



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 78476

I hereby certify that

GOSWEE LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as a private company and that the Company is limited

Given under my hand at Edinburgh the 28 April 1982

A handwritten signature in dark ink, appearing to be 'A. W. M.' or similar.

Registrar of Companies

THE COMPANIES ACTS 1948 TO 1980

Declaration of compliance with the requirements on application for registration of a company

41a

Please do not
write in this
binding margin



Please complete
legibly, preferably
in black type, or
bold block
lettering

*Insert full name
of Company

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

[] [] [] [] [] []

[] 78478 []

Name of Company

GOSWEV	
LIMITED	

I, STEPHEN MABBOTTof 24 CASTLE STREET, EDINBURGH

do solemnly and sincerely declare that I am† a director of the company in the
Statement delivered under Section 21 of the Companies Act 1976

of* GOSWEV LIMITED

†Please indicate
whether you are
a Solicitor of
the Supreme
Court (or in
Scotland 'a
Solicitor')
engaged in the
formation of the
company, or
a person named
as director or
secretary of the
company in the
statement
delivered under
section 21 of the
Companies Act
1976

and that all the requirements of the Companies Acts 1948 to 1980
in respect of the registration of the said company
and of matters precedent 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

Signature of Declarant

the 12TH day of APRILOne thousand nine hundred and 82before me [Signature]

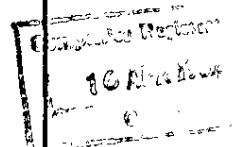
A Commissioner for Oaths or Notary Public or Justice of the
Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

Presentor's name, address and
reference (if any):

For official use

New companies section

Post room



THE COMPANIES ACTS 1948 to 1980



78478/2

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

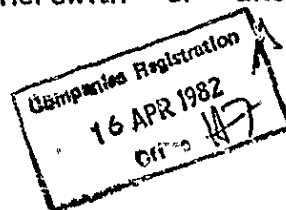
GOSWEV LIMITED.

1. The name of the Company is " GOSWEV LIMITED.

2. The registered office of the Company will be situate in Scotland.

3. The objects for which the Company is established are:-

(a) To carry on for profit, directly or indirectly, whether by itself or through subsidiary, associated or allied companies or firms in the United Kingdom or elsewhere in all or any of its branches any business, undertaking, project or enterprise of any description whether of a private or public character and all or any trades, processes and activities connected therewith or ancillary or complementary thereto.



(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner.

(i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the

whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(n) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(o) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(p) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(q) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(r) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

(s) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(t) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(u) To procure the Company to be registered or recognised in any part of the world.

(v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so

requires, be in any way limited 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 from 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 as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, 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 domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided
into 100 shares of £1 each.

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
--	---



Stephen Mabbott,
24 Castle Street,
Edinburgh.
Company Registration Agent.

- One

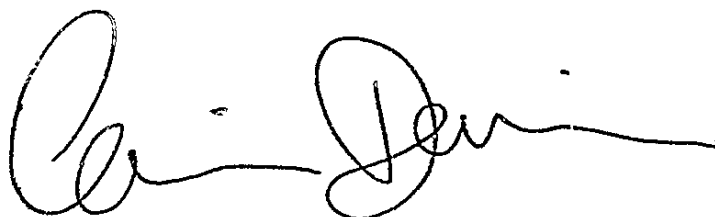


Andrew Cockburn,
24 Castle Street,
Edinburgh.
Company Registration Agent.

- One

Dated 12TH APRIL 1982

Witness to the above Signatures:- Iain Daniels,
24 Castle Street,
Edinburgh.
Company Registration Agent.



THE COMPANIES ACTS 1948 to 1980

78478/3

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF ~~BA~~ GOSW EV

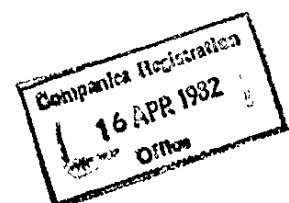
1. The Regulations contained or incorporated in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1980 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Regulations of the Company.

2. (a) The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

(b) Accordingly, Clause 79 in Table A shall not apply to the Company.

3. The Directors are unconditionally authorised, for the purposes of Section 14 of the Companies Act 1980, to allot shares up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation. In accordance with Section 17(9) of the Companies Act 1980, Sub-sections (1), (6) and (7) of the said Section 17 shall be excluded from applying to the Company.

4. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register a transfer of a share whether or not it is a fully paid share and Clause 24 in Table A shall not apply to the Company.



