

Number of
Certificate }

221528

Form No. 41.

THE COMPANIES ACTS 1908 to 1917.



A 5s.
Companies'
Registration
Fee Stamp
to be
impressed
here.

DECLARATION of Compliance with the requirements of the Companies

(Consolidation) Act 1908, on behalf of a Company proposed to be

registered as OCEAN PETROLEUM COMPANY

LIMITED.

REGISTERED
221528
30 APR 1927

Pursuant to Section 17 (2) of the Companies (Consolidation) Act 1908.

Presented for filing by

Mackrell & Ward

23 Walbrook E.C.4.

The Solicitors' Law Stationery Society, Limited, 22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4,
49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1, 15 Hanover Street, W.1, 66 St. Vincent Street, Glasgow,
and 18 & 21 North John Street, Liverpool.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

Companies Form No. 41-10073.26-1-27. W127

J. HERBERT IBOTSON WARD

of 33 Walbrook in the City of London

(a) Here Insert:
"A Solicitor of
the High Court
engaged in the
formation."

or
"A Director' or
Secretary named
in the Articles of
Association."

Do solemnly and sincerely declare that I am (a) a Solicitor
of the High Court engaged in the formation

of Ocean Petroleum Company

Limited, and that all and every the requirements of the Companies
(Consolidation) Act 1908, 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 3 Boiss Court Walbrook
in the City of London

the 27th day of April

One thousand nine hundred and twenty seven

Before me,

H. Ibotson Ward

Number of
Certificate }

221528

Form No. 25.

THE STAMP ACT 1891.

(54 & 55 Vict., Ch. 39.)



COMPANY LIMITED BY SHARES.

Statement of the Nominal Capital

OF

OCEAN PETROLEUM COMPANY

LIMITED.

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, and by Section 39 of the Finance Act 1920.

21518

NOTE.—The Stamp Duty on the Nominal Capital is One Pound for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered.

Presented for filing by

Mackrell & Ward

33 Walbrook E.C.4.

The Solicitors' Law Stationery Society, Limited, 22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria St., S.W.1, 15 Hanover St., W.1, 66 St. Vincent St., Glasgow, and 111-113, 115, 117, 119, 121, 123, 125, 127, 129, 131, 133, 135, 137, 139, 141, 143, 145, 147, 149, 151, 153, 155, 157, 159, 161, 163, 165, 167, 169, 171, 173, 175, 177, 179, 181, 183, 185, 187, 189, 191, 193, 195, 197, 199, 201, 203, 205, 207, 209, 211, 213, 215, 217, 219, 221, 223, 225, 227, 229, 231, 233, 235, 237, 239, 241, 243, 245, 247, 249, 251, 253, 255, 257, 259, 261, 263, 265, 267, 269, 271, 273, 275, 277, 279, 281, 283, 285, 287, 289, 291, 293, 295, 297, 299, 301, 303, 305, 307, 309, 311, 313, 315, 317, 319, 321, 323, 325, 327, 329, 331, 333, 335, 337, 339, 341, 343, 345, 347, 349, 351, 353, 355, 357, 359, 361, 363, 365, 367, 369, 371, 373, 375, 377, 379, 381, 383, 385, 387, 389, 391, 393, 395, 397, 399, 401, 403, 405, 407, 409, 411, 413, 415, 417, 419, 421, 423, 425, 427, 429, 431, 433, 435, 437, 439, 441, 443, 445, 447, 449, 451, 453, 455, 457, 459, 461, 463, 465, 467, 469, 471, 473, 475, 477, 479, 481, 483, 485, 487, 489, 491, 493, 495, 497, 499, 501, 503, 505, 507, 509, 511, 513, 515, 517, 519, 521, 523, 525, 527, 529, 531, 533, 535, 537, 539, 541, 543, 545, 547, 549, 551, 553, 555, 557, 559, 561, 563, 565, 567, 569, 571, 573, 575, 577, 579, 581, 583, 585, 587, 589, 591, 593, 595, 597, 599, 601, 603, 605, 607, 609, 611, 613, 615, 617, 619, 621, 623, 625, 627, 629, 631, 633, 635, 637, 639, 641, 643, 645, 647, 649, 651, 653, 655, 657, 659, 661, 663, 665, 667, 669, 671, 673, 675, 677, 679, 681, 683, 685, 687, 689, 691, 693, 695, 697, 699, 701, 703, 705, 707, 709, 711, 713, 715, 717, 719, 721, 723, 725, 727, 729, 731, 733, 735, 737, 739, 741, 743, 745, 747, 749, 751, 753, 755, 757, 759, 761, 763, 765, 767, 769, 771, 773, 775, 777, 779, 781, 783, 785, 787, 789, 791, 793, 795, 797, 799, 801, 803, 805, 807, 809, 811, 813, 815, 817, 819, 821, 823, 825, 827, 829, 831, 833, 835, 837, 839, 841, 843, 845, 847, 849, 851, 853, 855, 857, 859, 861, 863, 865, 867, 869, 871, 873, 875, 877, 879, 881, 883, 885, 887, 889, 891, 893, 895, 897, 899, 901, 903, 905, 907, 909, 911, 913, 915, 917, 919, 921, 923, 925, 927, 929, 931, 933, 935, 937, 939, 941, 943, 945, 947, 949, 951, 953, 955, 957, 959, 961, 963, 965, 967, 969, 971, 973, 975, 977, 979, 981, 983, 985, 987, 989, 991, 993, 995, 997, 999.

THE NOMINAL CAPITAL

OF

..... Ocean Petroleum Company

....., Limited,

is £100,000....., divided into 100,000.....

Shares of one pound..... each.

Signature.....

Maxwell Wood

Officer.....

Director of the Company

Dated the 24..... day of

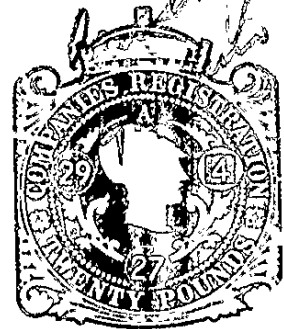
April..... 1927.

This Statement should be signed by an Officer of the Company.



The Companies Acts 1908 to 1947. PR 1527

21518.



COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

OCEAN PETROLEUM COMPANY LIMITED.



1. The name of the Company is "OCEAN PETROLEUM COMPANY LIMITED."

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

3. The objects for which the Company is established are those enumerated below, and each of such objects shall as far as possible be regarded as an independent object of the Company and shall accordingly be in no wise limited or restricted by reference to or inference from any other objects for which the Company is formed, or the name of the Company, and each of such objects may be carried out in as full and ample a manner and construed in as wide a sense as if each object were the primary object for which the Company had been formed :—

- (A) To carry on the business of purchasing, importing, selling and distributing crude and refined oils, benzol, and all products or bye-products of oil and petroleum, and of trading in these substances, and with a view thereto to carry into effect, with such (if any) modifications or alterations as may be agreed upon, two several agreements, already prepared, one of which is expressed to be made

by the Company of the one part and the North American Car Corporation of the other part, and the other is expressed to be made by the Company of the one part and Burt Boulton & Haywood Limited of the other part, the respective drafts of which have been subscribed, with a view to identification, by Mr. Herbert Ibotson Ward, a Solicitor of the Supreme Court of Judicature.

- (B) To carry on the business of manufacturing, distilling, precipitating, refining or otherwise treating or dealing with crude and refined oils, benzol and all products or bye-products of oil and petroleum, and to purchase or acquire patent or other rights or licences to use patent or other rights relative to the treating of oils, candles, sulphate of ammonia or any products or bye-products thereof or in the working, raising or manufacturing of minerals or products thereof; and to carry on any other trade or business whatsoever which can, in the opinion of the Board, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (C) To acquire from time to time by purchase or otherwise use, develop, deal in and turn to account any freeholds, leases, concessions, grants, rights, claims and interests in lands or other properties of every description in the United States of America and in any part of the world, including plantations, water rights and ways, oilfields, wells, mines, manufactories, works, railways, rolling stock, tramways, lands, wharves, docks, canals, quarries, forest, pits, mills, building, machinery, stock, plant, patents, patent rights, trade-marks, licences, secret processes and things, upon such terms and in such manner as may be deemed advisable.
- (D) To search for, examine, prospect and explore lands, mines, minerals, ores, mining, water rights and claims in any part of the world, to search for and obtain information as to mines, mining districts, mining claims, water claims, water rights and any other rights, claims and property, to examine, investigate and secure the titles to lands, mines, minerals, ores, mining, water or other rights and claims in any part of the world.

- (E) To carry on business as oil exporters, distributors and merchants in any part of the world ; and any other trade or business whatsoever which can, in the opinion of the Board, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (F) To carry on the business of general traders, merchants, exporters and importers, bankers, financiers, metal brokers, smelters, refiners, distillers, gas makers, shipowners, carriers' agents, brokers, storekeepers, advertising agents, commission agents, company promoters, manufacturers, contractors and wharfingers, and in particular without prejudice to the generality of the foregoing words, to carry on any other business or businesses whatsoever and wheresoever which may, in the opinion of the Company, be conveniently carried on in connection therewith or calculated directly or indirectly to enhance the value of or render profitable any of the Company's properties or rights.
- (G) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidize the erection, construction and maintenance of any of the above.
- (H) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (I) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures, mortgage debentures or debenture stock payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

- (J) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (K) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (L) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (M) 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 establish and support, or to aid in the establishment and support of any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or of the persons employed by the Company.
- (N) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (O) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such securities and in such manner as may from time to time be determined.
- (P) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed 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 may determine.

- (Q) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments, or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or others securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (R) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, subsidize or otherwise assist any such company.
- (S) To establish or promote or concur in establishing or promoting any other company, either in this country or the United States of America or elsewhere, whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company, or the carrying on of this Company's business, or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of any securities issued by or any other obligations of any such company or the interest thereon or the payment of any dividend or interest on the shares or stock of any such company, and to assist any such company by advances of money or otherwise.
- (T) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying

on any business which this Company is authorized to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.

- (U) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (V) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (W) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (X) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (Y) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £100,000, divided into 100,000 shares of £1 each, with such rights as are defined by the Articles of Association registered herewith, subject however to the right and power to modify or vary the same contained in Clause 4 of Table A in the First Schedule to the Companies (Consolidation) Act 1908.

Any new shares from time to time to be created may from time to time be issued with any such guarantee or any such right of preference, whether in respect of dividend or of repayment of capital, or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued, or at such a premium or with such deferred rights as compared with any other shares previously issued or then about to be issued, or subject to any such conditions or provisions, and with any such right or without any right of voting, and generally on such terms as the Company may from time to time determine, but so that any preferential or special rights attached to issued shares shall not be affected or interfered with except in manner provided in Clause 4 of Table A aforesaid.

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.
<i>M. D. Brigham</i> <i>317 Lake Hall St. Chicago, Ill.</i> <i>President N. Am. Co. Corp.</i>	<i>One</i>
<i>Hubert Wickham</i> <i>Redbrough Hall Leambridge Wells.</i> <i>Director Public Coy.</i>	<i>one</i>
<i>Dunham</i> <i>13 Sussex Square London.</i> <i>Peer of The Realm</i>	<i>one</i>
<i>Charles B. Woodward.</i> <i>Woodstock.</i> <i>Reigate.</i> <i>Chemical Manufacturers.</i>	<i>One</i> <i>One</i> <i>One</i> <i>One</i>

Dated this 27th day of April 1927.

Witness to the above Signatures—

H. Stoborn Wood
Solicitor
33 Wallbrook S.C.



The Companies Acts 1908 to 1917.



COMPANY LIMITED BY SHARES.

Articles of Association

OF

OCEAN PETROLEUM COMPANY LIMITED.

21518
30 APR 1927

TABLE A EXCLUDED.

1. The regulations in Table A in the First Schedule to the Companies (Consolidation) Act 1908 shall not apply to the Company, except so far as the same are repeated or contained in these Articles. Table A excluded

INTERPRETATION.

2. In these Articles the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context— Interpretation clause

WORDS.

MEANINGS.

WORDS.	MEANINGS.	Definitions
The Statutes ..	The Companies Acts 1908 to 1917, and every other Act for the time being in force concerning joint stock companies and affecting the Company.	
These Articles ..	These Articles of Association as originally framed or as altered from time to time by Special Resolution.	
The Directors ..	The Directors for the time being of the Company.	
The Office ..	The registered office for the time being of the Company.	
The Seal ..	The common seal of the Company.	
Month ..	Calendar month.	

Writing shall include printing and lithography and any other mode or modes of representing or reproducing words in a visible form.

Words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender ; and

Words importing persons shall include corporations.

Expression in
statutes to bear
same meaning in
Articles

Subject as aforesaid, any words or expressions defined in the statutes shall, except where the subject or context forbids, bear the same meanings in these Articles.

VENDORS' AGREEMENT.

Company to enter
into agreement
described in
Memorandum of
Association

3. The Company shall, as speedily as possible after the incorporation of the Company, enter into and carry into effect the agreements under the seal referred to in Clause 3 (A) of the Memorandum of Association, with such (if any) modifications or alterations as may be agreed upon, whether before or after the execution thereof. It is hereby expressly declared that the validity of the said agreements or of any such modification thereof as aforesaid shall not be impeached on the ground that any of the vendors, as a promoter, Director or otherwise, stands in a fiduciary relation to the Company, and every person who shall at any time become a member of the Company shall be deemed to approve and confirm the said agreements with or without modification as aforesaid.

SHARES.

Initial capital

4. The initial capital of the Company is divided into 100,000 shares of £1 each.

How shares to be
issued

5. The shares taken by the subscribers to the Memorandum of Association and those to be allotted to the North American Car Corporation and to Burt Boulton & Haywood Limited or their respective nominees shall be duly issued by the Directors, but no further shares shall be issued nor shall any increase of capital be made without the consent in writing of the North American Car Corporation and Burt Boulton & Haywood Limited. All further shares authorized to be issued with the consent aforesaid shall be offered to the members in proportion to the existing shares held by them, and such offer shall be made by notice specifying the number of the shares to which the member is entitled and limiting the time within which the offer if not accepted will be deemed to be declined and after the expiration of such time, or on the receipt of an intimation from the member to whom such notice is given that he

declines to accept the shares offered, the Directors may allot or otherwise dispose of the same to such persons and upon such terms as they think fit. Unless and until allowed by law no shares shall be issued at a discount.

6. The Company is a Private Company, and accordingly (A) no invitation shall be issued to the public to subscribe for any shares or debentures or debenture stock of the Company; (B) the number of the members of the Company (exclusive of persons who are in the employment of the Company, and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) shall be limited to fifty, provided that, for the purposes of this provision, where two or more persons hold one or more shares in the Company jointly they shall be treated as a single member; and (c) the right to transfer the shares of the Company shall be restricted in manner hereinafter appearing. If the Company shall at any time be turned into a Public Company, the minimum subscription shall for the purposes of any offer or allotment of shares to which Section 85 of the Companies (Consolidation) Act 1908 applies be seven shares.

7. The Company may pay to any person a commission in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company: Provided that such commission shall not exceed 10 per cent. of the nominal amount of such shares or an amount equivalent to such percentage; and the requirements of Sections 26, 89 and 90 of the Companies (Consolidation) Act 1908 shall be observed.

8. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in Section 91 of the Companies (Consolidation) Act 1908, and may charge the same to capital as part of the cost of the construction of the works, buildings or plant.

9. If two or more persons are registered as joint holders of any share, any one of such persons may give effectual receipts for any dividends or other moneys payable in respect of such share.

No trust recognized

10. No person shall be recognized by the Company as holding any share upon any trust, and the Company shall not be bound by or required to recognize any equitable, contingent, future or partial interest in any share or any right whatsoever in respect of any share other than an absolute right to the entirety thereof in the registered holder, except as by these Articles otherwise expressly provided or as by statute required or pursuant to any order of Court.

Registered member
entitled to share
certificate

11. Every member shall be entitled, without payment, to receive within two months after allotment or registration of transfer (unless the conditions of issue provide for a longer interval) one certificate under the seal for all the shares registered in his name, specifying the number and denoting numbers of the shares in respect of which it is issued and the amount paid up thereon: Provided that in the case of joint holders the Company shall not be bound to issue more than one certificate to all the joint holders, and delivery of such certificate to any one of them shall be sufficient delivery to all. Every certificate shall be signed by two Directors and countersigned by the Secretary or some other person nominated by the Directors for the purpose.

New certificate
may be issued

12. If any share certificate shall be defaced, worn out, destroyed or lost, it may be renewed on such evidence being produced and such indemnity (if any) being given as the Directors shall require, and (in case of defacement or wearing out) on delivery up of the old certificate, and in any case on payment of such sum not exceeding one shilling as the Directors may from time to time require.

LIEN.

Company to have
lien on shares and
dividends

13. The Company shall have a first and paramount lien upon all shares (whether fully paid or not) registered in the name of any member, either alone or jointly with any other person, for his debts, liabilities and engagements, whether solely or jointly with any other person, to or with the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not, and such lien shall extend to all dividends from time to time declared in respect of such shares. But the Directors may at any time declare any share to be exempt, wholly or partially, from the provisions of this Article.

Lien may be
enforced by sale
of shares

14. The Directors may sell the shares subject to any such lien at such time or times and in such manner as they think fit, but no sale shall be made until such time as the moneys in respect of which such lien exists or some part thereof are or is presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, and until

a demand and notice in writing stating the amount due or specifying the liability or engagement and demanding payment or fulfilment or discharge thereof and giving notice of intention to sell in default shall have been served on such member or the persons (if any) entitled by transmission to the shares, and default in payment, fulfilment or discharge shall have been made by him or them for seven days after such notice.

15. The net proceeds of any such sale shall be applied in or towards satisfaction of the amount due to the Company, or of the liability or engagement, as the case may be, and the balance (if any) shall be paid to the member or the person (if any) entitled by transmission to the shares so sold.

Application of
proceeds of sale

16. Upon any such sale as aforesaid, the Directors may enter the purchaser's name in the register as holder of the shares, and the purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

Directors may enter
purchaser's name
in share register

17. No member shall be entitled to receive any dividend or to exercise any privilege as a member until he shall have paid all calls for the time being due and payable on every share held by him, whether alone or jointly with any other person, together with interest and expenses (if any).

Member not entitled
to privileges of
membership until
all calls paid

CALLS ON SHARES.

18. The Directors may, subject to the provisions of these Articles, from time to time make such calls upon the members in respect of all moneys unpaid on their shares as they think fit, provided that fourteen days' notice at least is given of each call, and each member shall be liable to pay the amount of every call so made upon him to the persons, by the instalments (if any), and at the times and places appointed by the Directors.

Directors may
make calls

Fourteen days'
notice to be given

19. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing such call was passed.

When call deemed
made

20. The joint holders of a share shall be jointly and severally liable to the payment of all calls and instalments in respect thereof.

Liability of joint
holders

21. If before or on the day appointed for payment thereof a call or instalment payable in respect of a share is not paid, the holder or allottee of the share shall pay interest on the amount

Interest on unpaid
call

of the call or instalment at such rate not exceeding 10 per cent. per annum as the Directors shall fix from the day appointed for payment thereof to the time of actual payment, but the Directors may waive payment of such interest wholly or in part.

Sums payable on
allotment deemed
a call

22. Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, whether on account of the amount of the share or by way of premium, shall, for all purposes of these Articles, be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment the provisions of these Articles as to payment of interest and expenses, forfeiture and the like, and all other the relevant provisions of these Articles, shall apply as if such sum were a call duly made and notified as hereby provided.

Difference in calls

23. The Directors may, from time to time, make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and in the time of payment of such calls.

Calls may be paid
in advance

24. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys due upon his shares beyond the sums actually called up thereon, and upon the moneys so paid in advance, or so much thereof as exceeds the amount for the time being called up on the shares in respect of which such advance has been made, the Directors may pay or allow such interest as may be agreed between them and such member, in addition to the dividend payable upon such part of the share in respect of which such advance has been made as is actually called up.

TRANSFER OF SHARES.

Transfer of Shares

25. No transfer of any shares in the capital of the Company to any person not already a member of the Company shall be made or registered without the previous consent in writing of the North American Car Corporation and Burt Boulton & Haywood Limited, and the previous sanction of the Directors who may, without assigning any reason, decline to give any such sanction, and shall so decline in the case of any transfer the registration of which would involve a contravention of Clause 6 hereof.

26. Subject as herein otherwise provided—

(1) A share may be transferred by a member or other person entitled to transfer to any member selected by the transferor, but save as aforesaid and save as

provided by Sub-Clause 6 hereof, no share shall be transferred to a person who is not a member, so long as any member (or any person selected by the Directors as one whom it is desirable in the interests of the Company to admit to membership) is willing to purchase the same at the fair value.

