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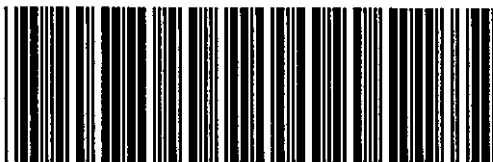
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3579650

The Registrar of Companies for England and Wales hereby certifies that
LIVERPOOL VICTORIA PORTFOLIO MANAGERS LIMITED

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

Given at Companies House, London, the 5th June 1998



N03579650M

L. Barnes

MRS. L. BARNES

For The Registrar Of Companies



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

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

3579650

Company Name in full

LIVERPOOL VICTORIA PORTFOLIO MANAGERS LIMITED



* F 0 1 2 0 F 1 0 *

I, FRANCOIS FEUILLAT

of 65 HOLBORN VIADUCT LONDON EC1A 2DY

† 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

10 Shaw Hill, London EC1A 2AL

the

5th

day of

June

One thousand nine hundred and ninety

eight

● Please print name.

before me ●

GLEN ATCHISON

Signed

Date

5/6/98

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.

Lovell White Durrant
65 Holborn Viaduct
London
EC1A 2DY
A3/JAE/DTB/RJLS Tel 0171 236 0066
DX number DX: 57 DX exchange London, Chancery Lane

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**

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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

3579650

Company Name in full

LIVERPOOL VICTORIA PORTFOLIO MANAGERS LIMITED



* F 0 1 0 0 F 1 0 *

Proposed Registered Office

VICTORIA HOUSE

(PO Box numbers only, are not acceptable)

135 POOLE ROAD

Post town

BOURNEMOUTH

County / Region

DORSET

Postcode

BH4 9BG

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

LOVELL WHITE DURRANT

Address

65 HOLBORN VIADUCT

Post town

LONDON

County / Region

Postcode

EC1A 2DY

Number of continuation sheets attached

12

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.

Lovell White Durrant

65 Holborn Viaduct

London

EC1A 2DY

A3/JAE/DTB/RJLS

Tel 0171 236 0066

DX numberDX: 57

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for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name LIVERPOOL VICTORIA PORTFOLIO MANAGERS LIMITED

NAME *Style / Title

MR

*Honours etc

Forename(s) COLIN ANTHONY

Surname PETERS

Previous forename(s)

Previous surname(s)

Address

34 ALBION WAY

Usual residential address

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

Post town VERWOOD

County / Region DORSET

Postcode BH31 7LR

Country UNITED KINGDOM

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

Consent signature**Date**

21/5/98

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc

Forename(s) MALCOLM LEONARD

Surname BERRYMAN

Previous forename(s)

Previous surname(s)

Address

STEEPLES

Usual residential address

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

Post town PETERSFIELD

County / Region HAMPSHIRE

Postcode GU32 2DJ

Country UNITED KINGDOM

Day Month Year

Date of birth

19

11

1954

Nationality

BRITISH

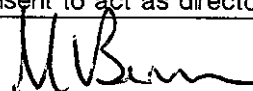
Business occupation

DIRECTOR

Other directorships

NONE

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

Consent signature**Date**

28/5/98

Company number

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

Postcode

Country

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

MR

*Honours etc

Forename(s)

DAVID MARTIN

Surname

CONWAY

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

THE OLD BARNHOUSE, 1 MANOR FARM COURT

LOWER PENNINGTON

LYMINGTON

HANTS

SO41 8AL

UNITED KINGDOM

Day Month Year

Date of birth

30

06

1958

Nationality

BRITISH

Business occupation

DIRECTOR

Other directorships

NONE

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

Consent signature

Date

28/5/98

Company Secretary (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

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

Postcode

Country

Day Month Year

Date of birth

23

12

1959

Nationality

BRITISH

Business occupation

DIRECTOR

Other directorships

INVESCO CONVERTIBLE INVESTMENT TRUST LIMITED (03070001)

PARIBAS FRENCH INVESTMENT TRUST LIMITED (02059179)

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


Consent signature**Date**

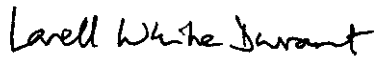
2/6/98

Directors

(continued)

