

# CERTIFICATE OF INCORPORATION

No. 47453

I hereby certify that

**Teds Murray Reamlineas Limited**

is this day incorporated under the Companies Acts 1948 to 1967 and that the  
Company is Limited.

Given under my hand at Edinburgh the **24 April 1970**

J. B. I. McTAVISH

*Registrar of Companies*

No. of Company ..... 444531 .....

## THE COMPANIES ACTS 1948 TO 1967

## Declaration of compliance

Pursuant to Section 15(2) of the Companies Act 1948

Name of Company ..... TODS MURRAY NOMINEES ..... Limited\*

I, JOHN ROBIN SINCLAIR BELL, Writer to the Signet

66 Queen Street,

Edinburgh.

Do solemnly and sincerely declare that I am (see note (a) below) a Solicitor engaged in  
the formation

of TODS MURRAY NOMINEES

Limited\*

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at ..... EDINBURGH .....

the Sixteenth day of April

one thousand nine hundred and seventy

before me.

David Charles Murray

A Commissioner for Oaths (see note (b) below)

Notary Public, Edinburgh.

- (a) "a Solicitor of the Supreme Court" (or in Scotland "a Solicitor")  
"engaged in the formation", or "a person named in the articles of association as a director", or "a person named in the articles of association as a secretary"

- (b) or Notary Public or Justice of the Peace

\* Delete "Limited" if not applicable.

Presented by:

Tods, Murray &amp; Jamieson, W.S.

66 Queen Street, Edinburgh.

Presenter's reference: JR/SB/GA.

17521

114453/2

THE COMPANIES ACTS, 1948 to 1967



COMPANY LIMITED BY SHARES

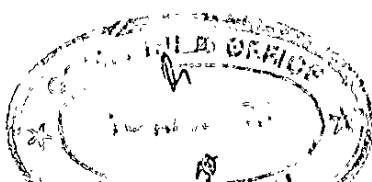
10/- Paid

MEMORANDUM OF ASSOCIATION  
of  
TODS MURRAY NOMINEES LIMITED



- I. The name of the Company is "TODS MURRAY NOMINEES LIMITED".
- II. The registered office of the Company will be situate in Scotland.
- III. The objects for which the Company is established are:-
- (1) To hold in trust as trustees or as nominees for any person or persons, company, corporation, government, commonwealth, state or province, or for any municipal or other authority or public body, and deal with, manage and turn to account on their behalf, heritable and moveable, and real and personal property of all kinds, and in particular shares, stocks, debentures, debenture stock, securities, sub-units in unit trusts and investments of all kinds, policies, book debts, choses in action, business concerns and undertakings, bonds, mortgages, charges, annuities, patents, licences, copyrights, trade-marks, lands, buildings, heritages, and hereditaments of all kinds and of all tenures, and any equitable or other interest in heritable or moveable and real or personal property, and any claims against any such property, or against any person or persons, company corporation, government, commonwealth, state or province, or municipal or other authority or public body.
  - (2) To act as nominees or agents for any person or persons, company, corporation, government, commonwealth, state or province, or of any municipal or other authority or public body, and either solely or jointly with others.

(3) /



- (3) To carry on any other business similar to or complementary to the foregoing businesses or which, in the opinion of the Company, can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.
- (4) To purchase, feu, take on lease, exchange, hire or otherwise acquire and hold for any estate or interest any real or personal or heritable or moveable property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
- (5) To borrow or raise money upon such terms and on such security as may be considered expedient, and in particular by the issue or deposit of notes, debentures or debenture stock (whether perpetual or not) and to secure the repayment of any money borrowed raised or owing 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.
- (6) To apply for, purchase or otherwise acquire any designs, trade marks, patents, licences, concessions and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to 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, grant licences in respect of or otherwise turn to account any rights and information so acquired.
- (7) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, or securities of any other company having objects wholly or in part similar to the objects of the Company or carrying on any business capable of being conducted so as to actly or indirectly to benefit the Company.
- (8) To purchase or otherwise acquire all or any part of the business, property and liabilities of (a) any company carrying on any business within the objects of the Company or (b) any person or firm carrying on any business within the said objects, and to conduct and carry on, or liquidate and wind up, any such business.
- (9) To pay for any property or rights acquired by the Company either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital 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.
- (10) To accept payment for any property or rights sold or/

or otherwise disposed of or dealt with or for any services rendered by the Company, either in cash, by instalments or otherwise, or in shares of any company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or by debentures or debenture stock of any company or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, deal with or dispose of any consideration so received.