- (2) Except where the transfer is made pursuant to Clause 5 hereof, the person proposing to transfer any share (hereinafter called "the proposing transferor") shall give notice in writing (hereinafter called "a transfer notice") to the Company that he desires to transfer the same. Such notice shall specify the sum he fixed as the fair value and shall constitute the Company his agent for the sale of the share to any member of the Company (or person selected as aforesaid) at the price so fixed, or at the option of the purchaser, at the fair value, in accordance with these Articles. A transfer notice may include several shares, and in such case shall operate as if it were a separate notice in respect of each. A transfer notice shall not be revocable except with the sanction of the Directors.
- (3) If the Company shall, within the space of twenty-eight days, after being served with a transfer notice find a member (or person selected as aforesaid) willing to purchase the share (hereinafter called "the purchasing member") and shall give notice thereof to the proposing transferor, he shall be bound upon payment of the fair value, to transfer the share to the purchasing member.
- (4) The fair value aforesaid shall be ascertained and decided by the President for the time being of the Institute of Chartered Accountants in London, England, and if he is unwilling to act by some other Chartered Accountant to be nominated by the said President, who shall decide what is the fair value, taking into consideration the objects of the agreements to be entered into by the Company, referred to in Clause 3 hereof, and all the circumstances of the case, and the decision of the President or the person nominated by him as to the fair value shall be final and binding on the transferor and the transferee respectively.

(5) If in any case the proposing transferor, after having become bound as aforesaid, makes default in transferring the share, the Company may receive the purchase money and shall thereupon cause the name of the purchasing member to be entered in the register as the holder of the share, and shall hold the purchase money in trust for the proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchasing member and after his name has been entered in the register in purported exercise of the aforesaid power, the validity of the proceedings shall not be questioned by any person.

(6) If the Company shall not, within the space of twenty-eight days, after being served with a transfer notice, find a member (or person selected as aforesaid) willing to purchase the shares, and give notice in manner aforesaid, the proposing transferor shall at any time, within three calendar months afterwards, be at liberty, subject to Clause 25 hereof, to sell and transfer the shares (or those not placed) to any person and at any price.

Transfers to be
executed by both
parties

27. The instrument of transfer of a share shall be executed both by the transferor and the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

Company to provide
and Secretary to
keep register

28. The Company shall provide a book to be called the "Register of Transfers," which shall be kept by the Secretary under the control of the Directors, and in which shall be entered the particulars of every transfer or transmission of every share.

Transfer fee

29. Such fee, not exceeding two shillings and sixpence for each transfer, as the Directors may from time to time determine, may be charged for registration of a transfer.

Register of
transfers may be
closed

30. The register of transfers shall be closed during the fourteen days immediately preceding every Ordinary General Meeting of the Company, and at such other times (if any) and for such period as the Directors may from time to time determine, provided always that it shall not be closed for more than thirty days in any year.

TRANSMISSION OF SHARES.

31. In the case of the death of a member, the survivors or survivor, where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole or only surviving holder, shall be the only persons recognized by the Company as having any title to his shares, but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him.

On death of member survivor or executor only recognized

32. Any person becoming entitled to a share in consequence of the death or bankruptcy of any member may, upon producing such evidence of title as the Directors shall require, with the consent of the Directors (which they shall be entitled to withhold without assigning any reason therefor), be registered himself as holder of the share, or, subject to the provisions as to transfers herein contained, transfer the same to some other person. Provided always that the executor or administrator of a deceased sole holder of a share or the person becoming entitled to a share in consequence of the death or bankruptcy of a member shall not be registered as a member or be entitled to make any transfer of the share held by the deceased or bankrupt person without the previous consent in writing of the North American Car Corporation and Burt Boulton & Haywood Limited.

Persons becoming entitled on death or bankruptcy of member may be registered

33. A person entitled to a share by transmission shall be entitled to receive, and may give a discharge for, any dividends or other moneys payable in respect of the share, but he shall not be entitled in respect of it to receive notices of, or to attend or vote at meetings of the Company, or, save as aforesaid, to exercise any of the rights or privileges of a member, unless and until he shall become a member in respect of the share.

Person entitled may receive dividends without being registered as member, but may not vote

FORFEITURE OF SHARES.

34. If any member fails to pay the whole or any part of any call or instalment of a call on or before the day appointed for the payment thereof, the Directors may at any time thereafter, during such time as the call or instalment or any part thereof remains unpaid, serve a notice on him or on the person entitled to the share by transmission requiring him to pay such call or instalment, or such part thereof as remains unpaid, together with interest at such rate not exceeding 10 per cent. per annum as the Directors shall determine, and any expenses that may have accrued by reason of such non-payment.

Directors may require payment of call with interest and expenses

35. The notice shall name a further day (not earlier than the expiration of seven days from the date of the notice) on or

Notice requiring payment to contain certain particulars.

before which such call or instalment, or such part as aforesaid, and all interest and expenses that have accrued by reason of such non-payment, are to be paid. It shall also name the place where payment is to be made, and shall state that, in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call was made will be liable to be forfeited.

On non-compliance
with notice shares
forfeited on
resolution of
Directors

36. If the requisitions of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. A forfeiture of shares shall include all dividends in respect of the shares not actually paid before the forfeiture, notwithstanding that they shall have been declared.

Notice of forfeiture
to be given and
entered in register
of members

37. When any share has been forfeited in accordance with these Articles, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the register of members opposite to the share; but the provisions of this Article are directory only, and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

Directors may allow
forfeited share to
be redeemed

38. Notwithstanding any such forfeiture as aforesaid, the Directors may, at any time before the forfeited share has been otherwise disposed of, annul the forfeiture, upon the terms of payment of all calls and interest due upon and expenses incurred in respect of the share and upon such further terms (if any) as they shall see fit.

Shares forfeited
belong to Company

39. Every share which shall be forfeited shall thereupon become the property of the Company, and may be either cancelled or sold or re-allotted, or otherwise disposed of, either to the person who was before forfeiture the holder thereof, or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit.

Holders of forfeited
shares liable for
call made before
forfeiture

40. A shareholder whose shares have been forfeited shall, notwithstanding, be liable to pay to the Company all calls made and not paid on such shares at the time of forfeiture, and interest thereon to the date of payment, in the same manner in all respects as if the shares had not been forfeited, and to satisfy all (if any) the claims and demands which the Company might have enforced

in respect of the shares at the time of forfeiture, without any deduction or allowance for the value of the shares at the time of forfeiture.

41. The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share, and all other rights and liabilities incidental to the share as between the shareholder whose share is forfeited and the Company, except only such of those rights and liabilities as are by these Articles expressly saved, or as are by the statutes given or imposed in the case of past members. Consequences of forfeiture

42. A statutory declaration in writing that the declarant is a Director of the Company, and that a share has been duly forfeited in pursuance of these Articles, and stating the date upon which it was forfeited, shall, as against all persons claiming to be entitled to the share adversely to the forfeiture thereof, be conclusive evidence of the facts therein stated, and such declaration, together with the receipt of the Company for the consideration (if any) given for the share on the sale or disposition thereof, and a certificate of proprietorship of the share under the seal delivered to the person to whom the same is sold or disposed of, shall constitute a good title to the share, and such person shall be registered as the holder of the share and shall be discharged from all calls made prior to such sale or disposition, and shall not be bound to see to the application of the purchase money (if any), nor shall his title to the share be affected by any act, omission or irregularity relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share. Title to forfeited share

ALTERATIONS OF CAPITAL.

43. The Company may so far alter the conditions of its Memorandum of Association as by Ordinary Resolution— Company may alter its capital in certain ways

- (A) To consolidate and divide its share capital into shares of larger amount than its existing shares, or
- (B) To cancel any shares not taken or agreed to be taken by any person ;

and by Special Resolution—

- (C) To divide its share capital or any part thereof into shares of smaller amount than is fixed by its Memorandum of Association by sub-division of its existing shares or any of them, subject nevertheless to the provisions of the statutes, and so that as between the resulting shares, one or more of such shares

may by the resolution by which such sub-division is effected be given any preference or advantage as regards dividend, capital, voting or otherwise over the others, or any other of such shares, or

- (D) To reduce its capital in any manner authorized and subject to any conditions prescribed by the statutes.

INCREASE OF CAPITAL.

Company may
increase its capital

44. The Company in General Meeting may from time to time, whether all the shares for the time being authorized shall have been issued or all the shares for the time being issued shall have been fully called up or not, increase its share capital by the creation of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and (subject to any special rights for the time being attached to any existing class of shares) to carry such preferential, deferred or other special rights (if any), or to be subject to such conditions or restrictions (if any), in regard to dividend, return of capital, voting or otherwise, as the General Meeting resolving upon such increase directs.

Unissued and new
shares to be first
offered to members
unless otherwise
determined

45. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued, and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

New shares to be
ordinary capital
unless otherwise
provided

46. Except so far as otherwise provided by or pursuant to these Articles or by the conditions of issue, any new share capital shall be considered as part of the original ordinary share capital of the Company, and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the original share capital.

MODIFICATION OF CLASS RIGHTS.

47. All or any of the rights, privileges or conditions for the time being attached or belonging to any class of shares for the time being forming part of the capital of the Company may from time to time be modified, affected, varied, extended or surrendered in any manner with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of an Extraordinary Resolution passed at a separate meeting of the members of that class. To any such separate meeting all the provisions of these Articles as to General Meetings of the Company shall *mutatis mutandis* apply, but so that the necessary quorum shall be members of the class holding or representing by proxy one-third of the capital paid or credited as paid on the issued shares of the class.

Rights of share-holders may be altered

GENERAL MEETINGS.

48. The Statutory General Meeting shall be held at such time within not less than one month nor more than three months from the incorporation of the Company, and at such place as the Directors may determine. The provisions of Section 65 of the Companies (Consolidation) Act 1908 in relation to such meeting (so far as they affect the Company) shall be observed by the Directors.

Statutory Meeting

49. Subsequent General Meetings shall be held once in every year at such time and place as may be determined by the Directors, but so that not more than fifteen months shall be allowed to elapse between any two Annual General Meetings.

Subsequent General Meetings

50. The above-mentioned General Meetings shall be called Ordinary Meetings. All other General Meetings shall be called Extraordinary.

Ordinary and Extraordinary Meetings

51. The Directors may call an Extraordinary Meeting whenever they think fit.

Directors may call Extraordinary Meeting

52. The Directors shall call an Extraordinary Meeting whenever a requisition in writing, signed by either the nominee of the North American Car Corporation or the nominee of Burt Boulton & Haywood Limited, and stating fully the objects of the meeting, shall be deposited at the office. Such a requisition may consist of several documents in like form, each signed by one or more requisitionists.

Members may requisition Directors to call Extraordinary Meeting

53. If the Directors do not proceed to convene a meeting to be held within twenty-one days from the date of the requisition being so deposited, the requisitionists, or a majority of them in value, may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of such deposit.

If Directors neglect to call meeting requisitionists may call it

Directors must
convene
confirmatory
meeting or
requisitionists may
call it in case of
neglect

54. If at any such meeting a resolution requiring confirmation at another meeting is passed, the Directors shall forthwith convene a further Extraordinary General Meeting for the purpose of considering the resolution and, if thought fit, of confirming it as a Special Resolution, and if the Directors do not convene such further meeting within seven days from the date of the passing of the first resolution, the requisitionists, or a majority of them in value, may themselves convene the meeting. All meetings convened by requisitionists under this or the preceding Article shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Directors.

Notice of meeting

55. Seven days' notice at the least, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of such business, shall be given in manner hereinafter mentioned to such members as are under the provisions of these Articles entitled to receive notices from the Company: Provided that the accidental omission to give such notice to, or the non-receipt of such notice by, any such member shall not invalidate any resolution passed or proceeding had at any such meeting, and with the consent of all the members for the time being entitled to receive notices of meetings, a meeting may be convened upon a shorter notice and in such manner as such members may approve. Whenever a Special Resolution is proposed to be submitted, the two meetings may be convened by a single notice, and the second meeting may be thereby convened conditionally on the resolution being passed by the requisite majority at the first meeting.

PROCEEDINGS AT GENERAL MEETINGS.

Special business

56. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting shall also be deemed special, with the exception of sanctioning a dividend, the consideration of the accounts and balance sheets and the ordinary reports of the Directors and Auditors, and the fixing of the remuneration of the Auditors.

Members may
submit resolution
to meeting on
giving notice to
Company

57. Any member entitled to be present and vote at a meeting may submit to any General Meeting any resolution which is relevant to the objects for which the meeting is convened, provided that at least the prescribed time before the day appointed for the meeting he shall have served upon the Company a notice in writing signed by him containing the proposed resolution, and stating his intention to submit the same. The prescribed time above mentioned shall be such that, between the date on which the notice is served or deemed to be served and the day appointed for the meeting, there shall be not less than four nor more than fourteen intervening days.

58. Upon receipt of any such notice as in the last preceding Article mentioned, the Secretary shall, in any case where the notice of intention is received before the notice of the meeting is issued, include in the notice of the meeting, and shall in any other case issue as quickly as possible to the members entitled to notice of the meeting, notice that such resolution will be proposed.

Secretary to give notice to members

59. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Two members personally present shall be a quorum, provided that one is the nominee of the North American Car Corporation and the other is the nominee of Burt Boulton & Haywood Limited.

No business to be transacted unless quorum present

60. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be a quorum.

If quorum not present meeting adjourned or dissolved

61. The Chairman (if any) of the Board of Directors shall preside at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, the members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some member present to be Chairman of the meeting, but the Chairman of any General Meeting shall not be entitled to any casting vote.

Chairman of Board to preside at all meetings

62. The Chairman may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting. Except as provided by the statutes in the case of the Statutory Meeting, no business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

Notice of adjournment to be given

63. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by either the North American Car Corporation

How resolution decided

or Burt Boulton & Haywood Limited or their respective nominees, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried or has been carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Company shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Poll to be taken as
Chairman shall
direct

64. If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

No poll in certain
cases

65. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

Chairman not to
have casting vote

66. In the case of an equality of votes, either on a show of hands or on a poll, the Chairman of the meeting shall not be entitled to a further or casting vote.

Business to be
continued if poll
demanded

67. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business, other than the question on which a poll has been demanded.

VOTES OF MEMBERS.

Members to have
one vote or one vote
for every share, but
holders of
preference shares
only in certain
cases

68. Subject and without prejudice to any special privileges or restrictions for the time being affecting any special class of shares for the time being forming part of the capital of the Company every member shall have one vote on a show of hands, and in case of a poll shall have one vote for every share of which he is the holder.

Votes of lunatic
member

69. If any member be a lunatic, idiot or *non compos mentis*, he may vote by his committee, receiver, *curator bonis* or other legal curator, and such last-mentioned persons may give their votes either personally or by proxy.

Votes of joint
holders of shares

70. If two or more persons are jointly entitled to a share, then in voting upon any question the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other registered holders of the share, and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

Only members not
indebted to
Company in respect
of shares entitled
to vote

71. Save as herein expressly provided, no person other than a member duly registered and who shall have paid everything for the time being due from him and payable to the Company in

respect of his shares, shall be entitled to be present or to vote on any question either personally or by proxy, or as proxy for another member, or to be reckoned in a quorum, at any General Meeting.

72. Votes may be given either personally or by proxy. How votes may be given and who can act as proxy
On a show of hands a member present only by proxy shall have no vote, but a proxy for or representative of a corporation may vote on a show of hands. No person shall act as a proxy, except for a corporation, who is not entitled to be present and vote in his own right.

73. The instrument appointing a proxy shall be in writing Instrument appointing proxy to be in writing
under the hand of the appointor or of his attorney duly authorized in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorized in that behalf. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand or concur in demanding a poll on behalf of the appointor.

74. The instrument appointing a proxy, together with the power of attorney (if any) under which it is signed or a notarially certified copy thereof, shall be deposited at the office at least forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote; otherwise the person so named shall not be entitled to vote in respect thereof. Instrument appointing a proxy to be left at Company's office

75. Any instrument appointing a proxy shall be in the Form of Proxy
following form or as near thereto as circumstances will admit—

" OCEAN PETROLEUM COMPANY LIMITED.

" I,
" of , a member of
" OCEAN PETROLEUM COMPANY LIMITED, and
" entitled to votes, hereby appoint
"
" of , another member
" of the Company, and failing him
"
" , of
" , another member of the
" Company, to vote for me and on my behalf at the
" [Statutory, Ordinary, Extraordinary or Adjourned,
" as the case may be] General Meeting of the Com-
" pany to be held on the day of
" and at every adjournment thereof.

" As witness my hand this day of 19 ."

DIRECTORS.

Appointment and
number of
Directors

76. Until otherwise determined by a General Meeting, the number of Directors shall be not less than four nor more than six, three of whom shall be nominated by the North American Car Corporation and three by Burt Boulton & Haywood Limited, and the Board so constituted shall elect a Chairman from their own members who shall not be entitled to any casting vote. The following shall be the first Directors of the Company, that is to say—Mr. Charles Burt Haywood, The Right Hon. The Earl of Dunmore, V.C., D.S.O., M.V.O., Mr. Henry Hanson Brigham and Major Herbert Nicholson.

Power to add
to Directors

77. The Directors shall have power from time to time and at any time to appoint additional Directors, provided that the total number of Directors shall not exceed the prescribed maximum.

Director's
Qualification

78. The qualification of a Director shall be the holding in his own right alone, and not jointly with any other person, of shares in the Company to the nominal value of £1, and this qualification shall be acquired within two months after appointment. A Director may act before acquiring his qualification.

Directors'
remuneration

79. The remuneration of the Directors shall be such sum as may be fixed in writing by the North American Car Corporation and Burt Boulton & Haywood Limited. The Company in General Meeting may from time to time direct such further sum or sums as may be thought fit to be paid as and by way of additional remuneration to the Directors or any one or more of them. The Directors shall also be entitled to be repaid all travelling and hotel expenses reasonably incurred by them respectively in or about the performance of their duties as Directors. If by arrangement with the other Directors any Director shall perform or render any special duties or services outside his ordinary duties as a Director, the Directors may pay him special remuneration, in addition to his ordinary remuneration, and such special remuneration may be by way of salary, commission, participation in profits or otherwise as may be arranged.

Office of Director
vacated in certain
cases

80. Subject as herein otherwise provided or to the terms of any subsisting agreement, the office of a Director shall be vacated—

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he be found lunatic or becomes of unsound mind.
- (C) If he ceases to be a Director under the provisions of the statutes as to the acquiring and holding by Directors of their qualifications.

(D) If he absents himself from the meetings of the Board during a continuous period of six months without special leave of absence from the Directors, and they pass a resolution that he has by reason of such absence vacated his office.

(E) If by notice in writing given to the Company he resigns his office.

A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director, and on such terms as to remuneration and otherwise as the Directors shall arrange.

MANAGING DIRECTORS.

81. The Directors may from time to time appoint any one or more of their body to be Managing Director or Managing Directors, for such period and upon such terms as they think fit, and may vest in such Managing Director or Managing Directors such of the powers hereby vested in the Directors generally as they may think fit, and such powers may be made exercisable for such period or periods, and upon such conditions and subject to such restrictions, and generally upon such terms as to remuneration and otherwise as they may determine. The remuneration of a Managing Director may be by way of salary or commission or participation in profits, or by any or all of those modes.

Directors may
appoint Managing
Director

82. A Managing Director shall not while he continues to hold that office be subject to retirement by rotation, and he shall not be taken into account in determining the rotation of retirement of Directors, but he shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he cease to hold the office of Director he shall *ipso facto* and immediately cease to be a Managing Director.

Special position
of Managing
Director

POWERS AND DUTIES OF DIRECTORS.

83. The business of the Company shall be managed by the Directors, who may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the statutes or by these Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions

Business of
Company to be
managed by
Directors

of the statutes, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

Continuing
Directors may act
to fill vacancies or
summon
meetings

84. The continuing Directors may act at any time notwithstanding any vacancy in their body; provided always that in case the Directors shall at any time be reduced in number to less than four it shall be lawful for them to act as Directors for the purpose of filling up vacancies in their body, or of summoning a General Meeting of the Company, but not for any other purpose.

All moneys to be
paid into banking
account

Cheques to be
signed by one
Director and
Secretary

Director to
appoint bankers

85. All moneys, bills and notes belonging to the Company shall be paid to or deposited with the Company's bankers to an account to be opened in the name of the Company. Cheques on the Company's bankers, until otherwise from time to time resolved upon by the Directors, shall be signed by at least one Director and countersigned by the Secretary. The Company's banking account shall be kept with such banker or bankers as the Directors shall from time to time determine.

Directors to comply
with the statutes

86. The Directors shall duly comply with the provisions of the statutes, and particularly the provisions as to registration and keeping copies of mortgages and charges, keeping of the register of members, keeping a register of Directors and sending a copy thereof or a notification of any changes therein to the Registrar of Companies, and sending to such Registrar an annual list of members and summary, together with the certificates required by Section 1, Sub-section (3), of the Companies Act 1913, the particulars required by the Companies (Particulars as to Directors) Act 1917, notices as to increase of capital, returns of allotments and contracts relating thereto, copies of Special and Extraordinary Resolutions and other particulars connected with the above.

