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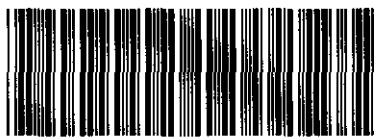
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 5536312

The Registrar of Companies for England and Wales hereby certifies that
THE GENERATION FOUNDATION

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 15th August 2005



N05536312C



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

Company Name in full

THE GENERATION FOUNDATION

I, IAIN CAMPBELL WHITEFORD

of 10 Upper Bank Street, London E14 5JJ

† 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

Allen & Overy LLP E14
40 Bank Street, London

On

1 1 0 8 2 0 0 5

① Please print name.

before me ①

ANN-MARIE EVANS

Signed

Ann-Marie Evans

Date

11/8/05

† 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.

Clifford Chance Limited Liability Partnership
10 Upper Bank Street
London
E14 5JJ

Tel 020 7006 8948

DX number 149120

DX exchange Canary Wharf 3



LD2 0288
COMPANIES HOUSE 11/08/05

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

Companies House, Crown Way, Cardiff, CF14 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



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP000

30(5)(a)

**Declaration on application for registration of a company
exempt from the requirement to use the word "limited" or
"cyfyngedig"**

Company Name in full

THE GENERATION FOUNDATION

I, IAIN CAMPBELL WHITEHEAD

of 10 UPPER BANK STREET LONDON E14 5ST

† Please delete as appropriate.

a [Solicitor engaged in the formation of the company][person named as
director or secretary of the company in the statement delivered under
section 10 of the Companies Act 1985]† do solemnly and sincerely declare
that the company complies with the requirements of section 30(3) of the
Companies Act 1985.

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

[Signature]

Declared at

Allen & Overy LLP, 40 Bank Street, London E14

Day Month Year

on

04 08 2005

① Please print name.

before me ①

Camille Astier, solicitor

Signed

[Signature]

Date

04/08/2005

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.

| | |
|-----------|-------------|
| | |
| | |
| Tel | |
| DX number | DX exchange |



LD2
COMPANIES HOUSE
#L4459704*
LD2
COMPANIES HOUSE
#L3JTA7J0*

0286
11/08/05
0387
04/08/05

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.

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

The Generation Foundation

Proposed Registered Office

(PO Box numbers only, are not acceptable)

10 Upper Bank Street

Post town London

County / Region

Postcode E14 5JJ

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

Clifford Chance LLP

Address

10 Upper Bank Street

Post town London

County / Region

Postcode E14 5JJ

Number of continuation sheets attached

2

You do not have to give any contact
information in the box opposite but if you
do, it will help Companies House to
contact you if there is a query on the
form. The contact information that you
give will be visible to searchers of the

Clifford Chance LLP (ref IXW)
10 Upper Bank Street
London
E14 5JJ

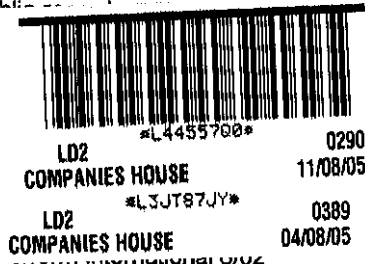
Tel 020 7006 1000 (ext 8948)

DX number 149120

DX exchange CANARY WHARF 3

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

Companies House, Crown Way, Cardiff, CF14 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**



Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

CLIFFORD CHANCE SECRETARIES LIMITED

Previous forename(s)

Previous surname(s)

Address ☐

10 UPPER BANK STREET

Post town

LONDON

County / Region

Postcode

E14 5JJ

Country

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

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

For and on behalf of CLIFFORD CHANCE SECRETARIES LTD
Consent *D. Miller*

Date

3 / 8 / 05

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Authorised Signatory

Mr

*Honours etc

Forename(s)

David Wayland

Surname

Blood

Previous forename(s)

Previous surname(s)

Address ☐

9 Earls Terrace

Post town

London

County / Region

UK

Postcode

W8 6LP

Country

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Day Month Year

Date of birth

05 04 1959

Nationality

USA

Business occupation

MANAGING PARTNER - GENERATION INVESTMENT MGMT

Other directorships

See attached

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

Consent signature

D. W. Blood

Date

13 / 7 / 2005

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet
CHFP025

Company name

NAME

*Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, 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)

