

Number of  
Company

563275

Form No. 41.

# THE COMPANIES ACT 1948.



A 5s.  
Companies  
Registration  
Fee Stamp  
must be  
impressed  
here.

DECLARATION of Compliance with the requirements of the  
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the  
Name of the  
Company.

DOLPHIN DEVELOPMENT (LUTON)  
LIMITED.

led by

BEDDINGTON HUGHES & HOBART

21 Devonshire Street,

London W.1.

The Solicitors' Law Stationery Society, Limited  
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;  
28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, C.2.  
PRINTERS AND PUBLISHERS

J. EDWARD JOSEPH VICKERS

of 21 Devonshire Street, London, W.1.

(a) Here insert:  
"A Solicitor of the  
"Supreme Court"  
(or in Scotland "a  
Solicitor") "engaged  
"in the formation"  
or  
"A person named  
"in the Articles of  
"Association as a  
"Director or  
"Secretary."

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

of DOLPHIN DEVELOPMENT (LUTON)

Limited,

And that all the requirements of the Companies Act, 1948, 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 77 Wimpole Street

in the County of London

the 14th day of March

one thousand nine hundred and fifty-  
six

Before me,

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

Number of  
Company ]

563275/2

Form No. 25.

# THE STAMP ACT 1891

(54 & 55 VICT., CH. 39.)



COMPANY LIMITED BY SHARES.

## Statement of the Nominal Capital OF

DOLPHIN DEVELOPMENT (LUTON)

LIMITED.

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

*NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.*

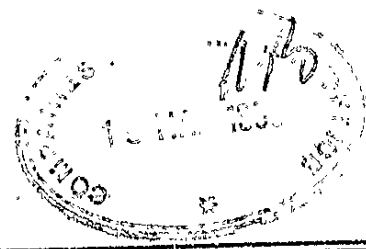
This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered.

sent by

BEDDINGTON HUGHES & HOBART

21 Devonshire Street,

London W.1.



THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED  
Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;  
30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, C.2.  
PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

# THE NOMINAL CAPITAL

OF

DOLPHIN DEVELOPMENT (LUTON) *Limited,*

is £ 100, divided into:

100 Shares of £1 each

       Shares of        each

\*Signature



Description Director

Dated the 14<sup>th</sup> day of March 195 6.

*\*This Statement should be signed by an Officer of the Company, or  
by the Solicitor(s) engaged in the formation.*

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



*The Companies Act 1948.*



COMPANY LIMITED BY SHARES

## Memorandum of Association

OF

### DOLPHIN DEVELOPMENT (LUTON) LIMITED

1. The name of the Company is "DOLPHIN DEVELOPMENT (LUTON) LIMITED."

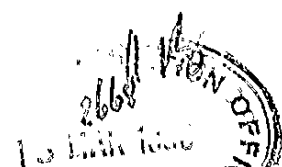
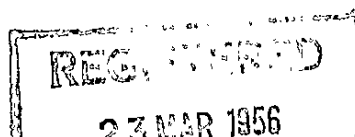
2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are—

(A) To carry on business as builders and contractors for the execution of buildings and works of all kinds, to apply for, purchase or otherwise acquire contracts and commissions for or in relation to the construction, execution, carrying out, equipment, improvement, management, administration or control of buildings and other works of all kinds, and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

(B) To act as managers, consultants, agents and advisers in relation to real and personal property of every description and projects of all kinds; to purchase or otherwise acquire any interest in any such property or project and to dispose of the same or turn the same to account in any way whatsoever; to act as brokers for manufacturers, merchants, buyers and others, and generally to undertake and carry out management and agency operations of every description.

(C) To purchase, take on lease or in exchange or otherwise acquire any lands, houses, buildings and property of all kinds and any estate or interest in or rights connected therewith, and to develop and turn to account the same, in any manner, and in particular by laying out and preparing the same for building purposes, construction, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building



lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants, purchasers, building societies, mortgagees and others.

- (D) To construct, execute, carry out, equip, improve, develop, maintain, administrate, manage or control public works and conveniences of all kinds which in this Memorandum includes railways, tramways, roads, docks, harbours, piers, wharves, pipelines, canals, reservoirs, waterworks, embankments, irrigations, reclamations, improvements, sewage, drainage, sanitary, water, oil, gas, electricity, telephonic, telegraphic, wireless and power supply works, hotels, clubs, restaurants, theatres, cinemas, stadia, baths, places of worship, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies and all other works and conveniences of public utility, and to contribute to or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof.
- (E) To carry on in all their respective branches the business of manufacturers, merchants and dealers in masonry, bricks, tiles, slates, glass, pipes, pottery, earthenware and ceramic ware of all kinds, stone, sand, lime, timber, hardware and all other building requisites, steel and other metals of every description, decorators, shop-fitters, jobmasters, architects, surveyors, house agents, mortgage and insurance brokers, hoteliers, caterers, miners, metallurgists, quarry proprietors, engineers, farmers, graziers, hauliers, transport and cartage contractors, importers and exporters and general dealers, and to carry on in all their respective branches all or any of the businesses of estate and concession developers, investors and dealers in real and personal property of all kinds, forest proprietors, lessees or concessionaires in regard to afforestation, and to grow, search for, obtain, win, raise, make marketable, use, sell and dispose of timber, granite, coal, clay, lime, oil and all other substances and products, and to prepare and manufacture cement, paving blocks, tar, macadam, bituminous road materials and all or any other of the materials or things which the Company may require or which may be useful for the Company in carrying on any business of the Company.
- (F) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (G) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant,

stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

- (H) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (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 and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, 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 officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

- (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 its business in or upon such investments or 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 other 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, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (S) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company 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 the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (T) To purchase or otherwise acquire and undertake all or any part of the business, property, assets,



liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

- (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, divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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
William Eric Evans <sup>ADAMS</sup>	
Hull Harvey	
Karlson Islex Solicitor	One
Eric Evans Lewis <sup>LEWIS</sup>	
506 Hollingwood House	
Dorothy Evans	
Linda S.H. <sup>one</sup>	
Blanche Sawyer	

Dated this 14th day of March 1956.

Witness to the above Signatures—

*James G. ...* <sup>Wickett</sup>

*at ...*

*...*

*...*



The Companies Act 1948.



COMPANY LIMITED BY SHARES.

# Articles of Association

OF

## DOLPHIN DEVELOPMENT (LUTON) LIMITED

### 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 3, 5, 24, 53, 71, 75, 77, 79, 88, 96, 97 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 6 inclusive of Table A, Part II, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

### SHARES.

3. The 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, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and not allotted pursuant to the provisions of Article 3 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

REGISTERED

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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.

5. Subject to the provisions of section 58 of the Act, any Preference Shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

#### LIEN.

6. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

#### TRANSMISSION OF SHARES.

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

#### PROCEEDINGS AT GENERAL MEETINGS.

8. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

#### DIRECTORS.

9. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than five. The names of the first Directors of the Company shall be determined in writing by the subscribers to the Memorandum of Association.

10. A Director need not be a member of the Company.

11. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

#### BORROWING POWERS.

12. The Directors may exercise all the powers of the Company to borrow 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.

#### POWERS AND DUTIES OF DIRECTORS.

13. 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.

14. 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.

15. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

#### ROTATION OF DIRECTORS.

16. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

#### PROCEEDINGS OF DIRECTORS.

17. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

## ACCOUNTS.

18. In regulation 127 of Table A, Part I, the words " and shall only have effect subject and without prejudice to the provisions of section 158 (1) (c) of the Act " shall be inserted immediately after the words " joint holders of any shares or debentures " at the end of that regulation.

## WINDING UP.

19. In regulation 135 of Table A, Part I, the words " with the like sanction " shall be inserted immediately before the words " determine how such division," and the word " members " shall be substituted for the word " contributories."

## INDEMNITY.

20. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, 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, 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 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.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

William E. Adams  
 Hull House  
 Harlow Essex Solicitor.

Eric Lawrence Lewis.  
 506 Colingwood House  
 Dolphin Square  
 London S.W.1  
 Chartered Surveyor.