Director may
contract with
Company

87. A Director may contract with and be interested in any contract or arrangement made with the Company, and shall not be liable to account for any profit made by him by reason of any such contract or arrangement, provided that the precise nature of the interest of the Director in such contract or arrangement be declared to the Board before or at the time the same is entered into or at the first Board Meeting after such interest is acquired. Except as regards the agreements mentioned in Article 3 hereof or any matter arising thereout, no Director shall vote as a Director

in respect of any contract or arrangement in which he shall be interested, but this prohibition shall not apply to any contract or arrangement for giving to a Director security for any advance made or guarantee given by him to or for the benefit of the Company, or to any allotment or proposed allotment of shares or debentures to a Director, and it may at any time be suspended or relaxed by the Company in General Meeting.

88. Any casual vacancy occurring in the Board of Directors may, if such vacancy be one of the nominees of the North American Car Corporation, be filled up by that corporation nominating a Director, and if such vacancy be one of the nominees of Burt Boulton & Haywood Limited be filled up by such last-mentioned company.

Casual vacancy in Board to be filled

89. The Company may by Extraordinary Resolution remove any ordinary Director before the expiration of his period of office, and may, if thought fit, by Ordinary Resolution appoint another Director in his stead; but any person so appointed shall retain his office only until the next following Ordinary General Meeting of the Company, and shall then be eligible for re-election.

Ordinary Director may be removed by Extraordinary Resolution

PROCEEDINGS OF DIRECTORS.

90. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, but the quorum necessary for the transaction of the business of the Directors shall be two, provided that one is the nominee of the North American Car Corporation and the other is the nominee of Burt Boulton & Haywood Limited. Questions arising at any meeting shall be decided by a majority of votes; but if either of the nominees of the North American Car Corporation or Burt Boulton & Haywood Limited are not present the nominee of such company who is present shall be entitled to two votes.

Meeting of Directors
Quorum

91. A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Directors.

Director may call meeting of Board

92. The Directors may from time to time elect a Chairman, who shall preside at meetings of the Directors, and determine the period for which he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the same, the Directors present shall choose some one of their number to be Chairman of such meeting.

Chairman of Directors

93. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.

Power for Directors to appoint committees

Chairman of
committees

94. A committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

Meetings of
committees

95. A committee may meet and adjourn as its members think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the Chairman shall have a second or casting vote.

All acts done by
Directors to be
valid.

96. All acts bona fide done by any meeting of Directors, or of a committee of Directors, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

Minutes to be made
and when signed by
Chairman to be
conclusive evidence

97. The Directors shall cause proper minutes to be made of all General Meetings of the Company and also of all appointments of officers, and of the proceedings of all meetings of Directors and committees, and of the attendances thereat, and all business transacted at such meetings; and any such minute of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

Resolution signed
by Directors to
be valid

98. A resolution in writing signed by two Directors shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened, held and constituted: Provided that one is the nominee of the North American Car Corporation and the other is the nominee of Burt Boulton & Haywood Limited.

MANAGERS.

Managers

99. Burt Boulton & Haywood Limited shall be the Managers of the business of the Company in England and the continent of Europe, and the North American Car Corporation shall be the Managers of the business of the Company in America, and each of the Managers shall receive from the Company the yearly sum of £100 as remuneration for such respective management.

THE SEAL.

Seal to be affixed
by authority of
resolution of Board
and in the presence
of two Directors and
Secretary

100. The seal shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, and in the presence of at least two Directors and of the Secretary, and

such Directors and the Secretary shall sign every instrument to which the seal shall be affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed. The Company may exercise the powers of Section 79 of the Companies (Consolidation) Act 1908, and such powers are accordingly hereby vested in the Directors. Foreign seal

DIVIDENDS AND RESERVE FUND.

101. Subject to any preferential or other special rights for the time being attached to any special class of shares, the profits of the Company which it shall from time to time be determined to distribute by way of dividend shall be applied in payment of dividends upon the shares of the Company in proportion to the amounts paid up or credited as paid up thereon respectively, otherwise than in advance of calls. Application of profits

102. The Directors may, with the sanction of a General Meeting, from time to time declare dividends, but no such dividend shall be payable except out of the profits of the Company. The Directors may, if they think fit, from time to time declare and pay to the members such interim dividends as appear to them to be justified by the position of the Company. No higher dividend shall be paid than is recommended by the Directors, and the declaration of the Directors as to the amount of the net profits shall be conclusive. Declaration of dividends

103. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve fund or reserve funds, which shall at the discretion of the Directors be applicable for meeting contingencies, for the gradual liquidation of any debt or liability of the Company, or for repairing or maintaining any works connected with the business of the Company, or shall, with the sanction of the Company in General Meeting be, as to the whole or in part, applicable for equalizing dividends, or for distribution by way of special dividend or bonus, or may be applied for such other purposes as the Directors may think expedient in the interests of the Company, and pending such application the Directors may, employ the sums from time to time so set apart as aforesaid in the business of the Company or invest the same in such securities, other than the shares of the Company, as they may select. The Directors may also from time to time carry forward such sums as may be deemed expedient in the interests of the Company. Directors may form reserve fund and invest

104. Every dividend warrant may be sent by post to the last registered address of the member entitled thereto, and the receipt of the person whose name at the date of the declaration of Dividend warrants to be sent to members by post

Unpaid dividends
not to bear interest

the dividend appears on the register of members as the owner of any share, or, in the case of joint holders, of any one of such joint holders, shall be a good discharge to the Company for all payments made in respect of such share. No unpaid dividend or interest shall bear interest as against the Company.

CAPITALIZATION OF RESERVES, Etc.

105. The Company in General Meeting may at any time and from time to time pass a resolution that any sum not required for the payment or provision of any fixed preferential dividend, and (A) for the time being standing to the credit of any reserve fund or reserve account of the Company, including premiums received on the issue of any shares, debentures or debenture stock of the Company, or (B) being undivided net profits in the hands of the Company, be capitalized, and that such sum be set free for distribution, and be appropriated as capital to and amongst the ordinary shareholders in the proportions in which they would have been entitled thereto if the same had been distributed by way of dividend on the ordinary shares, and in such manner as the resolution may direct, and such resolution shall be effective; and the Directors shall in accordance with such resolution apply such sum in paying up in full any unissued shares in the capital of the Company on behalf of the ordinary shareholders aforesaid, and appropriate such shares and distribute the same credited as fully paid up amongst such shareholders in the proportions aforesaid in satisfaction of their shares and interests in the said capitalized sum or shall apply such sum or any part thereof on behalf of the shareholders aforesaid in paying up the whole or part of any uncalled balance which shall for the time being be unpaid in respect of any issued ordinary shares held by such shareholders or otherwise deal with such sum as directed by such resolution. Where any difficulty arises in respect of any such distribution, the Directors may settle the same as they think expedient, and in particular they may issue fractional certificates, fix the value for distribution of any fully paid-up shares, make cash payments to any shareholders on the footing of the value so fixed in order to adjust rights, and vest any such shares in trustees upon such trusts for the persons entitled to share in the appropriation and distribution as may seem just and expedient to the Directors. When deemed requisite a proper contract for the allotment and acceptance of the shares to be distributed as aforesaid shall be filed in accordance with Section 88 of the Companies (Consolidation) Act 1908, and the Directors may appoint any person to sign such contract on behalf of the persons entitled to share in the appropriation and distribution and such appointment shall be effective.

ACCOUNTS.

106. The Directors shall cause true accounts to be kept— Accounts to be kept.

- (A) Of the assets and liabilities of the Company, and
- (B) Of all sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place.

The books of account shall be kept at the office, or at such other place as the Directors shall think fit, and shall always be open to the inspection of the Directors. Books to be kept at registered office

107. The Directors shall from time to time determine whether, in any particular case or class of cases, or generally, and to what extent, and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company, except as conferred by statute or authorized by the Directors, or by a resolution of the Company in General Meeting. Accounts and books may be inspected by members

108. Once at least in every year the Directors shall lay before the Company in General Meeting a profit and loss account for the period since the preceding account, or (in the case of the first account) since the incorporation of the Company, made up to a date not more than three months before such meeting. A balance sheet shall be made out in every year and laid before the Company in General Meeting, made up to a date not more than three months before such meeting. The balance sheet shall have attached thereto the Auditors' report and shall be accompanied by a report of the Directors as to the state of the Company's affairs, and the amount which they recommend to be paid by way of dividend, and the amount (if any) which they propose to carry to any reserve fund. The Auditors' report shall be read before the Company in General Meeting as required by Section 113 of the Companies (Consolidation) Act 1908. Profit and loss account to be made up and laid before Company
Balance sheet to be made out yearly

AUDIT.

109. Once at least in every year the accounts of the Company shall be examined, and the correctness of the profit and loss account and balance sheet ascertained by one or more Auditor or Auditors, and the provisions of Sections 112 and 113 of the Companies (Consolidation) Act 1908 in regard to Audit and Auditors shall be observed. Accounts to be audited

NOTICES.

Service of notices
by Company

110. A notice or any other document may be served by the Company upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register of members.

How joint holders
of shares may be
served

111. All notices directed to be given to the members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the register of members, and any notice so given shall be sufficient notice to the holders of such share.

Members abroad
not entitled to
notices unless they
give address

112. Any member described in the register of members by an address not within the United Kingdom who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have served upon him at such address any notice to which he would be entitled under these Articles, but, save as aforesaid, no member other than a member described in the register of members by an address within the United Kingdom shall be entitled to receive any notice from the Company.

Notices in case
of death or
bankruptcy

113. A notice may be given by the Company to the persons entitled to any share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name or by the title of representatives or trustees of such deceased or bankrupt member, at the address (if any) in the United Kingdom supplied for the purpose by such persons as aforesaid, or (until such an address has been supplied) by giving the notice in the manner in which the same would have been given if the death or bankruptcy had not occurred.

When service
effected

114. Any notice or other document, if served or sent by post, shall be deemed to have been served or delivered at the time when the letter containing the same is put into the post, and in proving such service or sending it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a prepaid letter.

How time to be
counted

115. Where a given number of days' notice or notice extending over any other period is required to be given, the day of service shall be counted in such number of days or other period.

INDEMNITY.

Directors and other
officers to be
indemnified against
all damages except
such as they may
incur by wilful
neglect and default

116. The Directors, Auditors, Secretary and other officers for the time being of the Company, and any trustees for the time being acting in relation to any of the affairs of the Company, and their

heirs, executors and administrators respectively, shall be indemnified out of the assets of the Company from and against all actions, proceedings, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done or omitted in or about the execution of their duty in their respective offices or trusts, except such (if any) as they shall incur or sustain by or through their own dishonesty or wilful neglect or default respectively, and no such officer or trustee shall be answerable for the acts, receipts, neglects or defaults of any other officer or trustee, or for joining in any receipt for the sake of conformity, or for the solvency or honesty of any bankers or other persons with whom any moneys or effects belonging to the Company may be lodged or deposited for safe custody, or for any insufficiency or deficiency of any security upon which any moneys of the Company shall be invested, or for any other loss or damage due to any such cause as aforesaid, or which may happen in or about the execution of his office or trust unless the same shall happen through the dishonesty or wilful neglect or default of such officer or trustee.

WINDING UP.

117. If the Company shall be wound up, the Liquidators may, with the sanction of an Extraordinary Resolution, divide among the members in specie any part of the assets of the Company, and any such division may be otherwise than in accordance with the existing rights of the members, but so that if any division is resolved on otherwise than in accordance with such rights, the members shall have the same right of dissent and consequential rights as if such resolution were a Special Resolution passed pursuant to Section 192 of the Companies (Consolidation) Act 1908. A Special Resolution sanctioning a sale to another company duly passed pursuant to the said section may in like manner determine that any shares or other consideration receivable by the Liquidators be distributed amongst the members otherwise than in accordance with their existing rights, and any such determination shall be binding upon all the members, subject to the right of dissent and consequential rights conferred by the said section.

Distribution of
assets in specie

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

N. L. Gingham
 377 Lake Park St.
 Chicago, Ill.
 President N. M. L. Corp.

Hubert Wickham
 Ridgeway Hall Linsbury Wash
 District Public-Eng.
 Dismore

13 Sussex Square. London.
 Peer of the Realm

Charles B. Hollywood.
 Woodhatch.
 Riggallbury.
 Chemical Manufacturers.

Dated this 27th day of April 1927.

Witness to the above Signatures—

H. Stobson Warr

Solicitor

33 Watlington St. 4

DUPLICATE FOR THE FILE.

No. 221528



Certificate of Incorporation

I Hereby Certify, That the

OCEAN PETROLEUM COMPANY LIMITED

is this day Incorporated under the Companies Acts, 1908 to 1917, and that the Company is Limited.

Given under my hand at London this thirtieth day of April One

Thousand Nine Hundred and twenty-seven.

Fees and Deed Stamps £ 30. 5. 0

Stamp Duty on Capital £ 1,000.

C. Gallagher
Registrar of Joint Stock Companies.

Certificate
received by

Wm. H. H. H. H.
Wm. H. H. H. H.

Date

2 April 1917

Codes: A.B.C. BENTLEY'S.

Telephone Nos.
LONDON WALL { 7569. 3146.
7570. 3147.
7571.
7572.
7573.

Telegraphic Addresses.
Inland: "BURBOUL, AVE, LONDON"
Cables: "BURBOUL, LONDON"

BURT, BOULTON & HAYWOOD, LIMITED.

LONDON - PARIS - BRUSSELS - SELZ - BILBAO

TIMBER MERCHANTS. TAR DISTILLERS.

RAILWAY SLEEPERS &
TELEGRAPH POLE IMPORTERS.
WHARFINGERS & CREOSOTERS.
CHEMICAL AND
DISINFECTANT MANUFACTURERS.
PAINT & VARNISH MANUFACTURERS.
COAL & CEMENT MERCHANTS.
TANK SHIP OWNERS.
DISTRIBUTORS OF PETROL
& MOTOR BENZOLE.

DIRECTORS:

LT. COLONEL D E BOULTON, T.D.
CAPT. SIR HAROLD BOULTON, BART, CVO, CBE
J B HAYWOOD, Esq.
VICTOR BLAGDEN, Esq.
HUBERT FERGUSON, Esq.
LT. COLONEL THE EARL OF DUNMORE, VC, DSO, MVO.
D HAROLD BOULTON, Esq.
F KILPATRICK, Esq.
CAPT G E H YONGE.

ALL COMMUNICATIONS
TO BE ADDRESSED
TO THE COMPANY.



PLEASE QUOTE
OUR REF

YOUR REF

16.2.29
HDM/LA.

Salisbury House
London Wall
London, E.C.2.

ALL GOODS OFFERED SUBJECT TO BEING ON HAND ON RECEIPT OF REPLY.

The Registrar of Joint Stock
Companies,
Companies Registration Dept.
Somerset House, London, W.C.2.

11th February 1929.

Dear Sir,

OCEAN PETROLEUM COMPANY LIMITED

I am in receipt of your notice of the 1st instant reference 221528, and in reply beg to inform you that this Company was registered in England on the 30th April 1927 for the purposes of carrying on a business of purchasing, importing and distributing petroleum, with a capital of 100,000 shares of £1 each upon which stamp duty was duly paid by Messrs Burt, Boulton & Haywood Ltd. of Salisbury House, London Wall, England, to the amount of £1,000.

The Company was formed by the North American Car Corporation of U.S.A. and Burt, Boulton & Haywood Ltd. London, England; the North American Car Corporation acting as purchasing agents for the Company in America of all petroleum, and Burt, Boulton & Haywood Ltd. acting as distributing agents for the Company in London, England.

BURT, BOULTON & HAYWOOD, LIMITED.
Continuation: England

PAGE 2

Subsequent to the formation of the Company there has been a considerable amount of disagreement between the parties interested with a result that no capital was called up and no business transacted whatsoever, and at the moment negotiations are proceeding with a view to the liquidation of the Ocean Petroleum Company Limited.

The Directors nominated to the Board of Ocean Petroleum Company Limited were and are as follows:-

H.H. Brigham,
327 So. La Salle St.,
Chicago, Ill.,
Presd. North American Car Corp.

Herbert Nicholson,
Bidborough Hall,
Tunbridge Wells,
Director Public Coy.

Earl of Dunmore,
13 Sussex Square,
London,
Peer of the Realm.

Charles B. Haywood,
Woodhatch,
Reigate, Surrey.
Chemical Manufacturer.

I trust this information will be satisfactory to you and that if you still require any particular return made on the prescribed Form having a Companies Registration Fee Stamp of 5/- impressed thereon, will you please be good enough to inform me.

I remain,
Yours faithfully,

Herbert Nicholson

For the Secretary.

*Oil
Pawson*

The Companies Act, 1948



COMPANY LIMITED BY SHARES

Special and Ordinary Resolutions

OF

OCEAN PETROLEUM COMPANY LIMITED

Passed on the 26th day of November, 1957

At an EXTRAORDINARY GENERAL MEETING of OCEAN PETROLEUM COMPANY LIMITED, duly convened, and held at Brettenham House, Lancaster Place, London, W.C.2, on the 26th day of November, 1957, the following Resolutions, of which the first and second are Special Resolutions, and the Third an Ordinary Resolution, were duly passed :

SPECIAL RESOLUTIONS.

1. That the Company's Memorandum of Association with respect to its objects be altered by deleting the existing sub-clause (A) to clause 3 thereof and substituting the following therefor :—

- (A) To carry on the business of purchasing, storing, importing, supplying, selling and distributing crude and refined oils, petroleum, benzol, and all products or bye-products of oil, coal tar, and petroleum, and of trading in these substances.

And also by deleting the existing Clause 5 thereof and substituting the following therefor :—

5. The Capital of the Company is £100,000, divided into 100,000 Shares of £1 each, with power to issue any of the Shares in the Capital, original or increased, with or subject to any preferential, special or qualified rights, or conditions as regards dividends, repayment of capital, voting or otherwise.
- 47*



2. That the regulations contained in the printed document submitted to this meeting and for the purpose of identification signed by the Chairman thereof be and they 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 thereof.

ORDINARY RESOLUTION.

3. That as and when any of the authorised 100,000 Ordinary Shares of £1 each in the Company are issued and become fully paid up, the same be converted into Ordinary Stock.



Chairman.

GEORGE H. JONES

This is the document referred to in Special Resolution No.2. passed on the 25th November, 1957.

armp

Chairman.

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

OCEAN PETROLEUM COMPANY LIMITED

(Adopted by Special Resolution passed on the 26 day of November 1957)

26/11/57

PRELIMINARY.

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A, Part II"), shall apply to the Company. ✓

2. Regulations 24, 53, 71, 75, 88, 96, 97, 113 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I"), shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, and regulations 2 to 5 inclusive of Table A, Part II, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company. The regulations in Table A in the First Schedule to the Companies (Consolidation) Act, 1908, shall not apply to the Company.

SHARE CAPITAL.

3. The ~~issued~~^{share} capital of the Company at the date of adoption of these Articles is £100,000, divided into 100,000 shares of £1 each.

4. Any unissued shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them subject to regulation 2 of Table A, Part II, to such persons at such times and generally on such terms and conditions as they think proper: Provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

TRANSMISSION OF SHARES.

5. The proviso to regulation 32 of Table A, Part I, shall be omitted.

DIRECTORS.

6. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two nor more than seven, all of whom shall be nominated by Burt Boulton & Haywood Limited, which Company may from time to time remove any one or more of such Directors and appoint any other person or persons to be a Director or Directors of the Company in his or their place. Any person appointed under this Article shall be entitled to hold office as a Director until he resigns or dies or is removed in the manner aforesaid or vacates office under special Article 9 hereof.

BORROWING POWERS.

7. The proviso to regulation 79 of Table A, Part I, shall be omitted.

POWERS AND DUTIES OF DIRECTORS.

8. A Director may enter into or be interested in any contract or arrangement with the Company, and may vote in respect of any such contract or arrangement and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraph (2) of regulation 84 of Table A, Part I, which paragraph shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS.

9. The office of a Director shall be vacated—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of section 182 of the Act.
- (3) If he becomes bankrupt or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act.

- (5) If he becomes of unsound mind.
- (6) If he is removed from office by a resolution duly passed under section 184 of the Act.

THE SEAL.

10. The seal shall not be affixed to any instrument except in the presence of at least one Director and of the Secretary, or such other person as the Directors may appoint for the purpose, and such Director or Directors and the Secretary, or other person aforesaid, shall sign every instrument to which the seal is so affixed in their presence.

INDEMNITY.

11. Every Director and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses and liabilities (including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted, or in connection with any application under section 448 of the Act in which relief is granted to him by the court) which he may sustain or incur in or about the execution of the duties of his office, or otherwise in relation thereto; and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or otherwise in relation thereto; but this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

NO. OF COMPANY 221528 43

[C.F. 28]

THE COMPANIES ACT, 1948.



A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here.