Albert Arnold

Surname

Gore

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

10 upper Bank Street

Post town

London

County / Region

UK

Postcode

E14 5JJ

Country

Day Month Year

Date of birth

31 03 1948

Nationality

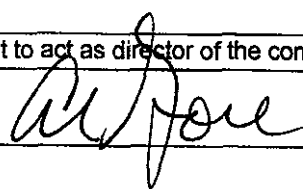
USA

Business occupation

Chairman, Generation Investment Management

Other directorships

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

Consent signature
Date


7/11/05

Laserform International 6/02

408378

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet

CHFP025

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, 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)

Peter Sage

Surname

Knight

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

☐

4604 Rockwood Parkway NW

Washington DC 20016

Post town

County / Region

Postcode

Country

USA

Day Month Year

Date of birth

02

12

1951

Nationality

USA

Business occupation

PRESIDENT - GENERATION INVESTMENT MGMT NIS LLP

Other directorships

See attached

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

Consent signature

Date

7/13/05

Laserform International 6/02

408378

Company Secretary (see notes 1-5)**NAME** *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††☐

Post town

County / Region

Postcode

Country

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

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)

Colin

Surname

Le Duc

Previous forename(s)

Previous surname(s)

Address ††☐

Flat 2

29 Thurlow Road

Post town

London

County / Region

UK

Postcode

NW3 5PH

Country

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Day Month Year

Date of birth

X 05 08 1970

Nationality

DUTCH

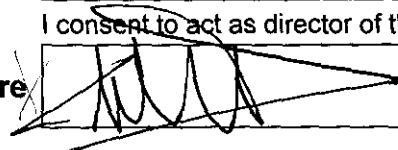
Business occupation

X INVESTMENT MANAGER

Other directorships

X NONE

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

Consent signature**Date**

7/7/5

CHFP025

Company name

NAME

*Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, 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)

Peter Sage

Surname

Knight

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

☐

Post town

County / Region

Postcode

Country

4604 Rockwood Parkway NW

Washington DC 20016

USA

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

Company Secretary (see notes 1-5)

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

☐

Post town

County / Region

Postcode

Country

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

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)

Mark

Surname

Ferguson

Previous forename(s)

Previous surname(s)

Address ††

☐

Post town

County / Region

UK

Postcode

SW19 6PS

Country

114 Victoria Drive

London

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Day Month Year

Date of birth

X

1 8 0 9 1 9 6 8

Nationality

BRITISH

Business occupation

X

CHIEF INVESTMENT OFFICER

Other directorships

X

NONE

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

Consent signature

X

Mark Ferguson

Date

07/07/05

CHFP025

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, 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)

Albert Arnold

Surname

Gore

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

c/o 4 Cork Street

Post town

London

County / Region

UK

Postcode

W1S 3LG

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

Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s)

Peter Malcolm

Surname

Harris

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††☐

11 Yardley Park Road

Tonbridge

Post town

Kent

County / Region

UK

Postcode

TN9 1NE

Country

Day Month Year

Date of birth

07

08

19

55

Nationality

British

Business occupation

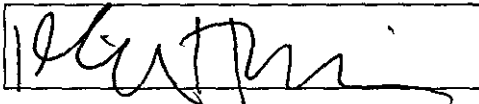
Chief Operating Officer

Other directorships

None

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

Consent signature



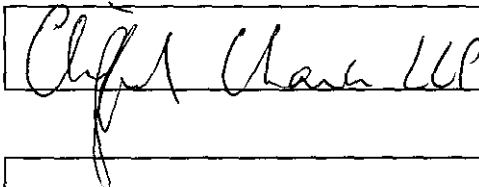
Date

7 July 2005

This section must be signed by*Either*

an agent on behalf of all subscribers

Signed



Date

3/8/05

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.

Directorships:

David W Blood

SHINE

Hamilton College

New Philanthropy Capital

Festivebright Limited

Greystone Managed Investments Inc

Peter S Knight

Medicis Pharmaceutical

PAR Pharmaceutical

ENTREMED

Schroder Mutual Funds

Schroder Hedge Funds

Mr Peter Sage Knight
4604 Rockwood Parkway NW
Washington DC 20016
USA

Signature:

Dated:

Witness to the above signature

Name

Address

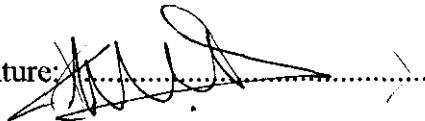
.....

.....

Occupation

Signature

Mr Colin Le Duc
Flat 2
29 Thurlow Road
London NW3 5PH

Signature: 

Dated: 7/7/5

Witness to the above signature

Name .. Louise Martin

Address .. 2 Wycombe Road

..... Iford

..... IG2 6UR

Occupation .. P.A.

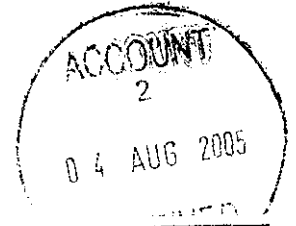
Signature 

5536312

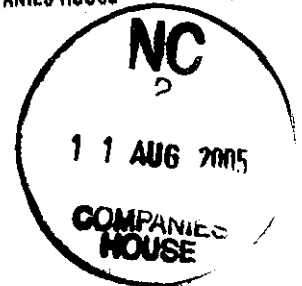
875319

COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE
MEMORANDUM OF ASSOCIATION
OF
THE GENERATION FOUNDATION

A/C 00000107



LD2 *L4458703* 0287
COMPANIES HOUSE 11/08/05
LD2 0390
COMPANIES HOUSE 04/08/05



1. NAME

The name of the **Charity** is The Generation Foundation.

2. REGISTERED OFFICE

The registered office of the Charity is to be in England and Wales.

3. OBJECTS

The Objects are

- (1) To advance the education of the public and organisations (profit and non-profit) in subjects related to sustainable development and the protection enhancement and rehabilitation of the environment and to promote study and research in such subjects provided that the useful results of such study are disseminated to the public at large.
- (2) To promote sustainable development for the benefit of the public by
 - (i) the preservation conservation and the protection of the environment and the prudent use of natural resources.
 - (ii) the relief of poverty and the improvement of the conditions of life in socially and economically disadvantaged communities.
 - (iii) the promotion of sustainable means of achieving economic growth and regeneration.
- (3) To advance the education of the public in business ethics and related subjects with particular reference to the study and application of ethical standards and the management and conduct of industry and business generally in the UK and elsewhere and to the

development of corporate social responsibility and community involvement in the practices of industry and commerce both nationally and internationally.

- (4) To make donations to such charitable institution or institutions at such time or times and in such manner as the Trustees may in their absolute discretion think fit

and for the purposes of these objects "sustainable development" means development that meets the needs of the present without compromising the ability of future generations to meet their own needs.

4. **POWERS**

The Charity has the following powers, which may be exercised only in promoting the Objects:

- 4.1 To promote or carry out research.
- 4.2 To provide advice.
- 4.3 To publish or distribute information.
- 4.4 To co-operate with other bodies.
- 4.5 To support, administer or set up other charities.
- 4.6 To raise funds (but not by means of taxable trading).
- 4.7 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act).
- 4.8 To acquire or hire property of any kind.
- 4.9 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act).
- 4.10 To make grants or loans of money and to give guarantees.
- 4.11 To set aside funds for special purposes or as reserves against future expenditure.
- 4.12 To deposit or invest in funds in any manner (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification).