- (11) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, notes, debentures, debenture stock, bonds, stocks and securities of any company at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.
- (12) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities (including land of any tenure in any part of the world) and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.
- (13) To lend money with or without security or give credit to such persons, firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees whether secured on any assets of the Company or not or become security for any persons, firms or companies.
- (14) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, or any person or company and to obtain from any such Government, authority, person or company all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any Provisional Order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.
- (15) To enter into partnership or into any arrangements for joint working in business or for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (16) To grant pensions, allowances, gratuities, and bonuses to the officers, ex-officers (including Directors and ex-Directors) employees or ex-employees of the Company or of any subsidiary allied or associated/

associated company or of the predecessors in business of all or any of them or the families, dependents or connections of such persons, and to make payments towards insurance and to establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit such persons.

- (17) To subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any useful object of a public or general nature.
- (18) To undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously or otherwise.
- (19) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient.
- (20) To build upon any land, and to alter, enlarge, maintain, rebuild, repair, decorate or otherwise improve any buildings, works and machinery.
- (21) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (22) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company, or which the Company shall consider to be in the nature of preliminary expenses including therein the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters.
- (23) To remunerate any person, firm or company rendering services to the Company, or in or about its formation or promotion in such manner as may be thought expedient.
- (24) To draw, make, accept, endorse, discount, negotiate, execute, and issue promissory notes, bills of exchange, bills of lading, scrip, warrants and other transferable or negotiable instruments.
- (25) To effect, purchase, or otherwise acquire and keep up, at the cost of the Company, any policy or policies of assurance upon the life or lives of any persons holding any office or employment under the Company, and to surrender, sell, discharge or upgive any such policy as aforesaid.
- (26) 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, and for such purpose to distinguish/

distinguish and separate capital from profits, 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.

- (27) To procure the Company to be registered in any country or place, and obtain any Provisional Order or Act of Parliament, or any enactment, decree or other legislative or executive Act of any empire, kingdom, commonwealth, state, colony, municipality or other authority for enabling the Company to carry any of its objects into effect, or for effecting any alteration or modification of the Company's constitution.
- (28) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
- (29) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

It is hereby declared that where the context so admits the word "company" in this clause shall be deemed to include any partnership or other body of persons whether or/

or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act, 1948.

IV. The liability of the members is limited.

V. The share capital of the Company is One hundred pounds divided into One hundred shares of One pound each.

VI. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time determine. Subject to the provisions of Section 72 of the Companies Act, 1948, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

We the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
<i>J. M. Robertson</i> <i>7 Rankeilster Park, Edinburgh</i> <i>Member to the Society</i>	<i>One</i>
<i>J. M. Bell</i> <i>3 Belgrave Crescent</i> <i>Edinburgh</i> <i>Writer to the Society</i>	<i>One</i>

DATED this *fifteenth* day of *April 1970*

Witness to the above Signatures:-

*W. J. W. W.*

*162. Brunton Gardens,*

*Edinburgh.*

*W. J. W. W.*

*Retired insurance inspector.*

## THE COMPANIES ACTS, 1948 to 1967

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION  
of  
TODS MURRAY NOMINEES LIMITED

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PRELIMINARY

1. The regulations contained in Parts I and II of Table "A" in the First Schedule to the Companies Act, 1948, (hereinafter called Table "A"), shall apply to the Company so far as the same are not excluded or varied hereby. Regulations 5, 24, 28, 53, 66, 70, 71, 75, 79, 88, 89, 90, 91, 92, 93, 94, 106 and 136 of the said Part I and regulations 1 and 5 of the said Part II shall not apply to the Company.
2. References in Table "A" and in these Articles to "these regulations" shall be construed as references to the regulations of the Company for the time being in force, whether contained in Table "A" or in these Articles. Except as otherwise stated references herein to particular regulations of Table "A" are references to those contained in Part I thereof.

