



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number

146864

The Registrar of Companies for Scotland hereby certifies that

CASTLE VENTURES FIFTY FOUR LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, Edinburgh, the

11 OCTOBER 1993

J. HENDERSON

Registrar of Companies



G

COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

For official use

For official use

[] [] []

146864

Name of company

* CASTLE VENTURES FIFTY FOUR LIMITED

* insert full
name of CompanyI, Raha Lavasaney, authorised signatory
of Alexander's Business Services Limited
77a Broughton Street
Edinburgh† delete as
appropriate

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(2)]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it 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

Declarant to sign below

the 30th day of SEPTEMBER
One thousand nine hundred and ninety three
before me Donald J. WrightRaha Lavasaney

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

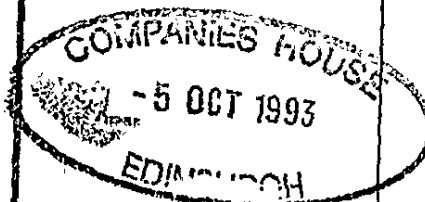
ADJ 10-9-93Presentor's name address and
reference (if any):

ALEXANDER'S BUSINESS
SERVICES
77a Broughton Street
Edinburgh EH1 3RJ
Tel: 031-557 2837/8

For official Use

New Companies Section

Post room



COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

146864

of

CASTLE VENTURES FIFTY FOUR LIMITED

- (1) The name of the company is :-

CASTLE VENTURES FIFTY FOUR LIMITED

- (2) The registered office of the Company will be situated in Scotland.

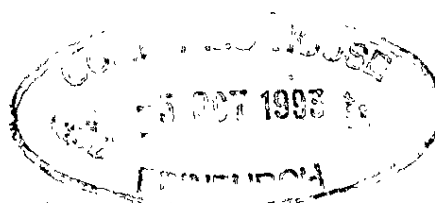
- (3) The objects for which the Company is established are:-

(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 as a general commercial company, undertaking, project or enterprise of any description whether of private or public character and all or any trades, processes and activities connected therewith or ancillary or complimentary thereto.

(B) To purchase, or otherwise acquire and hold, letters patent, copyrights and designs, and equivalent protection in other jurisdictions, and licences, rights and privileges thereunder on any terms and in any part of the world; to apply for and register, in any part of the world, letters patent, copyrights, and designs and equivalent protection in other jurisdictions; to exercise, use, sell or otherwise deal with or turn to account in any part of the world inventions, letters patent, copyrights and designs, and equivalent protection in other jurisdictions, and licences, rights and privileges thereunder; to manufacture and trade and deal, in any part of the world, in all machinery, plant, articles and things and to work processes protected under or connected with any inventions, letters patent, copyrights and designs and equivalent protection in any jurisdiction.

(C) To carry on any other business of any nature whatsoever which may seem to the Directors to be capable of being conveniently carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view to rendering profitable or more profitable any of the Company's assets or utilising its know-how or expertise.

(D) To subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal in, any shares or other securities or investments of any nature whatsoever, and any options or rights in respect thereof.



(E) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal in bills of exchange, promissory notes, and other negotiable or transferable instruments or securities.

(F) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks, copyrights or other exclusive or nonexclusive rights of any kind and to develop the same in such manner as may be thought fit and to make experiments and tests and to carry on all kinds of research work.

(G) To build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works, plants, factories, wharves, jetties, roads, railways, warehouses, depots, offices and other buildings, structures or facilities of all kinds, whether for the purposes of the Company or for sale, letting or hire to or in return for any consideration from any company, firm or person, and to contribute to or assist in or carry out any part of any such operation.

(H) To amalgamate or enter into partnership or any joint venture or profit-sharing arrangement or other association with any company, firm or person.

(I) To purchase, or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm or person carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.

(J) To promote, or join in the promotion of, any company, whether or not having objects similar to those of the Company.

(K) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other securities of any description.

(L) To advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit and with or without security.

(M) To guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by all or any such methods, for the performance of any contracts or obligations, and the payment of capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities, of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business.

(N) To issue any securities which the Company has power to issue for any other purpose by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company.

(O) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for shares or other securities, whether fully or partly paid up.

(P) To procure the registration or incorporation of the Company in any part of the world.

(Q) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any purpose which may be considered likely directly or indirectly to further the interests of the Company or of its members.

