

No of Company: 179244

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**RESOLUTIONS**

- of -

**WESTON INVESTMENT COMPANY LIMITED**

(passed on....27th July 1999)

At an Extraordinary General Meeting of the Company held at Globe House, 4 Temple House, London WC2R 2PG on 27th July 1999 the following resolutions were duly passed by the Company :

**ORDINARY RESOLUTIONS**

- (1) **THAT** the authorised share capital of the Company be increased from £100 to £10,000,000 by the creation of 9,999,900 Ordinary Shares of £1 each.
- (2) **THAT** the directors be and they are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of that Act) up to an aggregate nominal amount of £10,000,000 provided that the authority hereby given shall expire on the fifth anniversary of the passing of this resolution save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the directors shall be entitled to allot relevant securities pursuant to any such offer or agreement as if this authority had not expired.

*Pls f M Cook*

~~CHAIRMAN OF MEETING/DIRECTOR/SECRETARY~~



179244  
The Companies Acts 1908 to 1917.

COMPANY LIMITED BY SHARES.

Memorandum

AND

Articles of Association

OF

**WESTON INVESTMENT COMPANY**  
LIMITED.

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Incorporated the 24th day of January 1922.

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(New Articles adopted on 11th December 1992)

*Solicitor—*

F. F. MACNAGHTEN,

WESTMINSTER HOUSE,

7 MILLBANK, LONDON, S.W.1.

WRITTEN RESOLUTIONS OF  
WESTON INVESTMENT COMPANY LIMITED  
REGISTERED NO: 179244

We, being all the members of the Company who at the date of these resolutions would be entitled to attend and vote at general meetings of the Company, hereby pass the undermentioned resolutions of which those numbered 1-3 are passed as Elective Resolutions and that numbered 4 as a Special Resolution, and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed by us all at a general meeting of the Company duly convened and held:-

- (1) THAT, pursuant to S.366A of the Companies Act 1985, the Company hereby elects to dispense with the holding of annual general meetings for 1993 and subsequent years until this election is revoked.
- (2) THAT, pursuant to S.252 of the Companies Act 1985, the Company hereby elects to dispense with the laying of accounts and reports before the Company in annual general meeting.
- (3) THAT, pursuant to S.386 of the Companies Act 1985, the Company hereby elects to dispense with the obligation to appoint auditors annually.
- (4) That the present Articles of Association of the Company be abrogated and thereupon replaced by the new Articles attached to this written resolution without amendment.

K ETHERINGTON  
Duly authorised representative of  
Alsterufer Investments Ltd

11th December 1992

D C POTTER  
Duly authorised representative of  
B.A.T Industries p.l.c.

11th December 1992

COMPANY LIMITED BY SHARES.

**Memorandum of Association**  
OF  
**WESTON INVESTMENT COMPANY LIMITED.**

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1. The name of the Company is "WESTON INVESTMENT COMPANY LIMITED."
  2. The registered office of the Company will be situate in England.
  3. The objects for which the Company is established are— Objects
    - (A) To acquire and hold shares, stocks, debentures, debenture stocks, bonds, obligations and securities, issued or guaranteed by any company constituted or carrying on business in the United Kingdom, or in any colony or dependency or possession thereof, or in any foreign country, and debentures, debenture stock, bonds, obligations, and securities, issued or guaranteed, by any Government, sovereign, ruler, commissioners, public body, or authority, supreme, municipal, local or otherwise, whether at home or abroad.
    - (B) To purchase for investment or re-sale, and to traffic in land and house and other property of any tenure, and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to make advances upon the security of land or house or other property, or any interest therein, and generally to



deal in, traffic by way of sale, lease, exchange, or otherwise, with land and house property, and any other property, whether real or personal.

- (C) To construct, maintain, improve, develop, work, control, and manage any waterworks, gasworks, reservoirs, roads, tramways, electric power, heat and light supply works, telephone works, dwelling-houses, flats, maisonettes, hotels, clubs, restaurants, baths, places of amusement, pleasure grounds, parks, gardens, reading-rooms, stores, shops, dairies, and other works and conveniences which the Company may think directly or indirectly conducive to these objects, and to contribute, or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof.
- (D) To manage land, buildings, and other property situate as aforesaid, whether belonging to the Company or not, and to collect rents and income, and to supply to tenants and occupiers, and others, refreshments, attendance, messengers, light, waiting-rooms, reading-rooms, meeting rooms, lavatories, laundry conveniences, electric conveniences, stables and other advantages.
- (E) To establish and carry on, and to promote the establishment and carrying on, upon any property in which the Company is interested, of any business which may be conveniently carried on upon, or in connection with such property, and the establishment of which may seem calculated to enhance the value of the Company's interest in such property, or to facilitate the disposal thereof.
- (F) To borrow or raise or secure the payment of money by mortgage, or by the issue of debentures or debenture stock, perpetual or otherwise, or in such other manner as the Company shall think fit, and for the purposes aforesaid to charge all or any of the Company's property or assets, present and future, including its uncalled capital, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (G) To purchase or otherwise acquire or undertake the whole or any part of the business, assets and liabilities, including shares, stock, bonds, debentures, mortgages or other obligations, or any or either of them, of

Borrow money,  
mortgage  
undertaking

any other company, trust, corporation or person carrying on any business which this Company is authorised to carry on, or possessed of any property or right suitable for the purposes of this Company, and to acquire the business of any company, corporation or trust, if deemed expedient, by amalgamation with such company, corporation or trust, instead of by purchase in the ordinary way.

- (H) To pay for any business or undertaking, or 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 shall determine.
- (I) To engage in any business or transaction within the limits of the Company's objects, in conjunction with any other person, corporation, trust, company or firm, and to hold shares, stock or bonds in any such company, corporation or trust.
- (J) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments. Make and accept bills, &c.
- (K) To grant pensions, allowances, gratuities and bonuses to employes or ex-employes of the Company or its predecessors in business or the dependents of such persons, and to support or subscribe to any charitable or other institutions, clubs, societies or funds. Grant pensions and subscribe to charities
- (L) To lend money on any terms that may be thought fit, and particularly to persons having dealings with the Company. Lend
- (M) To enter into any partnership or arrangement in the nature of a partnership with any person or persons or corporation engaged or interested or about to become engaged or interested in the carrying on or conduct of any business or enterprise which this Company is authorised to carry on or conduct or from which this Company would or might derive any benefit, whether direct or indirect. Enter into partnership
- (N) To sell or dispose of the undertaking of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and Sell or otherwise deal with undertaking

in particular for shares (fully or partly paid up), debentures, debenture stock or securities of any other company, whether promoted by this Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.

Distribute assets in specie

- (o) To distribute any of the Company's property among the members in specie.

Act as and through agents, trustees, &c.

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

Generally do all things conducive to above

- (q) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

Liability of members

4. The liability of the members is limited.

Capital of Company

5. The share capital of the Company is £100, divided into 100 ordinary shares of £1 each. Subject and without prejudice to the rights for the time being attached to any other class of shares for the time being carrying special rights, any of the shares in the capital of the Company for the time being may be issued with or subject to any preferential, deferred or other special rights, privileges, conditions or restrictions, whether in regard to dividend, voting, return of capital or otherwise.

By an Ordinary Resolution passed on 27th July 1999 the share capital of the Company was increased to £10,000,000 by the creation of 9,999,900 additional ordinary shares of £1 each ranking pari passu with the existing ordinary shares of the Company.

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.
ALFRED ERNEST MAWN, 8 Sylvia Gardens, Wembley, Mdx., Solicitor.	Five
STANLEY JOHN QUIN, 9 Terront Rd., West Green, London, N., Clerk.	Five
ARTHUR EDWARD BRAIN, 50 Perrers Rd., Hammersmith, London, W., Clerk.	Five
GEORGE PERCIVAL MILLARD, 30 Audrey Rd., Ilford, E., Clerk.	Five

Dated this 23rd day of January 1922.

Witness to the above Signatures—

E. A. BLOCKLEY,  
Westminster House,  
7 Millbank, S.W.1,  
Solicitor.