Notice of Consolidation, Division, Sub-Division, or Conversion into Stock of Shares,

Specifying the Shares so Consolidated, Divided, Sub-Divided, or Converted into Stock,

OR OF THE

Re-conversion into Shares of Stock,

Specifying the Stock so Re-converted,

OR OF THE

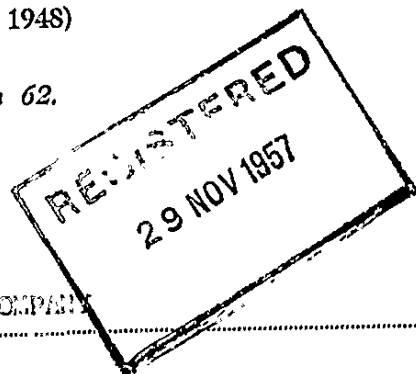
Redemption of Redeemable Preference Shares

OR OF THE

Cancellation of Shares

(otherwise than in connection with a Reduction of Share Capital under Section 66 of the Companies Act, 1948)

Pursuant to Section 62.



NAME OF
COMPANY

OCEAN PETROLEUM COMPANY

LIMITED.

CAT. No. C.F. 28.

JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

194 82663 (11)

Presented by

Ocean Petroleum Company Limited

British House, Lombard Street, London, E.C.3.

29/Nov/57 C

To the Registrar of Companies.

OCEAN PETROLEUM COMPANY, LIMITED,

hereby gives you Notice in accordance with Section 62 of The Companies Act, 1948, that*

the four ordinary shares of £1. each in this company
numbered 1-4 have been converted into £4. Ordinary Stock.

Signature.....

Acting

(State whether Director or Secretary)

DATED the 26th day of November, 1957

* e.g. In the case of Consolidation and Division "the 1000 Preference Shares of £10 each of this Company numbered 1 to 1000 have been consolidated and divided into 500 Preference Shares of £20 each, numbered 1 to 500." In the case of Conversion into Stock, "the 10,000 Ordinary Shares of £5 each of this Company numbered 1 to 10,000 have been converted into £50,000 Ordinary Stock." In the case of Re-conversion into Shares "the £50,000 Ordinary Stock of this Company has been re-converted into 10,000 Ordinary Shares of £5 each numbered 1 to 10,000." In the case of Sub-division "each of the 5000 Ordinary Shares of £5 each has been divided into 5 Shares of £1 each." In the case of Redemption "500 of the Redeemable Preference Shares of £1 each of this Company numbered 1 to 500 have been redeemed." In the case of Cancellation, "2500 of the Ordinary Shares of the Company which have not been taken or

This margin to be reserved for binding.

29
1 Dec 48

The Companies Acts, 1908 to 1917

and

The Companies Act, 1948



COMPANY LIMITED BY SHARES

Memorandum of Association

OF

OCEAN PETROLEUM COMPANY LIMITED

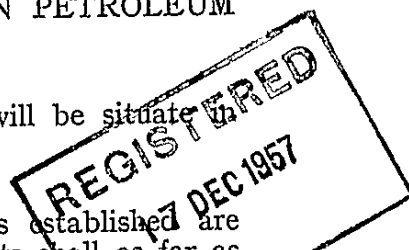
(As altered by Special Resolution passed on the 26th day of November, 1957)

1. The name of the Company is "OCEAN PETROLEUM COMPANY LIMITED."

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

3. The objects for which the Company is established are those enumerated below, and each of such objects shall as far as possible be regarded as an independent object of the Company and shall accordingly be in no wise limited or restricted by reference to or inference from any other objects for which the Company is formed, or the name of the Company, and each of such objects may be carried out in as full and ample a manner and construed in as wide a sense as if each object were the primary object for which the Company had been formed :—

- (A) To carry on the business of purchasing, storing, importing, supplying, selling and distributing crude and refined oils, petroleum, benzol, and all products or bye-products of oil, coal tar, and petroleum, and of trading in these substances.



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- (B) To carry on the business of manufacturing, distilling, precipitating, refining or otherwise treating or dealing with crude and refined oils, benzol and all products or bye-products of oil and petroleum, and to purchase or acquire patent or other rights or licences to use patent or other rights relative to the treating of oils, candles, sulphate of ammonia or any products or bye-products thereof or in the working, raising or manufacturing of minerals or products thereof; and to carry on any other trade or business whatsoever which can, in the opinion of the Board, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (C) To acquire from time to time by purchase or otherwise use, develop, deal in and turn to account any freeholds, leases, concessions, grants, rights, claims and interests in lands or other properties of every description in the United States of America and in any part of the world, including plantations, water rights and ways, oilfields, wells, mines, manufactories, works, railways, rolling stock, tramways, lands, wharves, docks, canals, quarries, forest, pits, mills, building, machinery, stock, plant, patents, patent rights, trade-marks, licences, secret processes and things, upon such terms and in such manner as may be deemed advisable.
- (D) To search for, examine, prospect and explore lands, mines, minerals, ores, mining, water rights and claims in any part of the world, to search for and obtain information as to mines, mining districts, mining claims, water claims, water rights and any other rights, claims and property, to examine, investigate and secure the titles to lands, mines, minerals, ores, mining, water or other rights and claims in any part of the world.
- (E) To carry on business as oil exporters, distributors and merchants in any part of the world; and any other trade or business whatsoever which can, in the opinion of the Board, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (F) To carry on the business of general traders, merchants, exporters and importers, bankers, financiers, metal brokers, smelters, refiners, distillers, gas makers, shipowners, carriers' agents, brokers, storekeepers, advertising agents, commission agents, company promoters, manufacturers, contractors and wharfingers, and in particular without prejudice to

the generality of the foregoing words, to carry on any other business or businesses whatsoever and wheresoever which may, in the opinion of the Company, be conveniently carried on in connection therewith or calculated directly or indirectly to enhance the value of or render profitable any of the Company's properties or rights.

- (G) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidize the erection, construction and maintenance of any of the above.
- (H) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (I) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures, mortgage debentures or debenture stock payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (J) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (K) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (L) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.

- (M) 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 establish and support, or to aid in the establishment and support of any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or of the persons employed by the Company.
- (N) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (O) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such securities and in such manner as may from time to time be determined.
- (P) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed 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 may determine.
- (Q) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company either in cash, by instalments, or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or others securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (R) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any

business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, subsidize or otherwise assist any such company.

- (s) To establish or promote or concur in establishing or promoting any other company, either in this country or the United States of America or elsewhere, whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company, or the carrying on of this Company's business, or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of any securities issued by or any other obligations of any such company or the interest thereon or the payment of any dividend or interest on the shares or stock of any such company, and to assist any such company by advances of money or otherwise.
- (t) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorized to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (u) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (v) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

- (w) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (x) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (y) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The Capital of the Company is £100,000, divided into 100,000 Shares of £1 each, with power to issue any of the Shares in the Capital, original or increased, with or subject to any preferential, special, or qualified rights, or conditions as regards dividends, repayment of capital, voting or otherwise.



Chairman.

No. 221523

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THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTION

of

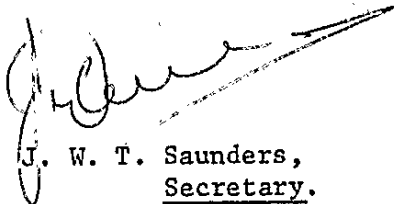
OCEAN PETROLEUM COMPANY LIMITED

(Passed 13th March, 1973)

At an EXTRAORDINARY GENERAL MEETING of the
above-named Company duly convened and held on 13th March,
1973 the following Resolution was duly passed as a
Special Resolution :-

RESOLUTION

That the name of the Company be changed to
Thomas Roberts (Westminster) Limited.


J. W. T. Saunders,
Secretary.



Thomas Roberts (Westminster) Limited



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 221528

/ 74

I hereby certify that

OCEAN PETROLEUM COMPANY LIMITED

30/4/1927.

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

THOMAS ROBERTS (WESTMINSTER) LIMITED

Given under my hand at London the 29th March 1927

M Taylor
(TAYLOR)

Assistant Registrar of Companies

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175
Number of Company 221528

Form No. 28
(No filing fee payable)

THE COMPANIES ACTS 1948 to 1967

NOTICE of CONSOLIDATION, DIVISION, SUB-DIVISION, or CONVERSION into STOCK of SHARES, specifying the SHARES so Consolidated, Divided, Subdivided, or Converted into Stock, or of the Re-Conversion into Shares of Stock, specifying the Stock so re-converted, or of the Redemption of Redeemable Preference Shares or of the Cancellation of Shares (otherwise than in connection with a reduction of share capital under Section 66 of the Companies Act 1948).

Pursuant to Section 62 of the Companies Act 1948.

Insert the
Name of
the
Company

OCEAN PETROLEUM COMPANY

LIMITED

Presented by

Presentor's Reference AWM/DF

SLAUGHTER AND MAY,

35 Basinghall Street,

London, EC2V 5DB.

TO THE REGISTRAR OF COMPANIES.

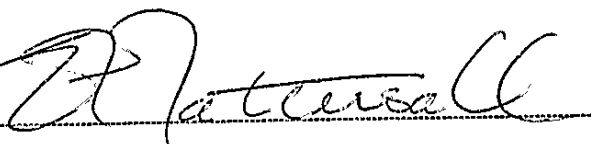
OCEAN PETROLEUM COMPANY

LIMITED

hereby gives you notice in accordance with Section 62 of the Companies Act 1948

that pursuant to an Ordinary Resolution passed on 23rd March, 1973
the issued £4 Ordinary Stock of the Company has been re-converted into
4 Ordinary Shares of £1 each.

(Signature)



(State whether Director or Secretary)

Director

Dated the

27th

day of March

1973

NOTE.—This margin is reserved for binding, and must not be written across.

THE COMPANIES ACTS

COMPANY LIMITED BY SHARES

Filed pursuant to Section 9 European Communities Act 1972.

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

THOMAS ROBERTS (WESTMINSTER) LIMITED

Incorporated on 30th April, 1927

(Memorandum of Association amended on 26th November, 1957 and 27th March, 1973 and new Articles of Association adopted on 27th March, 1973)

SLAUGHTER AND MAY AWM/DF

35 BASINGHALL STREET,
LONDON, EC2V 5DB

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No. 221528

[COAT OF ARMS]

CERTIFICATE OF INCORPORATION

of

OCEAN PETROLEUM COMPANY LIMITED

I hereby Certify that OCEAN PETROLEUM COMPANY LIMITED is this day Incorporated under the Companies Acts, 1908 to 1917, and that the Company is Limited.

Given under my hand at London this Thirtieth day of April, One thousand nine hundred and twenty-seven.

C.C. GALLAGHER,
Registrar of Joint Stock Companies.

Fees and Deed Stamps, £30: 5: 0.

Stamp Duty on Capital, £1,000: 0: 0.

/COAT OF ARMS/

CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 221528

I hereby certify that OCEAN PETROLEUM COMPANY LIMITED
having by special resolution and with the approval of
the Secretary of State changed its name, is now incorporated
under the name of THOMAS ROBERTS (WESTMINSTER) LIMITED

Given under my hand at London the 29th March 1973.

N. TAYLOR
Assistant Registrar of Companies

THE COMPANIES ACTS

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

THOMAS ROBERTS (WESTMINSTER) LIMITED

(As altered by Special Resolutions passed
26th November, 1957 and 27th March, 1973)

-
1. The name of the Company is "THOMAS ROBERTS (WESTMINSTER) 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 and to hold any shares, stocks, debentures, debenture stocks, bonds, securities, obligations, or other investments, rights or interests of or in any company or companies, and to co-ordinate, finance and manage all or any part of the businesses and operations of any such companies.
 - (B) To undertake, carry on, and execute all kinds of financial, commercial, trading and other operations and generally to institute, enter into, carry on, assist or participate in financial, commercial, mercantile, industrial, manufacturing and other businesses, works, contracts, undertakings and financial operations of all kinds.
 - (C) To carry on any business for the time being within the objects of any of the Company's subsidiary companies and any business acquired by the Company from any of its subsidiary companies.

* Note: The name of the Company was changed from OCEAN PETROLEUM COMPANY LIMITED to its present name with effect from 29th March, 1973.

- (D) To carry on any other business or activity and do anything of any nature which may seem to the Company capable of being conveniently carried on or done in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's business, property or rights.
- (E) To acquire for any estate or interest and to take options over, construct and develop any property, real or personal, or rights of any kind.
- (F) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee with or without consideration the payment of any principal or capital moneys, premiums, interest, dividends and other moneys secured by or payable under or in respect of any obligation or securities of any kind or description including those of the Company's holding company, if any.
- (G) To lend money to, or grant or provide credit or 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 interests of its members.
- (H) To apply for, purchase, take out or otherwise acquire by original grant or by transfer or assignment or otherwise any patent rights, brevets d'invention, licences, concessions, secret processes and inventions and to use and exercise the same or to sell assign and develop the same or grant licences in respect thereof or otherwise turn the same to the advantage of the Company.
- (I) 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 or capable of being conducted so as directly or indirectly to benefit the Company.
- (J) To borrow and raise money and secure or discharge any debt or obligation 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.

- (K) 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 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, debentures or other obligations or securities, whether fully or partly paid up, of any other company.
- (L) 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.
- (M) 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.
- (N) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (O) To subscribe or guarantee money for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its Members or for any national, charitable, benevolent, public, general or useful object, or for any exhibition.
- (P) To grant pensions or gratuities to any officers or employees or ex-officers or ex-employees of the Company, or of its predecessors in business or of its holding company or subsidiary companies (if any), or to the relations, connections or dependants of any such persons, and to establish or support any associations, institutions, clubs, building and housing schemes, 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.
- (Q) To act as secretaries, managers, registrars or transfer agents for any other company.

- (R) To distribute any of the property of the Company among its Members in specie or kind.
- (S) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
- (T) 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, sub-contractors or otherwise and either alone or in conjunction with others.

And it is hereby declared that the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in anywise 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 Share Capital of the Company is £1,700,000 divided into 1,500,000 8 per cent. Cumulative Preference Shares of £1 each and 200,000 Ordinary 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 capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
H.H. Brigham, 327 South La Salle Street, Chicago, Ill. President North American Car Corporation	One
Herbert Nicholson, Bidborough Hall, Tunbridge Wells. Director Public Coy.	One
Dunmore, (Earl of) 13, Sussex Square, London. Peer of the Realm.	One
Charles B. Haywood, Woodhatch, Reigate. Chemical Manufacturer.	One

DATED this 27th day of April 1927.

Witness to the above Signatures -

H. Ibotson Ward,
Solicitor.

33, Walbrook, E.C.4.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
of

THOMAS ROBERTS (WESTMINSTER) LIMITED

(Adopted by Special Resolution passed on
27th March, 1973)

PRELIMINARY

1. The Regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 (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. The Regulations contained in Table A in the First Schedule to the Companies Act 1929 shall not apply to the Company.

SHARES

2. The share capital of the Company is £1,700,000 divided into 1,500,000 8 per cent. Cumulative Preference Shares of £1 each and 200,000 Ordinary Shares of £1 each.

3. (A) The said Preference Shares shall confer on the holders thereof the right to be paid, out of the profits available for dividend and resolved to be distributed in respect of any financial year or other period for which the Company's accounts are made up, a fixed cumulative preferential dividend at the rate of 8 per cent. per annum on the capital for the time being paid up or credited as paid up thereon and the right on a return of capital in a winding up or otherwise, in priority to any payment to the holders of any other class of shares, to be repaid the amount paid up or credited as paid up thereon together with a sum equal to any arrears, deficiency or accruals of the fixed cumulative dividend thereon (whether earned or declared or not) to be calculated down to the date of repayment, but shall confer on the holders thereof no further or other right to participate in the profits or assets of the Company.

(B) Subject to the provisions of Article 5, the Company shall be entitled to issue from time to time and at any time further shares ranking *pari passu* with the said Preference Shares and identical in all respects therewith or carrying a different rate or different rates of dividend or the right in a winding-up or on a reduction of capital involving repayment to a different premium or different premiums (if any) and such further shares may also be redeemable; provided that, except with the consent or sanction of the holders of the said Preference Shares and such further shares (if any) given in the manner provided by Article 5, the aggregate nominal amount for the time being issued of the said Preference Shares and such further shares shall not at any time exceed an amount equal to one-half of the aggregate of the nominal amount of the issued and paid up share capital of the Company for the time being ranking after the said Preference Shares and such further shares and of the consolidated capital and revenue reserves of the Company and its subsidiaries (including share premium account and credit balance on profit and loss account, but excluding any reserves for future taxation) as shown by the latest audited consolidated balance sheet of the Company and its subsidiaries, but adjusted to take into account any increase in the share capital of the Company ranking after the said Preference Shares and such further shares or in the share premium account of the Company since the date of such balance sheet and to eliminate any reserves attributable to minority shares in subsidiaries.

(C) Except with the consent or sanction of the holders of the said Preference Shares given in the manner provided by Article 5, no shares shall be issued ranking as to dividend or as to capital in priority thereto.

(D) Subject as hereinbefore provided in regard to the said Preference Shares, the special rights conferred upon the holders of any class of shares shall not, unless otherwise expressly provided by the conditions of issue of such shares, be deemed to be directly and adversely altered or abrogated by the creation or issue of further shares ranking in priority thereto or *pari passu* therewith.

4. 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.

5. Whenever the capital of the Company is divided into different classes of shares the special rights attached to any class may be varied or abrogated, either whilst the Company is a going concern or during or in contemplation of a winding-up, 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 meeting of the holders of that class but not otherwise. To every such separate meeting all the provisions of these Articles relating to General Meetings of the Company or 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 of such holders a quorum as above defined is not present those members who are present shall be a quorum) and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively. Regulation 4 of Table A shall not apply.

GENERAL MEETINGS

6. Subject to the provisions of the Companies Act 1948, 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.

7. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every member who (being an individual) is present in person, or (being a corporation) is present by a representative or proxy not being himself a member, shall have one vote, and on a poll every member who is present in person or by proxy or (being a corporation) is present by a representative shall (except as hereinafter provided) have one vote for every £1 in nominal amount of shares in the capital of the Company of which he is the holder provided that the holders of the said Preference Shares shall have the right to receive notice of and to attend but not to vote at any general meeting of the Company unless either (a) at the date of the notice convening the meeting the dividend on such shares or any part thereof is six months in arrear (for which purpose such dividend shall be deemed to be payable half-yearly on 31st March and 30th September in every year) or (b) the business of the meeting includes the consideration of a resolution for winding-up the Company or any resolution directly and adversely altering or abrogating any of the special rights and privileges attached to the said Preference Shares. Regulation 62 of Table A shall not apply.

8. 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.

9. If at any general meeting any votes shall be counted which ought not to have been counted or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the Chairman of the Meeting be of sufficient magnitude to vitiate the result of the voting.

DIRECTORS

10. Unless and until otherwise determined by the Company in general meeting the number of Directors shall not be less than two.

11. 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.

12. 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.

13. 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.

14. The Directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Assistant Managing Director, or in any other executive office or employment under the Company or indirectly as an executive officer or employee of any subsidiary company of the Company or of its holding company (if any) notwithstanding that he may be or may have been a Director of the Company and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person. Regulation 87 of Table A shall not apply.

15. The Directors 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.

16. 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.

17. The Company in General Meeting shall have power at any time and from time to time to remove any Director from office or appoint any person to be a Director.

18. 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.

19. Regulations 89 to 97 (inclusive) of Table A shall not apply.

20. Each Director shall have power to nominate in writing (1) any other Director or (2) any person approved for that purpose by the other Directors, to act as 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, whilst so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. An alternate Director shall ipso facto cease to be an alternate Director if his appointor cease for any reason to be a Director. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate.

21. A Director of the Company may be or become a Director or other officer of or otherwise interested in any company promoted by the Company or in which the Company may be interested, and no such Director shall be accountable for any remuneration or other benefits received by him as a director or officer of or from his interest in such other company. The Director may also exercise the voting power conferred by the shares held in any other company

held or owned by the Company in such manner in all respects as he thinks fit, including the exercise thereof in favour of any resolution appointing the Directors or any of them to be directors or officers of such other company, or voting or providing for the payment of remuneration to the directors or officers of such other company. And any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to become a director or officer of such other company and as such, or in any other manner, is or may be interested in the exercise of such voting rights in manner aforesaid.

RESOLUTIONS

At EXTRAORDINARY GENERAL MEETINGS of the Company duly convened and held on the dates stated below, the following Resolutions were duly passed as Special Resolutions.

26th November, 1957.

1. That the Company's Memorandum of Association with respect to its objects be altered by deleting the existing sub-clause (A) to clause 3 thereof and substituting the following therefor :-

(A) To carry on the business of purchasing, storing, importing, supplying, selling and distributing crude and refined oils, petroleum, benzol, and all products or bye-products of oil, coal tar, and petroleum, and of trading in these substances.

And also by deleting the existing Clause 5 thereof and substituting the following therefor :-

5. The Capital of the Company is £100,000, divided into 100,000 Shares of £1 each, with power to issue any of the Shares in the Capital, original or increased, with or subject to any preferential, special or qualified rights, or conditions as regards dividends, repayment of capital, voting or otherwise.

13th March, 1973.

That the name of the Company be changed to Thomas Roberts (Westminster) Limited.

27th March, 1973.

1. That each of the 100,000 Shares of £1 in the capital of the Company be designated Ordinary Shares of £1 each.

2. That with a view to the acquisition of the undertaking and assets (other than the sum of £1,267,650) of Thomas Roberts (Westminster) Limited the share capital of the Company be increased to £1,700,000 by the creation of 100,000 additional Ordinary Shares of £1 each and 1,500,000 8 per cent. Cumulative Preference Shares of £1 each and such shares shall confer upon their holders the rights contained in the Articles of Association mentioned in Resolution 5 below.

