

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 6409712

The Registrar of Companies for England and Wales hereby certifies that

NEW PORTLAND PLC

having by special resolution changed its name, is now incorporated
under the name of

PORTLAND GAS PLC

Given at Companies House, Cardiff, the 15th January 2008



C06409712E



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Private & Confidential

No 6409712

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

NEW PORTLAND PLC

Passed 6 November 2007

At an Extraordinary General Meeting of the Company duly convened and held on 6 November 2007, the following Resolutions were duly passed, Resolution Nos 1 and 2 as Ordinary Resolutions and Resolution Nos 3, 4, 5 and 6 as Special Resolutions

ORDINARY RESOLUTIONS

- No 1** THAT the authorised share capital of the Company be increased from £50,000 to £10,050,000 by the creation of 99,500,000 ordinary shares of 10p each ranking *pari passu* in all respects with the existing ordinary shares of 10p each in the capital of the Company and of 50,000 redeemable preference shares of £1 ("**Redeemable Preference Shares**") each having the rights set out in Schedule 1
- No 2** THAT, subject to the passing of Resolution 1 set out in this Notice, the Directors be and they are hereby generally and unconditionally authorised in accordance with section 80 Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of the said section 80)
- (a) up to an aggregate nominal amount of £50,000 for the purposes of the proposed issue of 50,000 Redeemable Preference Shares,
 - (b) up to an aggregate nominal amount of £6,780,184 for the purposes of the proposed issue of 67,801,840 ordinary shares of 10p each as part of the

"Demerger" (details of the Demerger being as set out in the draft circular proposed to be sent to holders of the shares of Egdon Resources Plc, a copy of which is submitted to the Meeting marked "A" (the "Circular")), and

- (c) up to an aggregate nominal amount equal to £2,260,061 to such persons and on such terms as the Directors think fit,

such authority, unless previously revoked or varied by the Company in general meeting, to expire at the earlier of (i) the conclusion of the annual general meeting of the Company to be held in 2008, and (ii) 31 December 2008 (the "Expiry Date"), save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot relevant securities in pursuance of such offer or agreement. References in this resolution to the Companies Act 1985, or to sections of the Companies Act 1985, shall, where the context requires and where appropriate, include references to the Companies Act 2006 and any corresponding or similar sections of that Act, it being the intention that, to the extent permitted by law, the authority contained in this resolution shall continue in full force and effect notwithstanding any repeal of the Companies Act 1985 or any relevant part or section thereof.

SPECIAL RESOLUTIONS


No.3 THAT the provisions of the Memorandum of Association of the Company with respect to its objects be altered by the deletion of sub-clauses 4(b) inclusive of clause 4(w) thereof and the substitution therefor of the sub-clauses numbered A to UU inclusive contained in Schedule 2

No 4 THAT, subject to the passing of Resolution 2 above

- (a) the Directors be and they are hereby empowered, pursuant to section 95 Companies Act 1985 to allot equity securities (within the meaning of section 94 Companies Act 1985) for cash pursuant to the authority given by Resolution 2 above as if section 89(1) Companies Act 1985 did not apply to any such allotment. Such power

- (i) expires on the Expiry Date, except that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot equity securities in pursuance of such offer or agreement. References in this resolution to the Companies Act 1985, or to sections of the Companies Act 1985, shall, where the context requires

and where appropriate, include references to the Companies Act 2006 and any corresponding or similar sections of that Act, it being the intention that, to the extent permitted by law, the authority contained in this resolution shall continue in full force and effect notwithstanding any repeal of the Companies Act 1985 or any relevant part or section thereof, and

- (b) in connection with an offer of such securities by way of a rights issue or other issue in favour of holders of Ordinary Shares in the Company where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as may be practicable) to their respective holdings of Ordinary Shares (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements or any legal or practical problems under the laws of, or the requirements of any regulatory body or any stock exchange in, any territory or otherwise howsoever), and
- (c) otherwise and pursuant to sub-paragraphs (a) and (b) above, up to an aggregate nominal amount of ~~£1,260,000~~ 1,017,027 

No 5 THAT the regulations contained in the printed document submitted to the Meeting marked "A" and for the purpose of identification signed by the Chairman thereof be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association thereof

No 6 THAT subject to and conditional upon the scheme becoming effective, the name of the Company be changed to "Portland Gas plc"