(see notes 1-5)

NAME	*Style / Title	MR	*Honours etc	
	Forename(s)	ROY BENJAMIN MATTHEW		
	Surname	HURLEY		
	Previous forename(s)			
	Previous surname(s)			
	Address	ODDYFIELDS		
Usual residential address		COW LANE		
For a corporation, give the registered or principal office address.	Post town	TRING		
	County / Region	HERTFORDSHIRE	Postcode	HP23 5NS
	Country	UNITED KINGDOM		
	Date of birth	Day 29	Month 04	Year 1942
		Nationality	BRITISH	
	Business occupation	DIRECTOR		
	Other directorships	THE ASSOCIATION OF FRIENDLY SOCIETIES (03063969)		
	I consent to act as director of the company named on page 1			
	Consent signature			Date 28.5.98

This section must be signed by*Either***an agent on behalf
of all subscribers****Signed** **Date** 5/6/98**Or the subscribers***(i.e those who signed
as members on the
memorandum of
association).***Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

3579650

The Companies Act 1985



A PRIVATE COMPANY LIMITED BY SHARES

Memorandum of Association

of

LIVERPOOL VICTORIA PORTFOLIO MANAGERS LIMITED

1. The name of the company is LIVERPOOL VICTORIA PORTFOLIO MANAGERS LIMITED.
2. The registered office of the company is to be situated in England and Wales.
- 3.1 The objects of the company are:
 - (a) to establish and manage investment companies with variable capital falling within regulation 3(1) of the Open-Ended Investment Companies (Investment Companies with Variable Capital) Regulations 1996 (an open-ended investment company).
 - (b) to establish and manage such plans, schemes, funds and/or products as is permitted under Schedule 7 to the Friendly Societies Act 1992, as amended from time to time.
 - (c) the provision of any administrative services for friendly societies or other bodies whose business consists of any activity referred to in paragraph 10 of Schedule 7 to the Friendly Societies Act 1992, as amended from time to time.

AND so that:

- (A) none of the objects set forth in any paragraph 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 paragraph or by reference to or inference from the terms of any other paragraph or this clause, or any reference to the name of the company.
- (B) none of the paragraphs 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 paragraph, and the company shall have as full a power to exercise each and every one of the objects specified in each paragraph of this clause as though each paragraph contained the objects of a separate company.

3.2 In furtherance of such objects the company shall have the following powers:

N/INC £100 //

NN 000106
AS/127720-1/TSJE

S/PA

- (a) To carry on all or any of the businesses of, and to carry out any of the operations performed (whether on the company's account or otherwise) by traders, merchants, agents, importers, exporters, shippers, advertisers, distributors, owners, hirers, operators, letters on hire, manufacturers, and dealers, of and in goods, wares, products, stores, commodities, consumable articles, merchandise, chattels and effects of all kinds; to carry on all or any of the businesses of providing services of all kinds, and acting as consultants, advisers, specialists, financiers and capitalists; and to participate in, undertake, perform and carry out all kinds of commercial, industrial, trading and financial operations and enterprises;
- (b) To carry on the business of merchants and traders generally and to buy, sell, hire, manufacture, repair, let on hire, alter, improve, treat and deal in all apparatus, machines, materials and articles of all kinds;
- (c) To invest and deal with the moneys of the company in or upon investments or securities of any nature (whether as principal or agent) and generally to acquire, hold, deal in and otherwise dispose of investments and other securities;
- (d) To carry on any other business or activity, whether trading, manufacturing, investing or otherwise;
- (e) To purchase, take on lease or in exchange, hire or otherwise acquire, hold deal in and otherwise dispose of all or any estate or interest in or over any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade and any real or personal property (whether tangible or intangible) of any kind;
- (f) To receive money on deposit or loan from any person;
- (g) To make advances to any person with or without security;
- (h) To guarantee, support or secure, whether by direct obligation or covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the company or by issuing any security of the company by way of mortgage, or by any one or more or all of such methods or by any other method, and whether or not the company receives any advantage therefor, the performance of any obligations or commitments and the repayment or payment of the principal amounts of, or the premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary company or holding company of the company or is a subsidiary of such a holding company or which is otherwise directly or indirectly associated with the company in business or through shareholdings;
- (i) To establish and maintain or procure the establishment and maintenance of any share option or share incentive or profit sharing schemes or trusts or any non-contributory or contributory pension or superannuation schemes or funds for the benefit of, and to make or give or procure the making or giving of loans, donations, gratuities, pensions, allowances or emoluments (whether in money or money's-worth) to, or to trustees on behalf of, any persons who are or were at any time in the employment of the company, or of any company which is allied to or associated with the company, or who are or were at any time directors or officers of the company or of any such other company as aforesaid, or any persons in whose welfare the company or any such other company as aforesaid is or has been at any time interested, and the wives,