- 4.13 To delegate the management of investments to a financial expert, but only on terms that:
- 4.13.1 the investment policy is set down **in** writing for the financial expert by the Trustees;
 - 4.13.2 every transaction is reported promptly to the Trustees;
 - 4.13.3 the performance of the investments is reviewed regularly with the Trustees;
 - 4.13.4 the Trustees are entitled to cancel the delegation arrangement at any time;
 - 4.13.5 the investment policy and the delegation arrangement are reviewed at least once a year;
 - 4.13.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
 - 4.13.7 the financial expert must not do anything outside the powers of the Trustees.
- 4.14 To arrange for investments or other property of the Charity to be held in the name of a nominee company acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required.
- 4.15 To deposit documents and physical assets with any company registered or having a place of business in England and Wales as custodian, and to pay any reasonable fee required.
- 4.16 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required.
- 4.17 To pay for indemnity insurance for the Trustees.
- 4.18 Subject to clause 5, to employ paid or unpaid agents, staff or advisers.
- 4.19 To enter into contracts to provide services to or on behalf of other bodies.
- 4.20 To establish or acquire subsidiary companies to assist or act as agents for the Charity.
- 4.21 To pay the costs of forming the Charity.
- 4.22 To do anything else within the law which promotes or helps to promote the Objects.

5. BENEFITS TO MEMBERS AND TRUSTEES

- 5.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the members but:

- 5.1.1 members who are not Trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied;
 - 5.1.2 members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity;
 - 5.1.3 *members (including Trustees) may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Charity; and*
 - 5.1.4 individual members (including Trustees) who are also beneficiaries may receive charitable benefits in that capacity.
- 5.2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except:
- 5.2.1 as mentioned in clauses 4.17 (indemnity insurance), 5.1.2 (interest), 5.1.3 (rent), 5.1.4 (charitable benefits) or 5.3 (contractual payments);
 - 5.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Charity;
 - 5.2.3 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);
 - 5.2.4 payment to any company in which a Trustee has no more than a 1 per cent shareholding; and
 - 5.2.5 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance).
- 5.3 A Trustee may not be an employee of the Charity, but a Trustee or a connected person may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit if:
- 5.3.1 the goods or services are actually required by the Charity;
 - 5.3.2 the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the Trustees in accordance with the procedure in clause 5.4; and
 - 5.3.3 no more than one half of the Trustees are interested in such a contract in any financial year.

5.4 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee, he or she must:

5.4.1 declare an interest before the meeting or at the meeting before discussion begins on the matter;

5.4.2 be absent from the meeting for that item unless expressly invited to remain in order to provide information;

5.4.3 not be counted in the quorum for that part of the meeting; and

5.4.4 be absent during the vote and have no vote on the matter.

5.5 This clause may not be amended without the written consent of the Commission in advance.

6. **LIMITED LIABILITY**

The liability of members is limited.

7. **GUARANTEE**

Every member promises, if the Charity is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to £10 towards the costs of dissolution and the liabilities incurred by the Charity while he or she was a member.

8. **DISSOLUTION**

8.1 If the Charity is dissolved, the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:

8.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;

8.1.2 directly for the Objects or for charitable purposes which are within or similar to the Objects;

8.1.3 in such other manner consistent with charitable status as the Commission approve in writing in advance.

8.2 A final report and statement of account must be sent to the Commission.

9. **INTERPRETATION**

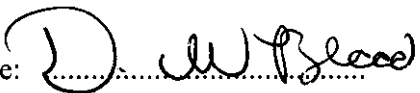
- 9.1 Words and expressions defined in the Articles have the same meanings in the Memorandum.
- 9.2 References to an Act of Parliament are references to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

We wish to be formed into a company under this Memorandum of Association:

NAMES & ADDRESSES OF SUBSCRIBERS

SUBSCRIBERS' SIGNATURES

Mr David Wayland Blood
9 Earls Terrace
London W8 6LP

Signature: 

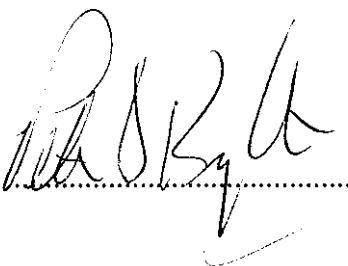
Dated:7/13/2005.....
(13 July 2005)

Witness to the above signature

Name PETER KNIGHT.....