Chairman of the Meeting

Schedule 1

Redeemable Preference Share Rights

- 1 The holders of Redeemable Preference Shares shall be entitled, in priority to the holders of any other class of share in the Company's share capital, to receive out of the profits of the Company available for distribution and resolved under the articles of association of the Company to be distributed in respect of each financial year the of the Company a fixed preferential dividend (the "**Preference Dividend**") at the rate of 0 00001 per cent per annum on the amount for the time being paid up on each Redeemable Preference Share held by them respectively
- 2 The Preference Dividend shall accrue pro rata on the basis of a 365 day year and shall, to the extent the Company has profits available for distribution and has resolved do so under its articles of association, be payable annually in arrear on 31 December (or if such date is not a business day on the next following business day) in each year in respect of the year ending on that date The first such payment shall be made on 31 December 2007 in respect of the period from the date of issue of the Redeemable Preference Shares concerned until 31 December 2007 The Preference Dividend shall be paid to the holders of the Redeemable Preference Shares whose names appear on the register two business days before the relevant dividend payment date
- 3 On a distribution of assets of the Company among its members on a winding up or other return of capital (other than a redemption or purchase by the Company of its own shares), the holders of the Redeemable Preference Shares shall be entitled, in priority to any holder of any other class of shares, to receive an amount equal to the aggregate of the capital paid up on each Redeemable Preference Share together with a sum equal to any arrear and accrual of the Preference Dividend (whether earned or declared or not) payable on such share calculated up to and including the date of the commencement of the winding up (or in any other case) the date of the return of capital
- 4 Save as provided in paragraphs 1, 2 and 3 above, the holders of the Redeemable Preference Shares shall not be entitled to any participation in the profits or assets of the Company
- 5 A holder of Redeemable Preference Shares shall be entitled to receive notice of and to attend any general meeting of the Company but shall not have the right to vote in respect of its holding of Redeemable Preference Shares subject to the following exceptions
- 5 1 if at the date of notice of the meeting payment of any part of any Preference Dividend to that holder is for whatever reason in arrear for more than six months, that holder shall be entitled to attend, speak and vote on any resolution at such meeting or any adjournment of it, or

- 5 2 if it is proposed at the meeting to consider any resolution approving the winding up of the Company, holders of Redeemable Preference Shares shall be entitled to attend such a meeting and to speak and vote only on such resolution or any motion for adjournment of the meeting before such resolution is voted on, or
- 5 3 if it is proposed at the meeting to consider any resolution which abrogates or varies or otherwise directly affects the special rights and privileges attaching to the Redeemable Preference Shares, holders of Redeemable Preference Shares shall have the right to attend such a meeting and to speak and vote only on such resolution or any motion for adjournment of the meeting before such resolution is voted on
- 6 If entitled to vote at a general meeting of the Company, every holder of Redeemable Preference Shares present in person or by proxy (or, being a corporation by a duly authorised representative) shall have one vote for every Redeemable Preference Share held by him
- 7 Notwithstanding the rights of the holders of Redeemable Preference Shares under paragraph 5 above, the written consent of the holders of three-quarters in nominal value of the issued Redeemable Preference Shares or the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the Redeemable Preference Shares is required
- 7 1 if the special rights and privileges attaching to the Redeemable Preference Shares are to be varied or abrogated or otherwise directly affected in any way, or
- 7 2 if any shares or securities are to be created, allotted or issued by the Company which rank in priority to or equally with the Redeemable Preference Shares (or any right to call for the allotment or issue of such shares or securities is to be granted by the Company)
- 8 All provisions of the Company's articles of association relating to general meetings of the Company shall apply mutatis mutandis to every general meeting of the holders of the Redeemable Preference Shares
- 9 Subject to the Companies Act 1985 (as amended) (the "**Act**"), a holder of Redeemable Preference Shares shall have the right to redeem any such Redeemable Preference Shares (provided that they are fully paid and that they represent the total number of Redeemable Preference Shares held by that member) by giving to the Company six months' written notice of its intention to do so (the "**Member's Redemption Notice**")
- 10 The Member's Redemption Notice must specify the number of Redeemable Preference Shares to be redeemed, the amount payable on redemption and the time and date of redemption ("**Member's Redemption Date**"), and must be delivered to the Company together with the share certificates in respect of the Redeemable Preference Shares for cancellation by the Company. The Company shall pay to the registered holder of the Redeemable Preference Shares to be redeemed the redemption money in respect of such Redeemable Preference Shares together

with a sum equal to any arrear and accrual of the Preference Dividend (whether earned or declared or not) and the Company shall be bound by the Member's Redemption Notice

