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THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with the
requirements of the Companies Acts 1948 to 1976
on application for registration of a companyPursuant to section 15(2) of the Companies Act 1948
as amended by the Companies Act 1976Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold black lettering

Company number

1480870/1

Name of Company

BL PENSION TRUSTEES

Limited*

I, RICHARD PAUL ATWELL COLES

of 35-38 PORTMAN SQUARE, LONDON W1H OHQ

* delete if
inappropriate

† Please indicate
whether you are
a Solicitor of
the Supreme
Court (or in
Scotland 'a
Solicitor')
engaged in the
formation of the
company, or
a person named
as director or
secretary of the
company in the
statement
delivered under
section 21 of the
Companies Act
1976

do solemnly and sincerely declare that I am † A SOLICITOR OF THE SUPREME
COURT ENGAGED IN THE FORMATION OF
of BL PENSION TRUSTEES

Limited*

and that all the requirements of the Companies Acts 1948 to 1976
in respect of matters precedent to the registration of the said company
and incidental thereto 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 10 Duke Street
London W1

the 25th day of January

One thousand nine hundred and eighty

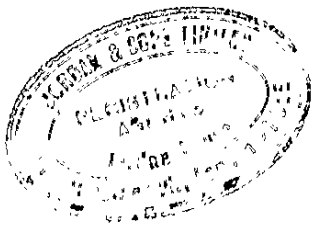
before me Melvyn ABH
A Commissioner for Oaths Solicitor

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

Presentor's name, address and
reference (if any)

For official use
General section

Post room



THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

BL PENSION TRUSTEES LIMITED



1480870/3

1. The name of the Company is "BL PENSION TRUSTEES LIMITED".

2. The registered office of the Company will be situate in England.

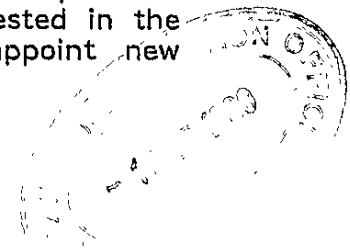
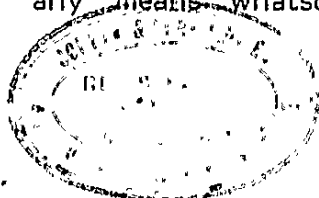
3. The objects for which the Company is established are:-

(A) To act as trustee in connection with any pension, provident, bonus, or other scheme for the benefit of employees which has been or may be instituted by BL Limited or by any holding subsidiary or associated company of that Company or by any institution or club connected therewith and generally to undertake and execute trusts of all kinds the undertaking whereof may seem desirable, and also undertake the office of executor, administrator, committee, manager, attorney, agent, nominee, delegate, substitute, secretary, treasurer, registrar or any other office or position of trust or confidence either solely or jointly with others and either gratuitously or otherwise and to undertake, perform and discharge or cause to be performed or discharged any duties in relation to or in anywise incidental to any such office.

(B) To hold as trustee, executor, administrator or otherwise and deal with, manage and turn to account any real or personal property of any kind, and in particular shares, stocks, debentures, debenture stocks, bonds, obligations, securities and investments of all kinds, policies, book debts, claims and choses in action, land, buildings, hereditaments, business concerns and undertakings, mortgages, charges, annuities, patents, licences and any interest in real or personal property, and any claims against any person, company, corporation, government, state or province or municipal or other authority or public body.

(C) To exercise all or any trust, power or discretion lawfully exercisable in connection with any such office as aforesaid and to take any proceedings necessary or which the Company may deem to be expedient in connection therewith.

(D) To renounce probate of any will, disclaim any trust, retire from any trusteeships, and to exercise any authority vested in the Company by any means whatsoever enabling it to appoint new trustees.



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(E) To acquire and assume, by purchase, subscription or otherwise (whether absolutely or conditionally) and to hold, sell and deal in the stocks, shares, bonds, debentures, obligations and securities of governments, states, companies, corporations and public, local or other bodies or authorities in all parts of the world.

(F) To lend money, and grant or provide credit and financial accommodation, to any person.

(G) To invest money of the Company in any investments and to hold, sell or otherwise deal with such investments, and to carry on the business of a property or investment company.

(H) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation of or binding on the Company in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities.

(I) 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.

(J) To accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities, whether negotiable or otherwise.