Address 4604 ROCKWOOD PARKWAY
WASHINGTON
DC 20016

Occupation PRESIDENT - GENERATION
INVESTMENT MANAGEMENT US LLP

Signature 

Mr Peter Malcolm Harris
11 Yardley Park Road
Tonbridge
Kent TN9 1NE

Signature

Dated:

Witness to the above signature

Name

Address
.....
.....

Occupation

Signature

NAMES & ADDRESSES OF SUBSCRIBERS

SUBSCRIBERS' SIGNATURES

Mr David Wayland Blood
9 Earls Terrace
London W8 6LP

Signature:

Dated:

Witness to the above signature

Name

Address

.....

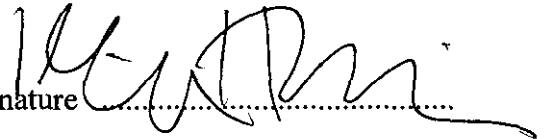
.....

Occupation

Signature

Mr Peter Malcolm Harris
11 Yardley Park Road
Tonbridge
Kent TN9 1NE

Signature



Dated: 7/7/05

Witness to the above signature

Name Louise Martin

Address 2 Wycombe Road

Ilford

IG2 6UR

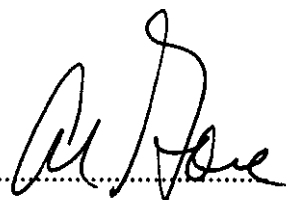
Occupation P.A.

Signature



Mr Albert Arnold Gore
c/o 4 Cork Street
London W1S 3LG

Signature:



Dated: 7/11/05
(11 July 2005)

Witness to the above signature

Name Joshua Chervin
Address 2100 West End Avenue
Suite 620
Nashville, TN 37203
USA
Occupation Assistant to Al Gore

Signature



Mr Mark Ferguson
114 Victoria Drive
London SW19 6PS

Signature:

Dated:

Witness to the above signature

Name

Address

.....

.....

Occupation

Signature

Mr Albert Arnold Gore
c/o 4 Cork Street
London W1S 3LG

Signature:

Dated:

Witness to the above signature

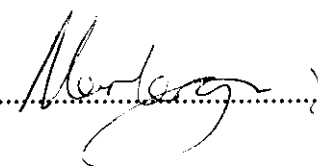
Name

Address

Occupation

Signature

Mr Mark Ferguson
114 Victoria Drive
London SW19 6PS

Signature 

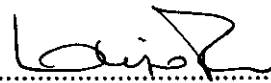
Dated: 7/7/05

Witness to the above signature

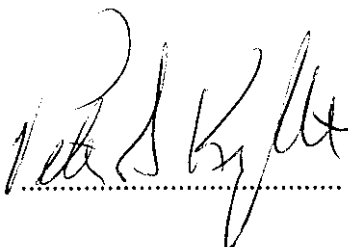
Name Louise Martin

Address 2 Wycombe Road
Ipswich
IP2 6UT

Occupation P.A.

Signature 

Mr Peter Sage Knight
4604 Rockwood Parkway NW
Washington DC 20016
USA

Signature: 

Dated: 7/13/2005
(13 July 2005)

Witness to the above signature

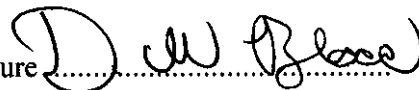
Name DAVID W. BLOOD

Address 9 EARLS TERRACE

LONDON

W8 6LP

Occupation MANAGING PARTNER
GENERATION INVESTMENT MANAGEMENT LLP

Signature 

Mr Colin Le Duc
Flat 2
29 Thurlow Road
London NW3 5PH

Signature:

Dated:

Witness to the above signature

Name

Address

.....

.....

Occupation

Signature

Companies Acts 1985 and 1989

Company limited by guarantee

ARTICLES OF ASSOCIATION OF THE GENERATION FOUNDATION

1. MEMBERSHIP

1.1 The Charity must maintain a register of members.

1.2 Membership of the Charity is open to any individual or organisation interested in promoting the Objects who:

1.2.1 applies to the Charity in the form required by the Trustees;

1.2.2 is approved by the Trustees; and

1.2.3 signs the register of members or consents in writing to become a member either personally or (in the case of an organisation) through an authorised representative.