3. That the Directors be authorised and directed to enter into and carry into effect an agreement for such acquisition in the terms of the draft produced to the meeting and for the purpose of identification signed by the Chairman thereof.

4. That the Memorandum of Association of the Company be altered by the deletion therefrom of Clauses 3 and 5 and the substitution therefor of new Clauses 3 and 5 respectively in the form set out in the document submitted to the meeting and for the purposes of identification signed by the Chairman thereof.

5. That the regulations set out in the document submitted to the meeting and for the purposes of identification signed by the Chairman thereof be 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.

No. of Company 221528

THE COMPANIES ACTS 1948 TO 1967

Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company OCEAN PETROLEUM COMPANY Limited*

hereby gives you notice that by ~~ordinary~~/extraordinary/special** resolution of the company dated the
27th March, 1973, the nominal capital of the company has been increased by the
addition thereto of a sum of £ 1,600,000 beyond the registered capital of £ 100,000

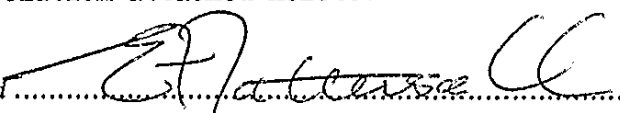
The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
100,000	Ordinary	£1
1,500,000	8 per cent. Cumulative Preference	£1

The conditions (e.g. voting rights, dividend rights, winding up rights, etc.) subject to which the new shares
have been or are to be issued are as follows:-

(If any of the shares are preference shares state whether they are redeemable or not)

See Articles of Association attached hereto.

Signed 

State whether
Director or Secretary DIRECTOR

Date 27th March, 1973.

* Delete "Limited" if not applicable

** Delete as necessary

(see notes overleaf)

Presented by: SLAUGHTER AND MAY,
35 Basinghall Street,
London, EC2V 5DB.

Presentor's reference: AWM/DF

Form No. 10

182
THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

OCEAN PETROLEUM COMPANY LIMITED

(Passed 27th March, 1973)

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on 27th March, 1973 the following Resolutions were duly passed as Special Resolutions :-

RESOLUTIONS

1. That each of the 100,000 Shares of £1 in the capital of the Company be designated Ordinary Shares of £1 each.
2. That with a view to the acquisition of the undertaking and assets (other than the sum of £1,267,650) of Thomas Roberts (Westminster) Limited the share capital of the Company be increased to £1,700,000 by the creation of 100,000 additional Ordinary Shares of £1 each and 1,500,000 8 per cent. Cumulative Preference Shares of £1 each and such shares shall confer upon their holders the rights contained in the Articles of Association mentioned in Resolution 5 below.
3. That the Directors be authorised and directed to enter into and carry into effect an agreement for such acquisition in the terms of the draft produced to the meeting and for the purpose of identification signed by the Chairman thereof.
4. That the Memorandum of Association of the Company be altered by the deletion therefrom of Clauses 3 and 5 and the substitution therefor of new Clauses 3 and 5 respectively in the form set out in the document submitted to the meeting and for the purposes of identification signed by the Chairman thereof.
5. That the regulations set out in the document submitted to the meeting and for the purposes of identification signed by the Chairman thereof be 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.

AMW/DF

Attended
DIRECTOR

13

THE COMPANIES ACTS

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

OCEAN PETROLEUM COMPANY LIMITED

(As altered by Special Resolutions passed
26th November 1967 and 27th March 1973)

1. The name of the Company is "OCEAN PETROLEUM COMPANY 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 and to hold any shares, stocks, debentures, debenture stocks, bonds, securities, obligations, or other investments, rights or interests of or in any company or companies, and to co-ordinate, finance and manage all or any part of the businesses and operations of any such companies.
 - (B) To undertake, carry on, and execute all kinds of financial, commercial, trading and other operations and generally to institute, enter into, carry on, assist or participate in financial, commercial, mercantile, industrial, manufacturing and other businesses, works, contracts, undertakings and financial operations of all kinds.
 - (C) To carry on any business for the time being within the objects of any of the Company's subsidiary companies and any business acquired by the Company from any of its subsidiary companies.

- (b) To carry on any other business or activity and do anything of any nature which may seem to the Company capable of being conveniently carried on or done in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's business, property or rights.
- (c) To acquire for any estate or interest and to take options over, construct and develop any property, real or personal, or rights of any kind.
- (d) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee with or without consideration the payment of any principal or capital moneys, premiums, interest, dividends and other moneys secured by or payable under or in respect of any obligation or securities of any kind or description including those of the Company's holding company, if any.
- (e) To lend money to, or grant or provide credit or 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 interests of its members.
- (f) To apply for, purchase, take out or otherwise acquire by original grant or by transfer or assignment or otherwise any patent rights, brevets d'invention, licences, concessions, secret processes and inventions and to use and exercise the same or to sell assign and develop the same or grant licences in respect thereof or otherwise turn the same to the advantage of the Company.
- (g) 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 or capable of being conducted so as directly or indirectly to benefit the Company.
- (h) To borrow and raise money and secure or discharge any debt or obligation 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.

- (k) 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 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, debentures or other obligations or securities, whether fully or partly paid up, of any other company.
- (l) 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.
- (m) 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.
- (n) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (o) To subscribe or guarantee money for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its Members or for any national, charitable, benevolent, public, general or useful object, or for any exhibition.
- (p) To grant pensions or gratuities to any officers or employees or ex-officers or ex-employees of the Company, or of its predecessors in business or of its holding company or subsidiary companies (if any), or to the relations, connections or dependants of any such persons, and to establish or support any associations, institutions, clubs, building and housing schemes, 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.
- (q) To act as secretaries, managers, registrars or transfer agents for any other company.

- (k) To distribute any of the property of the Company among its Members in specie or kind.
- (l) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
- (m) 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, sub-contractors or otherwise and either alone or in conjunction with others.

And it is hereby declared that the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not, incorporated, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in anywise 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 Share Capital of the Company is £1,700,000 divided into 1,500,000 8 per cent. Cumulative Preference Shares of £1 each and 200,000 Ordinary Shares of £1 each.

Pamela T. Roberts

Chairman

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

OCEAN PETROLEUM COMPANY LIMITED

(Adopted by Special Resolution passed on 27th March, 1973)

PRELIMINARY

1. The Regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter called "Table A") shall, except where the same are excluded or varied by or are consistent 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. The Regulations contained in Table A in the First Schedule to the Companies Act 1929 shall not apply to the Company.

SHARES

2. The share capital of the Company is £1,700,000 divided into 1,500,000 8 per cent. Cumulative Preference Shares of £1 each and 200,000 Ordinary Shares of £1 each.

3. (A) The said Preference Shares shall confer on the holders thereof the right to be paid, out of the profits available for dividend and resolved to be distributed in respect of any financial year or other period for which the Company's accounts are made up, a fixed cumulative preferential dividend at the rate of 8 per cent. per annum on the capital for the time being paid up or credited as paid up

AMW/DF

thereon and the right on a return of capital in a winding up or otherwise, in priority to any payment to the holders of any other class of shares, to be repaid the amount paid up or credited as paid up thereon together with a sum equal to any arrears, deficiency or accruals of the fixed cumulative dividend thereon (whether earned or declared or not) to be calculated down to the date of repayment, but shall confer on the holders thereof no further or other right to participate in the profits or assets of the Company.

(b) Subject to the provisions of Article 5, the Company shall be entitled to issue from time to time and at any time further shares ranking *pari passu* with the said Preference Shares and identical in all respects therewith or carrying a different rate or different rates of dividend or the right in a winding-up or on a reduction of capital involving repayment to a different premium or different premiums (if any) and such further shares may also be redeemable; provided that, except with the consent or sanction of the holders of the said Preference Shares and such further shares (if any) given in the manner provided by Article 5, the aggregate nominal amount for the time being issued of the said Preference Shares and such further shares shall not at any time exceed an amount equal to one-half of the aggregate of the nominal amount of the issued and paid up share capital of the Company for the time being ranking after the said Preference Shares and such further shares and of the consolidated capital and revenue reserves of the Company and its subsidiaries (including share premium account and credit balance on profit and loss account, but excluding any reserves for future taxation) as shown by the latest audited consolidated balance sheet of the Company and its subsidiaries, but adjusted to take into account any increase in the share capital of the Company ranking after the said Preference Shares and such further shares or in the share premium account of the Company since the date of such balance sheet and to eliminate any reserves attributable to minority shares in subsidiaries.

(c) Except with the consent or sanction of the holders of the said Preference Shares given in the manner provided by Article 5, no shares shall be issued ranking as to dividend or as to capital in priority thereto.

(d) Subject as hereinbefore provided in regard to the said Preference Shares, the special rights conferred upon the holders of any class of shares shall not, unless otherwise expressly provided by the conditions of issue of such shares, be deemed to be directly and adversely altered or abrogated by the creation or issue of further shares ranking in priority thereto or *pari passu* therewith.

4. 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.

5. Whenever the capital of the Company is divided into different classes of shares the special rights attached to any class may be varied or abrogated, either whilst the Company is a going concern or during or in contemplation of a winding-up, 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 meeting of the holders of that class but not otherwise. To every such separate meeting all the provisions of these Articles relating to General Meetings of the Company or 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 of such holders a quorum as above defined is not present those members who are present shall be a quorum) and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively. Regulation 4 of Table A shall not apply.

GENERAL MEETINGS

6. Subject to the provisions of the Companies Act 1948, 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.

7. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every member who (being an individual) is present in person, or (being a corporation) is present by a representative or proxy not being himself a member shall have one vote, and on a poll every member who is present in person or by proxy or (being a corporation) is present by a representative shall (except as hereinafter

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.

14. The Directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Assistant Managing Director, or in any other executive office or employment under the Company or indirectly as an executive officer or employee of any subsidiary company of the Company or of its holding company (if any) notwithstanding that he may be or may have been a Director of the Company and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person. Regulation 87 of Table A shall not apply.

15. The Directors 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.

16. 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.

17. The Company in General Meeting shall have power at any time and from time to time to remove any Director from office or appoint any person to be a Director:

18. 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.

19. Regulations 89 to 97 (inclusive) of Table A shall not apply.

20. Each Director shall have power to nominate in writing (1) any other Director or (2) any person approved for that purpose by the other Directors, to act as 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, whilst so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor cease for any reason to be a Director. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate.

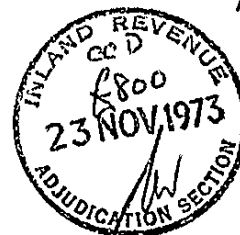
21. A Director of the Company may be or become a Director or other officer of or otherwise interested in any company promoted by the Company or in which the Company may be interested, and no such Director shall be accountable for any remuneration or other benefits received by him as a director or officer of or from his interest in such other company. The Director may also exercise the voting power conferred by the shares held in any other company held or owned by the Company in such manner in all respects as he thinks fit, including the exercise thereof in favour of any resolution appointing the Directors or any of them to be directors or officers of such other company, or voting or providing for the payment of remuneration to the directors or officers of such other company. And any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to become a director or officer of such other company and as such, or in any other manner, is or may be interested in the exercise of such voting rights in manner aforesaid.

Pamela T. Roberts

CHAMAN

Number of }
Company } 221528

11 96544/73
84



THE STAMP ACT 1891

Company Limited by Shares

STATEMENT OF INCREASE OF THE NOMINAL CAPITAL

OF

OCEAN PETROLEUM COMPANY

LIMITED

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of
the Finance Act 1899, by Section 39 of the Finance Act 1920, and
Section 41 of the Finance Act 1933.

*NOTE.—The Stamp duty on an increase of Nominal Capital is Fifty Pence for
every £100 or fraction of £100.*

This Statement is to be filed with the Notice of Increase which must be filed
pursuant to Section 63 (1) of the Companies Act 1948. If not so filed within
15 days after the passing of the Resolution by which the Capital is increased
interest on the duty at the rate of 5 per cent per annum from the date of the
passing of the Resolution is also payable. (Section 5 of the Revenue Act
1903.)

Presented by

Presentor's Reference..... AWM/DF.....

SLAUGHTER AND MAY,

35 Basinghall Street,

London, EC2V 5DB.

Form No. 26a

Printed and Published by The Solicitors' Law Stationery Society, Limited, Oyez House, Breams
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PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS
Companies 6B

[P.T.O.]

THE NOMINAL CAPITAL

OF

OCEAN PETROLEUM COMPANY Limited

has by a Resolution of the Company dated 27th March

1973 been increased by the addition thereto of the sum of

£1,600,000, divided into:—

100,000 Ordinary Shares of £1 each

1,500,000 8 per cent.

Cumulative Preference

Shares of £1 each

beyond the registered Capital of £100,000

Signature

B. Patterson

(State whether Director or Secretary) Director

Dated the 27th day of March 1973

Note—This margin is reserved for binding and must not be written across

No. of Company.....

221528

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THE COMPANIES ACTS 1948 to 1967**Notice of Increase in Nominal Capital**

To THE REGISTRAR OF COMPANIES

Thomas Roberts (Westminster)

Insert name
of Company;
delete "Limited"
if not applicable

†State whether
Ordinary or
Extraordinary
or Special
Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,
that by an Ordinary Resolution of the Company dated the
10th day of March 19 77 the nominal capital of the
Company has been increased by the addition thereto of the sum of £100,000
beyond the registered capital of £1,700,000

The additional capital is divided as follows:—

Number of Shares

Class of Share

Nominal amount
of each share

100,000

Ordinary

£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)
subject to which the new shares have been, or are to be, issued are as follows:—

If any of the new
shares are
Preference Shares
state whether they
are redeemable or
not. If this space is
insufficient the
conditions should
be set out
separately by way
of annexure.

No special rights have been attached to the shares

Signature

~~State whether Director~~

or Secretary)

Secretary

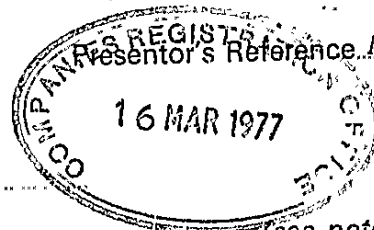
Dated the 10th day of March 19 77.

Presented by

Slaughter and May

35 Basinghall Street,

London EC2V 5DB



(see notes overleaf)

No. 221528

108

THE COMPANIES ACTS

COMPANY LIMITED BY SHARES

*FILED PURSUANT TO S.9 OF THE EUROPEAN COMMUNITIES
ACT 1972.*

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

THOMAS ROBERTS (WESTMINSTER) LIMITED

Incorporated on 30th April, 1927

(Memorandum of Association amended on 26th
November, 1957 and 27th March, 1973 and
new Articles of Association adopted on 27th
March, 1973)



56

SLAUGHTER AND MAY

35 BASINGHALL STREET.
LONDON, EC2V 5DB

AWM/DF

No. 221528

COAT OF ARMS 7

CERTIFICATE OF INCORPORATION
of
OCEAN PETROLEUM COMPANY LIMITED

I hereby Certify that OCEAN PETROLEUM COMPANY LIMITED
is this day Incorporated under the Companies Acts, 1908
to 1917, and that the Company is Limited.

Given under my hand at London this Thirtieth day
of April, One thousand nine hundred and twenty-seven.

C.C. GALLAGHER,
Registrar of Joint Stock Companies.

Fees and Deed Stamps, £30: 5: 0.

Stamp Duty on Capital, £1,000: 0: 0.

COAT OF ARMS

CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 221528

I hereby certify that OCEAN PETROLEUM COMPANY LIMITED
having by special resolution and with the approval of
the Secretary of State changed its name, is now incorporated
under the name of THOMAS ROBERTS (WESTMINSTER) LIMITED

Given under my hand at London the 29th March 1973.

N. TAYLOR
Assistant Registrar of Companies

THE COMPANIES ACTS

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

THOMAS ROBERTS (WESTMINSTER) LIMITED

(As altered by Special Resolutions passed
26th November, 1957 and 27th March, 1973)

1. The name of the Company is "THOMAS ROBERTS (WESTMINSTER) 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 and to hold any shares, stocks, debentures, debenture stocks, bonds, securities, obligations, or other investments, rights or interests of or in any company or companies, and to co-ordinate, finance and manage all or any part of the businesses and operations of any such companies.
 - (B) To undertake, carry on, and execute all kinds of financial, commercial, trading and other operations and generally to institute, enter into, carry on, assist or participate in financial, commercial, mercantile, industrial, manufacturing and other businesses, works, contracts, undertakings and financial operations of all kinds.
 - (C) To carry on any business for the time being within the objects of any of the Company's subsidiary companies and any business acquired by the Company from any of its subsidiary companies.

* Note: The name of the Company was changed from OCEAN PETROLEUM COMPANY LIMITED to its present name with effect from 29th March, 1973.

- (D) To carry on any other business or activity and do anything of any nature which may seem to the Company capable of being conveniently carried on or done in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's business, property or rights.
- (E) To acquire for any estate or interest and to take options over, construct and develop any property, real or personal, or rights of any kind.
- (F) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee with or without consideration the payment of any principal or capital moneys, premiums, interest, dividends and other moneys secured by or payable under or in respect of any obligation or securities of any kind or description including those of the Company's holding company, if any.
- (G) To lend money to, or grant or provide credit or 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 interests of its members.
- (H) To apply for, purchase, take out or otherwise acquire by original grant or by transfer or assignment or otherwise any patent rights, brevets d'invention, licences, concessions, secret processes and inventions and to use and exercise the same or to sell assign and develop the same or grant licences in respect thereof or otherwise turn the same to the advantage of the Company.
- (I) 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 or capable of being conducted so as directly or indirectly to benefit the Company.
- (J) To borrow and raise money and secure or discharge any debt or obligation 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.

- (K) 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 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, debentures or other obligations or securities, whether fully or partly paid up, of any other company.
- (L) 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.
- (M) 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.
- (N) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (O) To subscribe or guarantee money for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its Members or for any national, charitable, benevolent, public, general or useful object, or for any exhibition.
- (P) To grant pensions or gratuities to any officers or employees or ex-officers or ex-employees of the Company, or of its predecessors in business or of its holding company or subsidiary companies (if any), or to the relations, connections or dependants of any such persons, and to establish or support any associations, institutions, clubs, building and housing schemes, 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.
- (Q) To act as secretaries, managers, registrars or transfer agents for any other company.

- (R) To distribute any of the property of the Company among its Members in specie or kind.
- (S) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
- (T) 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, sub-contractors or otherwise and either alone or in conjunction with others.

And it is hereby declared that the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in anywise 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 Share Capital of the Company is £1,800,000 divided into 1,500,000 8 per cent. Cumulative Preference Shares of £1 each and 300,000 Ordinary 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 capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
<p>H.H. Brigham, 327 South La Salle Street, Chicago, Ill. President North American Car Corporation</p>	<p>One</p>
<p>Herbert Nicholson, Bidborough Hall, Tunbridge Wells. Director Public Coy.</p>	<p>One</p>
<p>Dunmore, (Earl of) 13, Sussex Square, London. Peer of the Realm.</p>	<p>One</p>
<p>Charles B. Haywood, Woodhatch, Reigate. Chemical Manufacturer.</p>	<p>One</p>

DATED this 27th day of April 1927.

Witness to the above Signatures -

H. Ibotson Ward,
Solicitor.

33, Walbrook, E.C.4.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

THOMAS ROBERTS (WESTMINSTER) LIMITED

(Adopted by Special Resolution passed on
27th March, 1973)

PRELIMINARY

1. The Regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 (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. The Regulations contained in Table A in the First Schedule to the Companies Act 1929 shall not apply to the Company.

SHARES

2. The share capital of the Company is £1,800,000 divided into 1,500,000 8 per cent. Cumulative Preference Shares of £1 each and 300,000 Ordinary Shares of £1 each.

3. (A) The said Preference Shares shall confer on the holders thereof the right to be paid, out of the profits available for dividend and resolved to be distributed in respect of any financial year or other period for which the Company's accounts are made up, a fixed cumulative preferential dividend at the rate of 8 per cent. per annum on the capital for the time being paid up or credited as paid up thereon and the right on a return of capital in a winding up or otherwise, in priority to any payment to the holders of any other class of shares, to be repaid the amount paid up or credited as paid up thereon together with a sum equal to any arrears, deficiency or accruals of the fixed cumulative dividend thereon (whether earned or declared or not) to be calculated down to the date of repayment, but shall confer on the holders thereof no further or other right to participate in the profits or assets of the Company.