(K) To sell, exchange, mortgage, charge, 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, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities.

(L) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and 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, buildings 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.

(M) To aid or assist financially or otherwise and by gift or in any other form any persons, companies, associations, movements or objects whatsoever where such aid or assistance is deemed to be of advantage, directly or indirectly, to the Company or its business.

(N) To distribute any of the property of the Company among its creditors and members in specie or kind.

(O) 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.

(P) 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 its members.

(Q) To do all such things as in the opinion of the Company 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 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 capital of the Company is £100 divided into 100 Ordinary Shares of £1.

We, the several persons whose names, addresses, and descriptions 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
--	---

J. P. Henry

Ninety Nine

DIRECTOR
FOR
BLAC LIMITED
35-38 PORTMAN SQUARE
LONDON W1H 0NQ

R. Andrews

One

" HEATHERBANK "
11A PLYMOUTH ROAD
BARNT GREEN
WORCS.

DIRECTOR

Dated *25th January 1980*

Witness to the above Signatures:-

Wahne

68 RENNIE COURT
KINGS REACH
20 STAFFORD STREET
LONDON SE1 9NE.

Legal Assistant

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

1480870/4

BL PENSION TRUSTEES LIMITED

PRELIMINARY

1. Subject as hereinafter provided and except where the same are varied by or inconsistent with these presents, the regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 ("the Act") as amended by the Companies Act 1967 shall apply to the Company. Subject as aforesaid references herein to regulations in Table A shall be construed as referring to those contained in Part I thereof.

SHARE CAPITAL AND SHARES

2. The share capital of the Company at the date of incorporation is £100 divided into 100 Ordinary Shares of £1.

3. Subject to any direction to the contrary that may be given by the Company in general meeting all unissued shares shall be at the disposal of the Directors who may 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.

TRANSFER OF SHARES

4. 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.

PROCEEDINGS AT GENERAL MEETINGS

5. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by Proxy and entitled to vote. Regulation 58 of Table A shall be modified accordingly.

6. The Chairman at any General Meeting shall not be entitled to a second or casting vote. Regulation 60 of Table A shall not apply.

7. 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.

DIRECTORS

8. The minimum number of Directors shall be two or such other number as the Company may from time to time by Ordinary Resolution determine. Regulation 75 of Table A shall not apply to the Company.

9. 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.

10. A Director shall not be required to hold any shares in the capital of the Company to qualify him for office. Regulation 77 of Table A shall not apply.

11. The Directors shall not be subject to retirement by rotation and accordingly Regulations 89 to 93 of Table A shall not apply and all other references in Table A to retirement by rotation shall be disregarded.

12. A Resolution in writing signed by each of the Directors (or in any case and to the extent authorised by Article 14 his alternate Director) 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 persons. Regulation 106 of Table A shall not apply.

13. The Directors may entrust to and confer upon any Director any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

14. (a) Any Director may at any time by writing under his hand and deposited at the Registered Office, or delivered at a meeting of the Directors, 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 the Directors, shall have effect only upon and subject to being so approved.

(b) The appointment of an alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor ceases to be a Director.

(c) An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and shall be entitled 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 for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. If his appointor is for the time being 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. To such extent as the Director may from time to time determine in relation to any committees of the Directors the foregoing sentence shall also apply mutatis mutandis to any meeting of any such committee of which his appointor is a member. 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 expenses, and shall be entitled to be indemnified, by the Company to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company any remuneration except only 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.

15. The following provisions shall apply and to the extent that there is any inconsistency shall have overriding effect as against all other provisions of these Articles:-

(a) The Company may by Ordinary Resolution appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles.

(b) Each Director of the Company may at any time be removed from office by the Company by Ordinary Resolution.

Regulation 95 of Table A shall not apply.

INDEMNITY

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

J. P. Henry

DIRECTOR
FOR
BLTG LIMITED
35-38 PORTMAN SQUARE
LONDON W1H 0HQ

W. J. Anderson

" HEATHERBANK "
11A PLYMOUTH ROAD
BARNT GREEN
WORCS .

DIRECTOR .

