been deposited as aforesaid, be delivered before the close of business of the meeting at which the poll was demanded to the chairman or to the secretary or to any director.

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

#### NUMBER OF DIRECTORS

- 17. The number of directors may be fixed by the Company in general meeting and until so fixed there shall be no minimum or maximum number of directors and a sole director shall be entitled to act.

#### ALTERNATE DIRECTORS

- 18. An alternate director shall cease to be an alternate director if his appointor ceases to be a director.
- 19. The appointment of an alternate director shall not prejudice the right of the appointor to receive notices of and to attend and vote at meetings of the board and the powers of the alternate director shall automatically be suspended during such time as the director

appointing him is himself present in person at a meeting of the board.

### POWERS OF DIRECTORS

20. Without prejudice to the provisions of Regulation 70 of Table A, 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 Sections 80 and 380 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.

### APPOINTMENT AND RETIREMENT OF DIRECTORS

21. The directors shall not be subject to retirement by rotation.
22. 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, 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.
23. 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.
24. Without prejudice to the powers of the Company under Section 303 of the Act to remove a Director by Ordinary Resolution, the holder or holders for the time being of more than one half of the issued Ordinary 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.

#### DISQUALIFICATION AND REMOVAL OF DIRECTORS

25. The office of a director shall be vacated :-

- (a) if by notice in writing to the Company he resigns the office of director; or
- (b) if he shall for more than six months have been absent without the permission of the Directors from meetings of the directors held during that period, unless he shall have appointed an alternate director who has not been similarly absent during such period; or
- (c) if he becomes bankrupt or makes any arrangement or composition with his creditors; or
- (d) if he is, or may be, suffering from mental disorder and either :-
  - i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983, or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
  - ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

- (e) if he becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
  - (f) if he ceases to be a director by virtue of any provisions of the Act or if he becomes prohibited by law from being a director.
  - (g) if he is removed from office under Article 24 above.
26. No person shall be disqualified from being or becoming a Director of the Company by reason of his attaining or having attained the age of 70 years or any other age.

#### DIRECTORS' APPOINTMENTS AND INTERESTS

27. Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the Company and may enter into any agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. The right of an executive director to remuneration fixed by the directors pursuant to this Article 27 shall be in addition to any remuneration fixed by the Company in general meeting under Regulation 82 of Table A. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the Company.
28. Subject to the provisions of the Act and provided he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:-



- (a) may be a party to, or otherwise interested in, any transaction, contract or arrangement or any proposed transaction, contract or arrangement with the Company or in which the Company is otherwise interested;
- (b) may be a director or other officer of, or employed by, or a party to any transaction, contract or arrangement or any proposed transaction, contract or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested provided always that he may not hold the office of auditor of the Company or any subsidiary thereof;
- (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit; and
- (d) may vote on any matter in which he is interested and may be included for the purpose of a quorum at any meeting at which the same is considered.

For the purposes of this Article 28 :-

- i) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
- ii) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

## PROCEEDINGS OF DIRECTORS

29. The quorum necessary for the transaction of the business of the directors may be fixed by the directors and until so fixed shall be one if the number of directors shall be one and two if the number of directors shall be two or more. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.
30. A sole director shall be entitled to exercise all the powers of the board of directors if the minimum number of directors shall be one and Regulation 90 of Table A shall only apply where the minimum number of directors shall be two or more.
31. (a) A resolution in writing signed or approved in writing by each director or his alternate shall be as valid and effective as if it had been passed at a meeting of the directors duly convened and held and, when signed, may consist of several documents each signed by one or more of the directors or their alternates in which event the resolution shall be deemed passed upon notification (by any means) of signature to the registered office or the secretary of the Company.
- (b) It shall not be necessary for the purpose of the directors' meeting that all participants be present at the same place provided that the directors counted in the quorum are all in contact for the purpose of the meeting whether in person or by radio or telephone or other instantaneous means of communication.

## INDEMNITY

32. Every director or other officer or auditor of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liabilities as are mentioned in Section 310(3) of the Act) which he may sustain or incur in or about the execution of his office or otherwise in relation thereto and no director or other officer shall be liable for any loss, damage or misfortune which may

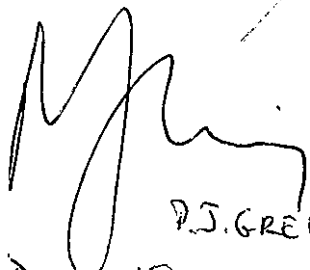
happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article shall only have effect insofar as its provisions are not avoided by the said Section.

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NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS

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EMCO (NOMINEES) LIMITED  
One America Square  
Crosswall  
London EC3N 2LB

  
P.J. GREIG  
Director  
Emco (Nominees) Ltd

Dated this 26<sup>th</sup> day of June 1996

WITNESS to the above Signature:-

K C PAYNE (Solicitor)  
One America Square  
Crosswall  
London EC3N 2LB



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