- 11 Subject to the Act, the Company shall have the right at any time to redeem any such Redeemable Preference Shares (provided that they are fully paid and that they represent the total number of Redeemable Preference Shares held by that member) by giving to the registered holder not less than one week's written notice of its intention to do so (the "**Company's Redemption Notice**")
- 12 The Company's Redemption Notice must specify the number of Redeemable Preference Shares to be redeemed, the amount payable on redemption and the time and date of redemption (the "**Company's Redemption Date**") and the place at which
 - 12 1 the share certificates in respect of the Redeemable Preference Shares must be delivered to the Company for cancellation, and
 - 12 2 the Company shall pay to the registered holders of the Redeemable Preference Shares to be redeemed the redemption money in respect of such Redeemable Preference Shares together with a sum equal to any arrear and accrual of the Preference Dividend (whether earned or declared or not),

and the holders of the Redeemable Preference Shares to be redeemed shall be bound by the Company's Redemption Notice
- 13 The Preference Dividend shall cease to accrue on any Redeemable Preference Shares to be redeemed on the Member's Redemption Date or the Company's Redemption Date (as appropriate)
- 14 If any holder of a Redeemable Preference Share to be redeemed fails or refuses to surrender the share certificate (or indemnity) for such Redeemable Preference Share (or fails or refuses to accept the redemption money payable in respect of it), the Company shall retain such money and hold it on trust for such holder but without interest or further obligation whatever
- 15 No Redeemable Preference Share shall be redeemed otherwise than out of distributable profits or the proceeds of a fresh issue of shares made for the purposes of the redemption or out of capital to the extent permitted by the Act
- 16 On redemption of any Redeemable Preference Shares the directors may convert the authorised share capital created as a consequence of such redemption into shares of any other class of share capital into which the authorised share capital of the Company is or may at that time be divided of a like nominal amount (or as nearly as may be) as the shares of such class then in issue or into unclassified shares of the same nominal amount as the Redeemable Preference Shares

Schedule 2

New Objects

- A to act as holding company and co-ordinating company of the group of companies of which the Company is for the time being the holding company,
- B to carry on any other trade or business whatever, which can in the opinion of the Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company,
- C to purchase, store, process, refine, manufacture and market hydrocarbon gases, liquefied petroleum gas, petroleum condensate, petroleum, hydrocarbons, oil or gas, and all other minerals, and any and all of the products thereof in the United Kingdom and in any other parts of the world, and/or to trade in contracts for the purchase and/or storage and/or sale of hydrocarbons of all natures and for all dates, and/or to carry on business as a general commercial company in any trade or business whatsoever including, without prejudice to the generality of the foregoing, to carry on the business of a holding company in all its branches,
- D to purchase, take on lease, acquire permits, licences, concessions, and rights upon or grants to, and to otherwise hold, own or otherwise acquire, lease, license, sell, transfer or convey lands and properties containing or believed to contain or capable of containing or of being adapted to contain petroleum, hydrocarbons, oil or gas, sulphur, coal, or other minerals, elements, deposits and substances of all kinds including solids, liquids and gases and to develop and exploit said lands, rights and interests or any interest in such lands or properties, to develop such lands, rights and interests by and to enter into and execute contracts for the drilling of wells and the installation of plants, machinery and equipment, and to dispose of the products therefrom either as raw products or otherwise, to refine and reduce said products, to prepare said products for market and to manufacture from said products any and all marketable commodities, and to take oil concessions from foreign countries, both onshore and offshore,
- E to search, prospect and explore for petroleum and other oils, gas, minerals, metals, ores, coal, stone, timber and any other useful or valuable elements substances or products, to drill for, remove, produce, acquire by purchase or otherwise, own, use, store, transport, refine, distil, manufacture, process, prepare for market, sell and otherwise dispose of petroleum and other oils, bitumens, bituminous substances, minerals, and gases and all products, by-products and residual products thereof or therefrom, to drill, purchase, take, lease as lessee and otherwise acquire, to own, use, maintain, develop, improve and operate, and to sell, convey, mortgage, pledge, lease as lessor and otherwise dispose of oil, gas and other wells and any articles, materials, machinery, equipment, structures or property used therefore or in connection therewith, and to engage in any trades, businesses and occupations necessary or convenient in connection with any business of the corporation or incidental, related or contributory thereto, to acquire, own, maintain, develop, improve, manage, work and operate mines, pits, quarries, collieries, timberlands, and properties of all kinds, and any articles, materials, machinery, equipment and property used therefore or in connection therewith,

- F to build, purchase, take, lease as lessee or otherwise acquire, to own, use, maintain, improve and operate, and to sell, convey, mortgage, pledge, lease as lessor and otherwise dispose of or encumber, wells, refineries, stations, tanks, tank cars, pipe lines, gas mains, conduits, equipment, facilities and properties of all kinds for manufacturing, treating, processing, preparing, concentrating, distilling, purifying, generating, producing, using, storing, handling, transporting, distributing and in any manner dealing in and with, petroleum and other oils, gas and other volatile substances, vegetable substances, minerals, asphalt, bitumen and bituminous substances and other similar products of every kind and character for any and all purposes whatsoever,
- G to mine, produce, purchase, acquire, own, prepare for market, sell and otherwise dispose of minerals, metals, ores and any other useful or valuable substances, deposits or products,
- H to manufacture, separate, reduce, smelt, refine, concentrate, treat, convert, work and produce metals of all kinds, to manufacture, produce, acquire, own, prepare for market, sell, dispose of and deal in metals, alloys, metal products, ores, minerals, stone, coal, wood, petroleum, gages, and the products or by-products thereof, and to establish, build, acquire, own equip, maintain, improve, repair, and operate mills, factories, furnaces, converters, smelters, shops, laboratories, offices, buildings, structures and works of all kinds suitable, necessary or convenient to any of the purposes of the corporation,
- I to act as the holding and co-ordinating company of the group of companies of which the Company is for the time being the holding company,
- J to subscribe for, purchase or otherwise acquire, take, hold, or sell on such terms and conditions as may be thought fit, any shares or stock, bonds, debentures or debenture stock or other securities or obligations of any company or association or any supreme, municipal, local or other authority, whether in Great Britain or any overseas country or place,
- K to arrange some or all the investments of the Company in convenient or selected units or groups and to sell or otherwise turn to account any interest or interests in any such units or groups upon such terms and conditions as shall be thought fit, to enter into, execute and carry into effect any trust deed, or trust deeds, either revocable or irrevocable and to arrange and do all acts, deeds and things necessary or convenient for rendering any certificates or other documents of title issued by the Company marketable on any stock exchange and obtaining official quotations therefore,
- L to carry on business as bankers, financiers, mortgage and finance brokers, insurance brokers, estate agents and generally to undertake and execute agency and commission work,
- M to carry on business as general merchants and mercantile agents, contractors, manufacturers of and merchants and dealers in any and every kind of article of any description and material, merchants and dealers in raw material of every kind, haulage and transport contractors, warehousemen, wharfingers, ship and barge owners, ship agents and any other trade or business whatsoever which can in the opinion of the Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company,

- N to carry on all or any of the businesses of manufacturers, mercantile and other agents, factors, distributors, shippers, importers, exporters, consignors, buyers and sellers (wholesale and retail), charterers, shipowners, warehousemen, merchants, builders, developers of and dealers in commodities, merchandise, goods and articles of all kinds whether manufactured in whole or in part or whether grown, cultivated, taken, processed or produced in any part of the world, to deal in commodities of all kinds which can conveniently be dealt with in connection with any of the aforesaid businesses or which may be required by customers or for persons dealing with the Company, to carry on and execute all kinds of commercial, trading, financial and other operations, and generally to carry on any other trade or business whatsoever which may seem to the Directors capable of being carried on advantageously in connection with the above businesses, or calculated directly or indirectly to enhance the value or facilitate the realisation of any of the Company's property or rights,
- O to purchase or otherwise acquire, dispose of, protect, extend and renew any patents, registered designs, trade marks, and service marks (whether registered or not) copyright, design right or any similar property rights including those subsisting in inventions, designs, drawings, performances, computer programs, semi-conductor topographies, confidential information, business names, goodwill and the style of presentation of goods or services and applications for protection thereof which may seem to the Company 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, receive or grant licences in respect of or otherwise turn to account any of the same for any purpose whatsoever, whether manufacturing or otherwise, which the Company may think calculated directly or indirectly to achieve these objects,
- P to purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof,
- Q to erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above,
- R to borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society,
- S 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 at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances,