(R) To establish and maintain, and to contribute to, any pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any present or former employees or officers of the Company or of its subsidiaries or holding company or of other subsidiaries of its holding company or of any other company associated with the Company, and the wives, widows, families and dependants of any such persons; to establish and subsidise or subscribe to any institutions, associations, clubs or funds which may be considered likely to benefit any such persons or to further the interests of the Company or of any such other company; and to make payments for or towards the insurance of any such persons.

(S) To establish and maintain, and to contribute to, any scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of its employees or former employees, or those of its subsidiaries or holding company or other subsidiaries of its holding company, or by or for the benefit of such other persons as may for the time being be permitted by law, or any scheme for sharing profits with its employees or those of its subsidiary and/or associated companies, and (so far as for the time being permitted by law) to lend money to the Company's employees (other than directors) with a view to enabling them to acquire shares in the Company or its holding company.

(T) To distribute among members of the Company in specie or otherwise, by way of dividend or bonus or by way of reduction of capital, all or any of the property or assets of the Company, or any proceeds of sale or other disposal of any property or assets of the Company, with and subject to any incident authorised and consent required by law.

(U) To undertake all or any of the foregoing in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, subsidiaries or otherwise, and either alone or in conjunction with others.

(V) To do all such other things as may be considered to be incidental or conducive to any of the above objects.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any such paragraph) shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

(4) The liability of the members is limited.

(5) The share capital of the Company is £10,000 divided into 10,000 shares of £1.00 each.

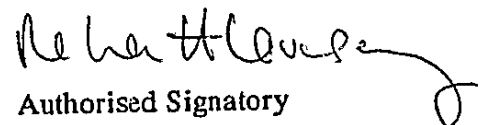
We, the several persons whose names and addresses are subscribed, wish to be formed into a company, in pursuance of this Memorandum of Association, and we agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTION
OF SUBSCRIBERS

Number of shares
Taken by each subscriber

Alexander's Business Services Limited
77a Broughton St.
Edinburgh
EH1 3RJ

1


Authorised Signatory

Incorporated Company

Alexander's Business Press Limited
77a Broughton St.
Edinburgh
EH1 3RJ

1


Authorised Signatory

Incorporated Company

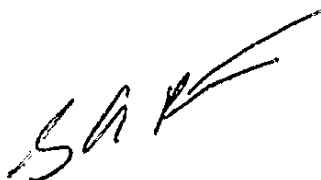
Total Shares taken:

2

DATED THE 30th of September 1993

WITNESS to the above signatures:-

Stuart Robertson
77a Broughton Street
Edinburgh
EH1 3RJ



Company Formation Agent

COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES

146864

ARTICLES OF ASSOCIATION

of

CASTLE VENTURES FIFTY FOUR LIMITED

PRELIMINARY

(1) Subject as hereinafter provided the Regulations set out in Table A of the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 shall apply to this Company.

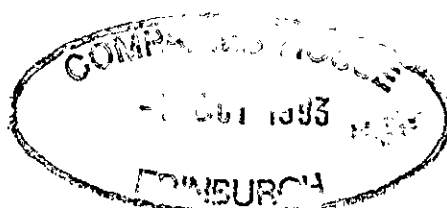
(2) The Company is a Private Company within the meaning of Section 1 of the Companies Act 1985. Accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public.

(3) The following Regulations of the said Table 'A' shall not apply to this Company videlicet:- 24, 46, 47, 50, 64, 65, 66, 67, 68, 69, 73, 74, 75, 76, 77, 78, the second and the third sentences of Regulation 79 and Regulations 81, 94 and 95.

CAPITAL

(4) The Directors of the Company shall within a period of five years from the date of incorporation of the Company be entitled to exercise the Company's power to allot, grant options over or otherwise dispose of the shares which are comprised in the authorised share capital with which the Company is incorporated and no other authority for the Directors to allot, grant options over or otherwise dispose of any shares shall be valid for more than five years from the date of passing the members resolution to which it relates.

(5) (a) Sections 89(1), Section 90(1) to (5) and Section 90(6) of the Act shall not apply in relation to the issue of any equity securities by the Company but in substitution therefore the provisions of sub-paragraph (b) of this Article shall apply.



(b) Save as otherwise directed by the Company in General Meeting any shares which are not comprised in the authorised share capital with which the Company is incorporated from time to time to be created shall before they are issued be offered to the members in proportion as nearly as possible to the number of shares held by them. Any such offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not accepted, will be deemed to be declined and after the expiration of such time any shares not accepted and any shares which, by reason of the ratio which the shares to be issued bear to the shares held by persons entitled to an offer thereof, cannot, in the opinion of the Directors, conveniently be offered under this Article shall be at the disposal of the Directors who may allot, grant options over, or otherwise dispose of the same to such persons at such time and on such terms as they think proper.