---

Dated this 14th day of March 1956.

Witness to the above Signatures—

John M. J. Jones

2nd Devonshire Street

London W.1.

St. John's

DUPLICATE FOR THE FILE

No. 563275



## Certificate of Incorporation

I Hereby Certify That

**DOLPHIN DEVELOPMENT (LUTON) LIMITED**

is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this **Twenty-third** day of

**March** One Thousand Nine Hundred and Fifty **Six**

*L. R. [Signature]*  
Registrar of Companies

Certificate  
received by

*P. Hughes p.p. Beddington Hughes & Co*

Date *23.3.56*

*K.B.*



No. of Company 563275

*The Companies Act, 1948*



COMPANY LIMITED BY SHARES

## Special Resolution

*(Pursuant to section 141 (2))*

OF

## DOLPHIN DEVELOPMENT (LUTON) LIMITED

*Passed 10th October, 1960*

At an EXTRAORDINARY GENERAL MEETING of the above-named Company,  
duly convened, and held at 111 Westminster Bridge Road, London, S.E.1,  
on Monday, the 10th October, 1960, the subjoined SPECIAL RESOLUTION  
was duly passed:—

### SPECIAL RESOLUTION

That the name of the Company be changed to "RICHARD COSTAIN  
(ARABIA) LIMITED."

REGISTERED  
21 OCT 1960

REGISTERED  
21 OCT 1960

*Secretary.*

Company Number.....563275



**B**

Reference: C.R. 98/4238/60

BOARD OF TRADE,

COMPANIES ACT, 1948

DOLPHIN DEVELOPMENT (LUTON) Limited

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to RICHARD COSTAIN (LUTON) LIMITED

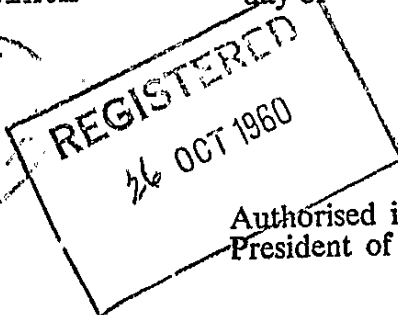
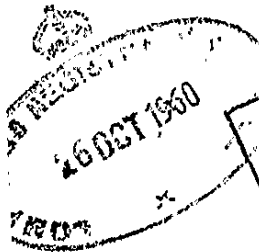
Signed on behalf of the Board of Trade

twenty-sixth

day of

October

19 60.



*[Signature]*

Authorised in that behalf by the  
President of the Board of Trade

19 60.

DUPLICATE FOR THE FILE.

No. 563275 / 18



# Certificate of Incorporation on Change of Name

Whereas

**DOLPHIN DEVELOPMENT (LUTON) LIMITED**

was incorporated as a limited company under the  
**Companies Act, 1948,**

on the **twenty-third** day of **March, 1956**

And whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

**RICHARD COSTAIN (ARABIA) LIMITED**

Given under my hand at London, this **twenty-sixth** day of  
**October** One thousand nine hundred and **sixty.**

*[Signature]*  
**ASSISTANT Registrar of Companies.**

Certificate received by *Poste*

Date *26/10/60*

No. of Company 563275 / 20 .

*The Companies Act, 1948*

COMPANY LIMITED BY SHARES



**Ordinary Resolution**  
OF  
**DOLPHIN DEVELOPMENT (LUTON)**  
**LIMITED**

*Passed 10th October, 1960*

3 - NOV 1960

At an EXTRAORDINARY GENERAL MEETING of the above-named Company,  
duly convened, and held at 111 Westminster Bridge Road, London, S.E.1,  
on Monday, the 10th October, 1960, the subjoined ORDINARY RESOLUTION  
was duly passed:—

**ORDINARY RESOLUTION**

That the maximum number of Directors of the Company shall be increased  
to ten.

887

Q

*John L. Smith*  
Secretary.

6 276

11. West 101 Bridge Road.  
London S.E.1.

No. 563275

*The Companies Act, 1948*

COMPANY LIMITED BY SHARES

# Memorandum

AND

# Articles of Association

OF

# RICHARD COSTAIN (ARABIA) LIMITED

*(A Private Company adopting Part II of Table A with modifications)*

Incorporated the 23rd day of March, 1956

BEDDINGTON, HUGHES & HOBART,  
*Solicitors,*

21 DEVONSHIRE STREET,  
LONDON, W.1

EUROPEAN COMPANIES ACT 1967  
SECTION 1(1)

Amendments incorporated per resolution  
of members 14th July 1968.

No. 563275



## Certificate of Incorporation

---

I HEREBY CERTIFY, that DOLPHIN DEVELOPMENT (LUTON) LIMITED is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London, this twenty-third day of March, One thousand nine hundred and fifty-six.

W. B. LANGFORD,  
*Registrar of Companies.*

No. of Company 563275

*The Companies Act, 1948*

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COMPANY LIMITED BY SHARES

---

## **Special Resolution**

*(Pursuant to section 141 (2))*

OF

**DOLPHIN DEVELOPMENT (LUTON) LIMITED**

---

*Passed 10th October, 1960*

---

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 111 Westminster Bridge Road, London, S.E.1, on Monday, the 10th October, 1960, the subjoined SPECIAL RESOLUTION was duly passed :—

### **SPECIAL RESOLUTION**

That the name of the Company be changed to "RICHARD COSTAIN (ARABIA) LIMITED."

J. B. PARRETT,  
*Secretary.*

No. 563275



## Certificate of Incorporation on Change of Name

---

WHEREAS DOLPHIN DEVELOPMENT (LUTON) LIMITED was incorporated as a limited company under the Companies Act, 1948, on the Twenty-third day of March, 1956

AND WHEREAS by special resolution of the Company and with the approval of the Board of Trade it has changed its name

NOW THEREFORE I hereby certify that the Company is a limited company incorporated under the name of RICHARD COSTAIN (ARABIA) LIMITED.

Given under my hand at London, this Twenty-sixth day of October, One thousand nine hundred and sixty.

A. J. C. MANN,  
*Assistant Registrar of Companies.*



No. of Company 563275

*The Companies Act, 1948*

---

COMPANY LIMITED BY SHARES

---

**Ordinary Resolution**  
OF  
**DOLPHIN DEVELOPMENT (LUTON) LIMITED**

---

*Passed 10th October, 1960*

---

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 111 Westminster Bridge Road, London, S.E.1 on Monday, the 10th October, 1960, the subjoined ORDINARY RESOLUTION was duly passed :—

**ORDINARY RESOLUTION**

That the maximum number of Directors of the Company shall be increased to Ten.

J. B. PARRETT,  
*Secretary.*

COMPANY LIMITED BY SHARES

**Memorandum of Association**  
OF  
**RICHARD COSTAIN (ARABIA) LIMITED**

1. The name of the Company is "RICHARD COSTAIN (ARABIA) LIMITED."

*Name changed  
from "DOLPHIN  
DEVELOPMENT  
(LUTON) LIMITED"  
by Certificate of  
the Board of Trade  
dated 10th October,  
1960.*

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

3. The objects for which the Company is established are—

- (A) To carry on business as builders and contractors for the execution of buildings and works of all kinds, to apply for, purchase or otherwise acquire contracts and commissions for or in relation to the construction, execution, carrying out, equipment, improvement, management, administration or control of buildings and other works of all kinds, and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
- (B) To act as managers, consultants, agents and advisers in relation to real and personal property of every description and projects of all kinds; to purchase or otherwise acquire any interest in any such property or project and to dispose of the same or turn the same to account in any way whatsoever; to act as brokers for manufacturers, merchants, buyers and others, and generally to undertake and carry out management and agency operations of every description.
- (C) To purchase, take on lease or in exchange or otherwise acquire any lands, houses, buildings and property of all kinds and any estate or interest in or rights connected therewith, and to develop and turn to account the same, in any manner, and in particular by laying out and preparing the same for building purposes, construction, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building

lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants, purchasers, building societies, mortgagees and others.