husbands, widows, widowers, families and dependants of any such persons, and to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards policies of assurance on the lives of any such persons and policies of insurance for the benefit of or in respect of any such persons as aforesaid (including insurance against their negligence or breach of duty to the company) and to pay, subscribe or guarantee money to or for any charitable or benevolent objects or for any exhibition or for any political, public, general or useful object, and to do any of the above things, either alone or in conjunction with any such other company as aforesaid;

- (j) To enter into any joint venture, partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any person, firm, or company and to subsidise or otherwise assist any person, firm or company;
- (k) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company;
- (l) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the company including without limitation, any such dealing or disposal on terms that are wholly or partly gratuitous or of a non-commercial nature;
- (m) To distribute among the members in specie any property of the company, or any proceeds of sale or disposal of any property of the company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law;
- (n) To make known the businesses or any of them or the products or any of them of the company or the businesses or products of any other person firm or company, in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication in books and periodicals, and by granting prizes, rewards and donations, and by carrying on and conducting prize and competition schemes or any scheme or arrangement of any kind, either alone or in conjunction with any other person, firm or company, whereby the said businesses or any of them may be promoted or developed, or whereby the said products may be advertised and made known;
- (o) To enter into any arrangement with any government or authority, supreme, municipal, local or otherwise, of any country, and to obtain from any such government or authority all legislation, orders, rights, concessions and privileges that may seem requisite;
- (p) To borrow or raise or secure the payment of money for the purposes of or in connection with any of the company's business or businesses;
- (q) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the company, and to issue in cash at par or at a premium or discount, or for any other consideration, debentures, mortgage debentures or debenture stock or other similar securities, payable to bearer or otherwise, and either permanent or

redeemable or repayable, and collaterally or further to secure any securities of the company by a trust deed or other assurance;

- (r) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments;
- (s) To pay or otherwise give consideration for any property or rights acquired by the company in any manner whatsoever and in particular but without limitation in cash, or by any securities which the company has power to issue, or partly in one mode and partly in another;
- (t) To accept payment or other consideration for any property or rights sold or otherwise disposed of or dealt with by the company in any manner whatsoever and in particular but without limitation in cash, whether by instalments or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and to hold, dispose of or otherwise deal with any stock or securities so acquired;
- (u) To amalgamate with any other company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any other such company as aforesaid, with or without winding-up, or by partnership, or any arrangement of the nature of partnership, or in any other manner;
- (v) To pay out of the funds of the company all expenses which the company may lawfully pay in respect of or incidental to the formation, registration and advertising of or raising money for the company and the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting shares, debentures or debenture stock, and to apply at the cost of the company to Parliament for any extension of the company's objects and powers;
- (w) To do all or any of the above objects mentioned in clause 3.1 in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, subcontractors, trustees or otherwise; and
- (x) To do all such other things as are in the opinion of the company incidental or conducive to the above objects mentioned in clause 3.1 or any of them.

It is hereby declared:

- (i) that the foregoing clause 3.2 shall be deemed to be ancillary and incidental to the objects mentioned in clause 3.1; and
- (ii) that nothing contained in this Memorandum of Association shall be construed as including in the company's objects any activity not within the activities which Schedule 7 to the Friendly Societies Act 1992 (as amended from time to time) provide may be carried on by a subsidiary of an incorporated friendly society, and in particular but without prejudice to the generality of the foregoing, the objects of the company shall not include the activities of forming subsidiaries, taking part with others in forming bodies corporate to be jointly controlled by it, or otherwise acquiring or keeping, control or joint control of bodies corporate. In this clause references to any "company" or "companies" other than reference to the company shall be construed to indicate references to any body or bodies corporate.

