

No. 05957729

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COMPANIES HOUSE

**THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION
OF
RITC SYNDICATE MANAGEMENT LIMITED**

1. The Company's name is "RITC SYNDICATE MANAGEMENT LIMITED".
2. The Company's registered office is to be situated in England.
3. The Company's objects are to carry on business as a general commercial company.
4. Without prejudice to the generality of the objects and powers of the Company derived from section 3A of the Companies Act 1985 the Company has the following additional objects:
 - 4.1 to carry on all kinds of insurance and assurance business whether of a kind now known or hereafter devised and in particular, and without prejudice to the generality of the foregoing, to carry on all or any classes of insurance business, or any combination of the same, listed in Schedule 1 of the Financial Services and Markets Act 2000 (Regulated Activities) Order 2001 or any statutory modification, amendment or re-enactment of the same including any Regulations made thereunder or pursuant or in relation thereto for the time being in force;
 - 4.2 to undertake re-insurance and counter-insurance of insurance and liabilities of any kind granted or accepted by other persons or bodies and for such consideration and upon such terms and conditions generally as may be thought fit;
 - 4.3 to re-insure or counter-insure any insurances or liabilities undertaken by the Company;
 - 4.4 to carry on all or any kinds of indemnity or guarantee business whether of a kind now known or hereinafter devised;
 - 4.5 to pay, satisfy or compromise any claims made against the Company in respect of any policies or contracts granted by or dealt in or entered into or guaranteed or secured or reinsured by the Company which claims the Company may deem it expedient by pay, satisfy or compromise notwithstanding that the same may not be valid in law;
 - 4.6 to appropriate and pay or distribute to or among the holders of policies of the Company or other person with whom it may have dealings or any class or classes of such person any part of the general profits of the Company or of the profits derived from anyone or more of its several businesses and either in cash, or by any deferred payment or by the diminution of any premiums, or in any

other way and by the terms of any policy or prospectus, to bind itself to make any such appropriation or distribution;

- 4.7 to undertake and execute any trusts in relation to any of the objects of the Company and in particular in relation to any policies granted by the Company or to any monies payable thereunder;
- 4.8 subject to any law, enactment, rule or regulation relating thereto, to act with or amalgamate with buy or absorb any other company carrying on insurance business;
- 4.9 to carry on the business of brokers, consultants, advisers and agents in respect of all classes of insurance and assurance business, guarantee business and indemnity business;
- 4.10 to carry on at such places in the United Kingdom or elsewhere as may be determined by the Directors of the Company any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company or further any of its objects;
- 4.11 to purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited right to use any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property and rights so acquired;
- 4.12 to enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, which may seem conducive to the Company's objects or any of them and to obtain from any such government or authority any rights privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- 4.13 to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company and to pay cash or to issue any shares, stocks, debentures, and debenture stock of the Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired;
- 4.14 to enter into partnership or into any arrangement for sharing profits or to amalgamate with any person or company carrying on or about to carry on any business which this Company is authorised to carry on, or any business or transaction capable of being conducted so as to benefit the Company; to take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the Company, or carrying on any

business capable of being conducted so as directly or indirectly to benefit the Company;

- 4.15 to purchase, subscribe for or otherwise acquire and hold shares, stocks or other interests in or obligations of any other company or corporation;
- 4.16 generally to purchase, take on lease, exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient with reference to any of these objects, and capable of being profitably dealt with in connection with any of the Company's property or rights for the time being, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company;
- 4.17 to sell the undertaking of the Company, or any part thereof, or any agency connected therewith, for such consideration as the Company may think fit, and in particular for shares partly or fully paid up, debentures, debenture stock, or securities of any other company whether actually incorporated and existing or proposed to be formed or promoted by the purchaser or otherwise;
- 4.18 to promote, finance or assist any other company or companies for the purpose of its or their acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company;
- 4.19 to raise or borrow or secure the payment of money for the purpose of the Company upon such terms and on such security as may seem to the Company expedient, and in particular by the issue of debentures or debenture stock, whether perpetual or not, and charged upon the whole or any part of the property of the Company, both present and future, including its uncalled capital;
- 4.20 to stand surety for or to guarantee, support or secure the performance of all or any of the obligations of any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital or by a combination of such methods; and in particular (but without limiting the generality of the foregoing) to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien or by a combination of such methods the performance of all or any of the obligations (including the repayment or payment of the principal and premium of and interest on any securities) of any company which is for the time being the Company's holding company (as defined by section 736 Companies Act 1985) or another subsidiary (as defined by the said section 736) of any such holding company;
- 4.21 to make and execute any deed, indenture, agreement, appointment or other legal or notarial act or document which may be necessary, expedient or desirable for effecting or carrying out any matter or transaction within the powers of the Company or which may be incidental thereto or connected therewith, and to draw, accept, endorse, discount and execute and issue cheques, bills of exchange, promissory notes, debentures, bills of lading, warrants and other negotiable, commercial or transferable instruments or securities;

- 4.22 to pay all preliminary expenses of the Company and any company formed or promoted by the Company, and to remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business;
- 4.23 to invest and deal with the moneys of the Company not immediately required in such manner as may be from time to time determined;
- 4.24 to lend money to such person and on such terms as may seem expedient;
- 4.25 to give any guarantee or indemnity as may seem expedient;
- 4.26 to sell, improve, manage, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property of the Company;
- 4.27 to distribute by way of dividend or otherwise any of the property of the Company in specie;
- 4.28 to do all or any of the above things in any part of the world, and as principals, agents, contractors, nominees, trustees, or otherwise, and by or through trustees, agents, or otherwise and either alone or in conjunction with others and either gratuitously or for reward;
- 4.29 to procure the Company to be registered or recognised and to establish and maintain local registers, agencies and branch places of business in any colony or dependency or in any foreign country or place;
- 4.30 to adopt such means of making known the business, products and services of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest or by the publication of books and periodicals and by granting prizes, rewards and donations;
- 4.31 to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit the employees or ex-employees of the Company (including any Director or other officer of the Company) or the dependants or connections of such persons and to grant pensions and allowances and to make payment towards insurance for any such persons and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects;
- 4.32 to procure the Company to be registered, licensed, authorised or recognized in any part of the world;
- 4.33 to undertake all or any of the things or matters aforesaid in any part of the world as principal, agent, contractor or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others;
- 4.34 to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

5. The objects set forth in each paragraph of Clause 4 shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where they expressly so require, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such paragraphs or from the terms of any other object or objects or from the name of the Company. None of the objects specified in Clause 4 or the powers thereby conferred shall (except where the object expressly so requires) be deemed subsidiary or ancillary to any other objects or powers therein mentioned but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each paragraph of Clause 4 as if each paragraph were the objects of a separate company. The word “company” in Clauses 3 and 4, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether registered or resident or domiciled in the United Kingdom or elsewhere.
6. The liability of the members is limited.
7. The Company’s share capital is £100 consisting of 100 shares of £1 each.

We, the subscriber to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our name.

**NAME AND ADDRESS
OF SUBSCRIBER**

**Number of shares
Taken by the Subscriber**

Fetter Incorporations Limited
One Fetter Lane
London
EC4A 1JB

1

for and on behalf of
Fetter Incorporations Limited

Total shares taken

1

DATED this _____ 2006

WITNESS to the above signature:

One Fetter Lane
London
EC4A 1JB