Dated 25th January 1980

Witness to the above Signatures:-

W. J. Anderson

68 RENNIE COURT
KINGS REACH
20 STAMFORD STREET
LONDON SE1 9NZ

Legal Assistant



Please do not
write in this
binding margin



Please complete
legibly, preferably
in black type, or
bold black lettering

* delete if
inappropriate

THE COMPANIES ACTS 1948 TO 1976

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

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Form No 1

1

Company number

1480870/5

Name of Company

BL PENSION TRUSTEES

Limited*

The intended situation of the registered office of the company
on incorporation is as stated below

35-38 PORTMAN SQUARE

LONDON W1H OHQ

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

☐



If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

Presenter's
reference (if any):



For official use
General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	PERCY DALLEN PLANT	Business occupation	Company Executive
Former name(s) (note 3)	-	Nationality	BRITISH
Address (note 4)	THE PEAK PARKVIEW ROAD WOLDINGHAM, SURREY	Date of birth (where applicable) (note 6)	NA
Particulars of other directorships (note 5)	BL (STAFF) TRUSTEES LTD BL CARS EXPORTS LTD		
I hereby consent to act as director of the company named on page 1			
Signature		Date 4 th Jan 80.	

Name (note 2)	BRIAN GLANVILLE LANE	Business occupation	COMPANY EXECUTIVE
Former name(s) (note 3)	-	Nationality	BRITISH
Address (note 4)	12 WOODLANDS ROAD BARNES, LONDON SW13	Date of birth (where applicable) (note 6)	NA
Particulars of other directorships (note 5)	BL (HOURLY PAID) TRUSTEES LTD BL (STAFF) TRUSTEES LTD LBL (LIFE PENSION & MORTGAGE BROKERS) LIMITED		
I hereby consent to act as director of the company named on page 1			
Signature		Date 20 th Dec. 1979.	

Name (note 2)	HOARE	Business occupation	Executive Director
Former name(s) (note 3)	BRIAN DAVID	Nationality	British
Address (note 4)	90, Fitzroy Avenue, Harborne, Birmingham, B17 8RQ.	Date of birth (where applicable) (note 6)	NA
Particulars of other directorships (note 5)	Aveling Barford Holdings Ltd., B L (Hourly Paid) Trustees Ltd., B L (Staff) Trustees Ltd., B L Systems Ltd., Invicta Bridge & Engineering Co. Ltd., Nuffield Press Ltd., Prestcold Holdings Ltd., S P Group Facilities Ltd., SP Industries Ltd.		
I hereby consent to act as director of the company named on page 1			
Signature		Date 9 Jan 1980	

Please do not
write in this
blinding margin



Important

The particulars
to be given are
those referred to
in section
21(2)(b) of the
Companies Act
1976 and section
200(3) of the
Companies Act
1948. Please
read the notes
on page 4 before
completing this
part of the form.

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	BERNARD VALLOP
Former name(s) (note 3)	
Address (notes 4 & 7)	FAIRMEAD, CAMP ROAD, GERRARDE CROSS, BUCKINGHAMSHIRE
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>B. Vallop</i> Date 10 th Jan 1980

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

as required by
section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

delete as
appropriate

Signature *R. Andrews* [Subscriber] [Agent]† Date 21 January 80

Signature *J. P. Henry* [Subscriber] [Agent]† Date 23 January 1980
For BLMC LIMITED

Please do not
write in this
binding margin



THE COMPANIES ACTS 1948 TO 1976

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

Continuation sheet No. 1
to Form No. 1

Company number

1480870

Please complete
legibly,
preferably in
black type, or
bold black
lettering

*delete if
inappropriate

Name of Company

BL PENSION TRUSTEES

Limited*

Particulars of other directors (continued)

Name (note 2) DAVID ROGER GRIFFITH ANDREWS

Business occupation

COMPANY DIRECTOR

Former name(s) (note 3) -

Nationality

Address (note 4) "HEATHERBANK", 11A PLYMOUTH ROAD, BRITISH

BARNT GREEN, WORCS

Date of birth (where applicable)
(note 6)
NA

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

Signature

Date 17 January 80

Particulars of other directorships

BRITISH LEYLAND (HOURLY PAID) TRUSTEES LIMITED

*delete if
inappropriate

continued overleaf†



CERTIFICATE OF INCORPORATION

No. 1480870

I hereby certify that

EL PENSION TRUSTEES LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the Company is Limited.

Given under my hand at Cardiff the **22ND FEBRUARY 1980**

A handwritten signature in dark ink, appearing to read 'E. A. Wilson', written over the printed name.

E. A. WILSON

Assistant Registrar of Companies