- (D) To construct, execute, carry out, equip, improve, develop, maintain, administrate, manage or control public works and conveniences of all kinds which in this Memorandum includes railways, tramways, roads, docks, harbours, piers, wharves, pipelines, canals, reservoirs, waterworks, embankments, irrigations, reclamations, improvements, sewage, drainage, sanitary, water, oil, gas, electricity, telephonic, telegraphic, wireless and power supply works, hotels, clubs, restaurants, theatres, cinemas, stadia, baths, places of worship, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies and all other works and conveniences of public utility, and to contribute to or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof.
- (E) To carry on in all their respective branches the business of manufacturers, merchants and dealers in masonry, bricks, tiles, slates, glass, pipes, pottery; earthenware and ceramic ware of all kinds, stone, sand, lime, timber, hardware and all other building requisites, steel and other metals of every description, decorators, shop-fitters, jobmasters, architects, surveyors, house agents, mortgage and insurance brokers, hoteliers, caterers, miners, metallurgists, quarry proprietors, engineers, farmers, graziers, hauliers, transport and cartage contractors, importers and exporters and general dealers, and to carry on in all their respective branches all or any of the businesses of estate and concession developers, investors and dealers in real and personal property of all kinds, forest proprietors, lessees or concessionaires in regard to afforestation, and to grow, search for, obtain, win, raise, make marketable, use, sell and dispose of timber, granite, coal, clay, lime, oil and all other substances and products, and to prepare and manufacture cement, paving blocks, tar, macadam, bituminous road materials and all or any other of the materials or things which the Company may require or which may be useful for the Company in carrying on any business of the Company.
- (F) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (G) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant,

stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

- (H) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (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 and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, 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 officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

- (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 its business in or upon such investments or 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 other 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, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (S) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company 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 the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (T) To purchase or otherwise acquire and undertake all or any part of the business, property, assets,

liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

- (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, divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

By Resolution passed on 18th July 1973 the capital of the Company was increased to £1000 by the creation of 900 Ordinary Shares of £1 each forming a single class with the existing 100 Ordinary Shares of £1 each.

9L

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
WILLIAM ERIC ADAMS, Mill House, Harlow, Essex, Solicitor.	One
ERIC GROSVENOR LEWIS, 506 Collingwood House, Dolphin Square, London, S.W.1, Chartered Surveyor.	One

Dated this 14th day of March 1956.

Witness to the above Signatures—

EDWARD J. VICKERS,  
 21 Devonshire Street,  
 London, W.1,  
 Solicitor.

COMPANY LIMITED BY SHARES

Articles of Association

OF

RICHARD COSTAIN (ARABIA) LIMITED

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 3, 5, 24, 53, 71, 75, 77, 79, 88, 96, 97 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 6 inclusive of Table A, Part II, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES.

3. The 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, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and not allotted pursuant to the provisions of Article 3 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.

5. Subject to the provisions of section 58 of the Act, any Preference Shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

#### LIEN.

6. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

#### TRANSMISSION OF SHARES.

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

#### PROCEEDINGS AT GENERAL MEETINGS.

8. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

#### DIRECTORS.

NOTE:  
The maximum  
number of Directors  
was increased to  
ten by Ordinary  
Resolution dated  
10th October, 1960.

9. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than five. The names of the first Directors of the Company shall be determined in writing by the subscribers to the Memorandum of Association.

10. A Director need not be a member of the Company.

11. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

#### BORROWING POWERS.

12. The Directors may exercise all the powers of the Company to borrow 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.

#### POWERS AND DUTIES OF DIRECTORS.

13. 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.

14. 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.

15. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

#### ROTATION OF DIRECTORS.

16. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

#### PROCEEDINGS OF DIRECTORS.

17. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

## ACCOUNTS.

18. In regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of section 158 (1) (e) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

## WINDING UP.

19. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories."

## INDEMNITY.

20. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, 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, 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 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.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

WILLIAM ERIC ADAMS,  
                     Mill House,  
                                 Harlow,  
   Essex,  
   Solicitor.

ERIC GROSVENOR LEWIS,  
                     506 Collingwood House,  
                                 Dolphin Square,  
   London, S.W.1,  
   Chartered Surveyor.

---

Dated this 14th day of March 1956.

Witness to the above Signatures—

EDWARD J. VICKERS,  
             21 Devonshire Street,  
                     London, W.1,  
                         Solicitor.

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

O F

RICHARD COSTAIN (ARABIA) LIMITED

Passed 18th July, 1973

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company,  
duly convened, and held at 111, Westminster Bridge Road, London,  
SE1 7UE on 18th July, 1973 the subjoined ORDINARY RESOLUTION was  
duly passed:-

ORDINARY RESOLUTION

That the authorised capital of the Company be  
increased to £1,000 by the creation of 900  
additional shares of £1 each.

36

*I.M.F. Balfour*  
I.M.F. BALFOUR  
SECRETARY

No. of Company... 53009 / 15

## THE COMPANIES ACTS 1948 to 1967

## Notice and Statement\* of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES

HOWARD OSWALD (AMERICA)

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by a Resolution of the Company dated the 11th day of July 1973 the nominal capital of the Company has been increased by the addition thereto of the sum of £ 900 beyond the registered capital of £ 100

The additional capital is divided as follows:—

Number of Shares

Class of Share

Nominal amount of each share

900

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:—

Ranking pari passu with existing shares

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

Signature

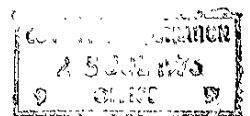
David Neil Belfrage

State whether Director or Secretary

Dated the 22nd day of July 1973

Presented by

Presentor's Reference 1001.5511





OVERS  
IN ERROR

The Companies Acts 1948 to 1967

6  
C.O.  
E.O.  
H.E.O.

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

RICHARD COSTAIN (ARABIA) LIMITED

Passed 2nd May, 1974

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 111, Westminster Bridge Road, LONDON SE1 7UE on Thursday the 2nd May, 1974, the subjained SPECIAL RESOLUTION was duly passed:-

SPECIAL RESOLUTION

That the name of the Company be changed to "COSTAIN INTERNATIONAL LIMITED".

*I.M.F. Balfour*

I.M.F. BALFOUR  
SECRETARY

2nd May 1974



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 563275 / 47

I hereby certify that

**RICHARD COSTAIN (ARABIA) LIMITED**

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

**COSTAIN INTERNATIONAL LIMITED**

Given under my hand at London the **28TH MAY 1974**

N. TAYLOR

*Assistant Registrar of Companies*



No. 563275

48  
The Companies Act, 1948

COMPANY LIMITED BY SHARES

STILL PRIVATE

# Memorandum

AND

# Articles of Association

OF

✓ *CONSTANTINE & CO. LTD.*  
LIMITED

(A Private Company adopting Part II of Table A with modifications)

AMENDMENT  
VALIDATED

*[Signature]*

*a*

Incorporated the 23rd day of March, 1956

BEDDINGTON, HUGHES & HOBART,  
*Solicitors,*  
21 DEVONSHIRE STREET,  
LONDON, W.1

COMPANIES REGISTRATION  
- 1 JUN 1974  
32 OFFICE 52

No. of Company 563275

*The Companies Act, 1948*

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COMPANY LIMITED BY SHARES

---

## **Special Resolution**

*(Pursuant to section 141 (2))*

OF

**DOLPHIN DEVELOPMENT (LUTON) LIMITED**

---

*Passed 10th October, 1960*

---

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 111 Westminster Bridge Road, London, S.E.1, on Monday, the 10th October, 1960, the subjoined SPECIAL RESOLUTION was duly passed :—

### **SPECIAL RESOLUTION**

That the name of the Company be changed to "RICHARD COSTAIN (ARABIA) LIMITED."

J. B. PARRETT,

*Secretary.*



## Certificate of Incorporation on Change of Name

---

WHEREAS DOLPHIN DEVELOPMENT (LUTON) LIMITED  
was incorporated as a limited company under the Companies Act, 1948,  
on the Twenty-third day of March, 1956

AND WHEREAS by special resolution of the Company and with  
the approval of the Board of Trade it has changed its name

NOW THEREFORE I hereby certify that the Company is a limited  
company incorporated under the name of RICHARD COSTAIN  
(ARABIA) LIMITED.