(B) Subject to the provisions of Article 5, the Company shall be entitled to issue from time to time and at any time further shares ranking pari passu with the said Preference Shares and identical in all respects therewith or carrying a different rate or different rates of dividend or the right in a winding-up or on a reduction of capital involving repayment to a different premium or different premiums (if any) and such further shares may also be redeemable; provided that, except with the consent or sanction of the holders of the said Preference Shares and such further shares (if any) given in the manner provided by Article 5, the aggregate nominal amount for the time being issued of the said Preference Shares and such further shares shall not at any time exceed an amount equal to one-half of the aggregate of the nominal amount of the issued and paid up share capital of the Company for the time being ranking after the said Preference Shares and such further shares and of the consolidated capital and revenue reserves of the Company and its subsidiaries (including share premium account and credit balance on profit and loss account, but excluding any reserves for future taxation) as shown by the latest audited consolidated balance sheet of the Company and its subsidiaries, but adjusted to take into account any increase in the share capital of the Company ranking after the said Preference Shares and such further shares or in the share premium account of the Company since the date of such balance sheet and to eliminate any reserves attributable to minority shares in subsidiaries.

(C) Except with the consent or sanction of the holders of the said Preference Shares given in the manner provided by Article 5, no shares shall be issued ranking as to dividend or as to capital in priority thereto.

(D) Subject as hereinbefore provided in regard to the said Preference Shares, the special rights conferred upon the holders of any class of shares shall not, unless otherwise expressly provided by the conditions of issue of such shares, be deemed to be directly and adversely altered or abrogated by the creation or issue of further shares ranking in priority thereto or pari passu therewith.

4. 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.

5. Whenever the capital of the Company is divided into different classes of shares the special rights attached to any class may be varied or abrogated, either whilst the Company is a going concern or during or in contemplation of a winding-up, 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 meeting of the holders of that class but not otherwise. To every such separate meeting all the provisions of these Articles relating to General Meetings of the Company or 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 of such holders a quorum as above defined is not present those members who are present shall be a quorum) and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively. Regulation 4 of Table A shall not apply.

GENERAL MEETINGS

6. Subject to the provisions of the Companies Act 1948, 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.

7. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every member who (being an individual) is present in person, or (being a corporation) is present by a representative or proxy not being himself a member, shall have one vote, and on a poll every member who is present in person or by proxy or (being a corporation) is present by a representative shall (except as hereinafter provided) have one vote for every £1 in nominal amount of shares in the capital of the Company of which he is the holder provided that the holders of the said Preference Shares shall have the right to receive notice of and to attend but not to vote at any general meeting of the Company unless either (a) at the date of the notice convening the meeting the dividend on such shares or any part thereof is six months in arrear (for which purpose such dividend shall be deemed to be payable half-yearly on 31st March and 30th September in every year) or (b) the business of the meeting includes the consideration of a resolution for winding-up the Company or any resolution directly and adversely altering or abrogating any of the special rights and privileges attached to the said Preference Shares. Regulation 62 of Table A shall not apply.

8. 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.

9. If at any general meeting any votes shall be counted which ought not to have been counted or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the Chairman of the Meeting, be of sufficient magnitude to vitiate the result of the voting.

DIRECTORS

10. Unless and until otherwise determined by the Company in general meeting the number of Directors shall not be less than two.

11. 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.

12. 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.

13. 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.

14. The Directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Assistant Managing Director, or in any other executive office or employment under the Company or indirectly as an executive officer or employee of any subsidiary company of the Company or of its holding company (if any) notwithstanding that he may be or may have been a Director of the Company and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person. Regulation 87 of Table A shall not apply.

15. The Directors 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.

16. 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.

17. The Company in General Meeting shall have power at any time and from time to time to remove any Director from office or appoint any person to be a Director.

18. 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.

19. Regulations 89 to 97 (inclusive) of Table A shall not apply.

20. Each Director shall have power to nominate in writing (1) any other Director or (2) any person approved for that purpose by the other Directors, to act as 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, whilst so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. An alternate Director shall ipso facto cease to be an alternate Director if his appointor cease for any reason to be a Director. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate.

21. A Director of the Company may be or become a Director or other officer of or otherwise interested in any company promoted by the Company or in which the Company may be interested, and no such Director shall be accountable for any remuneration or other benefits received by him as a director or officer of or from his interest in such other company. The Director may also exercise the voting power conferred by the shares held in any other company

held or owned by the Company in such manner in all respects as he thinks fit, including the exercise thereof in favour of any resolution appointing the Directors or any of them to be directors or officers of such other company, or voting or providing for the payment of remuneration to the directors or officers of such other company. And any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to become a director or officer of such other company and as such, or in any other manner, is or may be interested in the exercise of such voting rights in manner aforesaid.

RESOLUTIONS

At EXTRAORDINARY GENERAL MEETINGS of the Company duly convened and held on the dates stated below, the following Resolutions were duly passed as Special Resolutions.

26th November, 1957.

1. That the Company's Memorandum of Association with respect to its objects be altered by deleting the existing sub-clause (A) to clause 3 thereof and substituting the following therefor :-

(A) To carry on the business of purchasing, storing, importing, supplying, selling and distributing crude and refined oils, petroleum, benzol, and all products or bye-products of oil, coal tar, and petroleum, and of trading in these substances. And also by deleting the existing Clause 5 thereof and substituting the following therefor :-

5. The Capital of the Company is £100,000, divided into 100,000 Shares of £1 each, with power to issue any of the Shares in the Capital, original or increased, with or subject to any preferential, special or qualified rights, or conditions as regards dividends, repayment of capital, voting or otherwise.

13th March, 1973.

That the name of the Company be changed to Thomas Roberts (Westminster) Limited.

27th March, 1973.

1. That each of the 100,000 Shares of £1 in the capital of the Company be designated Ordinary Shares of £1 each.

2. That with a view to the acquisition of the undertaking and assets (other than the sum of £1,267,650) of Thomas Roberts (Westminster) Limited the share capital of the Company be increased to £1,700,000 by the creation of 100,000 additional Ordinary Shares of £1 each and 1,500,000 8 per cent. Cumulative Preference Shares of £1 each and such shares shall confer upon their holders the rights contained in the Articles of Association mentioned in Resolution 5 below.

3. That the Directors be authorised and directed to enter into and carry into effect an agreement for such acquisition in the terms of the draft produced to the meeting and for the purpose of identification signed by the Chairman thereof.

4. That the Memorandum of Association of the Company be altered by the deletion therefrom of Clauses 3 and 5 and the substitution therefor of new Clauses 3 and 5 respectively in the form set out in the document submitted to the meeting and for the purposes of identification signed by the Chairman thereof.

5. That the regulations set out in the document submitted to the meeting and for the purposes of identification signed by the Chairman thereof be 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.

THE COMPANIES ACTS 1948 TO 1965

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

THOMAS ROBERTS (WESTMINSTER) LIMITED

(Passed 10th March 1977)

At an EXTRAORDINARY GENERAL MEETING of the above-named
Company held on the 10th March, 1977 the following
Resolution, was duly passed as an Ordinary Resolution:-

RESOLUTION

That the authorised share capital of the Company be
increased to £1,800,000 by the creation of 100,000
additional Ordinary Shares of £1 each.

J.W.T. Saunders

Secretary

221528/106

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

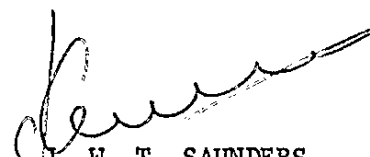
THOMAS ROBERTS (WESTMINSTER) LIMITED

(Passed 10th March 1977)

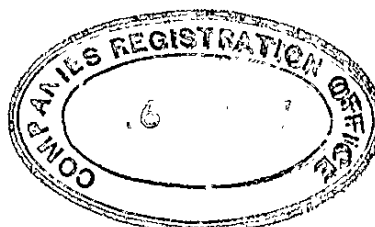
At an EXTRAORDINARY GENERAL MEETING of the above-named
Company held on the 10th March, 1977 the following
Resolution, was duly passed as an Ordinary Resolution:-

RESOLUTION

That the authorised share capital of the Company be
increased to £1,800,000 by the creation of 100,000
additional Ordinary Shares of £1 each.


J. W. T. SAUNDERS,
Secretary.

SLAUGHTER AND MAY
35, BASINGHALL ST.
LONDON. E.C.2



NO. OF COMPANY..... 221528

THE COMPANIES ACTS 1948 TO 1967.

Notice of place where copies of Directors' written
service contracts or memorandums thereof are kept
or of any change in that place.

Pursuant to Section 26 (3) of the Companies Act 1967.

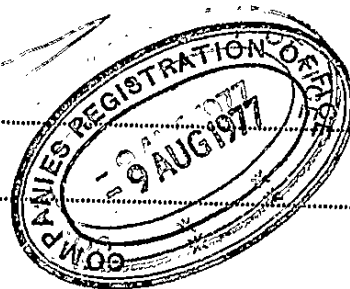
Name of Company.....
..... THOMAS ROBERTS (WESTMINSTER) LIMITED

To the REGISTRAR OF COMPANIES.

The above-named Company hereby gives you notice, in accordance with subsection
(3) of Section 26 of the Companies Act 1967, that copies of Directors' written service
contracts or memorandums thereof are kept at Eling House,
..... 100, Eling Lane, Totton, Southampton SO4 4TP

(Signed).....

(State whether Director or Secretary)..... Secretary



DATE..... 9th August 1977

CAT. No. CFR.5.

JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

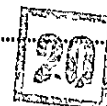
S2600 (c)

Presented by

Presenter's Reference

..... Mr. J. W. Saunders, Secretary

..... Eling House, 100, Eling Lane,



This margin to be reserved for binding.

THE COMPANIES ACTS 1948 to 1967

Notice of Place where a Register of Holders of Debentures or a Duplicate thereof is kept or of any Change in that Place

(Pursuant to section 86 (3) of the Companies Act 1948)

Insert the
Name of the
Company

THOMAS ROBERTS (WESTMINSTER) LIMITED

Section 86 (3) of the Companies Act 1948 provides that :—

Every company which keeps any such register or duplicate in England or Scotland shall send notice to the registrar of companies of the place where the register or duplicate is kept and of any change in that place :

Provided that a company shall not be bound to send notice under this subsection where the register or duplicate has, at all times since it came into existence, or in the case of a company which came into existence after the commencement of this Act, at all times since then, been kept at the registered office of the company.

Presented by

Presenter's Reference

Mr. J. W. Saunders
Secretary
Eling House, 100, Eling Lane,
Totton, Southampton SO4 4TP



Form No. 102
(No filing fee payable)

Oyez Publishing Limited
Oyez House, 237 Long Lane, London SE1 4PU
a subsidiary of The Solicitors' Law Stationery Society, Limited

Companies 4c



Notice of Place where a Register of Holders of Debentures or a Duplicate thereof is kept or of any Change in that Place.

To the REGISTRAR OF COMPANIES.

THOMAS ROBERTS (WESTMINSTER) LIMITED

hereby gives you notice, in accordance with subsection (3) of section 86 of the Companies Act 1948, that a register of holders of Debentures of the Company is kept at Eling House, 100, Eling Lane, Totton, Southampton SO4 4TP

Signature

(State whether Director or Secretary) Secretary

Dated the 9th day of August 19 77

NOTE.—This margin is reserved for binding and must not be written across.

Number of }
Company } 221528 / 113.

Form No. 103
(No registration fee payable)

THE COMPANIES ACTS 1948 to 1967

Notice of Place where Register of Members is kept or of any Change in that Place

(Pursuant to section 110 (3) of the Companies Act 1948)

Insert the
Name of
the Company

THOMAS ROBERTS (WESTMINSTER) LIMITED

Section 110 of the Companies Act 1948 provides that :—

* * * * *

(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place :

Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

Presented by

Presentor's Reference

Mr. J. W. Saunders

Secretary,

Eling House,

100, Eling Lane,

Totton, Southampton SO4 4TP.




1. The first step is to identify the problem. This involves understanding the current situation and what needs to be changed.

.....

hereby gives you notice, in accordance with subsection (3) of section 110 of the Companies Act 1948, that the register of members of the Company is kept at Eling House, 100, Eling Lane,

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55 56 57 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73 74 75 76 77 78 79 80 81 82 83 84 85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 100 101 102 103 104 105 106 107 108 109 110 111 112 113 114 115 116 117 118 119 120 121 122 123 124 125 126 127 128 129 130 131 132 133 134 135 136 137 138 139 140 141 142 143 144 145 146 147 148 149 150 151 152 153 154 155 156 157 158 159 160 161 162 163 164 165 166 167 168 169 170 171 172 173 174 175 176 177 178 179 180 181 182 183 184 185 186 187 188 189 190 191 192 193 194 195 196 197 198 199 200 201 202 203 204 205 206 207 208 209 210 211 212 213 214 215 216 217 218 219 220 221 222 223 224 225 226 227 228 229 230 231 232 233 234 235 236 237 238 239 240 241 242 243 244 245 246 247 248 249 250 251 252 253 254 255 256 257 258 259 260 261 262 263 264 265 266 267 268 269 270 271 272 273 274 275 276 277 278 279 280 281 282 283 284 285 286 287 288 289 290 291 292 293 294 295 296 297 298 299 300 301 302 303 304 305 306 307 308 309 310 311 312 313 314 315 316 317 318 319 320 321 322 323 324 325 326 327 328 329 330 331 332 333 334 335 336 337 338 339 340 341 342 343 344 345 346 347 348 349 350 351 352 353 354 355 356 357 358 359 360 361 362 363 364 365 366 367 368 369 370 371 372 373 374 375 376 377 378 379 380 381 382 383 384 385 386 387 388 389 390 391 392 393 394 395 396 397 398 399 400 401 402 403 404 405 406 407 408 409 410 411 412 413 414 415 416 417 418 419 420 421 422 423 424 425 426 427 428 429 430 431 432 433 434 435 436 437 438 439 440 441 442 443 444 445 446 447 448 449 450 451 452 453 454 455 456 457 458 459 460 461 462 463 464 465 466 467 468 469 470 471 472 473 474 475 476 477 478 479 480 481 482 483 484 485 486 487 488 489 490 491 492 493 494 495 496 497 498 499 500 501 502 503 504 505 506 507 508 509 510 511 512 513 514 515 516 517 518 519 520 521 522 523 524 525 526 527 528 529 530 531 532 533 534 535 536 537 538 539 540 541 542 543 544 545 546 547 548 549 550 551 552 553 554 555 556 557 558 559 560 561 562 563 564 565 566 567 568 569 570 571 572 573 574 575 576 577 578 579 580 581 582 583 584 585 586 587 588 589 590 591 592 593 594 595 596 597 598 599 600 601 602 603 604 605 606 607 608 609 610 611 612 613 614 615 616 617 618 619 620 621 622 623 624 625 626 627 628 629 630 631 632 633 634 635 636 637 638 639 640 641 642 643 644 645 646 647 648 649 650 651 652 653 654 655 656 657 658 659 660 661 662 663 664 665 666 667 668 669 670 671 672 673 674 675 676 677 678 679 680 681 682 683 684 685 686 687 688 689 690 691 692 693 694 695 696 697 698 699 700 701 702 703 704 705 706 707 708 709 710 711 712 713 714 715 716 717 718 719 720 721 722 723 724 725 726 727 728 729 730 731 732 733 734 735 736 737 738 739 740 741 742 743 744 745 746 747 748 749 750 751 752 753 754 755 756 757 758 759 760 761 762 763 764 765 766 767 768 769 770 771 772 773 774 775 776 777 778 779 780 781 782 783 784 785 786 787 788 789 790 791 792 793 794 795 796 797 798 799 800 801 802 803 804 805 806 807 808 809 810 811 812 813 814 815 816 817 818 819 820 821 822 823 824 825 826 827 828 829 830 831 832 833 834 835 836 837 838 839 840 841 842 843 844 845 846 847 848 849 850 851 852 853 854 855 856 857 858 859 860 861 862 863 864 865 866 867 868 869 870 871 872 873 874 875 876 877 878 879 880 881 882 883 884 885 886 887 888 889 890 891 892 893 894 895 896 897 898 899 900 901 902 903 904 905 906 907 908 909 910 911 912 913 914 915 916 917 918 919 920 921 922 923 924 925 926 927 928 929 930 931 932 933 934 935 936 937 938 939 940 941 942 943 944 945 946 947 948 949 950 951 952 953 954 955 956 957 958 959 960 961 962 963 964 965 966 967 968 969 970 971 972 973 974 975 976 977 978 979 980 981 982 983 984 985 986 987 988 989 990 991 992 993 994 995 996 997 998 999 1000 1001 1002 1003 1004 1005 1006 1007 1008 1009 1010 1011 1012 1013 1014 1015 1016 1017 1018 1019 1020 1021 1022 1023 1024 1025 1026 1027 1028 1029 1030 1031 1032 1033 1034 1035 1036 1037 1038 1039 104


Secretary

(State whether
Director or Secretary) Secretary

Dated the 9th day of August 19 77.

No. of }
Company } 221528 / 110

Form No. R.6.
NO FEE PAYABLE

THE COMPANIES ACTS 1948 TO 1967

NOTICE OF PLACE WHERE REGISTER OF DIRECTORS' INTERESTS IN SHARES IN, OR DEBENTURES OF, A COMPANY OR ITS ASSOCIATED COMPANIES IS KEPT OR OF ANY CHANGE IN THAT PLACE.

Pursuant to Section 29(8) of the Companies Act 1967.

Name of }
Company } THOMAS ROBERTS (WESTMINSTER) Limited

To the Registrar of Companies.

The above-named company hereby gives you notice, in accordance with subsection (8) of Section 29 of the Companies Act 1967, that the register of Directors' interests in shares in, or debentures of, the company or any associated companies is kept at

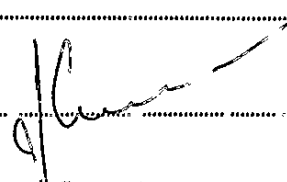
Eling House,

100, Eling Lane,

Totton,

Southampton SO4 4TP

Signed



State whether Director or Secretary Secretary

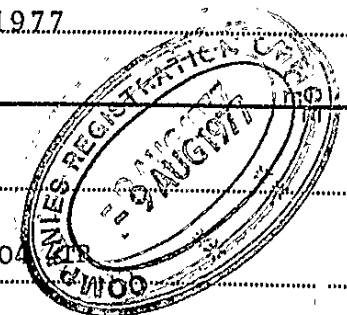
Date 9th August 1977

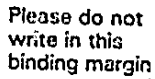
Presented by J. W. Saunders, Esq.,

Secretary, Eling House,

100, Eling Lane, Totton, Southampton SO4 4TP


Presentor's reference





Form No. 65

65

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

For official use

53

Name of company

'THOMAS ROBERTS (WESTMINSTER)

Limited

{recognised bank} *
{xbeing:xxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxwithin the meaning of the Banking Act 1979,1,x,t}
{licensed institution}xxxx

[being authorised to carry on insurance business in the United Kingdom] t

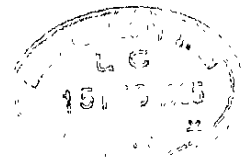
*See note 2

/Overleaf

Slaughter and May,
35 Basinghall Street,
London, EC2V 5DB

For official use
General section

Post room



Therefore [I] [we] •
(NOTE 3)

Please do not
write in this
binding margin



Please complete
legibly, preferably
in black type or
bold block letters

*Delete as
appropriate

Name JAMES ROBERTS (CHAIRMAN)

Address 1 WALDRON MEWS,
OLD CHURCH STREET,
LONDON, SW3

Name PAMELA MARGARET ROBERTS (DEPUTY CHAIRMAN)

Address THE GENERALS,
TRE-GAGLE,
PENALLT,
MONMOUTH, GWENT NP5 4RX

Name MAURICE TREVOR COOK

Address 6 KINGSMERE,
43 CHISLEHURST ROAD,
CHISLEHURST, KENT BR7 5LE

Name HUGH CORDON POWYS GREENWOOD

Address FLAT 7,
23 QUEENS GATE,
LONDON, SW7

Name GEORGE HOWARD HICKS

Address "TARNWOOD", 2 NORTHGATE CLOSE,
BAZENHILL ROAD, ROTTINGDEAN,
BRIGHTON, SUSSEX

Name PETER SNOW

Address FLAT 17,
DASKA HOUSE,
234 KINGS ROAD, LONDON, SW3

Name

Address

Name

Address

Name

Address

Name

Address

Please do not
write in this
binding margin



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

*See Note 4

†Delete as
appropriate

‡See Note 5

being all the directors of the company do solemnly and sincerely declare that:—

(1) the amount of the permissible capital payment* proposed to be made for the shares in question is £ 1,448,977

(2) having made full inquiry into the affairs and prospects of the company [X] [we] † have formed the opinion:—

(a) as regards its initial situation immediately following the date on which the payment out of capital is proposed to be made, that there will be no ground on which the company could then be found to be unable to pay its debts ‡ and

(b) as regards its prospects for the year immediately following that date, that, having regard to [my] [our] † intentions with respect to the management of the company's business during that year and to the amount and character of the financial resources which will in [my] [our] † view be available to the company during that year, the company will be able to continue to carry on business as a going concern (and will accordingly be able to pay its debts as they fall due) throughout that year.

