

Company No. 955951

THE COMPANIES ACTS 1948 to 1967

Company Limited by Shares

RESOLUTIONS

of

NORTRUST NOMINEES LIMITED

(Passed on 18th May 1990)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 155 Bishopsgate, London EC2M 3XS on 18th May 1990 the following Resolutions were duly passed as Special Resolutions or as Ordinary Resolutions of the Company, as the case may be:-

SPECIAL RESOLUTIONS

1. That the provisions of the Memorandum of Association of the Company with respect to the objects of the Company be altered by renumbering the existing paragraph (1) of Clause 3 of such Memorandum (1)(d) and by inserting the following new paragraphs (1)(a), (b) and (c):

"(1)(a) To act undertake trust business and accordingly act as:

- (i) trustee of superannuation funds or schemes, of pension funds or schemes and of other funds or schemes of any description;
- (ii) trustee of or under settlements and instruments of any description;
- (iii) trustee, executor or administrator of the estate of any deceased person;
- (iv) trustee in bankruptcy of any person or liquidator of any corporate body;
- (v) custodian trustee or custodian

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- (vi) generally as agent, attorney or nominee for, or as receiver or administrator of the assets or affairs of, any person or body of persons, whether incorporated or not incorporated; and
  - (vii) to accept and undertake the duties of any such office as trustee and to do any such thing as aforesaid either gratuitously or otherwise.
  - (b) To establish and constitute any trusts over or in respect of any property or rights of the Company and to regulate manage and administer any such trusts.
  - (c) To carry on any other business which may seem to the Company capable of being conducted directly or indirectly for the benefit of the Company."
2. That the Articles contained in the printed document submitted to the Meeting and for the purpose of identification signed by the Chairman of the Meeting be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.

ORDINARY RESOLUTIONS

3. That the authorised share capital of the Company be increased to £250,000 divided into 250,000 shares of £1 each by the creation of 249,900 shares of £1 each ranking pari passu with the existing shares.
4. That the directors be authorised to allot to The Northern Trust Company at any time within one year from the date of the passing of this resolution, 249,900 shares of £1 each in the Company.

*W. R. D. Jones*

CHAIRMAN

Richards Butler  
Beaufort House  
15 St. Botolph Street  
London EC3A 7EE

Ref: KW/SMG/N438/001

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NORTRUST NOMINEES LIMITED

(Passed on 18th May 1990)

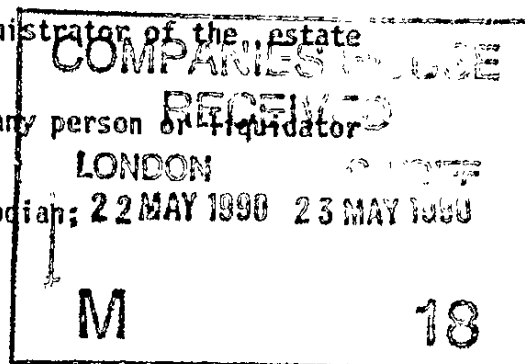
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*W. B. Butler*

CHAIRMAN

Richards Butler  
Beaufort House  
15 St. Botolph Street  
London EC3A 7EE

Ref: KW/SMG/N438/001

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

NORTRUST NOMINEES LIMITED

(adopted by Special Resolution passed on 18th May 1990)

PRELIMINARY

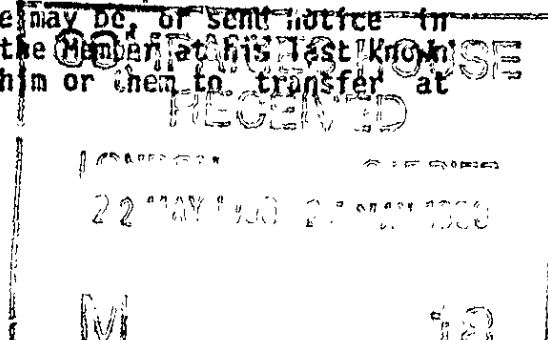
1. The following regulations and (subject as provided in the articles) the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 ("Table A") shall constitute the articles of association of the Company.
2. In regulation 1 of Table A the words "and the articles" shall be deemed to be added after the words "these regulations" in each place where they occur.
3. Regulations 73 to 80 (inclusive), 87, 94 to 98 (inclusive) and 101 of Table A shall not apply to the Company.

SHARES

4. The share capital of the Company is £250,000 divided into 250,000 shares of £1 each.
5. Sections 89 and 90 of the Act shall not apply to the Company.

TRANSFER OF SHARES

6. (a) Any share may at any time be transferred by any Member to any other Member.
- (b) If and whenever any Member being a director of the Company shall cease to be a director or any Member shall die or become bankrupt or suffers from mental disorder (as that term is used in regulation 81(c) of Table A) the directors may unanimously at any time thereafter give notice in writing to such Member or his personal representative or his trustee in bankruptcy as the case may be, or send notice in writing by post addressed to the Member at his last known place of residence calling upon him or them to transfer at 1.



par the share or shares held by the Member to a person nominated by the directors and unless within 7 days thereafter such Member or his personal representatives or his trustee in bankruptcy shall transfer the said share or shares accordingly the directors may appoint some person to execute an instrument of transfer of the share or shares held by such Member to the person nominated by the directors as aforesaid and may receive the purchase money and shall thereupon register the transferee or the holder of the share or shares transferred and issue to him a certificate for the same whereupon the transferee shall become indefeasibly entitled thereto.

- (c) No transfer of any share (not being a transfer permitted by this Article) may be registered without the unanimous consent of all directors.
- (d) The provisions of this Article shall apply (mutatis mutandis) to a renunciation of the allotment of a share by the allottee.

The first sentence of regulation 24 of Table A shall accordingly not apply to the Company

#### DIRECTORS

7. A director may as a director vote and be counted as one of the quorum upon a motion in respect of any transaction or arrangement which he enters into or makes with the Company or in which he is in any way interested.

8. A person willing to act may be appointed as a director and any director howsoever appointed may be removed from office as a director (without prejudice to any claim for damages he may have for breach of any contract of service between him and the Company) either -

- (1) by an instrument delivered to the office and signed by or on behalf of a Member or Members holding a majority in nominal amount of the ordinary shares of the Company for the time being in issue; or
- (2) by an ordinary resolution of the Company.

The power of removal of a director from office conferred on the Company by this article is in addition to that conferred by the Act.

9. The directors may appoint a person willing to act to be a director.

10. No director shall be required to vacate his office as a director and no person shall be disqualified from being appointed as a director by reason of his attaining or having attained the age of seventy or any other age.

11. In addition to the provisions of regulation 86 of Table A, the office of director shall be ipso facto vacated if the person holding that office is requested to resign by all the other directors.

12. The directors may pay, or agree to pay, gratuities, pensions and other retirement, superannuation, death or disability benefits to any director or former director, to his spouse or former spouse and to any of his dependants and may contribute to any scheme or fund and pay premiums for the purchase or provision of any such benefits.

#### SEAL

13. The seal shall only be used by the authority of the directors, a committee of directors or one or more sealing officers authorised by the directors. The directors may authorise any sealing officer alone to sign any instrument to which the seal is affixed and unless so signed it shall be signed by a director and by the secretary or by a second director.