Given under my hand at London, this Twenty-sixth day of  
October, One thousand nine hundred and sixty.

A. J. C. MANN,  
*Assistant Registrar of Companies.*

No. of Company 563275

*The Companies Act, 1948*

---

COMPANY LIMITED BY SHARES

---

**Ordinary Resolution**  
OF  
**DOLPHIN DEVELOPMENT (LUTON) LIMITED**

---

*Passed 10th October, 1960*

---

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 111 Westminster Bridge Road, London, S.E.1, on Monday, the 10th October, 1960, the subjoined ORDINARY RESOLUTION was duly passed :—

**ORDINARY RESOLUTION**

That the maximum number of Directors of the Company shall be increased to Ten.

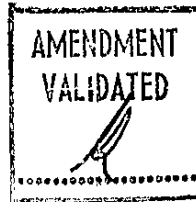
J. B. PARRETT,  
*Secretary.*

COMPANY LIMITED BY SHARES

Memorandum of Association

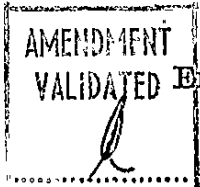
OF

COSTAIN INTERNATIONAL  
LIMITED



1. The name of the Company is "COSTAIN INTERNATIONAL LIMITED."

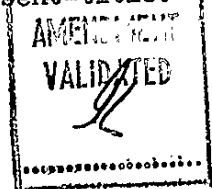
*Name changed  
from "DOLPHIN  
DEVELOPMENT  
(LUTON) LIMITED"  
by Certificate of  
the Board of Trade  
dated 10th October,  
1960.*



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

3. The objects for which the Company is established are—

*On 28th May,  
1974 the Name  
was changed  
from Richard  
Costain (Arabia)  
Limited to its  
present title.*



- (A) To carry on business as builders and contractors for the execution of buildings and works of all kinds, to apply for, purchase or otherwise acquire contracts and commissions for or in relation to the construction, execution, carrying out, equipment, improvement, management, administration or control of buildings and other works of all kinds, and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
- (B) To act as managers, consultants, agents and advisers in relation to real and personal property of every description and projects of all kinds; to purchase or otherwise acquire any interest in any such property or project and to dispose of the same or turn the same to account in any way whatsoever; to act as brokers for manufacturers, merchants, buyers and others, and generally to undertake and carry out management and agency operations of every description.
- (C) To purchase, take on lease or in exchange or otherwise acquire any lands, houses, buildings and property of all kinds and any estate or interest in or rights connected therewith, and to develop and turn to account the same, in any manner, and in particular by laying out and preparing the same for building purposes, construction, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building

lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants, purchasers, building societies, mortgagees and others.

- (D) To construct, execute, carry out, equip, improve, develop, maintain, administrate, manage or control public works and conveniences of all kinds which in this Memorandum includes railways, tramways, roads, docks, harbours, piers, wharves, pipelines, canals, reservoirs, waterworks, embankments, irrigations, reclamations, improvements, sewage, drainage, sanitary, water, oil, gas, electricity, telephonic, telegraphic, wireless and power supply works, hotels, clubs, restaurants, theatres, cinemas, stadia, baths, places of worship, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies and all other works and conveniences of public utility, and to contribute to or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof.
- (E) To carry on in all their respective branches the business of manufacturers, merchants and dealers in masonry, bricks, tiles, slates, glass, pipes, pottery, earthenware and ceramic ware of all kinds, stone, sand, lime, timber, hardware and all other building requisites, steel and other metals of every description, decorators, shop-fitters, jobmasters, architects, surveyors, house agents, mortgage and insurance brokers, hoteliers, caterers, miners, metallurgists, quarry proprietors, engineers, farmers, graziers, hauliers, transport and cartage contractors, importers and exporters and general dealers, and to carry on in all their respective branches all or any of the businesses of estate and concession developers, investors and dealers in real and personal property of all kinds, forest proprietors, lessees or concessionaires in regard to afforestation, and to grow, search for, obtain, win, raise, make marketable, use, sell and dispose of timber, granite, coal, clay, lime, oil and all other substances and products, and to prepare and manufacture cement, paving blocks, tar, macadam, bituminous road materials and all or any other of the materials or things which the Company may require or which may be useful for the Company in carrying on any business of the Company.
- (F) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (G) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant,

stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

- (H) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (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 and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, 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 officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

- (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 its business in or upon such investments or 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 other 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, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (S) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company 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 the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (T) To purchase or otherwise acquire and undertake all or any part of the business, property, assets,



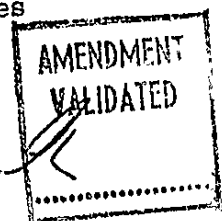
liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

- (v) 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, divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

By Resolution passed on 18th July, 1973 the capital of the Company was increased to £1,000 by the creation of 900 Ordinary Shares of £1 each forming a single class with the existing 100 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
WILLIAM ERIC ADAMS, Mill House, Harlow, Essex, Solicitor.	One
ERIC GROSVENOR LEWIS, 506 Collingwood House, Dolphin Square, London, S.W.1, Chartered Surveyor.	One

Dated this 14th day of March 1956.

Witness to the above Signatures—

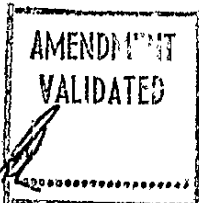
EDWARD J. VICKERS,  
 21 Devonshire Street,  
 London, W.1,  
 Solicitor.

COMPANY LIMITED BY SHARES

Articles of Association

OF

COSTAIN INTERNATIONAL LIMITED



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 3, 5, 24, 53, 71, 75, 77, 79, 88, 96, 97 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 6 inclusive of Table A, Part II, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES.

3. The 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, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and not allotted pursuant to the provisions of Article 3 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.

5. Subject to the provisions of section 58 of the Act, any Preference Shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

#### LIEN.

6. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

#### TRANSMISSION OF SHARES.

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

#### PROCEEDINGS AT GENERAL MEETINGS.

8. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

#### DIRECTORS.

*NOTE:*  
The maximum  
number of Directors  
was increased to  
ten by Ordinary  
Resolution dated  
10th October, 1960.

9. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than five. The names of the first Directors of the Company shall be determined in writing by the subscribers to the Memorandum of Association.

10. A Director need not be a member of the Company.

11. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

#### BORROWING POWERS.

12. The Directors may exercise all the powers of the Company to borrow 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.

#### POWERS AND DUTIES OF DIRECTORS.

13. 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.

14. 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.

15. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

#### ROTATION OF DIRECTORS.

16. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

#### PROCEEDINGS OF DIRECTORS.

17. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

## ACCOUNTS.

18. In regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of section 158 (1) (c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

## WINDING UP.

19. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories."

## INDEMNITY.

20. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, 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, 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 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.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

WILLIAM ERIC ADAMS,  
Mill House,  
Harlow,  
Essex,  
Solicitor.

ERIC GROSVENOR LEWIS,  
506 Collingwood House,  
Dolphin Square,  
London, S.W.1,  
Chartered Surveyor.

---

Dated this 14th day of March 1956.

Witness to the above Signatures—

EDWARD J. VICKERS,  
21 Devonshire Street,  
London, W.1,  
Solicitor.

THE COMPANIES ACTS 1948 TO 1967

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COMPANY LIMITED BY SHARES

---

ORDINARY RESOLUTION

OF

COSTAIN INTERNATIONAL LIMITED

---

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Passed 6th November, 1974

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AT an EXTRAORDINARY GENERAL MEETING of the above-named Company,  
duly convened, and held at 111, Westminster Bridge Road, London,  
SE1 7UE on 6th November, 1974 the subjoined ORDINARY RESOLUTION  
was duly passed:-

ORDINARY RESOLUTION

That the authorised capital of the Company be  
increased from £1,000 to £1,800,100 by the creation  
of 1,799,100 Ordinary Shares of £1 each ranking pari  
passu with the existing 1,000 Ordinary Shares of £1 each.