SHARE CAPITAL  
VARIATION OF CLASS RIGHTS

3. If any such separate general meeting as is referred to in regulation 4 of Table "A" shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting, those holders/

holders of shares of the class in question who are present shall be a quorum and regulation 4 of Table "A" shall be modified accordingly.

4. If any class of shares shall be issued with any preferential right to dividend or return of capital, the creation or issue of other shares ranking pari passu with that class as regards either dividend or return of capital shall (unless otherwise expressly provided by the terms of issue of the said class) be deemed a variation of the rights of the holders of that class of shares.

#### L I E N

5. In regulation 11 of Table "A" the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

#### MEMBERS' RESOLUTIONS

6. Subject to the provisions of the Act, a resolution in writing signed by all the members of the Company who, at the date of such resolution, were entitled to receive notice of and to attend and vote at general meetings or their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys, and signature in the case of a corporate body which is a member shall be sufficient if made by a director thereof or its duly appointed attorney.

#### P R O X I E S

7. An instrument appointing a proxy may be in any usual or common form or in any other form which the directors may approve.

#### M E E T I N G S /

## M E E T I N G S

8. At any general meeting a poll may be demanded by the chairman or by any member entitled to vote present in person or by proxy and regulation 58 of Table "A" shall be modified accordingly.
9. If at any general meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting.

## D I R E C T O R S

10. The number of the directors shall be determined and the first directors shall be appointed by the subscribers to the memorandum of association who may appoint one or more of their number to the office of director.
11. The words "and such remuneration shall be divided amongst the directors as they shall agree or failing agreement equally" shall be inserted after the words "general meeting" at the end of the first sentence of regulation 76 of Table "A".
12. Any director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the directors may determine.
13. A director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the/

the directors in accordance with Section 199 of the Act. Subject to such disclosure, a director shall be entitled to vote in respect of any contract or arrangement in which he is interested and he shall be taken into account in ascertaining whether a quorum is present. Paragraphs (2) and (4) of regulation 84 of Table "A" shall not apply.

14. The last sentences of regulations 95 and 97 of Table "A" shall not apply.
15. A resolution in writing signed by all the directors, shall be as valid and effectual as if it had been passed at a duly convened board meeting. Any such resolution may consist of several documents in the like form each signed by one or more directors.
16. The office of director shall be vacated if the director:-
  - (a) ceases to be a director by virtue of Sections 182 or 185 of the Act; or
  - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) becomes prohibited from being a director by reason of any order made under Section 188 of the Act; or
  - (d) becomes of unsound mind; or
  - (e) resigns his office by notice in writing to the Company; or
  - (f) shall for more than six months have been absent without permission of the directors from meetings of the directors held during that period.

#### BORROWING POWERS

17. The directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock and other securities.

#### N O T I C E S /

## N O T I C E S

18. In regulation 131 of Table "A" the words "in the case of a notice of a meeting" and all the words after the words "the letter containing the same is posted" shall be omitted therefrom.

## W I N D I N G   U P

19. In regulation 135 of Table "A" the words "with the like sanction" shall be inserted immediately before the words "determine how such division", and the word "members" shall be substituted for the word "contributories".
20. If the Company shall be wound up, any director, member or agent of or any trustee for the Company, alone or jointly with any other person, may become a purchaser of property belonging to the Company.

## I N D E M N I T Y

21. Every director, auditor, secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or 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 judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 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 in so far as its provisions are not avoided by Section 205 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

*103 Macfarlane, 7 Ravensden Park, Burnside.  
Witness to the Signet.*

*J. Hill*

*3 Belgrave Crescent,*

*Edinburgh*

*Witness to the Signet.*

DATED this *fifteenth* day of *April 1970*

Witness to the above Signatures:-

*John Wilson*

*162 Brunton Gardens.*

*Edinburgh.*

*Not a S.R.*

*Retired. Insurance Inspector.*

Edinburgh 15th April 1970. We hereby certify that the foregoing Memorandum and Articles have been produced by heat-fused electro-static photography.

*John Wilson*