

No. 1106309

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

Memorandum
—AND—
Articles of Association
—OF—
UCB (Investments) Limited

(as amended by Special Resolution of the Company
passed on the 14th January, 1992)





**Certificate of Incorporation on
Change of Name**

No. 1106309

I Hereby Certify that

DERMEAD SECURITIES LIMITED

having by special resolution and with the approval of the Secretary
of State changed its name, is now incorporated under the name of

UCB (INVESTMENTS) LIMITED

Given under my hand at London the 14th August 1973.

N. TAYLOR,
Assistant Registrar of Companies.

18-08-92

No. 1105309



Certificate of Incorporation

I *Hereby* Certify that DERMEAD SECURITIES LIMITED
is this day incorporated under the Companies Acts 1948 to 1967 and
that the Company is LIMITED.

GIVEN under my hand at London the 4th April, 1973.

N. TAYLOR,
Assistant Registrar of Companies.

18-08-92

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF

UCB (INVESTMENTS) LIMITED

(adopted by Special Resolution dated 9th July, 1973
and as amended by Extraordinary General Meetings held on the
14th March, 1990, 12th December, 1990, 27th December, 1990,
and the 14th January, 1992)

1. The name of the Company is "UCB (Investments) 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 invest the funds of the Company in and to acquire and hold shares, stocks, debentures and debenture stock, bonds, obligations and securities issued or guaranteed by, any company with limited liability constituted or carrying on business in the United Kingdom or in any colony, dominion, dependency or possession thereof, or in any foreign country, and any right or interest therein, 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, and any right or interest therein, and annuities for any period or periods, whether certain or uncertain, or on the life or lives of any person or persons and any right or interest therein, and from time to time to vary any such investments.
 - (B) To acquire any such shares, stocks, debentures, debenture stocks, bonds, obligations or securities by original subscription, tender, purchase, exchange or otherwise, and to subscribe for the same, either conditionally or otherwise, and either with a view to investment or for resale or otherwise, and to vary the investments of the Company, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof.
 - (C) To acquire and assume for any estate or interest and to take options over, construct and develop any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person and to act and carry on business as a holding company.
 - (D) To purchase, take on lease or otherwise acquire for any estate or interest and to take options over, construct and develop any property, real or personal, or rights of any kind which may appear to be necessary or convenient for any business of the Company including shares and other interests in any company the objects of which include the carrying on of any business or activity within the objects of this Company.
 - (E) To lend money to, or grant or provide credit and financial accommodation to any person or company in any case in which such grant or provision is considered likely directly or indirectly to further any of the objects of the Company or the interest of its Members.

- 18-08-92
- (F) To invest any moneys of the Company not immediately required for the purposes of the business of the Company in such investments (other than shares in the Company) and in such manner as may from time to time be determined and to hold, sell or otherwise deal with such investments.
 - (G) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.
 - (H) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with, or to co-operate or participate in any way with, or assist or subsidise any company or person carrying on or proposing to carry on any business within the objects of the Company.
 - (I) To borrow and raise money and accept money on deposit and secure or discharge any debt or obligations of or binding on the Company in such manner as may be thought fit, and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future), and the uncalled capital of the Company or by the creation and issue of debentures, debenture stock or other obligations or securities of any description.
 - (J) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations of, and the repayment or payment of the principal amounts of, and any premiums, interest and dividends on, any securities of, any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company.
 - (K) To draw, make, accept, indorse, discount, negotiate, execute and issue and to buy, sell and deal in promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
 - (L) To sell, exchange, mortgage, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over and in any other manner deal with or dispose of the undertakings, property, assets (present and future) of the Company or any part thereof for such consideration as may be thought fit, and in particular (without prejudice to the generality of the foregoing) for any securities.
 - (M) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the registration or incorporation of the Company in or under the laws of any place outside England.

- 10-00-92
- (N) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscription of, or otherwise assisting in the issue of any shares, debentures, or other securities of the Company or in or about the formation of the Company or the conduct of its business.
 - (O) To establish or promote or concur or participate in establishing or promoting any company the establishment or promotion of which shall be considered desirable in the interests of the Company and to subscribe for, underwrite, purchase or otherwise acquire the shares, stocks and securities of any such company, or of any company carrying on or proposing to carry on any business or activity within the objects of the Company.
 - (P) To enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out exercise and comply with the same.
 - (Q) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
 - (R) 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.
 - (S) To grant pensions, annuities, or other allowances, including allowances on death, to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or who have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any associations, institutions, clubs, schools, building and housing schemes, funds and trusts, and to make payments towards insurances or other arrangements likely to benefit any such persons or otherwise advance the interests of the Company or of its Members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of the Company or of its Members or for any national, charitable, benevolent, educational, social, public, general or useful object.
 - (T) To act as secretaries, managers, registrars or transfer agents for any other company.
 - (U) To distribute any of the property of the Company among its Members in specie.
 - (V) To do all or any of the things or 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.