4. The liability of the members is limited.
5. The share capital of the company is £100 divided into 100 shares of £1 each.

The subscriber to this memorandum of association wishes to be formed into a company pursuant to this memorandum; and agrees to take the number of shares shown opposite its name.

Name and Address
of Subscriber

Number of
shares taken
by Subscriber

Richard Saes

RICHARD STONES

One

Director
for and on behalf of
SERJEANTS' INN NOMINEES LIMITED
Registered Office
21 Holborn Viaduct
London EC1A 2DY

A company limited by shares

Total shares taken

One
—

Dated *5th June* 1998

WITNESS to the above signature,

65 Holborn Viaduct
London EC1A 2DY

Julian Eustace

JULIAN EUSTACE

A PRIVATE COMPANY LIMITED BY SHARES

Articles of Association

of

LIVERPOOL VICTORIA PORTFOLIO MANAGERS LIMITED

Regulations of the company

1. The articles comprise these Articles and, save insofar as it is modified by these Articles, Table A (which expression means that Table as prescribed by regulations made pursuant to the Companies Act 1985 (the "Act") and in force on the date of incorporation of the company).
2. Regulations 8, 24, 53, 54, 60-62 (inclusive), 65-69 (inclusive), 73-80 (inclusive), 87, 90, 93, 100 and 118 in Table A do not apply to the company.
3. In these Regulations, references to any "corporation" shall be construed to indicate references to any body or bodies corporate.

Share capital

4. The share capital of the company is £100 divided into 100 shares of £1 each ranking pari passu in all respects.
5.
 - (1) Subject to paragraph (4) of this Article the directors shall not without the authority of the company in general meeting allot any of the shares in the capital of the company.
 - (2) Where authority has been given to the directors as referred to in paragraph (1) of this Article to allot shares the directors may subject to the terms of such authority and subject to any terms on which any shares are created or issued allot such shares to such persons (including any directors) at such times and generally on such conditions as they think proper provided that no shares shall be issued at a discount contrary to the Act.
 - (3) In the foregoing paragraphs of this Article references to allotment of shares shall include references to the grant of any right to subscribe for, or to convert any security into, shares.
 - (4) Where authority has been given to the directors as referred to in this Article to grant a right to subscribe for, or to convert any security into, shares the directors may without further authority allot such shares as may require to be allotted pursuant to the exercise of such right.

- (5) Section 89(1) of the Act is hereby excluded.

Variation of rights

6. The rights attached to any existing shares shall not (unless otherwise expressly provided by the terms of issue of such shares) be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith or subsequent thereto.

Share certificates

7. In Regulation 6 in Table A there shall be inserted after the word "seal" the following words, namely: "or the official seal of the company if the company has a seal, or otherwise executed in such manner as may be permitted by the Act".

Lien

8. The company shall have a first and paramount lien on all the shares registered in the name of any member (whether solely or jointly with others) for all moneys due to the company from him or his estate, whether solely or jointly with any other person (whether a member or not) and whether such moneys are presently payable or not. The company's lien on a share shall extend to all dividends or other moneys payable thereon or in respect thereof. The directors may at any time resolve that any share shall be exempt, wholly or partly, from the provisions of this Article.

Calls on Shares

9. The directors may accept from any member the whole or any part of the amount remaining unpaid on any share held by him notwithstanding that no part of that amount has been called up.

Transmission of shares

10. There shall be inserted at the end of Regulation 31 in Table A the following proviso, namely: "provided always that the directors may at any time give notice requiring any such person to elect either to become or to have another person registered as the holder of the share and if the requirements of the notice are not complied with within ninety days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with".