Names, addresses and descriptions of Subscribers



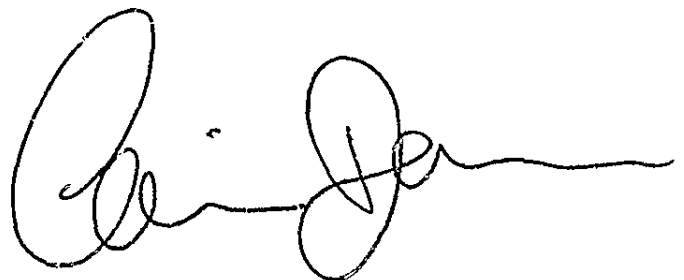
Stephen Mabbott,
24 Castle Street,
Edinburgh.
Company Registration Agent.



Andrew Cockburn,
24 Castle Street,
Edinburgh.
Company Registration Agent.

Dated 12th APRIL 1982

Witness to the above Signatures:- Iain Daniels,
24 Castle Street,
Edinburgh.
Company Registration Agent.



THE COMPANIES ACTS 1948 TO 1980

Statement of first directors and
secretary and intended situation
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering* delete if
inappropriate

Company number

78478/5

Name of Company

GOSWEL Limited

The intended situation of the registered office of the company
on incorporation is as stated below24 CASTLE STREET
EDINBURGH
EH2 3HTIf the memorandum is delivered by an agent for the subscribers of
the memorandum please mark 'X' in the box opposite and insert the
agent's name and address below

X

OSWALDS OF EDINBURGH LIMITED
24 CASTLE STREET
EDINBURGH, EH2 3HTIf the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statementPresentor's name, address and
reference (if any):Oswalds of Edinburgh Limited
Company Registration Agents
24 Castle Street
EdinburghFor official use
General section

Post room

Companies Registration
16 APR 1982
Office

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	Business occupation
STEPHEN MABBOTT	REGISTRATION AGENT
Former name(s) (note 3)	Nationality
Address (note 4)	BRITISH
24 CASTLE STREET	Date of birth (where applicable) (note 6)
EDINBURGH, EH2 3HT	
Particulars of other directorships (note 5)	
NONE	
I hereby consent to act as director of the company named on page 1	
Signature <i>S. J. Mabbott</i>	Date 13/4/82

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

do not
in this
margin

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

important
he particulars
o be given are
hose referred to
n section
1(2)(b) of the
Companies Act
1976 and section
200(3) of the
Companies Act
1948. Please
and the notes
on page 4 before
completing this
part of the form.


Name (notes 2 & 7)	
ANDREW COCKBURN	
Former name(s) (note 3)	
Address (notes 4 & 7)	
24 CASTLE STREET	
EDINBURGH, EH2 3HT	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 13/4/82

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

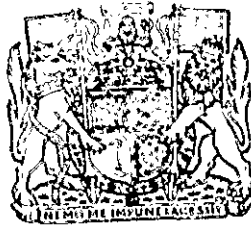
as required by
section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

delete as
appropriate

Signature  [Subscriber] [Agent]† Date 13/4/82
OSWALDS OF EDINBURGH LIMITED 24 CASTLE STREET, EDINBURGH

Signature [Subscriber] [Agent]† Date



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 78478

I hereby certify that

GOSWEE LIMITED

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

THE GATESIDE MILLS COMPANY LIMITED

Given under my hand at Edinburgh the 19 May 1982

Registrar of Companies

Number of Company: 78-78 6



THE COMPANIES ACTS 1948 TO 1980

[COPY]

special resolution(s)

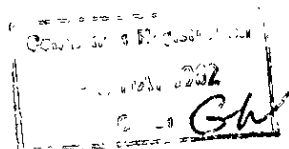
of GOSNEY Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at 24 Castle Street, Edinburgh

on the 3rd day of May 1982

the following SPECIAL RESOLUTION(S) was/were duly passed:—

THAT the name of the company be changed to THE GATESIDE MILLS COMPANY LIMITED.



Oswalds of Edinburgh Limited
Company Registration Agents
24 Castle Street
Edinburgh

S. M. A. Director

NOTES:

(1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.

Printed & Supplied by:—

Oswalds of Edinburgh Limited

24, Castle Street, Edinburgh EH2 3HT Telephone 031-225-7308/9 Telex 72428

ORDINARY RESOLUTION
OF
GOSWEV LIMITED
PASSED MAY 10TH, 1982.



At an EXTRAORDINARY GENERAL MEETING of the members of the said Company, after due notice specifying the intention to propose the following Resolution as an ORDINARY RESOLUTION had been given held at the Offices of Scott Oswald & Co., Chartered Accountants, 1 Royal Terrace, Edinburgh EH7 5AD on Monday May 10th, 1982 the following Ordinary Resolution was duly passed.

'that the authorised share capital of the Company be increased to 20,000 Ordinary Shares by the creation of 19,900 additional Ordinary Shares of '£1 each'.

COMPANIES OFFICE
1 JUN 1982
EDINBURGH
DIRECTOR.