1.3 The Subscribers to the Memorandum and such other persons or organisations as are admitted to membership in accordance with this Article shall be members of the Charity.

1.4 The Trustees may establish different classes of membership (including informal membership), prescribe their respective privileges and duties and set the amounts of any subscriptions.

1.5 Membership is terminated if the member concerned:

1.5.1 gives written notice of resignation to the Charity;

1.5.2 dies or (in the case of an organisation) ceases to exist;

1.5.3 is more than six months in arrear in paying the relevant subscription, if any (but in such a case the member may be reinstated on payment of the amount due); or

1.5.4 is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity. The Trustees may only pass such a resolution after notifying the member in writing and considering the matter in the light of any written representations

which the member concerned puts forward within 14 clear days after receiving notice.

- 1.6 Membership of the Charity is not transferable.

2. **GENERAL MEETINGS**

- 2.1 Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative or by proxy. Proxy forms must be delivered to the Secretary at least 24 hours before the meeting. General meetings are called on at least 21 clear days' written notice specifying the business to be discussed.
- 2.2 There is a quorum at a general meeting if the number of members or authorised representatives present in person or by proxy is at least three (or one-half of the members if greater).
- 2.3 The Chairman or (if the Chairman is unable or unwilling to do so) some other member elected by those present presides at a general meeting.
- 2.4 Except where otherwise provided by the Articles or the Companies Act, every issue is decided by a majority of the votes cast.
- 2.5 Except for the chairman of the meeting, who has a second or casting vote, every member present in person or through an authorised representative or by proxy has one vote on each issue.
- 2.6 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting. For this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature.
- 2.7 Except at first, The Charity must hold an AGM in every year. The first AGM must be held within 18 months after the Charity's incorporation.
- 2.8 At an AGM the members:
- 2.8.1 receive the accounts of the Charity for the previous financial year;
 - 2.8.2 receive the Trustees' report on the Charity's activities since the previous AGM;
 - 2.8.3 accept the retirement of those Trustees who wish to retire or who are retiring by rotation;

- 2.8.4 elect Trustees to fill the vacancies arising;
- 2.8.5 appoint auditors for the Charity;
- 2.8.6 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity; and
- 2.8.7 may discuss and determine any issues of policy or deal with any other business put before them by the Trustees.
- 2.8.8 Any general meeting which is not an AGM is an EGM.
- 2.8.9 An EGM may be called at any time by the Trustees and must be called within 28 clear days on a written request from at least four members.

3. THE TRUSTEES

- 3.1 The Trustees as charity trustees have control of the Charity and its property and funds.
- 3.2 The Trustees when complete consist of at least three and not more than twelve individuals, all of whom must be members.
- 3.3 The subscribers to the Memorandum are the first Trustees.
- 3.4 Every Trustee after appointment or reappointment must sign a declaration of willingness to act as a charity trustee of the Charity before he or she may vote at any meeting of the Trustees.
- 3.5 One third (or the number nearest one third) of the Trustees must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots.
- 3.6 A retiring Trustee who remains qualified may be reappointed.
- 3.7 A Trustee's term of office automatically terminates if he or she:
 - 3.7.1 is disqualified under the Charities Act from acting as a charity trustee;
 - 3.7.2 is incapable, whether mentally or physically, of managing his or her own affairs;
 - 3.7.3 is absent from three consecutive meetings of the Trustees and is asked by a majority of the other Trustees to resign;

- 3.7.4 ceases to be a member (but such a person may be reinstated by resolution passed by all the other Trustees on resuming membership of the Charity before the next AGM);
 - 3.7.5 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office); or
 - 3.7.6 is removed by resolution of at least 75% of the members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views;
- 3.8 The Trustees may at any time co-opt any individual who is qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM.
- 3.9 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

4. TRUSTEES' PROCEEDINGS

- 4.1 The Trustees must hold at least one meeting each year.
- 4.2 A quorum at a meeting of the Trustees is three Trustees.
- 4.3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants.
- 4.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting.
- 4.5 Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 4.6 Except for the chairman of the meeting, who has a second or casting vote, every Trustee has one vote on each issue.
- 4.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

