

**FILE COPY**



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

Company No. 6495582

The Registrar of Companies for England and Wales hereby certifies that  
SD UNDERWRITING LIMITED

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 6th February 2008



\*N06495582Q\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

## Declaration on application for registration

Please complete in typescript,  
or in bold black capitals.

CHFP010

**Company Name in full**

SD Underwriting Limited

I, Stephen Dickinson

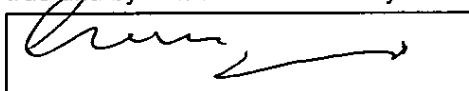
of Crow Hall, Bardon Mill, Hexham, Northumberland, NE47 7BJ

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

† Please delete as appropriate

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**



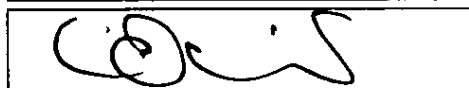
Declared at 85 Gracechurch Street, London, EC3V 0AA

on Day Month Year  
0 4 0 2 2 0 0 8

● Please print name

● before me Charles Guy Camroux - Oliver

**Signed**



**Date** 04/02/2008

~~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

Hampden Legal Plc

Hampden House, Great Hampden, Great Missenden

Buckinghamshire Tel 01494 489001

DX number

DX exchange

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

WEDNESDAY



A32 \*AD3JQWZU\* 192  
06/02/2008  
COMPANIES HOUSE

Please complete in typescript,  
or in bold black capitals

CHFP010

Notes on completion appear on final page

**Company Name in full**

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

SD Underwriting Limited

### Proposed Registered Office

(PO Box numbers only, are not acceptable)

Post town

County / Region

c/o Hampden Legal Plc		
Hampden House, Great Hampden		
Great Missenden		
Buckinghamshire	Postcode	HP16 9RD

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

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

<input type="checkbox"/>	

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

Hampden Legal Plc	
Hampden House, Great Hampden, Great Missenden	
Buckinghamshire Tel 01494 489001	
DX number	DX exchange

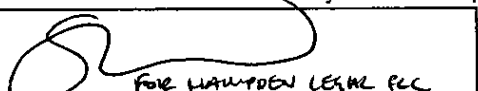
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 for companies registered in England and Wales  
 or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
 for companies registered in Scotland **DX 235 Edinburgh**



\*AD3JRWZV\*

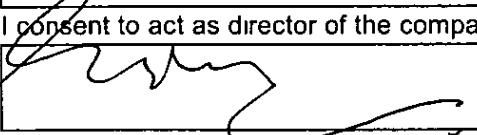
A32 06/02/2008 191  
COMPANIES HOUSE

**Company Secretary** (See notes 1-5)

Company name		SD Underwriting Limited	
Name	* Style / Title		* Honours etc
Forename(s)			
Surname		Hampden Legal Plc	
Previous forename(s)			
Previous surname(s)			
Address		Hampden House	
Usual residential address		Great Hampden	
For a corporation, give the registered or principal office address		Post town	Great Missenden
County / Region		Buckinghamshire	Postcode HP16 9RD
Country		UK	
I consent to act as secretary of the company named on page 1			
Consent signature		 FOR HAMPDEN LEGAL PLC	Date 04-Feb-2008

**Directors** (see notes 1-5)

Please list directors in alphabetical order

Name	* Style / Title		* Honours etc	
Forename(s)		Stephen		
Surname		Dickinson		
Previous forename(s)				
Previous surname(s)				
Address		Crow Hall		
Usual residential address		Bardon Mill		
For a corporation, give the registered or principal office address		Post town	Hexham	
County / Region		Northumberland	Postcode	NE47 7BJ
Country		UK		
Date of Birth		Day 1 2	Month 1 0	Year 1 9 3 4
Nationality		British		
Business occupation		Chairman		
Other directorships				
I consent to act as director of the company named on page 1				
Consent signature				Date 04-Feb-2008

**Company Secretary** (See notes 1-5)

(continued)

Company name

Name \* Style / Title

\* Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give  
the registered or principal  
office address

Post town

County / Region

Postcode

Country

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

Consent signature

Date

**Directors** (see notes 1-5)

Please list directors in alphabetical order

Name \* Style / Title

\* Honours etc

Forename(s)

Surname

Nomina Plc

Previous forename(s)

Previous surname(s)

Address

85 Gracechurch Street

Usual residential address

For a corporation, give  
the registered or principal  
office address

Post town

London

County / Region

Postcode EC3V 0AA

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

FOR AND ON BEHALF OF  
NOMINA PLC

Date

04-Feb-2008

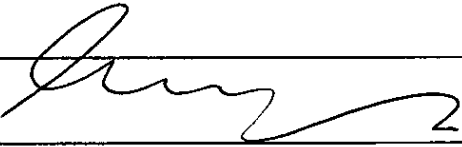
**Directors** (continued) (see notes 1-5)