COMPANIES REGISTERED
20 MAY 1982
EDINBURGH

THE COMPANIES ACTS 1948 TO 1978

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use Company number

10

78478

Name of Company

GOSWEV

Limited*

*delete if
inappropriate

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]
[extraordinary] [special] resolution of the company dated 10th May, 1982

the nominal capital of the company has been increased by the addition thereto of the sum of
£ 19,900 beyond the registered capital of £ 100

†delete as
appropriate

Note

This notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies
within 15 days
after the passing
of the resolution

A printed copy of the resolution authorising the increase is forwarded herewith
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
19,900	Ordinary	£1

(if any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:

Please tick here if
continued overleaf

☐
†delete as
appropriate

Signed



[Director] [Secretary]† Date 28 / 5 / 82

Presenter's name, address and
reference (if any):

Drummond, Johnstone & Grosset,
Writers,
Royal Bank Buildings,
18 Crossgate,
Cupar, Fife KY15 5HJ.

Ref. PD/EMcG

For official use
General section

Post room



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company Number

78478

I hereby certify that

THE GATESDIE MILLS COMPANY LIMITED

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

THE GATESIDE MILLS PROPERTY COMPANY LIMITED

Signed at Edinburgh

24 January 1986

A large, stylized handwritten signature in dark ink, likely belonging to the Registrar of Companies.

Registrar of Companies

SPECIAL RESOLUTION ON CHANGE OF NAME

COMPANIES ACTS

TRANSFERRED
fee
paid
11/12/85
JB

COMPANY NUMBER 78478 / 20

COMPANY NAME THE GATESIDE MILLS COMPANY LIMITED OAS

At an Extraordinary General* / ~~Annual General Meeting~~ Meeting of the members of the above named company, duly convened and held at:

GATESIDE

on the Second day of December 19 85

the following Special Resolution was duly passed:

That the name of the Company be changed to:

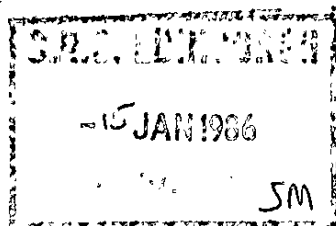
NEW NAME THE GATESIDE MILLS PROPERTY COMPANY LIMITED

Signature: [Signature]
Chairman, Director, Secretary or Officer of the Company

Notes:

* Please delete as appropriate.

NB. The copy Resolution must be filed with the Registrar of Companies within 15 days after the passing of the Resolution. Please insert name and address to which the certificate is to be sent:



"This certificate is superseded as the original certificate issued contained a spelling error in the old company name".

Alfred...

Assistant Registrar of Companies
6 February 1986



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company Number

78478

I hereby certify that

THE GATESDIE MILLS COMPANY LIMITED

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

THE GATESIDE MILLS PROPERTY COMPANY LIMITED

Signed at Edinburgh

24 January 1986

[Handwritten signature]

Registrar of Companies



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company Number

78478

I hereby certify that

THE GATESIDE MILLS COMPANY LIMITED


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

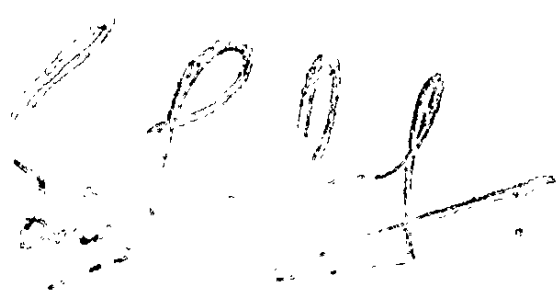
THE GATESIDE MILLS PROPERTY COMPANY LIMITED

Signed at Edinburgh

24 January 1986

"This certificate supersedes the original
certificate which was issued showing the
incorrect old company name".


Assistant Registrar of Companies
6 February 1986


Registrar of Companies

SPECIAL RESOLUTION ON CHANGE OF NAME

COMPANIES ACTS

TRANSFERRED
fee
paid
11/12/85
JB

COMPANY NUMBER 78478 / 20

COMPANY NAME THE GATESIDE MILLS COMPANY LIMITED *AC*

At an Extraordinary General ~~Annual General~~ Meeting of the members of the above named company, duly convened and held at:

GATESIDE

on the Second day of December 19 85

the following Special Resolution was duly passed:

That the name of the Company be changed to:

NEW NAME THE GATESIDE MILLS PROPERTY COMPANY LIMITED

Signature: *[Signature]*
Chairman, Director, Secretary or Officer of the Company

Notes:

* Please delete as appropriate.

NB. The copy Resolution must be filed with the Registrar of Companies within 15 days after the passing of the Resolution. Please insert name and address to which the certificate is to be sent:

