Certified a true copy of the Monorandum and Articles of Association of the Company as amended by Special Resolution passed on the 11th July 1989

THE COMPANIES ACT, 1948

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Secretary

COMPANY LIMITED BY SHARES

Memorandum of Association

OF:

MAY GURNEY & CO., LIMITED

- *1. The name of the Company is "May Gurney & Co., Limited".
- 2. The registered office of the Company will be situate in England.
 - 3. The objects for which the Company is established are:
 - (A) To acquire the undertaking of the business of a Public Works Contractor and Engineer carried on by May Gurney & Co., Limited.
 - (B) To carry on the business of a Public Works Contractor and Engineer, and also the trade or business of Haulage Contractors, Builders, Timber Merchants, Cement and Concrete Manufacturers and Wharfingers and Carriers by land and water.
 - (c) To acquire from time to time all such stock-in-trade goods, chattels, and effects as may be necessary or convenient for any business for the time being carried on by the Company.
 - (D) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as anciliary to any of the above businesses or the general business of the Company.

(E) To purchase, acquire, rent, build, construct, equip, executed 1100 carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds,

*Note.—By special resolution of the Company and with the approval of the Board of Trade the name of the Company was changed on 30th March, 1966 from May Gurney Holdings Limited to May Gurney & Co., Limited.

whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.

- (F) To subscribe for, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (G) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
 - *(H)(A) To receive money on deposit or loan upon such terms as the Company may approve, and, either with or without the Company receiving any consideration or advantage, direct or indirect, from giving such guarantee, to guarantee the performance of the obligations and the payment of the capital or principal (together with any premium) of any obligations for repayment of money and legal discharge of liabilities both present and future due, owing or incurred to bankers of any company, firm or person and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company as defined by Section 736 of the Companies Act 1985 or a subsidiary, as defined by the said section, of the Company or of the Company's holding company and to create mortgages, charges or liens upon all or any part of the property or assets of the Company (both present and future) including its As substituted by Special Resolution of the Company dated 11th July 1989

uncalled capital in support of any guarantees or otherwise.

- (H)(B) To the extent the same is permitted by law, to give financial assistance for the purpose of the acquisition of shares in the Company or the Company's holding company for the time being (as defined in Section 736 of the Companies Act 1985) and to give such assistance by any means permitted by law.
- (1) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (J) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to cooperate in any way with or assist or subsidise any company, firm or person, and to purchase or otherwise acquire and undertake all or any part of the business, property

and liabilities of any person, body or company carrying on any busines which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.

- (K) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (L) To lend money to and guarantee or provide security (whether by personal covenant or by mortgage or charge) for the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stocks, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.

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- (M) 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 stocks, shares or securities of any other company whether fully or partly paid up.
- (N) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (0) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (P) To grant pensions or gratuities to any employees or exemployees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependents of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's

Number of) 873179 Company)

The Companies Act 1985

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS (Copy)

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MAY GURNEY & CO. LIMITED

The following Resolutions were duly passed as Written Resolutions of the Company agreed to by all the members thereof on the 27th March 1986:

RESOLUTIONS

- 1. That the Share Capital of the Company be increased from £100,000 to £1,500,000 by the creation of 1,400,000 new Ordinary Shares of £1 each ranking in all respects pari passu with the 100,000 existing Ordinary Shares of £1 each in the Capital of the Company.
- "That the Articles of Association of the Company be altered by adding thereto the following further Article as Article 1A:-
 - "Regulation 110 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 shall have effect in substitution for Regulations 128 and 129 of Part 1 of Table A in the First Schedule to the Companies Act 1948".

F.H. NOBLE

SECRETARY

employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.

- (Q) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (R) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

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 so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise 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 £5,000 divided into 5,000 shares of £1 each.

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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.
JILL PEARCY,	One
59 Gresham Street,	
London, E.C.2.	
Secretary.	
JACQUELINE M. WALKER.	One
59 Gresham Street,	
London, E.C.2.	
Secretary.	
Total Shares taken	Two

DATED the 2nd day of March, 1966.

WITNESS to the above Signatures: -

GILLIAN M. HORNE,

59 Gresham Street,

London, E.C.2.

Secretary.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

MAY GURNEY & CO., LIMITED

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A, Part I") shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles, apply to the Company, and Regulation I of Table A, Part I, shall apply to the construction of these Articles. Part II of the said Table A shall not apply to the Company. *

PRIVATE COMPANY

- 2. The Company is a Private Company, and accordingly:—
 - (A) The right to transfer shares in the Company shall be restricted in manner hereinafter appearing.
 - (B) The number of members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of that employment to be members of the Company) is limited to fifty: Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purposes of this paragraph be treated as a single member.
- * By Special Resolution of the Company on 11th July 1989 it was resolved that Regulation 10 in Part 1 of Table A to the First Schedule to the Companies Act 1948 be deleted in its entirety from the Articles of Association of the Company.

(c) No invitation shall be made to the public to subscribe for any shares or debentures of the Company.

SHARE CAPITAL AND VARIATION OF RIGHTS

- 3. The share capital of the Company is £5,000, divided into 1,500 8 per cent. Redeemable Cumulative Participating Preference Shares of £1 each and 3,500 Ordinary Shares of £1 each. The rights, as regards participation in the profits and assets of the Company, attaching to these shares shall be as follows:—
 - (A) (1) The profits of the Company available for dividend and resolved to be distributed shall be applied first in payment of a fixed cumulative preferential dividend at the rate of 8 per cent. per annum to the holders of the 8 per cent. Redeemable Cumulative Participating Preference Shares (in these Articles called "the Preference Shares") halfyearly on the 30th day of June and the 31st day of December in every year in respect of the half-years ending on those dates, and next in paying by way of dividend equal amounts to the holders of the Preference Shares as a class and to the holders of the Ordinary Shares as a class, but so that the dividend thus payable to the holders of the Preference Shares shall not exceed sums at a rate of 6 per cent. per annum on the amount paid up on such shares respectively. The first cumulative preferential dividend in respect of the Preference Shares shall be payable on the 31st day of December, 1966.

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- (2) Subject as aforesaid and to any special rights which may be attached to any other class of shares and to the right of the Ordinary Shares to a further non-cumulative dividend as hereinafter mentioned, such profits shall be distributed by way of dividend as to 10 per cent. thereof among the holders of the Preference Shares in issue at the date of declaration of the dividend, and as to 90 per cent. thereof among the holders of the Ordinary Shares.
- (3) On a return of assets on liquidation or otherwise, the assets of the Company available for distribution among the members shall be applied first in repaying to the holders of the Preference Shares the amounts paid up on such shares, together with a premium of 5s. per share and a sum equal to any arrears or deficiency of the fixed cumulative dividend thereon to be calculated down to the

date of the return of capital and to be payable irrespective of whether or not such dividend has been declared or earned and the balance of such assets subject to any special rights which may be attached to any other class of shares shall belong to and be distributed among the holders of the Ordinary Shares rateably according to the amounts paid up on such shares.

- (B) The holders of the Ordinary Shares shall be entitled as a class out of the profits available for dividend and resolved to be distributed as aforesaid in priority to the participating rights of the Preference Shares as specified in paragraph (A) (2) of this Article to a non-cumulative dividend in respect of each financial year (divisible amongst them rateably according to the amounts paid up on such shares) of an amount calculated at the rate of £100,000 per annum.
- 4. The following provisions shall apply in regard to the redemption of the Preference Shares:—

- (A) The Company shall have the right, subject to the provisions of the Statutes, to redeem the whole or any part of the Preference Shares for the time being issued and outstanding on or at any time after the 1st day of January, 1969, upon giving to the holders of the particular shares to be redeemed not less than six months' previous notice in writing.
- (B) In the case of any partial redemption under paragraph (A) of this Article, the Directors shall in such manner as they may in their absolute discretion decide select the particular shares to be redeemed.
- (c) Any notice of redemption shall specify the particular shares to be redeemed, the date fixed for redemption and the place at which the certificates for such shares are to be presented for redemption and upon such date each of the holders of the shares concerned shall be bound to deliver to the Company at such place the certificates for such of the shares concerned as are held by him in order that the same may be cancelled. Upon such delivery the Company shall pay to each of such holders the amount due to him in respect of such redemption. If any certificate so delivered to the Company includes any shares not

- redeemable on that occasion, a fresh certificate for such shares shall be issued to the holder delivering such certificate to the Company.
- (D) There shall be paid on each Preference Share redeemed the amount paid up thereon together with the said premium of 5s. per share and together also with a sum equal to any arrears or deficiency of the fixed cumulative dividend thereon to be calculated down to the date fixed for redemption and to be payable irrespective of whether or not such dividend has been declared or earned (less a sum equal to income tax thereon at the standard rate for the time being in force).
- (E) As from the date fixed for redemption of any Preference Shares dividend shall cease to accrue on the shares except on any such share in respect of which, upon due presentation of the certificate relating thereto, payment of the money due at such redemption shall be refused.

VARIATION OF RIGHTS

- 5. Whenever the share capital of the Company is divided into different classes of shares, the special rights attached to any class may, subject to the provisions of the Statutes, be varied or abrogated, either with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the shares of the class (but not otherwise), and may be so varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up. To every such separate General Meeting all the provisions of these presents relating to General Meetings of the Company and to the proceedings thereat shall mutatis mutandis apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting a quorum as above defined is not present, any two holders of shares of the class present in person or by proxy shall be a quorum) and that any holder of shares of the class present in person or by proxy may demand a poll, and that every such holder shall on a poll have one vote for every share of the class held by him. Regulation 4 of Table A, Part I, shall not apply to the Company.
- 6. The creation or issue of further shares ranking as regards participation in the profits or assets of the Company in any respect

deemed to be a variation of the special rights attached to such class as shares respectively. Save as aforesaid, the special rights attached attached any class of shares having preferential rights shall not unless otherwise expressly provided by the terms of issue thereof be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or all respects pari passu therewith but in no respect in priority thereto. Regulation 5 of Table A, Part I, shall not apply to the Company.

7. All unissued shares shall be at the disposal of the Directors, and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

LIEN

8. The liens given by Regulation 11 of Table A shall attach to every share in the capital of the Company whether fully paid or not and to all shares registered in the name of any person indebted or inder liability to the Company whether he shall be the sole registered today thereof or shall be one of two or more joint holders.

TRANSFER OF SHARES

- 9. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee. Regulation 22 of Table A shall be modified accordingly.
- 10. The Directors shall have an absolute right without assigning in the reason therefor to refuse to register any transfer of a share whether fully paid or not). Regulation 24 of Table A shall not apply to the Company.

PROCEEDINGS AT GENERAL MEETINGS

- 11. Two members present in person or by proxy shall be a torium at any General Meeting. Regulation 53 of Table A shall be inclined accordingly.
- A poll may be demanded at any General Meeting by the hearman, or by any member present in person or by proxy and

entitled to vote. Regulation 58 of Table A shall be modified accordingly.

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13. Subject to the provisions of the Statutes a resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings shall be as effective as if the same had been passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form, each signed by one or more persons. In the case of a corporation the resolution may be signed on its behalf by a Director thereof or by its duly appointed attorney or duly authorised representative.

VOTES OF MEMBERS

14. Subject to any special rights or restrictions as to voting attached by or in accordance with these presents to any class of shares, on a show of hands every member who is present in person shall have one vote and on a poll every member who is present in person or by proxy shall have one vote for every £1 in nominal amount of the shares of which he is the holder. Provided that once any Ordinary Shares have been issued the Preference Shares shall not entitle the holders (A) to vote upon any resolution (other than a resolution varying or abrogating any of the special rights attached to such shares) unless at the date of the notice convening the meeting at which such resolution is to be proposed the fixed cumulative dividend on such shares is six months in arrear, and for this purpose such dividend shall be deemed to be payable on the half-yearly dates set out in 3(A) hereof in respect of the period of six months ending on the said dates, or (B) to receive notice of or to attend at any General Meeting unless the business of the meeting includes the consideration of a resolution upon which the holders of the Preference Shares are entitled to vote. Regulation 62 of Table A, Part I, shall not apply to the Company.

DIRECTORS

15. Unless and until otherwise resolved in accordance with Regulation 94 of Table A the Directors shall not be less than two nor more than ten in number. The first Directors shall be appointed in writing by the subscribers of the Memorandum of Association and their number shall be within the limit above mentioned. Regulation 75 of Table A'shall not apply.

16. A Director shall not be required to hold any shares of the Company by way of qualification, Regulation 77 of Table A shall not apply. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at any General Meeting.

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- 17. The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors, or of any committee of the Directors, or General Meetings, or otherwise in or about the business of the Company. Regulation 76 of Table A shall not apply to the Company.
- 18. The proviso to Regulation 79 of Table A, which proviso restricts the borrowing and charging powers exercisable by the Directors, shall not apply to the Company.
- 19. A Director may be interested, directly or indirectly, in any contract or arrangement with the Company and (except as regards the office of Auditor) he may hold any office or place of profit under the Company, and he or any firm of which he is a partner may act in a professional capacity for the Company, on such terms as to remuneration and otherwise as the Directors may determine. In relation to any such matter a Director notwithstanding his interest may vote and be taken into account for the purposes of a quorum and may retain for his own absolute use and benefit all profits and advantages accruing to him. Regulation 84 of Table A shall be extended accordingly.
- 20. The Directors may dispense with the keeping of attendance books for meetings with the Directors or committees of the Directors. Regulation 86 of Table A shall be modified accordingly.
- 21. The office of a Director shall be vacated in any of the following events, namely:—
- (a) If he shall become prohibited by law from acting as a Director.

- (B) If (not being a Managing Director holding office as such for a fixed term) he shall resign by writing under his hand left at the Registered Office or if (being such a Director) he shall tender his resignation and the Directors shall resolve to accept the same.
- (c) If he shall have a receiving order made against him or shall compound with his creditors generally.
- (D) If he shall become of unsound mind.
- (E) If he shall be absent from meetings of the Directors for six months without leave and the Directors shall resolve that his office be vacated.

Regulation 88 of Table A shall not apply to the Company.

- 22. The Directors shall not be subject to retirement by rotation and accordingly Regulations 89 to 92 of Table A shall not apply and all other references in Table A to retirement by rotation shall be disregarded.
- 23. A resolution in writing signed by all the Directors for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors. Provided that where a Director is not himself in the United Kingdom but has appointed an alternate Director, the signature of such alternate Director (if in the United Kingdom) shall be required. Regulation 106 of Table A shall not apply.
- 24. Regulations 107 to 109 inclusive of Table A shall extend to include the posts of Deputy and Assistant Managing Director and in these Articles references to a Managing Director shall include a Deputy or Assistant Managing Director.

ALTERNATE DIRECTORS

25. (A) Any Director may at any time by writing under his hand and deposited at the Registered Office appoint any person to be his alternate Director and may in like manner at any time terminate such appointment. Such appointment, unless previously approved by resolution of the Directors, shall have effect only upon and subject to the same being approved by resolution of the Directors.

(B) The appointment of an alternate Director shall ipso facto determine (i) on the happening of any event which if he were a Director would render him legally disqualified from acting as a Director, or (ii) if he has a receiving order made against him or compounds with his creditors generally, or (iii) if he becomes of unsound mind. His appointment shall also determine ipso facto if his appointor ceases for any reason to be a Director.

(c) An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all functions of his appointor as a Director and if his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

(D) An alternate Director may be repaid by the Company such expenses as might properly be repaid to him if he were a Director and he shall be entitled to receive from the Company such proportion (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but save as aforesaid he shall not in respect of such appointment be entitled to receive any remuneration from the Company. An alternate Director shall be entitled to be indemnified by the Company to the same extent as if he were a Director.

EXECUTIVE DIRECTORS

26. The Directors may from time to time appoint any employee of the Company (not being a Director) to be an Executive Director of the Company and may at any time remove any person so appointed. Any person so appointed shall not be a Director of the Company for any of the purposes of the Statutes, nor shall he have any powers of or be subject to any of the duties of a Director save in so far as specific powers or duties may be vested in or delegated to him by the Directors. The duties of an Executive Director shall be determined by the Directors. An Executive Director shall not be entitled to receive notice of or attend at any Board Meeting unless invited so to do by the Directors and he shall not vote on any

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resolution proposed at a meeting of the Directors. An Executive Director shall not be entitled to any remuneration in respect of his acting as Executive Director.

INDEMNITY

27. Subject to the provisions of and so far as may be permitted by the Act, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Regulation 136 of Table A shall be extended accordingly.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

JILL PEARCY,

59 Gresham Street,

London, E.C.2.

Secretary.

JACQUELINE M. WALKER,
59 Gresham Street,
London, E.C.2.

Secretary.

DATED the 2nd day of March, 1966.

WITNESS to the above Signatures: -

GILLIAN M. HORNE,

59 Gresham Street,

London, E.C.2.

Secretary.

Company Number: 873179

THE COMPANIES ACT 1985

SPECIAL RESOLUTIONS

of.

MAY GURNEY & CO LIMITED

Passed on the 11th day of July 1989

By written resolutions signed by all of the members of the above-named on llth day of July 1989 the following Resolutions were duly passed as SPECIAL RESOLUTIONS of the Company:

1. THAT the Memorandum of Association of the Company shall with immediate effect be amended by the deletion of the existing Clause 3(H) and its replacement with the following:

"(H)(A)

To receive money on deposit or loan upon such terms as the Company may approve, and, either with or without the Company receiving any consideration or advantage, direct or indirect, from giving such guarantee, to guarantee the performance of the obligations and the payment of the capital or principal (together with any premium) of any obligations for repayment of money and legal discharge of liabilities both present and future due, owing or incurred to bankers of any company, firm or person and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company us defined by Section 736 of the Companies Act 1985 or a subsidiary, as defined by the said section, of the Company or of the Company's holding company and to create mortgages, charges or liens upon all or any part of the property or assets of the Company (both present and future) including its uncalled capital in support of



any guarantees or otherwise.

- (H)(B) To the extent the same is permitted by law, to give financial assistance for the purpose of the acquisition of shares in the Company or the Company's holding company for the time being as defined in Section 736 of the Companies Act 1985 and to give such assistance by any means permitted by law."
- 2. THAT Regulation 10 in Part 1 of Table A to the First Schedule to the Companies Act 1948 incorporated in the Articles of Association of the Company shall be and is hereby with immediate effect deleted in its entirety.

Taylor Vinter