* Voluntary details	<b>Name</b>	* Style / Title	<input type="text"/>	* Honours etc	<input type="text"/>
		Forename(s)	<input type="text"/>		
		Surname	<input type="text"/>		
		Previous forename(s)	<input type="text"/>		
		Previous surname(s)	<input type="text"/>		
	<b>Address</b>	<input type="text"/>			
	<b>Usual residential address</b>	<input type="text"/>			
	For a corporation, give the registered or principal office address	Post town	<input type="text"/>		
		County / Region	<input type="text"/>	Postcode	<input type="text"/>
		Country	<input type="text"/>		
		Day	Month	Year	
	<b>Date of Birth</b>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<b>Nationality</b> <input type="text"/>
	<b>Business occupation</b>	<input type="text"/>			
	<b>Other directorships</b>	<input type="text"/>			
		<input type="text"/>			
		I consent to act as director of the company named on page 1			
	<b>Consent signature</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>	

This section must be signed  
by Either  
an agent on behalf of all  
subscribers

**Signed****Date**

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

**Signed****Date**

04-Feb-2008

**Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

00 0469 50  
£50.72  
22  
842269  
06 FEB 2008

*The Companies Acts 1985, 1989 and 2006*

~~INCORPORATION~~

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

SD UNDERWRITING LIMITED

WEDNESDAY



- 1 The Company's name is " SD UNDERWRITING LIMITED "
- 2 The Company's registered office is to be situated in England and Wales
- 3 The object of the Company is to carry on business as a general commercial company
- 4 The liability of the members is limited
- 5 The Company's share capital is £ 100 made up of 100 shares of £1 00 each

100  
100

We, the Subscribers 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 respective names

---

Name, address and signature of each subscriber	Number of shares taken by each subscriber
--	--

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Stephen Dickinson  
Crow Hall  
Bardon Mill  
Hexham  
Northumberland  
NE47 7BJ

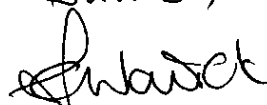
100  
Ordinary shares of £1 00



Dated this     Forth     day of     February 2008

Name, address and signature of witness(es) to the above signature(s)

ELIZABETH ANNE WARWICK  
47, PROSPECT ROAD  
BORNCHEURCH  
ESSEX  
RM11 3TY



*The Companies Acts 1985, 1989 and 2006*

COMPANY LIMITED BY SHARES

**Articles of Association**

**OF**

**SD UNDERWRITING LIMITED**

- 1 Subject as hereinafter provided, the regulations contained or incorporated in Table A in The Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 2007 and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 (hereinafter referred to as "Table A") shall apply to the Company
- 2 Regulations 8, 64, 76, and 77 of Table A shall not apply to the Company
- 3 The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public
- 4 At the date of the adoption of these Articles the capital of the Company is £ 100 divided into 100 Ordinary Shares of £1 each
- 5 (a) The Directors may subject to Article 6 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Companies Act 1985) of the Company to such persons and generally on such terms and conditions as the Directors think proper  
  
(b) The general authority conferred by paragraph (a) of this Article shall be conditional upon due compliance with Article 6 hereof and shall extend to the amount of the authorised share capital of the Company upon its incorporation. The said authority will expire on the date of the fifth anniversary of the incorporation unless renewed, varied or revoked by the Company in general meeting in accordance with section 80 or section 80A of the Companies Act 1985  
  
(c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant

securities of the Company to be allotted after the expiry of such authority

- 6 (a) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 5 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.  
  
(b) By virtue of section 91(1) of the Companies Act 1985, sections 89(1) and 90(1) to 90(6) inclusive shall not apply to the Company
- 7 The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company, but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.
- 8 The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. The first sentence of Regulation 24 of Table A shall not apply to the Company.
- 9 In accordance with section 325 of the Companies Act 2006 in every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company.
- 10 In Regulation 41 of Table A there shall be added at the end "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved."
- 11 Unless and until the Company in general meeting shall otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one.

The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Companies Act 1985

12 No person shall be elected a Director at any general meeting unless-

(i) he or she is recommended by the Directors, or

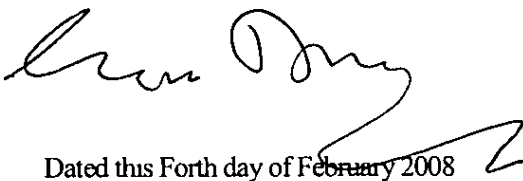
(ii) not less than fourteen nor more than thirty-five clear days before the date of the meeting a notice has been given to the Company by a member qualified to vote at the meeting of the intention to propose that person for election, together with a notice by that person confirming his willingness to be elected

13 A Director shall not be required to hold any shares in the capital of the Company but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company

14 Every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by Section 310 of the Act

NAME(S), ADDRESS(ES) AND SIGNATURE(S) OF SUBSCRIBER(S)

Stephen Dickinson  
Crow Hall  
Bardon Mill  
Hexham  
Northumberland  
NE47 7BJ



Dated this Forth day of February 2008

NAME(S), ADDRESS(ES) AND SIGNATURE(S) OF WITNESS(ES) to

the above Signature(s)-

ELIZABETH ANNE NAEWICK  
47, PROSPECT ROAD  
HORNBURCH  
RU11 3TY