- 1008192
- (W) To carry on any other business or activity and do anything of any nature which in the opinion of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking property or assets or otherwise to advance the interests of the Company or of its Members.
 - (X) To do all such other things as in the opinion of the Company are or may be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that "company" in this clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or in the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

- 4. The liability of the Members is limited.
- 5.* The share capital of the Company is £25,091,100, divided into 100 ordinary shares of £1 each and 17,571,000 redeemable cumulative preference shares of £1 each and 7,520,000 second redeemable non-cumulative preference shares of £1 each, and the Company shall have the power to divide the original or any increased capital into several classes and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

*The share capital of the Company was increased from £100 to £1,871,100, by the creation of 1,871,000 redeemable cumulative preference shares of £1 each on 10th December, 1984. On 21st August, 1987, a further 3,000,000 redeemable cumulative preference shares were created and on 20th December, 1989, the share capital was increased by a further £2,000,000, by the creation of 2,000,000 redeemable cumulative preference shares. On the 14th March, 1990, the share capital was increased by £8,000,000, by the creation of 8,000,000 redeemable cumulative preference shares. On the 12th December, 1990, the share capital was increased by £2,700,000, by the creation of 2,700,000 redeemable cumulative preference shares. On the 29th December, 1990, the share capital was increased by £4,000,000, by the creation of 4,000,000 second redeemable non-cumulative preference shares of £1 each. On the 14th January, 1992, the share capital was further increased by the creation of 3,520,000 second redeemable non-cumulative preference 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 Company of the Company set opposite our respective names.

Names, Addresses and description of Subscribers	Number of Shares taken by each Subscriber
---	---

Michael John Hope,
30 City Road,
London, E.C.1.

One

Company Formation Assistant

Brian Goldstein
30 City Road,
London, E.C.1.

One

Company Director

Dated the 22nd day of March, 1973

Witness to the above signatures:-

Linda Rose Davis,
30 City Road,
London, E.C.1.

Copy Typist

18-008-92

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF

UCB (INVESTMENTS) LIMITED

(Adopted by Special Resolution dated 9th July, 1973,
and as amended by Extraordinary General Meetings held on the
14th March, 1990, 12th December, 1990, 27th December, 1990,
and the 14th January, 1992)

PRELIMINARY

1. The Regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "the Act"), as amended by the Companies Act, 1967, (hereinafter called "Table A") shall, except where the same are excluded or varied by or are inconsistent with these Articles, apply to the Company. Except as otherwise stated, references herein to Regulations in Table A shall be construed as referring to those contained in Part I thereof (as amended by the Companies Act 1967).

SHARES

The share capital of the company is £25,091,100, divided into 100 ordinary shares of £1 each and 17,571,000 redeemable preference shares of £1 each and 7,520,000 second redeemable non-cumulative preference shares of £1 each.

(a) The following provisions shall apply to the redeemable preference shares (hereinafter called "the preference shares"):-

(i) The preference shares confer upon the holders thereof the right to the same dividend as that paid from time to time to the holders of the ordinary shares and the right on a return of assets in a winding up or on a reduction of capital to receive repayment of the capital paid thereon respectively, together with a sum equal to any arrears of the said dividend in priority to the holders of any other class of shares in the capital of the company.

The preference shares shall not entitle the holders to any further or other participation in the profits or assets of the company.

(ii) The company shall be entitled at any time upon the giving of 30 days' previous notice in writing of its intention so to do to redeem out of any profits or moneys of the company which may lawfully be applied for that purpose all or any of the preference shares for the time being outstanding and fully paid up at par. At the expiration of such notice the capital paid up on the shares in respect of which such notice shall have been given shall be paid by the company together with any arrears of dividend thereon. At

1008-92

any time after giving notice of redemption the company may, by agreement with the holder of any shares to be redeemed, redeem prior to the expiration of the notice all or any of the shares in respect of which notice shall have been given by payment to him of the moneys due on redemption including any arrears of dividend or such less amount as he may be willing to accept.

(iii) If the company at any time determines to redeem part only of the preference shares for the time being outstanding and fully paid up, the particular shares to be redeemed shall be selected by a drawing which the company shall cause to be made. Every such drawing shall be made in such a manner as the company shall determine as convenient for selecting the number of shares required to be drawn.

(iv) The company is also entitled at any time to redeem at par any of the preference shares for the time being outstanding by purchase in the market or by tender or by private contract.

(v) The holders of the preference shares shall not be entitled to receive notice of or to attend and vote at any General Meeting of the company unless either:-

(aa) at the date of the notice convening such meeting the dividend on the preference shares is in arrear, or

(bb) the business of the meeting includes the consideration of a resolution for winding up the company, reducing its capital or altering the borrowing powers of the directors or any resolution altering or abrogating any of the special rights attached to the preference shares.