C.J. TURVEY  
SECRETARY



No. of Company 563275

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

To THE REGISTRAR OF COMPANIES

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

COSTAIN INTERNATIONAL LIMITED

†State whether  
Ordinary or  
Extraordinary  
or Special  
Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,  
that by a† n ORDINARY Resolution of the Company dated the  
SIXTH day of NOVEMBER 19 74 the nominal capital of the  
Company has been increased by the addition thereto of the sum of £1,799,100  
beyond the registered capital of £ 1,000

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
1,799,100	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:—  
ranking pari passu with the existing Ordinary shares

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.

Signature

State whether Director }  
or Secretary }

SECRETARY

Dated the 8TH day of NOVEMBER 19 74.

Presented by

Presenter's Reference SCTY. CNH

COSTAIN INTERNATIONAL LIMITED

111, WESTMINSTER BRIDGE ROAD,

LONDON SE1 7UE

(see notes overleaf)

150

100

64


AND

## 05

100-443887-100

ns) ✓

Incorporated the 23rd day of March, 1956



DISPATCHED BY AIR MAIL 1954  
 0.0000  
 Amendment to proposal for  
 designation of the  
 6th day, Nov. 1954

No. of Company 563275

*The Companies Act, 1948*

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COMPANY LIMITED BY SHARES

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## **Special Resolution**

*(Pursuant to section 141 (2))*

OF

**DOLPHIN DEVELOPMENT (LUTON) LIMITED**

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*Passed 10th October, 1960*

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At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 111 Westminster Bridge Road, London, S.E.1, on Monday, the 10th October, 1960, the subjoined SPECIAL RESOLUTION was duly passed :—

### **SPECIAL RESOLUTION**

That the name of the Company be changed to "RICHARD COSTAIN (ARABIA) LIMITED."

J. B. PARRETT,

*Secretary.*



## Certificate of Incorporation on Change of Name

---

WHEREAS DOLPHIN DEVELOPMENT (LUTON) LIMITED  
was incorporated as a limited company under the Companies Act, 1948,  
on the Twenty-third day of March, 1956

AND WHEREAS by special resolution of the Company and with  
the approval of the Board of Trade it has changed its name

NOW THEREFORE I hereby certify that the Company is a limited  
company incorporated under the name of RICHARD COSTAIN  
(ARABIA) LIMITED.

Given under my hand at London, this Twenty-sixth day of  
October, One thousand nine hundred and sixty.

A. J. C. MANN,  
*Assistant Registrar of Companies.*

No. of Company 563275

*The Companies Act, 1948*

---

COMPANY LIMITED BY SHARES

---

**Ordinary Resolution**  
OF  
**DOLPHIN DEVELOPMENT (LUTON) LIMITED**

---

*Passed 10th October, 1960*

---

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 111 Westminster Bridge Road, London, S.E.1, on Monday, the 10th October, 1960, the subjoined ORDINARY RESOLUTION was duly passed :—

**ORDINARY RESOLUTION**

That the maximum number of Directors of the Company shall be increased to Ten.

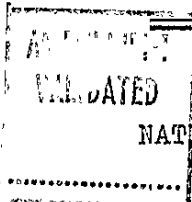
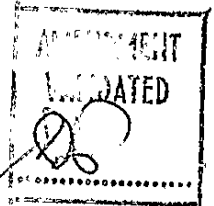
J. B. PARRETT,  
*Secretary.*

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

COSTAIN INTERNATIONAL LIMITED



1. The name of the Company is "COSTAIN INTERNATIONAL LIMITED."

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

Name changed from "DOLPHIN DEVELOPMENT (LUTON) LIMITED" by Certificate of the Board of Trade dated 10th October, 1960.


3. The objects for which the Company is established are—

On 28th May, 1974 the Name was changed from Richard Costain (Arabia) Limited to its present title.

(A) To carry on business as builders and contractors for the execution of buildings and works of all kinds, to apply for, purchase or otherwise acquire contracts and commissions for or in relation to the construction, execution, carrying out, equipment, improvement, management, administration or control of buildings and other works of all kinds, and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

(B) To act as managers, consultants, agents and advisers in relation to real and personal property of every description and projects of all kinds; to purchase or otherwise acquire any interest in any such property or project and to dispose of the same or turn the same to account in any way whatsoever; to act as brokers for manufacturers, merchants, buyers and others, and generally to undertake and carry out management and agency operations of every description.

(C) To purchase, take on lease or in exchange or otherwise acquire any lands, houses, buildings and property of all kinds and any estate or interest in or rights connected therewith, and to develop and turn to account the same, in any manner, and in particular by laying out and preparing the same for building purposes, construction, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building



lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants, purchasers, building societies, mortgagees and others.

- (D) To construct, execute, carry out, equip, improve, develop, maintain, administrate, manage or control public works and conveniences of all kinds which in this Memorandum includes railways, tramways, roads, docks, harbours, piers, wharves, pipelines, canals, reservoirs, waterworks, embankments, irrigations, reclamations, improvements, sewage, drainage, sanitary, water, oil, gas, electricity, telephonic, telegraphic, wireless and power supply works, hotels, clubs, restaurants, theatres, cinemas, stadia, baths, places of worship, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies and all other works and conveniences of public utility, and to contribute to or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof.
- (E) To carry on in all their respective branches the business of manufacturers, merchants and dealers in masonry, bricks, tiles, slates, glass, pipes, pottery, earthenware and ceramic ware of all kinds, stone, sand, lime, timber, hardware and all other building requisites, steel and other metals of every description, decorators, shop-fitters, jobmasters, architects, surveyors, house agents, mortgage and insurance brokers, hoteliers, caterers, miners, metallurgists, quarry proprietors, engineers, farmers, graziers, hauliers, transport and cartage contractors, importers and exporters and general dealers, and to carry on in all their respective branches all or any of the businesses of estate and concession developers, investors and dealers in real and personal property of all kinds, forest proprietors, lessees or concessionaires in regard to afforestation, and to grow, search for, obtain, win, raise, make marketable, use, sell and dispose of timber, granite, coal, clay, lime, oil and all other substances and products, and to prepare and manufacture cement, paving blocks, tar, macadam, bituminous road materials and all or any other of the materials or things which the Company may require or which may be useful for the Company in carrying on any business of the Company.
- (F) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (G) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant,

stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

- (H) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (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 and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, 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 officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.



- (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 its business in or upon such investments or 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 other 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, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (S) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company 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 the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (T) To purchase or otherwise acquire and undertake all or any part of the business, property, assets,

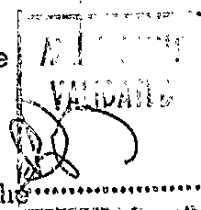
liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

- (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, divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

By Resolution passed on 18th July 1973 the capital of the Company was increased to £1000 by the creation of 900 Ordinary Shares of £1 each forming a single class with the existing 100 Ordinary Shares of £1 each.



By Resolution passed on 6th November 1974 the capital of the Company was increased to £1,800,100 by the creation of 1,799,100 Ordinary Shares of £1 each ranking pari passu with the existing 1,000 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
WILLIAM ERIC ADAMS, Mill House, Harlow, Essex, Solicitor.	One
ERIC GROSVENOR LEWIS, 506 Collingwood House, Dolphin Square, London, S.W.1, Chartered Surveyor.	One

Dated this 14th day of March 1956.

Witness to the above Signatures—

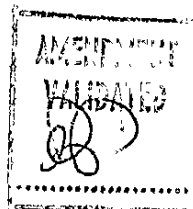
EDWARD J. VICKERS,  
 21 Devonshire Street,  
 London, W.1,  
 Solicitor.

COMPANY LIMITED BY SHARES

**Articles of Association**

OF

COSTAIN INTERNATIONAL LIMITED



**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 3, 5, 24, 53, 71, 75, 77, 79, 88, 96, 97 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 6 inclusive of Table A, Part II, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

**SHARES.**

3. The 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, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and not allotted pursuant to the provisions of Article 3 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.