- T to issue and deposit any securities which the Company has power to issue by way of mortgage, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly,
- U to receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others,
- V to lend money to any company, firm or person and to give all kinds of indemnities and take on obligations of every kind and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's holding or subsidiary company as defined by Section 736 of the Companies Act 1985 or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom,
- W to enter into, carry on and participate in financial transactions and dealings and operations of all descriptions and undertake any steps which may be considered expedient for carrying into effect such transactions, dealings and operations including, without prejudice to the generality of the foregoing, borrowing and lending money and entering into contracts and arrangements of all kinds,
- X to establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's holding or subsidiary company as defined by Section 736 of the Companies Act 1985 or otherwise associated with the Company in business or who are or were at the time directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or fund 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 the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to establish, set up, support and maintain share purchase schemes or profit-sharing schemes for the benefit of any employees of the Company or of any company which is for the time being the Company's holding or subsidiary company as defined by Section 736 of the Companies Act 1985 and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid,
- Y to draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments,

- Z to invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in any such manner as may from time to time be determined,
- AA to pay for any property or rights acquired by the Company, either in cash or in fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine,
- BB to accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting 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 generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired,
- CC to enter into any partnership or joint-purse arrangement or arrangement for sharing profits union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company and to acquire and hold, sell, deal with or dispose of shares, stocks or securities of any such company and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company,
- DD to form, promote, subsidise and assist companies, syndicates or other bodies of all kinds and to issue on commission or otherwise underwrite, subscribe for and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures or other capital or securities or obligations of any such companies, syndicates or other bodies, and to pay or provide for brokerage commission and underwriting in respect of any such issue,
- EE to carry on any other 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 Company's property or rights,
- FF to manage and conduct the affairs of any companies, firms, bodies and persons carrying on business of any kind whatsoever, and in any part of the world,
- GG to establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of the Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company,
- HH 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 carrying on any business which this Company is authorised to carry on or possessed of property, assets or rights suitable for any of the objects of the Company,

- II to sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, surrender or accept surrender of any lease or tenancy or rights 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 for such consideration as the Company may think fit,
- JJ to amalgamate with any other company whose objects are or include objects similar to those of this Company or which is possessed of property, assets or rights suitable for any of the purposes of the 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 such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner,
- KK to subscribe or guarantee money for or organise or assist any national, local, charitable, benevolent, public, general or useful object, or for any exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members,
- LL to pay all or any expenses incurred in connection with the formation and promotion and incorporation of the Company and to pay commission to and remunerate any person or company for services rendered in underwriting or placing, or assisting to underwrite or place, any of the shares in the Company's capital or any debentures or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business,
- MM while the Company remains a private company, and subject to the provisions of the Companies Act 1985, to remunerate or undertake to remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him it or them of shares or securities of the Company credited as paid in full or in part or otherwise,
- NN to procure the Company or any branch or representative of it to be registered or recognised in any country or place abroad or with any applicable regulatory authority,
- OO to obtain any provisional or other order or Act of Parliament of the United Kingdom or of the legislature of any other State or jurisdiction for enabling the Company to carry any of its objects into effect, or for effecting any modifications to the Company's constitution, or for any other purpose which may seem expedient, and to oppose or make representations in connection with any proceeding, proposal or application which may seem calculated, directly or indirectly, to prejudice the Company's interests,
- PP to appoint any person or persons, firm or firms, company or companies to be the attorney or agent of the Company and to act as agents, managers, secretaries, contractors or in similar capacity,

QQ to take, make, execute, enter into, commence, carry on, prosecute or defend all steps, claims, demands, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements and schemes, and to do all other acts, matters and things which shall at any time appear conducive or expedient for the advantage or protection of the Company,

RR 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,

SS to give such financial assistance, directly or indirectly, for the purpose of the acquisition of shares in the Company or the Company's holding company as defined by Section 736 of the Companies Act 1985 or for the purpose of reducing or discharging any liability incurred by any person for the purpose of the acquisition of shares in the Company or the Company's holding company as defined by Section 736 of the Companies Act 1985 as may be lawful,

TT to do all or any of the above things 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, trustees, sub-contractors or otherwise,

UU to do all such things as are incidental or conducive to the above objects or any of them The liability of the members is limited