Proceedings at general meetings

11. In Regulation 37 of Table A the words "of any member" shall be substituted for the words "of members pursuant to the provisions of the Act" and a new sentence shall be added at the end of Regulation 37 as follows: "where a member has required that a general meeting be held in connection with the declaration and payment of a dividend, the member in question may require that a particular resolution (of any kind) relating to the declaration and payment of a dividend (including as to the amount and the method of satisfaction thereof) be put to such general meeting and the directors shall comply."

12. In paragraph (b) of Regulation 38 in Table A there shall be inserted after the words: "giving that right", the following words, namely: "(or such lesser percentage as may be permitted by the Act and agreed by the members)".
13. In Regulation 40 in Table A the following words shall be added to the end of the second sentence, namely: "Except where the company is a private company limited by shares or by guarantee and having one member, in which case the quorum shall be one person, being the member or a proxy for the member or a duly authorised representative of a corporation"
14. In Regulation 41 in Table A there shall be inserted after the words "the directors may determine" the following words, namely: "and if at the adjourned meeting such a quorum is not present within half an hour from the time appointed for the meeting, one member present in person or by proxy or (being a corporation) by its duly authorised representative shall be a quorum".
15. A poll may be demanded by any member present in person or by proxy or (being a corporation) by its duly authorised representative. Regulation 46 in Table A shall be construed accordingly.
16. A resolution in writing of all the members who would have been entitled to vote upon it if it had been proposed at a general meeting at which they were present shall be as effectual as if it had been passed at a general meeting duly convened and held either:
 - (a) if it consists of an instrument executed by or on behalf of each such member; or
 - (b) if it consists of several instruments in the like form each either:
 - (i) executed by or on behalf of one or more of such members; or
 - (ii) sent by or on behalf of one or more of such members by telex or facsimile transmission and deposited or received at the office or received by the secretary.

Votes of members

17. Subject to any rights or restrictions as to voting attached to any shares by the terms on which they were issued or by or in accordance with the articles or otherwise, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by its duly authorised representative not being himself a member entitled to vote, shall have one vote, and on a poll every member who is present in person or by proxy or (being a corporation) is present by its duly authorised representative shall have one vote for every share of which he is the holder.
18. The instrument appointing a proxy shall be in writing in any usual or common form and shall (except in the case of an appointment by telex or a facsimile transmission of an appointment otherwise complying with the requirements of this Article) be executed by the appointor or his attorney duly authorised in writing or in such other form as the directors may approve. A proxy need not be a member of the company.
19. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is executed, or a notarially certified copy of such power or authority, shall be deposited or received at the office (or at such other place in the United Kingdom as is

specified for that purpose in any instrument of proxy sent by the company in relation to the meeting) not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or handed to the chairman of the meeting or adjourned meeting, and, in default, the instrument of proxy shall be invalid.

Alternate directors

20. (1) A director may by written notice signed by him (except in the case of an appointment by telex or a facsimile transmission of an appointment otherwise complying with the requirements of this Article) and deposited or received at the office or received by the secretary or in such other manner as the directors may approve appoint another director or any other person to be and act as his alternate director.
- (2) Every alternate director shall (subject to his giving to the company an address within the United Kingdom at which notices may be given to him) be entitled to notice of meetings of the directors or of committees of directors, and to attend and vote as a director at any such meeting at which the director appointing him is entitled to attend and vote but is not personally present and generally at such meeting to exercise all the powers, rights, duties and authorities of the director appointing him. Every alternate director shall also be entitled to sign or, in the case of a telex or facsimile transmission, send on behalf of the director appointing him a resolution in writing of the directors pursuant to Article 28.
- (3) An alternate director shall neither be an officer of the company nor entitled to any remuneration from the company for acting as an alternate director.
- (4) A director may by written notice signed by him or sent by him by telex or facsimile transmission and deposited or received at the office or received by the secretary or in such other manner as the directors may approve at any time revoke the appointment of an alternate director appointed by him.
- (5) If a director shall cease to hold the office of director for any reason, the appointment of his alternate director shall thereupon automatically cease.

Delegation of directors' powers

21. The following words shall be added at the end of the first sentence of Regulation 72 in Table A, namely: "and may also appoint to any such committee persons who are not directors provided that the chairman and a majority of such committee shall be directors".