5. TRUSTEES' POWER

The Trustees have the following powers in the administration of the Charity:

- 5.1 To appoint (and remove) any member (who may be a Trustee) to act as Secretary in accordance with the Companies Act.
- 5.2 To appoint a Chairman, Treasurer and other honorary officers from among their number.
- 5.3 To delegate any of their functions to committees consisting of two or more individuals appointed by them. At least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees.
- 5.4 To make standing orders consistent with the Memorandum, the Articles and the Companies Act to govern proceedings at general meetings and to prescribe a form of proxy.
- 5.5 To make rules consistent with the Memorandum, the Articles and the Companies Act to govern their proceedings and proceedings of committees.
- 5.6 To make regulations consistent with the Memorandum, the Articles and the Companies Act to govern the administration of the Charity and the use of its seal (if any).
- 5.7 To establish procedures to assist the resolution of disputes or differences within the Charity.
- 5.8 To exercise any powers of the Charity which are not reserved to a general meeting.

6. RECORDS AND ACCOUNTS

- 6.1 The Trustees must comply with the requirements of the Companies Act and of the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the **Commission** of:
 - 6.1.1 annual returns;
 - 6.1.2 annual reports; and
 - 6.1.3 annual statements of account.
- 6.2 The Trustees must keep proper records of:
 - 6.2.1 all proceedings at general meetings;

- 6.2.2 all proceedings at meetings of the Trustees;
 - 6.2.3 all reports of committees; and
 - 6.2.4 all professional advice obtained.
- 6.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide.
- 6.4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Charity's reasonable costs.

7. NOTICES

- 7.1 Notices under the Articles may be sent by hand, by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or national newspaper or any journal distributed by the Charity.
- 7.2 The only address at which a member is entitled to receive notices sent by post is the address shown in the register of members.
- 7.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- 7.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - 7.3.2 two clear days after being sent by first class post to that address;
 - 7.3.3 three clear days after being sent by second class or overseas post to that address;
 - 7.3.4 on the date of publication of a newspaper containing the notice;
 - 7.3.5 on being handed to the member or, in the case of a member organisation, its authorised representative personally; or, if earlier,
 - 7.3.6 as soon as the member acknowledges actual receipt.
- 7.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

8. **DISSOLUTION**

The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here.

9. **INTERPRETATION**

9.1 In the Memorandum and in the Articles, unless the context indicates another meaning:

"AGM" means an annual general meeting of the Charity;

"the Articles" means the Charity's articles of association;

"authorised representative" means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given to the Secretary;

"Chairman" means the chairman of the Trustees;

"the Charity" means the company governed by the Articles;

"the Charities Act" means the Charities Act 1993;

"charity trustee" has the meaning prescribed by section 97(1) of the Charities Act;

"clear day" means 24 hours from midnight following the relevant event;

"the Commission" means the Charity Commissioners for England and Wales;

"the Companies Act" means the Companies Act 1985;

"connected person" means any spouse, partner, parent, child, brother, sister, grandparent or grandchild of a Trustee, any firm of which a Trustee is a member or employee, and any company of which a Trustee is a director, employee or shareholder having a beneficial interest in more than 1 per cent of the share capital;

"custodian" means a person or body who undertakes safe custody of assets or of documents or records relating to them;

"EGM" means an extraordinary general meeting of the Charity;

"financial expert" means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

"financial year" means the Charity's financial year;

"firm" includes a limited liability partnership;

"indemnity insurance" means insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;

"informal membership" refers to a supporter who may be called a "member" but is not a company member of the Charity.

"material benefit" means a benefit which may not be financial but has a monetary value;

"member" and "membership" refer to company membership of the Charity;

"Memorandum" means the Charity's Memorandum of Association;

"month" means calendar month;

"nominee company" means a corporate body registered or having an established place of business in England and Wales;

"the Objects" means the Objects of the Charity as defined in clause 3 of the Memorandum;

"Secretary" means the company secretary of the Charity;

"taxable trading" means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;

"Trustee" means a director of the Charity and "Trustees" means the directors.