5. Subject to the provisions of section 58 of the Act, any Preference Shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

#### LIEN.

6. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

#### TRANSMISSION OF SHARES.

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

#### PROCEEDINGS AT GENERAL MEETINGS.

8. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

#### DIRECTORS.

NOTE:  
The maximum  
number of Directors  
was increased to  
ten by Ordinary  
Resolution dated  
10th October, 1900.

9. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than five. The names of the first Directors of the Company shall be determined in writing by the subscribers to the Memorandum of Association.

10. A Director need not be a member of the Company.

11. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

#### BORROWING POWERS.

12. The Directors may exercise all the powers of the Company to borrow 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.

#### POWERS AND DUTIES OF DIRECTORS.

13. 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.

14. 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.

15. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

#### ROTATION OF DIRECTORS.

16. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

#### PROCEEDINGS OF DIRECTORS.

17. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

## ACCOUNTS.

18. In regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of section 158 (1) (c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

## WINDING UP.

19. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories."

## INDEMNITY.

20. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, 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, 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 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.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

WILLIAM ERIC ADAMS,  
Mill House,  
Harlow,  
Essex,  
Solicitor.

ERIC GROSVENOR LEWIS,  
506 Collingwood House,  
Dolphin Square,  
London, S.W.1,  
Chartered Surveyor.

---

Dated this 14th day of March 1956.

Witness to the above Signatures—

EDWARD J. VICKERS,  
21 Devonshire Street,  
London, W.1,  
Solicitor.



The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

COSTAIN INTERNATIONAL LIMITED

Passed 17th December 1976


AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 111 Westminster Bridge Road, London, SE1 7UE on Friday 17th December 1976, the subjoined SPECIAL RESOLUTION was duly passed:-

SPECIAL RESOLUTION  
DISQUALIFICATION OF DIRECTORS

That the Articles of Association of the Company be altered in the manner following, that is to say:- That sub-clause (7) be added to Article 14 as follows:-

- (7) If by Notice in writing signed by a majority of the other Directors he is called upon to resign the office of Director.



  
C. J. TURVEY  
SECRETARY



No. 563275

*The Companies Act, 1948*

COMPANY LIMITED BY SHARES

# Memorandum

AND

# Articles of Association

OF

C O S T A I N I N T E R N A T I O N A L L I M I T E D  
(A Private Company adopting Part II of Table A with modifications)

Incorporated the 23rd day of March, 1956

BEDDINGTON, HUGHES & HOBART,  
*Solicitors,*

21 DEVONSHIRE STREET,  
LONDON, W.1

EUROPEAN COMMUNITIES ACT  
SECTION 9(5)

Amendments incorporated  
per resolutions of Members  
16 July 1973 - 23 May 1974  
6 November 1974 and 17  
November 1974

No. 563275



## Certificate of Incorporation

---

I HEREBY CERTIFY, that DOLPHIN DEVELOPMENT (LUTON) LIMITED is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London, this twenty-third day of March, One thousand nine hundred and fifty-six.

W. B. LANGFORD,  
*Registrar of Companies.*

No. of Company 563275

*The Companies Act, 1948*

---

COMPANY LIMITED BY SHARES

---

## **Special Resolution**

*(Pursuant to section 141 (2))*

OF

**DOLPHIN DEVELOPMENT (LUTON) LIMITED**

---

*Passed 10th October, 1960*

---

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 111 Westminster Bridge Road, London, S.E.1, on Monday, the 10th October, 1960, the subjoined SPECIAL RESOLUTION was duly passed :—

### **SPECIAL RESOLUTION**

That the name of the Company be changed to "RICHARD COSTAIN (ARABIA) LIMITED."

J. B. PARRETT,

*Secretary.*



## Certificate of Incorporation on Change of Name

---

WHEREAS DOLPHIN DEVELOPMENT (LUTON) LIMITED  
was incorporated as a limited company under the Companies Act, 1948,  
on the Twenty-third day of March, 1956

AND WHEREAS by special resolution of the Company and with  
the approval of the Board of Trade it has changed its name

NOW THEREFORE I hereby certify that the Company is a limited  
company incorporated under the name of RICHARD COSTAIN  
(ARABIA) LIMITED.

Given under my hand at London, this Twenty-sixth day of  
October, One thousand nine hundred and sixty.

A. J. C. MANN,  
*Assistant Registrar of Companies.*

No. of Company 563275

*The Companies Act, 1948*

COMPANY LIMITED BY SHARES

## Ordinary Resolution

OF

## DOLPHIN DEVELOPMENT (LUTON) LIMITED

*Passed 10th October, 1960*

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 111 Westminster Bridge Road, London, S.E.1, on Monday, the 10th October, 1960, the subjoined ORDINARY RESOLUTION was duly passed :—

### ORDINARY RESOLUTION

That the maximum number of Directors of the Company shall be increased to Ten.

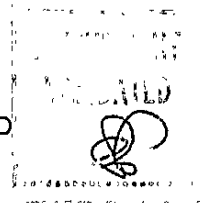
J. B. PARRETT,  
*Secretary.*

COMPANY LIMITED BY SHARES

**Memorandum of Association**

OF

C O S T A I N I N T E R N A T I O N A L L I M I T E D



1. The name of the Company is. " COSTAIN INTERNATIONAL LIMITED."

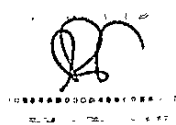
*Name changed from "DOLPHIN DEVELOPMENT (LUTON) LIMITED" by Certificate of the Board of Trade dated 10th October, 1960.*

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

3. The objects for which the Company is established are—

*On 28th May, 1974 the Name was changed from Richard Costain (Arabia) Limited to its present title*

- (A) To carry on business as builders and contractors for the execution of buildings and works of all kinds, to apply for, purchase or otherwise acquire contracts and commissions for or in relation to the construction, execution, carrying out, equipment, improvement, management, administration or control of buildings and other works of all kinds, and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
- (B) To act as managers, consultants, agents and advisers in relation to real and personal property of every description and projects of all kinds; to purchase or otherwise acquire any interest in any such property or project and to dispose of the same or turn the same to account in any way whatsoever; to act as brokers for manufacturers, merchants, buyers and others, and generally to undertake and carry out management and agency operations of every description.
- (C) To purchase, take on lease or in exchange or otherwise acquire any lands, houses, buildings and property of all kinds and any estate or interest in or rights connected therewith, and to develop and turn to account the same, in any manner, and in particular by laying out and preparing the same for building purposes, construction, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building



lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants, purchasers, building societies, mortgagees and others.

- (D) To construct, execute, carry out, equip, improve, develop, maintain, administrate, manage or control public works and conveniences of all kinds which in this Memorandum includes railways, tramways, roads, docks, harbours, piers, wharves, pipelines, canals, reservoirs, waterworks, embankments, irrigations, reclamations, improvements, sewage, drainage, sanitary, water, oil, gas, electricity, telephonic, telegraphic, wireless and power supply works, hotels, clubs, restaurants, theatres, cinemas, stadia, baths, places of worship, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies and all other works and conveniences of public utility, and to contribute to or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof.
- (E) To carry on in all their respective branches the business of manufacturers, merchants and dealers in masonry, bricks, tiles, slates, glass, pipes, pottery, earthenware and ceramic ware of all kinds, stone, sand, lime, timber, hardware and all other building requisites, steel and other metals of every description, decorators, shop-fitters, jobmasters, architects, surveyors, house agents, mortgage and insurance brokers, hoteliers, caterers, miners, metallurgists, quarry proprietors, engineers, farmers, graziers, hauliers, transport and cartage contractors, importers and exporters and general dealers, and to carry on in all their respective branches all or any of the businesses of estate and concession developers, investors and dealers in real and personal property of all kinds, forest proprietors, lessees or concessionaires in regard to afforestation, and to grow, search for, obtain, win, raise, make marketable, use, sell and dispose of timber, granite, coal, clay, lime, oil and all other substances and products, and to prepare and manufacture cement, paving blocks, tar, macadam, bituminous road materials and all or any other of the materials or things which the Company may require or which may be useful for the Company in carrying on any business of the Company.
- (F) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (G) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant,



stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

- (H) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (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 and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, 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 officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

- (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 its business in or upon such investments or 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 other 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, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (S) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interest of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (T) To purchase or otherwise acquire and undertake all or any part of the business, property, assets,

liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

- (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, divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

By Resolution passed on 18th July 1973 the capital of the Company was increased to £1000 by the creation of 900 Ordinary Shares of £1 each forming a single class with the existing 100 Ordinary Shares of £1 each.