Retirement, appointment and removal of directors

22. (1) A member or members holding a majority in nominal value of the issued shares for the time being conferring the right to vote at general meetings of the company shall have power from time to time and at any time to appoint any person or persons as a director or directors and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument which shall be in writing and shall (except in the case of an appointment or removal by telex or a facsimile copy of an appointment or removal otherwise complying with the requirements of this Article) be executed by the member or members making the same

or by their duly authorised attorneys or in such other manner as the directors may approve, and shall take effect upon such appointment or removal being deposited or received at the office or otherwise communicated to the company at the office or being handed or otherwise communicated to the chairman of a meeting of the directors at which a quorum is present.

- (2) Without prejudice to paragraph (1) of this Article the company may by ordinary resolution appoint any person to be a director either to fill a vacancy or as an additional director.

Disqualification and removal of directors

23. In Regulation 81 in Table A:

- (a) there shall be inserted after the word "company" in paragraph (d) the following words, namely: ", provided that such action shall be without prejudice to the terms of and to any rights of the company under any contract between the director and the company"; and
- (b) paragraph (e) shall be deleted.

Remuneration of directors

24. The following sentence shall be added at the end of Regulation 82 in Table A, namely: "Any director who serves on any committee, or who devotes special attention to the business of the company, or who otherwise performs services which in the opinion of the directors are in addition to or outside the scope of the ordinary duties of a director (which services shall include, without limitation, visiting or residing abroad in connection with the company's affairs), may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the directors may determine".

Directors' appointments and interests

25. In Regulation 84 in Table A there shall be substituted for the words "shall not be subject to retirement by rotation" the following words, namely: "shall be subject to the same provisions as to resignation and removal as other directors of the company".

Directors' and employees' gratuities and pensions

26. The directors may:

- (a) establish and maintain, or procure the establishment and maintenance of, any share option or share incentive or profit sharing schemes or trusts or any non-contributory or contributory pension or superannuation schemes or funds for the benefit of, and may make or give or procure the making or giving of loans, donations, gratuities, pensions, allowances or emoluments (whether in money or money's-worth) to, or to trustees on behalf of, any persons who are or were at any time in the employment or service of the company, or of any company which is a subsidiary of the company, or is allied to or associated with the company or with any such subsidiary, or who are or were at any time directors or officers of the company or of any such other company

as aforesaid, and to the wives, husbands, widows, widowers, families and dependants of any such persons;

- (b) establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the company, or of any such other company as aforesaid, or of any such persons as aforesaid;
- (c) make payments for or towards policies of assurance on the lives of any such persons and policies of insurance for the benefit of or in respect of any such persons (including insurance against their negligence or breach of duty to the company) as aforesaid;
- (d) pay, subscribe or guarantee money to or for any charitable or benevolent objects, or for any exhibition, or for any political, public, general or useful object; and
- (e) do any of the above things either alone or in conjunction with any such other company as aforesaid.

Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the members of the company and to the payment being approved by the company, any director shall be entitled to participate in and retain for his own benefit any such loan, donation, gratuity, pension, allowance or emolument.

Proceedings of directors

27. In Regulation 88 in Table A there shall be substituted for the third sentence the following sentences, namely: "Every director shall be given not less than 48 hours' notice of every meeting of the directors, such notice to be sent to such address as is notified by him to the company for this purpose or otherwise communicated to him personally. Any director may by notice to the company either before or after the meeting waive his right to receive notice of the meeting and any director who either:

- (a) is present at the commencement of a meeting whether personally or by his alternate director; or
- (b) does not, within seven days following its coming to his attention that a meeting has taken place without prior notice of such meeting having been given to him pursuant to this Regulation, notify the company that he desires the proceedings at such meeting to be regarded as a nullity;

shall be deemed hereafter to have waived his right to receive notice of such meeting pursuant to this Regulation".