And [I] [we] † 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 BRETENHAM HOUSE,
LANCASTER PLACE,
LONDON, WC2E 7HX
the fourteenth day of February
one thousand nine hundred and eighty
five
before me [Signature]

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

Anthony Gublin
16 Bedford Street
Covent Garden
London WC2
Solicitor

Signature(s) of Declarant(s)

[Signature]
JAMES ROBERTS

[Signature]
PAMELA MARGARET ROBERTS

[Signature]
MAURICE TREVOR COOK

[Signature]
HUGH GORDON POWYS GREENWOOD

[Signature]
GEORGE HOWARD HICKS

[Signature]
PETER SNOW

221526
54

THE COMPANIES ACTS
COMPANY LIMITED BY SHARES

EXTRAORDINARY RESOLUTION

of

THOMAS ROBERTS (WESTMINSTER) LIMITED

Passed on 14th February, 1985

At a separate Meeting of the holders of the Ordinary Shares of £1 each in the capital of the above-named Company, duly convened and held on 14th February, 1985, the following Resolution was duly passed as an EXTRAORDINARY RESOLUTION.

EXTRAORDINARY RESOLUTION

THAT this separate General Meeting of the holders of the Ordinary Shares of £1 each in the capital of the Company hereby approves and sanctions on behalf of the holders of all the shares of the said class the adoption of the new Article, to be numbered 5A, as set out in the Notice of the Extraordinary General Meeting of the Company which is to be held later today and generally approves and sanctions every variation or abrogation of the special rights and privileges attached to the said class to be effected thereby or involved therein or resulting from giving effect to such proposed new Article.

James Roberts.

.....
Chairman of the Meeting

SLAGGILL AND MAY
35, BASING HALL STREET
LONDON EC2V 5DZ AWM/RMF



55
THE COMPANIES ACTS
COMPANY LIMITED BY SHARES

EXTRAORDINARY RESOLUTION

of

THOMAS ROBERTS (WESTMINSTER) LIMITED

Passed on 14th February, 1985

At a separate Meeting of the holders of the 8 per cent. Cumulative Preference Shares of £1 each in the capital of the above-named Company, duly convened and held on 14th February, 1985, the following resolution was duly passed as an EXTRAORDINARY RESOLUTION.

EXTRAORDINARY RESOLUTION

THAT this separate General Meeting of the holders of the 8 per cent. Cumulative Preference Shares of £1 each in the capital of the Company hereby approves and sanctions on behalf of the holders of all the shares of the said class the adoption of the new Article, to be numbered 5A, as set out in the Notice of the Extraordinary General Meeting of the Company which is to be held later today and generally approves and sanctions every variation or abrogation of the special rights and privileges attached to the said class to be effected thereby or involved therein or resulting from giving effect to such proposed new Article.

James Roberts.

.....
Chairman of the Meeting

SLAUGHTER AND MAY
35, BARNINGHALL STREET
LONDON E.C.1A 3JF



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56

THE COMPANIES ACTS
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

THOMAS ROBERTS (WESTMINSTER) LIMITED

Passed on 14th February, 1985

At an Extraordinary General Meeting of the above-named Company, duly convened and held on 14th February, 1985, the following Resolutions were duly passed as SPECIAL RESOLUTIONS.

SPECIAL RESOLUTIONS

1. THAT the Articles of Association of the Company be and they are hereby amended:-

(a) by the insertion after Article 5 thereof of a new Article numbered 5A as follows:-

"5A Subject to, and in accordance with, the provisions of the Companies Acts, the Company may purchase any of its own shares of any class at any price (whether at par or above or below par), and any shares to be so purchased may be selected in any manner whatsoever. All shares so purchased shall be cancelled immediately upon completion of the purchase and the amount of the Company's issued share capital (but not authorised share capital) shall be reduced by the nominal amount of the shares so purchased.

SLAUGHTER AND SONS
35, BASINGHALL STREET
LONDON EC2V 1DP.

AWM/RME

Subject to, and in accordance with, the provisions of the Companies Acts, the Company may make a payment out of capital in respect of such purchase."

- (b) by the deletion from the Articles of Association of the Company of Regulation 10 of Table A.

2. THAT the terms of draft contracts between the Company and Miss S. Roberts and Mrs. A. Sturt for the purchase from each of those shareholders by the Company of 26,653 Ordinary Shares of £1 each and 150,000 8 per cent. Cumulative Preference Shares of £1 each in the capital of the Company, as set out in the draft contracts produced to this Meeting and signed by the Chairman for the purposes of identification, be and they are hereby approved and that the Company be and it is hereby authorised to enter into such contracts on such terms.

3. THAT the payment by the Company out of capital of an amount equal to the permissible capital payment as defined in Section 54 of the Companies Act 1981 in respect of the purchase by the Company at the price of £46 per share of 53,306 of the Company's Ordinary Shares and the purchase by the Company at the price of 57 pence per share of 300,000 of the Company's 8 per cent. Cumulative Preference Shares under Section 46 of the said Act be and it is hereby approved.

4. THAT the Articles of Association of the Company be amended by the deletion of Regulations 76, 77 and 113 of Table A Part 1 and the adoption of the following New Articles, numbered as follows:-

"10A A Director shall not be required to hold any Shares of the Company by way of qualification. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at general meetings of the Company."

"14A The remuneration of the Directors shall from time to time be determined by the Board. Subject to any individual Contract of Service or of Employment such remuneration shall be deemed to accrue from day to day. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or General Meetings of the Company or in connection with the business of the Company and/or its subsidiary companies."

"22 The Directors shall not be required to sign their names in a book when attending any meeting of the Directors or committee of Directors, and the last two lines of Regulation 86 of Table A Part 1 shall not apply to the Company."

"The Seal

23 Every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or Assistant Secretary or by a second Director or by some other person appointed by the Directors for the purpose."



.....

Chairman of the Meeting

221526

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THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

THOMAS ROBERTS (WESTMINSTER) LIMITED

(Adopted by Special Resolution passed on
27th March, 1973 and amended by
Special Resolutions passed on 14th February, 1985)

PRELIMINARY

1. The Regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter called "Table A") *(other than Regulations 10, 73, 77 and 113) 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. The Regulations contained in Table A in the First Schedule to the Companies Act 1929 shall not apply to the Company.

SHARES

2. The share capital of the Company is £1,800,000** divided into 1,500,000 8 per cent. Cumulative Preference Shares of £1 each and 300,000 Ordinary Shares of £1 each.

* Excluded by a Special Resolution passed on 14th February, 1985.

** Ordinary Resolution - 10th March, 1977
Capital increased to £1,800,000 by the creation of 100,000 (making 300,000) additional Ordinary Shares of £1 each.

SLAUGHTER AND MAY
35, BATHURST STREET,
LONDON EC2V 5DB AWM/RMF



3. (A) The said Preference Shares shall confer on the holders thereof the right to be paid, out of the profits available for dividend and resolved to be distributed in respect of any financial year or other period for which the Company's accounts are made up, a fixed cumulative preferential dividend at the rate of 8 per cent. per annum on the capital for the time being paid up or credited as paid up thereon and the right on a return of capital in a winding up or otherwise, in priority to any payment to the holders of any other class of shares, to be repaid the amount paid up or credited as paid up thereon together with a sum equal to any arrears, deficiency or accruals of the fixed cumulative dividend thereon (whether earned or declared or not) to be calculated down to the date of repayment, but shall confer on the holders thereof no further or other right to participate in the profits or assets of the Company.

(B) Subject to the provisions of Article 5, the Company shall be entitled to issue from time to time and at any time further shares ranking *pari passu* with the said Preference Shares and identical in all respects therewith or carrying a different rate or different rates of dividend or the right in a winding-up or on a reduction of capital involving repayment to a different premium or different premiums (if any) and such further shares may also be redeemable; provided that, except with the consent or sanction of the holders of the said Preference Shares and such further shares (if any) given in the manner provided by Article 5, the aggregate nominal amount for the time being issued of the said Preference Shares and such further shares shall not at any time exceed an amount equal to one-half of the aggregate of the nominal amount of the issued and paid up share capital of the Company for the time being ranking after the said Preference Shares and such further shares and of the consolidated capital and revenue reserves of the Company and its subsidiaries (including share premium account and credit balance on profit and loss account, but excluding any reserves for future taxation) as shown by the latest audited consolidated balance sheet of the Company and its subsidiaries, but adjusted to take into account any increase in the share capital of the Company ranking after the said Preference Shares and such further shares or in the share premium account of the Company since the date of such balance sheet and to eliminate any reserves attributable to minority shares in subsidiaries.

(C) Except with the consent or sanction of the holders of the said Preference Shares given in the manner provided by Article 5, no shares shall be issued ranking as to dividend or as to capital in priority thereto.

(D) Subject as hereinbefore provided in regard to the said Preference Shares, the special rights conferred upon the holders of any class of shares shall not, unless otherwise expressly provided by the conditions of issue of such shares, be deemed to be directly and adversely altered or abrogated by the creation or issue of further shares ranking in priority thereto or *pari passu* therewith.

4. 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.

5. Whenever the capital of the Company is divided into different classes of shares the special rights attached to any class may be varied or abrogated, either whilst the Company is a going concern or during or in contemplation of a winding-up, 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 meeting of the holders of that class but not otherwise. To every such separate meeting all the provisions of these Articles relating to General Meetings of the Company or 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 of such holders a quorum as above defined is not present those members who are present shall be a quorum) and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively. Regulation 4 of Table A shall not apply.

*5A Subject to, and in accordance with, the provisions of the Companies Acts, the Company may purchase any of its own shares of any class at any price (whether at par or above or below par), and any shares to be so

* Adopted by a Special Resolution passed on 14th February, 1985

purchased may be selected in any manner whatsoever. All shares so purchased shall be cancelled immediately upon completion of the purchase and the amount of the Company's issued share capital (but not authorised share capital) shall be reduced by the nominal amount of the shares so purchased.

Subject to, and in accordance with, the provisions of the Companies Acts, the Company may make a payment out of capital in respect of such purchase.

GENERAL MEETINGS

6. Subject to the provisions of the Companies Act 1948, 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.

7. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every member who (being an individual) is present in person, or (being a corporation) is present by a representative or proxy not being himself a member, shall have one vote, and on a poll every member who is present in person or by proxy or (being a corporation) is present by a representative shall (except as hereinafter provided) have one vote for every £1 in nominal amount of shares in the capital of the Company of which he is the holder provided that the holders of the said Preference Shares shall have the right to receive notice of and to attend but not to vote at any general meeting of the Company unless either (a) at the date of the notice convening the meeting the dividend on such shares or any part thereof is six months in arrear (for which purpose such dividend shall be deemed to be payable half-yearly on 31st March and 30th September in every year) or (b) the business of the meeting includes the consideration of a resolution for winding-up the Company or any resolution directly and adversely altering or abrogating any of the special rights and privileges attached to the said Preference Shares. Regulation 62 of Table A shall not apply.

8. 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.

9. If at any general meeting any votes shall be counted which ought not to have been counted or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the Chairman of the Meeting be of sufficient magnitude to vitiate the result of the voting.

DIRECTORS

10. Unless and until otherwise determined by the Company in general meeting the number of Directors shall not be less than two.

*10A A Director shall not be required to hold any Shares of the Company by way of qualification. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at general meetings of the Company.

11. 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.

12. 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.

13. 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.

* Adopted by a Special Resolution passed on 14th February, 1985.

14. The Directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Assistant Managing Director, or in any other executive office or employment under the Company or indirectly as an executive officer or employee of any subsidiary company of the Company or of its holding company (if any) notwithstanding that he may be or may have been a Director of the Company and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person. Regulation 87 of Table A shall not apply.

*14A The remuneration of the Directors shall from time to time be determined by the Board. Subject to any individual Contract of Service or of Employment such remuneration shall be deemed to accrue from day to day. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or General Meetings of the Company or in connection with the business of the Company and/or its subsidiary companies.

15. The Directors 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.

16. 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.

17. The Company in General Meeting shall have power at any time and from time to time to remove any Director from office or appoint any person to be a Director.

* Adopted by a Special Resolution passed on 14th February, 1985.

18. 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.

19. Regulations 89 to 97 (inclusive) of Table A shall not apply.

20. Each Director shall have power to nominate in writing (1) any other Director or (2) any person approved for that purpose by the other Directors, to act as 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, whilst so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. An alternate Director shall ipso facto cease to be an alternate Director if his appointor cease for any reason to be a Director. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate.

21. A Director of the Company may be or become a Director or other officer of or otherwise interested in any company promoted by the Company or in which the Company may be interested, and no such Director shall be accountable for any remuneration or other benefits received by him as a director or officer of or from his interest in such other company. The Director may also exercise the voting power conferred by the shares held in any other company held or owned by the Company in such manner in all respects as he thinks fit, including the exercise thereof in favour of any resolution appointing the Directors or any of them to be directors or officers of such other company, or voting or providing for the payment of remuneration to the directors or officers of such other company. And any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to become a director or officer of such other company and as such, or in any other manner, is or may be interested in the exercise of such voting rights in manner aforesaid.

*22. The Directors shall not be required to sign their names in a book when attending any meeting of the Directors or committee of Directors, and the last two lines of Regulation 86 of Table A Part I shall not apply to the Company.

THE SEAL

*23. Every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or Assistant Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

* Adopted by a Special Resolution passed on 14th February, 1985.

RESOLUTIONS

At EXTRAORDINARY GENERAL MEETINGS of the Company duly convened and held on the dates stated below, the following Resolutions were duly passed as Special Resolutions.

26th November, 1957.

1. That the Company's Memorandum of Association with respect of its objects be altered by deleting the existing sub-clause (A) to clause 3 thereof and substituting the following therefor:-

- (A) To carry on the business of purchasing, storing, importing, supplying, selling and distributing crude and refined oils, petroleum, benzol, and all products or bye-products of oil, coal tar, and petroleum, and of trading in these substances.

And also by deleting the existing Clause 5 thereof and substituting the following therefor:-

- 5. The Capital of the Company is £100,000, divided into 100,000 Shares of £1 each, with power to issue any of the Shares in the Capital, original or increased, with or subject to any preferential, special or qualified rights, or conditions as regards dividends, repayment of capital, voting or otherwise.

13th March, 1973.

That the name of the Company be changed to Thomas Roberts (Westminster) Limited.

27th March, 1973.

1. That each of the 100,000 Shares of £1 in the capital of the Company be designated Ordinary Shares of £1 each.

2. That with a view to the acquisition of the undertaking and assets (other than the sum of £1,267,650) of Thomas Roberts (Westminster) Limited the share capital of the Company be increased to £1,700,000 by the creation of 100,000 additional Ordinary Shares of £1 each and 1,500,000 8 per cent. Cumulative Preference Shares of £1 each and such shares shall confer upon their holders the rights contained in the Articles of Association mentioned in Resolution 5 below.

3. That the Directors be authorised and directed to enter into and carry into effect an agreement for such acquisition in the terms of the draft produced to the

meeting and for the purpose of identification signed by the Chairman thereof.

4. That the Memorandum of Association of the Company be altered by the deletion therefrom of Clauses 3 and 5 and the substitution therefor of new Clauses 3 and 5 respectively in the form set out in the document submitted to the meeting and for the purposes of identification signed by the Chairman thereof.

5. That the regulations set out in the document submitted to the meeting and for the purposes of identification signed by the Chairman thereof be 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.

14th February, 1985.

1. That the Articles of Association of the Company be and they are hereby amended:-

(a) by the insertion after Article 5 thereof of a new Article numbered 5A as follows:-

"5A Subject to, and in accordance with, the provisions of the Companies Acts, the Company may purchase any of its own shares of any class at any price (whether at par or above or below par), and any shares to be so purchased may be selected in any manner whatsoever. All shares so purchased shall be cancelled immediately upon completion of the purchase and the amount of the Company's issued share capital (but not authorised share capital) shall be reduced by the nominal amount of the shares so purchased.

Subject to, and in accordance with, the provisions of the Companies Acts, the Company may make a payment out of capital in respect of such purchase."

(b) by the deletion from the Articles of Association of the Company of Regulation 10 of Table A.

2. That the terms of draft contracts between the Company and Miss S. Roberts and Mrs. A Sturt for the purchase from each of those shareholders by the Company of 26,653 Ordinary Shares of £1 each and 150,000 8 per cent. Cumulative Preference Shares of £1 each in the capital of the Company, as set out in the draft contracts produced to this Meeting and signed by the Chairman for the purposes of identification, be and they are hereby approved and that the Company be and it is

hereby authorised to enter into such contracts on such terms.

3. That the payment by the Company out of capital of an amount equal to the permissible capital payment as defined in Section 54 of the Companies Act 1981 in respect of the purchase by the Company at the price of £46 per share of 53,306 of the Company's Ordinary Shares and the purchase by the Company at the price of 57 pence per share of 300,000 of the Company's 8 per cent. Cumulative Preference Shares under Section 46 of the said Act be and it is hereby approved.

4. That the Articles of Association of the Company be amended by the deletion of Regulations 76, 77 and 113 of Table A Part I and the adoption of the following New Articles, numbered as follows:-

"10A A Director shall not be required to hold any Shares of the Company by way of qualification. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at general meetings of the Company."

"14A The remuneration of the Directors shall from time to time be determined by the Board. Subject to any individual Contract of Service or of Employment such remuneration shall be deemed to accrue from day to day. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or General Meetings of the Company or in connection with the business of the Company and/or its subsidiary companies."

"22 The Directors shall not be required to sign their names in a book when attending any meeting of the Directors or committee of Directors, and the last two lines of Regulation 86 of Table A Part 1 shall not apply to the Company."

"The Seal

23 Every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or Assistant Secretary or by a second Director or by some other person appointed by the Directors for the purpose."

At SEPARATE MEETINGS of the holders of the Ordinary Shares of £1 each in the capital of the Company, duly convened and held on the dates stated below, the following Resolutions were duly passed as Extraordinary Resolutions.

RESOLUTIONS

14th February, 1985.

That this separate General Meeting of the holders of the Ordinary Shares of £1 each in the capital of the Company hereby approves and sanctions on behalf of the holders of all the shares of the said class the adoption of the new Article, to be numbered 5A, as set out in the Notice of the Extraordinary General Meeting of the Company which is to be held later today and generally approves and sanctions every variation or abrogation of the special rights and privileges attached to the said class to be effected thereby or involved therein or resulting from giving effect to such proposed new Article.

At SEPARATE MEETINGS of the holders of the 8 per cent. Cumulative Preference Shares of £1 each in the capital of the Company, duly convened and held on the dates stated below, the following Resolutions were duly passed as Extraordinary Resolutions.

RESOLUTIONS

14th February, 1985.

That this separate General Meeting of the holders of the 8 per cent. Cumulative Preference Shares of £1 each in the capital of the Company hereby approves and sanctions on behalf of the holders of all the shares of the said class the adoption of the new Article, to be numbered 5A, as set out in the Notice of the Extraordinary General Meeting of the Company which is to be held later today and generally approves and sanctions every variation or abrogation of the special rights and privileges attached to the said class to be effected thereby or involved therein or resulting from giving effect to such proposed new Article.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

THOMAS ROBERTS (WESTMINSTER) LIMITED

(Passed 10th March 1977)

At an EXTRAORDINARY GENERAL MEETING of the
above-named Company held on the 10th March, 1977
the following Resolution, was duly passed as an
Ordinary Resolution:-

RESOLUTION

That the authorised share capital of the Company
be increased to £1,800,000 by the creation of
100,000 additional Ordinary Shares of £1 each.

J.W.T. Saunders

Secretary

THE COMPANIES ACTS 1948 TO 1981

Return by a company purchasing its own shares

Pursuant to section 52(1)(2) and (3) of the Companies Act 1981

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering**Note**This return must
be delivered to
the registrar
within a period
of 28 days
beginning with
the first date on
which shares to
which it relates
were delivered
to the company.* Insert full
name of
companyA private
company is
not required
to give this
information† Delete as
appropriate

To the Registrar of Companies

For official use

Company Number

58

221528

Name of company

* THOMAS ROBERTS (WESTMINSTER) LIMITED

The return of shares purchased by the company under section 46 of the Companies Act 1981 is as follows:—

Class of shares	ORDINARY	8 PER CENT. CUMULATIVE PREFERENCE		
Number of shares purchased	53,306	300,000		
Nominal value of the shares	£1 each	£1 each		
Date(s) on which the shares were delivered to the company	(1) 22nd March, 1985 (2) 25th March, 1985	(1) 22nd March, 1985 (2) 25th March, 1985		
Maximum and minimum prices paid for the shares	max) N/A min)	N/A		

The aggregate amount paid by the company for the shares to which this return relates was: N/A †

Signed

[Director] [Secretary] †

Date 26th March, 1985

Presenter's name, address
and reference (if any):—Slaughter and May,
35 Basinghall Street,
London, EC2V 5DB

AWM/RMF

For official use
General section

Post room



221528
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THE COMPANIES ACTS
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

THOMAS ROBERTS (WESTMINSTER) LIMITED

Passed on 14th February, 1985

At an Extraordinary General Meeting of the above-named Company, duly convened and held on 14th February, 1985, the following Resolutions were duly passed as SPECIAL RESOLUTIONS.