"written" or "in writing" refers to a legible document on paper including a fax message;

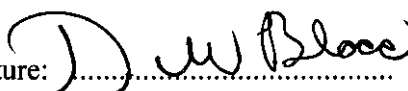
"year" means calendar year.

9.2 Expressions defined in the Companies Act have the same meaning.

9.3 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

NAMES & ADDRESSES OF SUBSCRIBERS SUBSCRIBERS' SIGNATURES

Mr David Wayland Blood
9 Earls Terrace
London W8 6LP

Signature: 

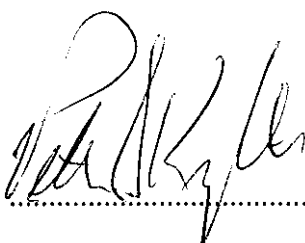
Dated: 7.13.2005
(13 July 2005)

Witness to the above signature

Name PETER KNIGHT

Address 4604 ROCKWOOD PARKWAY
WASHINGTON
D.C. 20016

Occupation PRESIDENT - GENERATION
INVESTMENT MANAGEMENT US LL?

Signature 

Mr Peter Malcolm Harris
11 Yardley Park Road
Tonbridge
Kent TN9 1NE

Signature

Dated:

Witness to the above signature

Name

Address

Occupation

Signature

NAMES & ADDRESSES OF SUBSCRIBERS SUBSCRIBERS' SIGNATURES

Mr David Wayland Blood
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London W8 6LP

Signature:

Dated:

Witness to the above signature

Name

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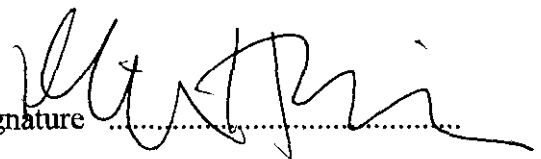
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Occupation

Signature

Mr Peter Malcolm Harris
11 Yardley Park Road
Tonbridge
Kent TN9 1NE

Signature



Dated: 7/7/05

Witness to the above signature

Name Louise Martin

Address 2 Wycombe Road

IYord

IG2 6UT

Occupation P.A.

Signature



Mr Albert Arnold Gore
c/o 4 Cork Street
London W1S 3LG

Signature: 

Dated: 7/11/05
(11 July 2005)

Witness to the above signature

Name Joshua Cherwin
Address 2100 West End Avenue
Suite 620
Nashville, TN 37203
USA
Occupation Assistant to Al Gore

Signature: 

Mr Mark Ferguson
114 Victoria Drive
London SW19 6PS

Signature:

Dated:

Witness to the above signature

Name

Address

Occupation

Signature

Mr Albert Arnold Gore
c/o 4 Cork Street
London W1S 3LG

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Dated:

Witness to the above signature

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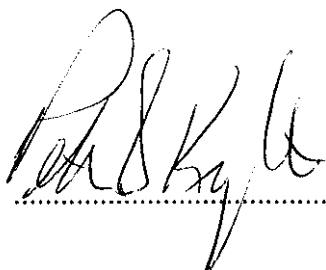
IYerd

IG2 6UT

Occupation P.A.

Signature 

Mr Peter Sage Knight
4604 Rockwood Parkway NW
Washington DC 20016
USA

Signature: 

Dated:7/13/2005.....
(13 July 2005)

Witness to the above signature

Name DAVID W. BLOOD.....

Address 9 EARLS TERRACE
LONDON

W8 6LP.....

Occupation MANAGING PARTNER -
GENERATION INVESTMENT MANAGEMENT LLP

Signature 

Mr Colin Le Duc
Flat 2
29 Thurlow Road
London NW3 5PH

Signature:

Dated:

Witness to the above signature

Name

Address

.....

.....

Occupation

Signature

Mr Peter Sage Knight
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Mr Colin Le Duc
Flat 2
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London NW3 5PH

Signature: 

Dated: 7/7/5

Witness to the above signature

Name .. Louise Martin

Address .. 2 Wycombe Rd

..... Ilford

..... IR-2 64T

Occupation P.A.

Signature 