(6) Subject to the provisions of the Act including Sections 159 and 171 thereof the Company shall have power to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder on such terms may be provided by the resolution of the Company creating such redeemable shares.

(7) Subject to the provisions of the Act including Sections 171 to 175 thereof the Company may purchase its own shares including any redeemable shares.

LIEN

(8) The lien conferred by Regulation 8 of Table 'A' on shares and dividends shall also attach to fully paid up shares and dividends thereon registered in the name of any person in respect of all monies owing by such person to the Company on any account whatsoever, whether he shall be the sole registered holder of the relevant shares or one of two or more joint holders thereof.

TRANSFER OF SHARES

(9) A Member desiring to transfer shares otherwise than to the Company pursuant to Article 7 hereof shall first give notice in writing handed personally or sent by registered or recorded delivery post to their correct and last known address of such intention to the Company, the Directors and all the shareholders of the Company giving particulars of the shares in question. The Directors as agent for the member giving such notice may dispose of such shares or any of them to members of the Company in a direct and pro rata proportion to their existing holdings at a price to be agreed between the transferor and the Directors or failing agreement at a price fixed by the Auditors of the Company as a fair value thereof. If within 28 days of the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares on such conditions then but not before then the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice but the Directors may in their absolute discretion and without assigning any reason therefore decline to register any such transfer whether or not it is in respect of a fully paid up share or shares.

PROCEEDINGS AT GENERAL MEETINGS

(10) At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or any member in person or by proxy. Unless a poll is so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The demand for a poll may be withdrawn. In the event of an equality of votes the Chairman shall not have a second or casting vote.

DIRECTORS

(11) The Directors of the Company shall not be more than seven but if and so long as there is a sole Director such Director may act alone in exercising all the powers and authorities by Table A or these Articles vested in the Directors generally and Regulations 89 and 90 shall be modified accordingly. The first Directors of the Company shall be the person or persons named in the Statement delivered to the Registrar of Companies prior to the formation of the Company and deemed to be appointed Directors accordingly. A Director need not hold shares in the Company and no Director shall be subject to retirement by rotation.

(12) The Company shall not be subject to Section 293 of the Act and accordingly any person may be appointed or elected as a Director whatever his age and no Director shall be required to vacate his office of Director by reason of his having attained the age of seventy years or any other age.

(13) In the case of an equality of votes at any Directors Meeting the Chairman of the Meeting shall not have a second or casting vote and Article 88 of Table 'A' shall be modified accordingly.

(14) Subject to the provisions of Section 317 of the Act a Director may contract with and participate in the profits of any contracts or arrangements as if he were not a Director. A Director shall also be capable of voting in respect of such contracts or arrangements, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place or profit under the Company, or in respect of the terms thereof and may be counted in the quorum at any Meeting at which any such matter is considered.

SECRETARY

(15) The first Secretary of the Company shall be the person or persons named as Secretary in the Statement delivered to the Registrar of Companies prior to the incorporation of the Company and deemed to be appointed accordingly.

BORROWING POWERS OF THE DIRECTORS

(16) The Directors of the Company may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not and to mortgage or charge its undertaking property or uncalled capital, or any part thereof, and subject to Section 80 of the Act 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.

(17) Any Director may in writing appoint any person to be his alternate to act in his place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. The remuneration of such an alternate shall be payable out of the remuneration payable to the Director appointing him and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification.

INDEMNITY

(18) Subject to Section 310 of the Act and in addition to such indemnity as is contained in Regulation 118 of Table 'A' every Director, Officer or Official of the Company shall be indemnified out of the funds of the Company against all costs, charges, losses and expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

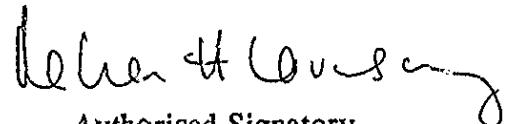
DISQUALIFICATION OF DIRECTORS

(19) The office of a Director shall be vacated:-

- (a) If by notice in writing to the Company he resigns the office of Director,
- (b) If he ceases to be a Director by virtue of Section 291 of the Act,
- (c) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors,
- (d) If he becomes of unsound mind,
- (e) If he is prohibited from being a Director by any order made under Section 295 to 300 of the Act,
- (f) If he is removed from office by a resolution duly passed under Section 303 of the Act.