SPECIAL RESOLUTIONS

1. THAT the Articles of Association of the Company be and they are hereby amended:-

(a) by the insertion after Article 5 thereof of a new Article numbered 5A as follows:-

"5A Subject to, and in accordance with, the provisions of the Companies Acts, the Company may purchase any of its own shares of any class at any price (whether at par or above or below par), and any shares to be so purchased may be selected in any manner whatsoever. All shares so purchased shall be cancelled immediately upon completion of the purchase and the amount of the Company's issued share capital (but not authorised share capital) shall be reduced by the nominal amount of the shares so purchased.



Subject to, and in accordance with, the provisions of the Companies Acts, the Company may make a payment out of capital in respect of such purchase."

- (b) by the deletion from the Articles of Association of the Company of Regulation 10 of Table A.

2. THAT the terms of draft contracts between the Company and Miss S. Roberts and Mrs. A. Sturt for the purchase from each of those shareholders by the Company of 26,653 Ordinary Shares of £1 each and 157,000 8 per cent. Cumulative Preference Shares of £1 each in the capital of the Company, as set out in the draft contracts produced to this Meeting and signed by the Chairman for the purposes of identification, be and they are hereby approved and that the Company be and it is hereby authorised to enter into such contracts on such terms.

3. THAT the payment by the Company out of capital of an amount equal to the permissible capital payment as defined in Section 54 of the Companies Act 1981 in respect of the purchase by the Company at the price of £46 per share of 53,306 of the Company's Ordinary Shares and the purchase by the Company at the price of 57 pence per share of 300,000 of the Company's 8 per cent. Cumulative Preference Shares under Section 46 of the said Act be and it is hereby approved.

4. THAT the Articles of Association of the Company be amended by the deletion of Regulations 76, 77 and 113 of Table A Part 1 and the adoption of the following New Articles, numbered as follows:-


"10A A Director shall not be required to hold any Shares of the Company by way of qualification. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at general meetings of the Company."

"14A The remuneration of the Directors shall from time to time be determined by the Board. Subject to any individual Contract of Service or of Employment such remuneration shall be deemed to accrue from day to day. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or General Meetings of the Company or in connection with the business of the Company and/or its subsidiary companies."

"22 The Directors shall not be required to sign their names in a book when attending any meeting of the Directors or committee of Directors, and the last two lines of Regulation 86 of Table A Part 1 shall not apply to the Company."

"The Seal

23 Every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or Assistant Secretary or by a second Director or by some other person appointed by the Directors for the purpose."



.....
Chairman of the Meeting

No. 221528

60
THE COMPANIES ACTS 1948 to 1983

COMPANY LIMITED BY SHARES

MEMORANDUM
and
ARTICLES OF ASSOCIATION
of
THOMAS ROBERTS (WESTMINSTER) LIMITED

Incorporated on 30th April, 1927

(Memorandum of Association amended on 26th November, 1957 and 27th March, 1973 and new Articles of Association adopted on 27th March, 1973 and amended on 14th February, 1985)

SLAUGHTER AND MAY

35, BASINGHALL STREET,
LONDON, EC2V 5DB

AWM/RMF/JWS



No. 221528

[COAT OF ARMS]

CERTIFICATE OF INCORPORATION
of
OCEAN PETROLEUM COMPANY LIMITED

I hereby Certify that OCEAN PETROLEUM COMPANY LIMITED is this day Incorporated under the Companies Acts, 1908 to 1917, and that the Company is Limited.

Given under my hand at London this Thirtieth day of April, One thousand nine hundred and twenty-seven.

C.C. GALLAGHER,
Registrar of Joint Stock Companies.

Fees and Deed Stamps, £30: 5: 0.

Stamp Duty on Capital, £1,000: 0: 0.

[COAT OF ARMS]

CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 221528

I hereby certify that OCEAN PETROLEUM COMPANY LIMITED having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of THOMAS ROBERTS (WESTMINSTER) LIMITED

Given under my hand at London the 29th March 1973.

N. TAYLOR
Assistant Registrar of Companies

THE COMPANIES ACTS

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

THOMAS ROBERTS (WESTMINSTER) LIMITED

(As altered by Special Resolutions passed
26th November, 1957 and 27th March, 1973)

1. The name of the Company is "THOMAS ROBERTS (WESTMINSTER) 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 and to hold any shares, stocks, debentures, debenture stocks, bonds, securities, obligations, or other investments, rights or interests of or in any company or companies, and to co-ordinate, finance and manage all or any part of the businesses and operations of any such companies.
 - (B) To undertake, carry on, and execute all kinds of financial, commercial, trading and other operations and generally to institute, enter into, carry on, assist or participate in financial, commercial, mercantile, industrial, manufacturing and other businesses, works, contracts, undertakings and financial operations of all kinds.

*Note: The name of the Company was changed from OCEAN PETROLEUM COMPANY LIMITED to its present name with effect from 29th March, 1973.



- (C) To carry on any business for the time being within the objects of any of the Company's subsidiary companies and any business acquired by the Company from any of its subsidiary companies.
- (D) To carry on any other business or activity and do anything of any nature which may seem to the Company capable of being conveniently carried on or done in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's business, property or rights.
- (E) To acquire for any estate or interest and to take options over, construct and develop any property, real or personal, or rights of any kind.
- (F) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee with or without consideration the payment of any principal or capital moneys, premiums, interest, dividends and other moneys secured by or payable under or in respect of any obligation or securities of any kind or description including those of the Company's holding company, if any.
- (G) To lend money to, or grant or provide credit or 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 interests of its Members.
- (H) To apply for, purchase, take out or otherwise acquire by original grant or by transfer or assignment or otherwise any patent rights, brevets d'invention, licences, concessions, secret processes and inventions and to use and exercise the same or to sell, assign and develop the same or grant licences in respect thereof or otherwise turn the same to the advantage of the Company.
- (I) 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 or capable of being

conducted so as directly or indirectly to benefit the Company.

- (J) To borrow and raise money and secure or discharge any debt or obligation 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.
- (K) 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 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, debentures or other obligations or securities, whether fully or partly paid up, of any other company.
- (L) 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.
- (M) 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.
- (N) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (O) To subscribe or guarantee money for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its Members or for any national, charitable, benevolent, public, general or useful object, or for any exhibition.

- (P) To grant pensions or gratuities to any officers or employees or ex-officers or ex-employees of the Company, or of its predecessors in business or of its holding company or subsidiary companies (if any), or to the relations, connections or dependants of any such persons, and to establish or support any associations, institutions, clubs, building and housing schemes, 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.
- (Q) To act as secretaries, managers, registrars or transfer agents for any other company.
- (R) To distribute any of the property of the Company among its Members in specie or kind.
- (S) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
- (T) 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, sub-contractors or otherwise and either alone or in conjunction with others.

And it is hereby declared that the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in anywise 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 Share Capital of the Company is £1,700,000* divided into 1,500,000 8 per cent. Cumulative Preference Shares of £1 each and 200,000 Ordinary Shares of £1 each.

* The Share Capital was increased to £1,800,000 by the creation of 100,000 additional Ordinary Shares of £1 each by an Ordinary Resolution passed on 10th March, 1977.

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
H. H. Brigham, 327 South La Salle Street, Chicago Ill. President North American Car Corporation.	One
Herbert Nicholson, Bidborough Hall, Tunbridge Wells. Director Public Coy.	One
Dunmore, (Earl of) 13, Sussex Square, London. Peer of the Realm.	One
Charles B. Haywood, Woodhatch, Reigate. Chemical Manufacturer.	One

Dated this 27th day of April 1927.

Witness to the above Signatures -

H. Ibotson Ward,
Solicitor.
33, Walbrook, E.C.4.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

THOMAS ROBERTS (WESTMINSTER) LIMITED

(Adopted by Special Resolution passed on
27th March, 1973 and amended by
Special Resolutions passed on 14th February, 1985)

PRELIMINARY

1. The Regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter called "Table A") *(other than Regulations 10, 76, 77 and 113) 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. The Regulations contained in Table A in the First Schedule to the Companies Act 1929 shall not apply to the Company.

SHARES

2. The share capital of the Company is £1,800,000** divided into 1,500,000 8 per cent. Cumulative Preference Shares of £1 each and 300,000 Ordinary Shares of £1 each.

* Excluded by a Special Resolution passed on 14th February, 1985.

** Ordinary Resolution - 10th March, 1977
Capital increased to £1,800,000 by the creation of 100,000 (making 300,000) additional Ordinary Shares of £1 each.

3. (A) The said Preference Shares shall confer on the holders thereof the right to be paid, out of the profits available for dividend and resolved to be distributed in respect of any financial year or other period for which the Company's accounts are made up, a fixed cumulative preferential dividend at the rate of 8 per cent. per annum on the capital for the time being paid up or credited as paid up thereon and the right on a return of capital in a winding up or otherwise, in priority to any payment to the holders of any other class of shares, to be repaid the amount paid up or credited as paid up thereon together with a sum equal to any arrears, deficiency or accruals of the fixed cumulative dividend thereon (whether earned or declared or not) to be calculated down to the date of repayment, but shall confer on the holders thereof no further or other right to participate in the profits or assets of the Company.

(B) Subject to the provisions of Article 5, the Company shall be entitled to issue from time to time and at any time further shares ranking pari passu with the said Preference Shares and identical in all respects therewith or carrying a different rate or different rates of dividend or the right in a winding-up or on a reduction of capital involving repayment to a different premium or different premiums (if any) and such further shares may also be redeemable; provided that, except with the consent or sanction of the holders of the said Preference Shares and such further shares (if any) given in the manner provided by Article 5, the aggregate nominal amount for the time being issued of the said Preference Shares and such further shares shall not at any time exceed an amount equal to one-half of the aggregate of the nominal amount of the issued and paid up share capital of the Company for the time being ranking after the said Preference Shares and such further shares and of the consolidated capital and revenue reserves of the Company and its subsidiaries (including share premium account and credit balance on profit and loss account, but excluding any reserves for future taxation) as shown by the latest audited consolidated balance sheet of the Company and its subsidiaries, but adjusted to take into account any increase in the share capital of the Company ranking after the said Preference Shares and such further shares or in the share premium account of the Company since the date of such balance sheet and to eliminate any reserves attributable to minority shares in subsidiaries.

(C) Except with the consent or sanction of the holders of the said Preference Shares given in the manner provided by Article 5, no shares shall be issued ranking as to dividend or as to capital in priority thereto.

(D) Subject as hereinbefore provided in regard to the said Preference Shares, the special rights conferred upon the holders of any class of shares shall not, unless otherwise expressly provided by the conditions of issue of such shares, be deemed to be directly and adversely altered or abrogated by the creation or issue of further shares ranking in priority thereto or *pari passu* therewith.

4. 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.

5. Whenever the capital of the Company is divided into different classes of shares the special rights attached to any class may be varied or abrogated, either whilst the Company is a going concern or during or in contemplation of a winding-up, 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 meeting of the holders of that class but not otherwise. To every such separate meeting all the provisions of these Articles relating to General Meetings of the Company or 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 of such holders a quorum as above defined is not present those members who are present shall be a quorum) and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively. Regulation 4 of Table A shall not apply.

*5A Subject to, and in accordance with, the provisions of the Companies Acts, the Company may purchase any of its own shares of any class at any price (whether at par or above or below par), and any shares to be so

* Adopted by a Special Resolution passed on 14th February, 1985

purchased may be selected in any manner whatsoever. All shares so purchased shall be cancelled immediately upon completion of the purchase and the amount of the Company's issued share capital (but not authorised share capital) shall be reduced by the nominal amount of the shares so purchased.

Subject to, and in accordance with, the provisions of the Companies Acts, the Company may make a payment out of capital in respect of such purchase.

GENERAL MEETINGS

6. Subject to the provisions of the Companies Act 1948, 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.

7. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every member who (being an individual) is present in person, or (being a corporation) is present by a representative or proxy not being himself a member, shall have one vote, and on a poll every member who is present in person or by proxy or (being a corporation) is present by a representative shall (except as hereinafter provided) have one vote for every £1 in nominal amount of shares in the capital of the Company of which he is the holder provided that the holders of the said Preference Shares shall have the right to receive notice of and to attend but not to vote at any general meeting of the Company unless either (a) at the date of the notice convening the meeting the dividend on such shares or any part thereof is six months in arrear (for which purpose such dividend shall be deemed to be payable half-yearly on 31st March and 30th September in every year) or (b) the business of the meeting includes the consideration of a resolution for winding-up the Company or any resolution directly and adversely altering or abrogating any of the special rights and privileges attached to the said Preference Shares. Regulation 62 of Table A shall not apply.

8. 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.

9. If at any general meeting any votes shall be counted which ought not to have been counted or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the Chairman of the Meeting be of sufficient magnitude to vitiate the result of the voting.

DIRECTORS

10. Unless and until otherwise determined by the Company in general meeting the number of Directors shall not be less than two.

*10A A Director shall not be required to hold any Shares of the Company by way of qualification. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at general meetings of the Company.

11. 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.

12. 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.

13. 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.

* Adopted by a Special Resolution passed on 14th February, 1985.

14. The Directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Assistant Managing Director, or in any other executive office or employment under the Company or indirectly as an executive officer or employee of any subsidiary company of the Company or of its holding company (if any) notwithstanding that he may be or may have been a Director of the Company and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person. Regulation 87 of Table A shall not apply.

*14A The remuneration of the Directors shall from time to time be determined by the Board. Subject to any individual Contract of Service or of Employment such remuneration shall be deemed to accrue from day to day. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or General Meetings of the Company or in connection with the business of the Company and/or its subsidiary companies.

15. The Directors 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.

16. 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.

17. The Company in General Meeting shall have power at any time and from time to time to remove any Director from office or appoint any person to be a Director.

* Adopted by a Special Resolution passed on 14th February, 1985.

18. 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.

19. Regulations 89 to 97 (inclusive) of Table A shall not apply.

20. Each Director shall have power to nominate in writing (1) any other Director or (2) any person approved for that purpose by the other Directors, to act as 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, whilst so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. An alternate Director shall ipso facto cease to be an alternate Director if his appointor cease for any reason to be a Director. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate.

21. A Director of the Company may be or become a Director or other officer of or otherwise interested in any company promoted by the Company or in which the Company may be interested, and no such Director shall be accountable for any remuneration or other benefits received by him as a director or officer of or from his interest in such other company. The Director may also exercise the voting power conferred by the shares held in any other company held or owned by the Company in such manner in all respects as he thinks fit, including the exercise thereof in favour of any resolution appointing the Directors or any of them to be directors or officers of such other company, or voting or providing for the payment of remuneration to the directors or officers of such other company. And any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to become a director or officer of such other company and as such, or in any other manner, is or may be interested in the exercise of such voting rights in manner aforesaid.

*22. The Directors shall not be required to sign their names in a book when attending any meeting of the Directors or committee of Directors, and the last two lines of Regulation 86 of Table A Part I shall not apply to the Company.

THE SEAL

*23. Every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or Assistant Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

* Adopted by a Special Resolution passed on 14th February, 1985.

RESOLUTIONS

At EXTRAORDINARY GENERAL MEETINGS of the Company duly convened and held on the dates stated below, the following Resolutions were duly passed as Special Resolutions.

26th November, 1957.

1. That the Company's Memorandum of Association with respect to its objects be altered by deleting the existing sub-clause (A) to clause 3 thereof and substituting the following therefor:-

(A) To carry on the business of purchasing, storing, importing, supplying, selling and distributing crude and refined oils, petroleum, benzol, and all products or bye-products of oil, coal tar, and petroleum, and of trading in these substances.

And also by deleting the existing Clause 5 thereof and substituting the following therefor:-

5. The Capital of the Company is £100,000, divided into 100,000 Shares of £1 each, with power to issue any of the Shares in the Capital, original or increased, with or subject to any preferential, special or qualified rights, or conditions as regards dividends, repayment of capital, voting or otherwise.

13th March, 1973.

That the name of the Company be changed to Thomas Roberts (Westminster) Limited.

27th March, 1973.

1. That each of the 100,000 Shares of £1 in the capital of the Company be designated Ordinary Shares of £1 each.

2. That with a view to the acquisition of the undertaking and assets (other than the sum of £1,267,650) of Thomas Roberts (Westminster) Limited the share capital of the Company be increased to £1,700,000 by the creation of 100,000 additional Ordinary Shares of £1 each and 1,500,000 8 per cent. Cumulative Preference Shares of £1 each and such shares shall confer upon their holders the rights contained in the Articles of Association mentioned in Resolution 5 below.

3. That the Directors be authorised and directed to enter into and carry into effect an agreement for such acquisition in the terms of the draft produced to the

meeting and for the purpose of identification signed by the Chairman thereof.

4. That the Memorandum of Association of the Company be altered by the deletion therefrom of Clauses 3 and 5 and the substitution therefor of new Clauses 3 and 5 respectively in the form set out in the document submitted to the meeting and for the purposes of identification signed by the Chairman thereof.

5. That the regulations set out in the document submitted to the meeting and for the purposes of identification signed by the Chairman thereof be 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.

14th February, 1985.

1. That the Articles of Association of the Company be and they are hereby amended:-

(a) by the insertion after Article 5 thereof of a new Article numbered 5A as follows:-

"5A Subject to, and in accordance with, the provisions of the Companies Acts, the Company may purchase any of its own shares of any class at any price (whether at par or above or below par), and any shares to be so purchased may be selected in any manner whatsoever. All shares so purchased shall be cancelled immediately upon completion of the purchase and the amount of the Company's issued share capital (but not authorised share capital) shall be reduced by the nominal amount of the shares so purchased.

Subject to, and in accordance with, the provisions of the Companies Acts, the Company may make a payment out of capital in respect of such purchase."

(b) by the deletion from the Articles of Association of the Company of Regulation 10 of Table A.

2. That the terms of draft contracts between the Company and Miss S. Roberts and Mrs. A Sturt for the purchase from each of those shareholders by the Company of 26,653 Ordinary Shares of £1 each and 150,000 8 per cent. Cumulative Preference Shares of £1 each in the capital of the Company, as set out in the draft contracts produced to this Meeting and signed by the Chairman for the purposes of identification, be and they are hereby approved and that the Company be and it is

hereby authorised to enter into such contracts on such terms.

3. That the payment by the Company out of capital of an amount equal to the permissible capital payment as defined in Section 54 of the Companies Act 1981 in respect of the purchase by the Company at the price of £46 per share of 53,306 of the Company's Ordinary Shares and the purchase by the Company at the price of 57 pence per share of 300,000 of the Company's 8 per cent. Cumulative Preference Shares under Section 46 of the said Act be and it is hereby approved.

4. That the Articles of Association of the Company be amended by the deletion of Regulations 76, 77 and 113 of Table A Part I and the adoption of the following New Articles, numbered as follows:-

"10A A Director shall not be required to hold any Shares of the Company by way of qualification. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at general meetings of the Company."

"14A The remuneration of the Directors shall from time to time be determined by the Board. Subject to any individual Contract of Service or of Employment such remuneration shall be deemed to accrue from day to day. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any Committee of the Directors or General Meetings of the Company or in connection with the business of the Company and/or its subsidiary companies."

"22 The Directors shall not be required to sign their names in a book when attending any meeting of the Directors or committee of Directors, and the last two lines of Regulation 86 of Table A Part 1 shall not apply to the Company."

"The Seal

23 Every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or Assistant Secretary or by a second Director or by some other person appointed by the Directors for the purpose."

At a SEPARATE MEETING of the holders of the Ordinary Shares of £1 each in the capital of the Company, duly convened and held on the date stated below, the following Resolution was duly passed as an Extraordinary Resolution.

RESOLUTION

14th February, 1985.

That this separate General Meeting of the holders of the Ordinary Shares of £1 each in the capital of the Company hereby approves and sanctions on behalf of the holders of all the shares of the said class the adoption of the new Article, to be numbered 5A, as set out in the Notice of the Extraordinary General Meeting of the Company which is to be held later today and generally approves and sanctions every variation or abrogation of the special rights and privileges attached to the said class to be effected thereby or involved therein or resulting from giving effect to such proposed new Article.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

THOMAS ROBERTS (WESTMINSTER) LIMITED

(Passed 10th March 1977)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company held on the 10th March, 1977 the following Resolution, was duly passed as an Ordinary Resolution:-

RESOLUTION

That the authorised share capital of the Company be increased to £1,800,000 by the creation of 100,000 additional Ordinary Shares of £1 each.

J.W.T. Saunders

Secretary

G

COMPANIES FORM No. 353

353**Notice of place where register of members is kept or of any change in that place**

Note: This notice is not required where the register is and has, since 1 July 1948, always been kept at the Registered Office

Please do not
write in
this margin

Pursuant to section 353 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

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221528

Name of company

* THOMAS ROBERTS (WESTMINSTER) LIMITED

* Insert full name
of company

gives notice that the register of members is [now] kept at:

BRETtenham HOUSE,

LANCASTER PLACE,

LONDON

Postcode

WC2E 7HX

† delete as
appropriate

Signed

~~Director~~ [Secretary]† Date 9th February, 1989

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

R.E. Gamage, Esq.,
Company Secretary,
Thomas Roberts (Westminster)
Limited,
Brettenham House,
Lancaster Place,
London,
WC2E 7HX

For official Use
General Section

Post room