02890

By Resolution passed on 6th November 1974 the capital of the Company was increased to £1,800,100 by the creation of 1,799,100 Ordinary Shares of £1 each ranking pari passu with the existing 1,000 Ordinary Shares of £1 each.

577

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
WILLIAM ERIC ADAMS, Mill House, Harlow, Essex, Solicitor.	One
ERIC GROSVENOR LEWIS, 506 Collingwood House, Dolphin Square, London, S.W.1, Chartered Surveyor.	One

Dated this 14th day of March 1956.

Witness to the above Signatures—

EDWARD J. VICKERS,  
 21 Devonshire Street,  
 London, W.1,  
 Solicitor.

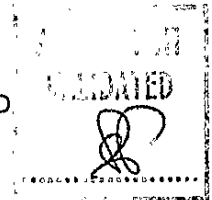
COMPANY LIMITED BY SHARES

Till 19/11/48

**Articles of Association**

OF

C O S T A I N I N T E R N A T I O N A L L I M I T E D



**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 3, 5, 24, 53, 71, 75, 77, 79, 88, 96, 97 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 6 inclusive of Table A, Part II, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

**SHARES.**

3. The 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, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and not allotted pursuant to the provisions of Article 3 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.

5. Subject to the provisions of section 58 of the Act, any Preference Shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

#### LIEN.

6. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

#### TRANSMISSION OF SHARES.

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

#### PROCEEDINGS AT GENERAL MEETINGS.

8. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

#### DIRECTORS.

*NOTE :  
The maximum  
number of Directors  
was increased to  
ten by Ordinary  
Resolution dated  
10th October, 1960.*

9. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than five. The names of the first Directors of the Company shall be determined in writing by the subscribers to the Memorandum of Association.

10. A Director need not be a member of the Company.

11. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

#### BORROWING POWERS.

12. The Directors may exercise all the powers of the Company to borrow 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.

#### POWERS AND DUTIES OF DIRECTORS.

13. 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.

14. 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.

Article 14

Additional Clause (7)

See below \*

15. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

#### ROTATION OF DIRECTORS.

16. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

#### PROCEEDINGS OF DIRECTORS.

17. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

92890

\* By Special Resolution passed 17 December 1976 the following sub-clause (7) was added:-

- (7) If by Notice in writing signed by a majority of the other Directors he is called upon to resign the office of Director.

## ACCOUNTS.

18. In regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of section 158 (1) (c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

## WINDING UP.

19. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories."

## INDEMNITY.

20. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, 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, 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 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.



---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

WILLIAM ERIC ADAMS,  
Mill House,  
Harlow,  
Essex,  
Solicitor.

ERIC GROSVENOR LEWIS,  
506 Collingwood House,  
Dolphin Square,  
London, S.W.1,  
Chartered Surveyor.

---

Dated this 14th day of March 1956.

Witness to the above Signatures—

EDWARD J. VICKERS,  
21 Devonshire Street,  
London, W.1,  
Solicitor.

COMPANY LIMITED BY SHARES

**Memorandum**

AND

**Articles of Association**

OF

**COSTAIN INTERNATIONAL LIMITED**



*Incorporated the 23rd day of March, 1956*

**BEDDINGTON, HUGHES & HOBART,**  
*Solicitors,*  
21 Devonshire Street,  
London, W.1.

No. 563275

81.

9/7

The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

COSTAIN INTERNATIONAL LIMITED

Passed 10th May, 1978

AT an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held at 111, Westminster Bridge Road, London SE1 on Wednesday 10th May, 1978 the subjoined ORDINARY RESOLUTION was duly passed:-

ORDINARY RESOLUTION

That unless and until determined by the Company in general meeting the number of Directors shall not be less than two nor more than twelve.

  
G. LANGHAM  
SECRETARY

No. 563275

87.  
THE COMPANIES ACTS 1948 to 1967

1000 1000  
19 6 78  
1000 1000  
COMPANY LIMITED BY SHARES

---

# Memorandum AND Articles of Association OF Costain International Limited.

*(A Private Company adopting Part 11 of Table A with modifications)*

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Incorporated the 23rd day of March, 1956

EUROPEAN COMMUNITIES ACT  
(SECTION 9(5))

Admendment incorporated  
per resolution of Members  
10th May, 1978.





## Certificate of Incorporation

---

I HEREBY CERTIFY, that DOLPHIN DEVELOPMENT (LUTON) LIMITED is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London, this twenty-third day of March, One thousand nine hundred and fifty-six.

W. B. LANGFORD,  
*Registrar of Companies.*



*The Companies Act, 1948*

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COMPANY LIMITED BY SHARES

---

**Special Resolution**

*(Pursuant to section 141 (2))*

OF

**DOLPHIN DEVELOPMENT (LUTON) LIMITED**

---

*Passed 10th October, 1960*

---

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 111 Westminster Bridge Road, London, S.E.1, on Monday, the 10th October, 1960, the subjoined SPECIAL RESOLUTION was duly passed :—

**SPECIAL RESOLUTION**

That the name of the Company be changed to "RICHARD COSTAIN (ARABIA) LIMITED."

J. B. PARRETT,  
*Secretary.*

No. 563275



## Certificate of Incorporation on Change of Name

---

WHEREAS DOLPHIN DEVELOPMENT (LUTON) LIMITED  
was incorporated as a limited company under the Companies Act, 1948,  
on the Twenty-third day of March, 1956

AND WHEREAS by special resolution of the Company and with  
the approval of the Board of Trade it has changed its name

NOW THEREFORE I hereby certify that the Company is a limited  
company incorporated under the name of RICHARD COSTAIN  
(ARABIA) LIMITED.

Given under my hand at London, this Twenty-sixth day of  
October, One thousand nine hundred and sixty.

A. J. C. MANN,  
*Assistant Registrar of Companies.*



*The Companies Act, 1948*

---

COMPANY LIMITED BY SHARES

---

**Ordinary Resolution**  
OF  
**DOLPHIN DEVELOPMENT (LUTON) LIMITED**

---

*Passed 10th October, 1960*

---

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 111 Westminster Bridge Road, London, S.E.1, on Monday, the 10th October, 1960, the subjoined ORDINARY RESOLUTION was duly passed :—

**ORDINARY RESOLUTION**

That the maximum number of Directors of the Company shall be increased to Ten.

J. B. PARRETT,  
*Secretary.*



No. of Company 563275

THE COMPANIES ACTS 1948 TO 1967

---

COMPANY LIMITED BY SHARES

---

## **Ordinary Resolution**

OF

### **RICHARD COSTAIN (ARABIA) LIMITED**

---

*Passed 18th July, 1973*

---

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 111, Westminster Bridge Road, London SE1 7UE on 18th July, 1973 the subjoined ORDINARY RESOLUTION was duly passed:—

#### **ORDINARY RESOLUTION**

That the authorised capital of the Company be increased to £1,000 by the creation of 900 additional shares of £1 each.

I. M. F. BALFOUR

*Secretary*



The Companies Acts 1948 to 1967

---

COMPANY LIMITED BY SHARES

---

**Special Resolution**

OF

**RICHARD COSTAIN (ARABIA) LIMITED**

---

*Passed 2nd May, 1974*

---

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 111, Westminster Bridge Road, LONDON SE1 7UE on Thursday the 2nd May, 1974, the subjoined SPECIAL RESOLUTION was duly passed:—

**SPECIAL RESOLUTION**

That the name of the Company be changed to "COSTAIN INTERNATIONAL LIMITED".