28. The following sentence shall be substituted for the final sentence of Regulation 89 in Table A, namely: "For the purpose of determining whether a quorum exists for the transaction of the business of the board of directors:

- (a) in the case of a resolution of directors, who would (if attending a meeting) comprise a quorum, who are in telephonic communication with one another, any such resolution shall be as valid and effectual as if passed at a meeting of the board of directors duly convened and held;

- (b) in the case of a meeting of the board of directors, in addition to the directors present at the meeting, any director in telephonic communication with such meeting shall be counted in the quorum and entitled to vote; and
 - (c) any person attending a meeting of the board, or in telephonic communication with such a meeting, who is acting as an alternate director for one or more of the directors shall, for the purposes of the quorum, be counted as one for each such person for whom he is acting as an alternate director and, if applicable, also be counted as a director, but not less than two individuals shall constitute a quorum".
29. A resolution in writing of all the directors or all the members of a committee of directors shall be as effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held either:
- (a) if it consists of an instrument executed by or on behalf of each such director or committee member; or
 - (b) if it consists of several instruments in the like form each either:
 - (i) executed by or on behalf of one or more of such directors or committee members; or
 - (ii) sent by or on behalf of one or more of such directors or committee members by telex or facsimile transmission and deposited or received at the office or received by the secretary.
30. Subject to any requisite declaration of interest in accordance with the provisions of the Act and (if applicable) Regulation 85 in Table A having been made by him a director may vote as a director in regard to any transaction or arrangement in which he is interested, or upon any matter arising therefrom and Regulation 94 in Table A shall be construed subject to this provision.
31. In Regulation 97 in Table A:
- (a) there shall be inserted after the words "the appointment" the following words, namely: "or the terms of appointment"; and
 - (b) the following words shall be deleted, namely: "and be counted in the quorum" and there shall be inserted after the words "his own appointment" the following words, namely: "and shall be counted in the quorum in respect of each resolution including that concerning his own appointment, and Regulation 95 shall be construed subject to this provision."

Minutes

32. The directors shall cause minutes to be made in books kept for the purpose:
- (a) of all appointments of officers and alternate directors made by the directors; and
 - (b) of all proceedings at meetings of the company, of the holders of any class of shares in the company, of the directors, and of committees of directors, including the names of the persons present at each such meeting.

The seal

33. In Regulation 101 of Table A, there shall be substituted for the first sentence the following sentence, namely: "The company need not have a seal but if the company does have a seal, the seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors".
34. The company is authorised pursuant to Section 39 of the Act for so long as its objects require or comprise the transaction of business in foreign countries to have an official seal for use in any territory, district, or place elsewhere than in the United Kingdom.

Dividends

35. In Regulation 102 of Table A the following words shall be deleted, namely ", but no dividend shall exceed the amount recommended by the directors".
36. In Regulation 103 of Table A the first sentence shall be deleted and the following shall be inserted, namely "Subject to the provisions of the Act, the shareholders may by special resolution declare interim dividends which shall immediately become due and payable and the directors shall thereafter pay such interim dividends".
37. In Regulation 105 of Table A the following words shall be deleted, namely ", upon the recommendation of the directors".

Notices

38. In Regulation 112 of Table A, the final sentence shall be deleted and the following words shall be inserted at the end of the first sentence, namely: "or by sending it by telex or facsimile transmission to such telex or facsimile number as the member shall have given to the company for the purpose".
39. In Regulation 115 of Table A, there shall be inserted:
 - (a) after the words: "prepaid and posted", the following words, namely: "or that a notice was properly sent by telex or facsimile transmission"; and
 - (b) after the words: "it was posted", the following words, namely: "or after the time at which it was sent by telex or facsimile transmission".

Indemnity

40. Subject to the provisions of the Act, every director, other officer or auditor of the company or person acting as an alternate director shall be entitled to be indemnified out of the assets of the company against all costs, charges, expenses, losses or liabilities which he may sustain or incur in or about the execution of his duties to the company or otherwise in relation thereto.

NAME ADDRESS AND DESCRIPTION OF SUBSCRIBER

Richard Stones

RICHARD STONES

Director
for and on behalf of
SERJEANTS' INN NOMINEES LIMITED
Registered Office
21 Holborn Viaduct
London EC1A 2DY

A company limited by shares

Dated *5th June* 19 *98*

WITNESS to the above signature,

65 Holborn Viaduct
London EC1A 2DY

Julian Eustace

JULIAN EUSTACE