(b) The following provisions shall apply to the second redeemable non-cumulative preference shares (hereinafter called "the second preference shares"):-

(i) The second preference shares shall confer upon the holders thereof the right to such dividends as may be declared from time to time by the directors of the company and the right on a return of assets in a winding up or on a reduction of capital to receive repayment of the capital paid thereon respectively after repayment of the amount due on the preference shares as specified in article 2(a) and in priority to repayment of capital to the holders of the ordinary shares. The second preference shares shall not entitle the holders thereof to any further or other participation in the profits or assets of the company.

(ii) The company shall be entitled at any time upon the giving of 30 days' notice in writing of its intention so to do to redeem out of any profits or moneys of the company which may lawfully be applied for that purpose all or any of the second preference shares for the time being outstanding and fully paid up at par. At the expiration of such notice the capital paid up on the shares in respect of which such notice shall have been given shall be paid by the company. At any time after giving notice of redemption the company may, by

agreement with the holders of any shares to be redeemed, redeem prior to the expiration of the notice all or any of the shares in respect of which notice shall have been given by payment to him of the moneys due on redemption.

(iii) If the company at any time determines to redeem part only of the second preference shares for the time being outstanding and fully paid up, the particular shares to be redeemed shall be selected by a drawing which the company shall cause to be made. Every such drawing shall be made in such a manner as the company shall determine as convenient for selecting the number of shares required to be drawn.

(iv) The company is also entitled at any time to redeem at par any of the second preference shares for the time being outstanding by purchase in the market or by tender or by private contract.

(v) The holders of the second preference shares shall not be entitled to receive notice of or to attend and vote at any General Meeting of the company.

3. Subject to any direction to the contrary that may be given by the Company in general meeting all the shares of the Company for the time being unissued shall be at the disposal of the Directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as the Directors may determine, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.

GENERAL MEETINGS

4. Subject to the provisions of the Act, a resolution in writing signed by all the Members of the Company who would be entitled to receive notice of and to attend and vote at a general meeting at which such resolution was to be proposed or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys and signature in the case of a corporate body which is a Member shall be sufficient if made by a director thereof or its duly appointed attorney. Regulation 5 of Part II of Table A shall not apply.
5. A poll may be demanded by the Chairman or by any Member present in person or by proxy and Regulation 58 of Table A shall be construed accordingly.

DIRECTORS

6. Unless and until otherwise determined by the Company in general meeting, the number of Directors shall not be less than two. Regulation 75 of Table A shall not apply.

- 18-08-92
7. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the Directors may determine.
 8. The Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge 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 (including its holding company). Regulation 79 of Table A shall not apply.
 9. The Board may pay and agree to pay pensions or other retirement, superannuation, death or disability benefits or allowances to or to any person in respect of any Director or former Director who may hold or may have held any executive office or employment under the Company or any subsidiary company of the Company or its holding company (if any) and for the purpose of providing any such pensions or other benefits or allowances may contribute to any scheme or fund and may make payments towards insurances or trusts in respect of such person. Regulation 87 of Table A shall not apply.
 10. A Director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 199 of the Act. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present. Paragraphs (2) and (4) of Regulation 84 of Table A shall not apply.
 11. The Board may from time to time appoint one or more of its body to an executive office (including that of Managing Director, Manager or any other salaried office) for such period and on such terms as it shall think fit, and subject to the terms of any Agreement entered into in any particular case, may revoke such appointment. Subject to the terms of any such Agreement the appointment of any Director as aforesaid shall be ipso facto determined if he cease from any cause to be a Director. Regulation 107 of Table A shall not apply.
 12. A Managing Director, Manager or other executive officer as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits or pension or otherwise howsoever, whether similar to the foregoing or not) as the Board may determine. Regulation 108 of Table A shall not apply.
 13. The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the Registered Office of the Company remove any Director from office or appoint any person to be a Director.

- 15-008-92
14. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall (subject to Regulation 88 of Table A) hold office until he is removed pursuant to the last preceding Article.
 15. Regulations 89 to 97 (Inclusive) of Table A shall not apply.
 16. Each Director shall have power by writing under his hand to nominate any person approved for that purpose by the other Directors to act as his alternate Director during his absence, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall, except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Directors whom he represents. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director.
 17. Every Director shall retire at the third Annual General Meeting following the date at which he was elected or re-elected.
 18. Any Director appointed in place of a Director dying or retiring before completing a three year period of office shall retire at the Annual General Meeting at which the deceased or retired Director would have retired under Article 17 had he survived and continued as a Director.

100092

Names, Addresses and descriptions of Subscribers

Michael John Hope,
30 City Road,
London, E.C.1.

Company Formation Assistant

Brian Goldstein,
30 City Road,
London, E.C.1.

Company Director

Dated the 22nd day of March, 1973.

Witness to the above Signatures:-

Linda Rose Davis,
30 City Road,
London, E.C.1.

Copy Typist