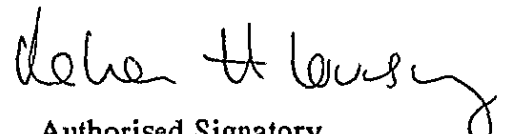
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Alexander's Business Press Limited
77a Broughton St.
Edinburgh
EH1 3RJ


Authorised Signatory

Incorporated Company

Alexander's Business Services Limited
77a Broughton St.
Edinburgh
EH1 3RJ


Authorised Signatory

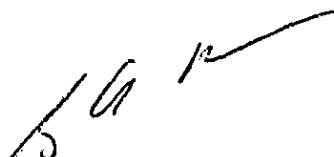
Incorporated Company

DATED THE 30th of September 1993

WITNESS to the above signatures:-

Stuart Robertson
77a Broughton Street
Edinburgh
EH1 3RJ

Company Formation Agent





COMPANIES HOUSE

10

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

This form should be completed in black.

Company name (in full)

CN

146864

For official use

☐

CASTLE VENTURES FIFTY FOUR LIMITED

Registered office of the company on
incorporation.

RO

77A Broughton Street

Post town Edinburgh

County/Region Midlothian

Postcode EH1 3RJ

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address

☐

Name

RA

Post town

County/Region

Postcode

Number of continuation sheets attached

☐

To whom should Companies House
direct any enquiries about the
information shown in this form?

ALEXANDER'S BUSINESS
SERVICES

77A Broughton Street

Edinburgh EH1 3RJ

Tel: 031-557 2837/8

Postcode

Telephone

Extension

Company Secretary (See notes 1 - 5)

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

CS Alexander's Business Press Limited

AD 77A Broughton Street

Post town Edinburgh

County/Region Midlothian

Postcode EH1 3RJ Country U.K.

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

Signed (authorised signatory)

Date 24/9/93

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CD Alexander's Business Services Limited

AD 77A Broughton Street

Post town Edinburgh

County/Region Lothian

Postcode EH1 3RJ Country U.K.

DO

Nationality

NA

OC

OD

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

Signed (authorised signatory)

Date 24/9/93

Directors (continued)*(See notes 1 - 5)***Name*****Style/Title****Forenames****Surname*****Honours etc****Previous forenames****Previous surname****Address**

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth**Business occupation****Other directorships***** Voluntary details****Consent signature****CD****AD****Post town****County/Region****Postcode****Country****DD****Nationality****NA****OC****OD****I consent to act as director of the company named on page 1****Signed****Date**

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

Signature of agent on behalf of all subscribers **Date**

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed (authorised signatory)**Date** 24/9/93**Signed** (authorised signatory)**Date** 24/9/93**Signed****Date****Signed****Date****Signed****Date****Signed****Date**

SPECIAL RESOLUTION ON CHANGE OF NAME
COMPANIES ACTS



COMPANY NUMBER Sc 146864

COMPANY NAME Castle Ventures Fifty Four Limited

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

77a Broughton Street, Edinburgh, EH1 3RJ

on the 11th day of October 19 93

the following Special Resolution was duly passed:

That the name of the Company be changed to:

NEW NAME Ross Developments Limited

Signature: *M. G. H. Lavery*

~~Chairman, Director, Secretary or Officer of the Company~~

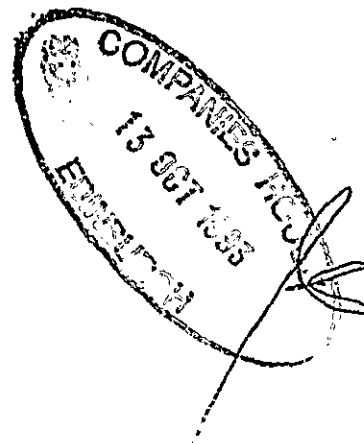
Authorised signatory
for Alexander's Business Services,
Director.

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:

ALEXANDER'S BUSINESS
SERVICES
77a Broughton Street
Edinburgh EH1 3RJ
Tel: 031-557 2837/8





CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company Number

146864

The Registrar of Companies for Scotland hereby certifies that

CASTLE VENTURES FIFTY FOUR LIMITED

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

Ross Developments Limited

Given at Companies House, Edinburgh, the

19 OCTOBER 1993

Diane Gros

for Registrar of Companies