I. M. F. BALFOUR  
*Secretary*



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 563275

I hereby certify that

**RICHARD COSTAIN (ARABIA) LIMITED**

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

**COSTAIN INTERNATIONAL LIMITED**

Given under my hand at London the 28th May, 1974.

N. TAYLOR  
*Assistant Registrar of Companies*



THE COMPANIES ACTS 1948 TO 1967

---

COMPANY LIMITED BY SHARES

---

**Ordinary Resolution**

OF

**COSTAIN INTERNATIONAL LIMITED**

---

---

*Passed 6th November, 1974*

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AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 111, Westminster Bridge Road, London SE1 7UE on 6th November, 1974 the subjoined ORDINARY RESOLUTION was duly passed:—

ORDINARY RESOLUTION

That the authorised capital of the Company be increased from £1,000 to £1,800,100 by the creation of 1,799,100 Ordinary Shares of £1 each ranking pari passu with the existing 1,000 Ordinary Shares of £1 each.

C. J. TURVEY  
*Secretary*

THE COMPANIES ACTS 1948 TO 1967

---

COMPANY LIMITED BY SHARES

---

## **Special Resolution**

OF

### **COSTAIN INTERNATIONAL LIMITED**

---

*Passed 17th December, 1976*

---

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 111, Westminster Bridge Road, London SE1 7UE on 17th December, 1976 the subjoined SPECIAL RESOLUTION was duly passed:--

#### **SPECIAL RESOLUTION DEQUALIFICATION OF DIRECTORS**

That the Articles of Association of the Company be altered in the manner following, that is to say:— That sub-clause (7) be added to Article 14 as follows:—

(7) If by Notice in writing signed by a majority of the other Directors he is called upon to resign the office of Director.

C. J. TURVEY  
*Secretary*



COMPANY LIMITED BY SHARES

Memorandum of Association

OF

COSTAIN INTERNATIONAL LIMITED

1. The name of the Company is "COSTAIN INTERNATIONAL 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 carry on business as builders and contractors for the execution of buildings and works of all kinds, to apply for, purchase or otherwise acquire contracts and commissions for or in relation to the construction, execution, carrying out, equipment, improvement, management, administration or control of buildings and other works of all kinds, and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

(B) To act as managers, consultants, agents and advisers in relation to real and personal property of every description and projects of all kinds; to purchase or otherwise acquire any interest in any such property or project and to dispose of the same or turn the same to account in any way whatsoever; to act as brokers for manufacturers, merchants, buyers and others, and generally to undertake and carry out management and agency operations of every description.

(C) To purchase, take on lease or in exchange or otherwise acquire any lands, houses, buildings and property of all kinds and any estate or interest in or rights connected therewith, and to develop and turn to account the same, in any manner, and in particular by laying out and preparing the same for building purposes, construction, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building

Name changed from "DOLPHIN DEVELOPMENT (LUTON) LIMITED" by Certificate of the Board of Trade dated 26th October, 1960 and from RICHARD COSTAIN (ARABIA) LIMITED by Certificate of the Secretary of State dated 28th May, 1974.



lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants, purchasers, building societies, mortgagees and others.

- (D) To construct, execute, carry out, equip, improve, develop, maintain, administrate, manage or control public works and conveniences of all kinds which in this Memorandum includes railways, tramways, roads, docks, harbours, piers, wharves, pipelines, canals, reservoirs, waterworks, embankments, irrigations, reclamations, improvements, sewage, drainage, sanitary, water, oil, gas, electricity, telephonic, telegraphic, wireless and power supply works, hotels, clubs, restaurants, theatres, cinemas, stadia, baths, places of worship, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies and all other works and conveniences of public utility, and to contribute to or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof.
- (E) To carry on in all their respective branches the business of manufacturers, merchants and dealers in masonry, bricks, tiles, slates, glass, pipes, pottery, earthenware and ceramic ware of all kinds, stone, sand, lime, timber, hardware and all other building requisites, steel and other metals of every description, decorators, shop-fitters, jobmasters, architects, surveyors, house agents, mortgage and insurance brokers, hoteliers, caterers, miners, metallurgists, quarry proprietors, engineers, farmers, graziers, hauliers, transport and cartage contractors, importers and exporters and general dealers, and to carry on in all their respective branches all or any of the businesses of estate and concession developers, investors and dealers in real and personal property of all kinds, forest proprietors, lessees or concessionaires in regard to afforestation, and to grow, search for, obtain, win, raise, make marketable, use, sell and dispose of timber, granite, coal, clay, lime, oil and all other substances and products, and to prepare and manufacture cement, paving blocks, tar, macadam, bituminous road materials and all or any other of the materials or things which the Company may require or which may be useful for the Company in carrying on any business of the Company.
- (F) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (G) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant,

stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

- (H) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (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 and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, 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 officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.



- (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 its business in or upon such investments or 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 other 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, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (S) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company 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 the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (T) To purchase or otherwise acquire and undertake all or any part of the business, property, assets,

liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

- (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, divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

*NOTES:- By Resolution passed on 18 July 1973 the capital of the Company was increased to £1,000 by the creation of 900 Ordinary Shares of £1 each forming a single class with the existing 100 Ordinary Shares of £1 each.*

*By Resolution passed on 6 November 1974 the capital of the Company was increased to £1,800,100 by the creation of 1,799,100 Ordinary Shares of £1 each ratifying pari passu with the existing 1,000 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>WILLIAM ERIC ADAMS,  Mill House,  Harlow,  Essex,  Solicitor.</p>	<p>One</p>
<p>ERIC GROSVENOR LEWIS,  506 Collingwood House,  Dolphin Square,  London, S.W.1,  Chartered Surveyor.</p>	<p>One</p>

Dated this 14th day of March 1956.

Witness to the above Signatures—

EDWARD J. VICKERS,  
21 Devonshire Street,  
London, W.1,  
Solicitor.

**COMPANY LIMITED BY SHARES**

**Articles of Association**

OF

**COSTAIN INTERNATIONAL LIMITED**

*(As Altered by Resolutions passed 10 October 1960 and 17 December 1976)*

**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 3, 5, 24, 53, 71, 75, 77, 79, 88, 96, 97 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 6 inclusive of Table A, Part II, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

**SHARES.**

3. The 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, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and not allotted pursuant to the provisions of Article 3 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.

5. Subject to the provisions of section 58 of the Act, any Preference Shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

#### LIEN.

6. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

#### TRANSMISSION OF SHARES.

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

#### PROCEEDINGS AT GENERAL MEETINGS.

8. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

#### DIRECTORS.

9. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than five. The names of the first Directors of the Company shall be determined in writing by the subscribers to the Memorandum of Association.

NOTE:  
The maximum  
number of Directors  
was increased to  
ten by Ordinary  
Resolution dated  
10th October, 1980.

Note:  
The maximum  
number of  
Directors was  
increased to  
twelve by  
Ordinary  
Resolution  
dated 10th  
May, 1978.

10. A Director need not be a member of the Company.

11. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

#### BORROWING POWERS.

12. The Directors may exercise all the powers of the Company to borrow 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.

#### POWERS AND DUTIES OF DIRECTORS.

13. 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.

14. 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.
- (7) If by notice in writing signed by a majority of the other Directors he is called upon to resign the office of Director.

*As amended  
by Special  
Resolution  
passed 17  
December 1976*

15. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

#### ROTATION OF DIRECTORS.

16. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

#### PROCEEDINGS OF DIRECTORS.

17. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

## ACCOUNTS.

18. In regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of section 158 (1) (c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

## WINDING UP.

19. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories."

## INDEMNITY.

20. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, 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, 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 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.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

WILLIAM ERIC ADAMS,  
Mill House,  
Harlow,  
Essex,  
Solicitor.

ERIC GROSVENOR LEWIS,  
506 Collingwood House,  
Dolphin Square,  
London, S.W.1,  
Chartered Surveyor.

---

Dated this 14th day of March 1956.

Witness to the above Signatures—

EDWARD J. VICKERS,  
21 Devonshire Street,  
London, W.1,  
Solicitor.



THE COMPANIES ACTS 1948 to 1967

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COMPANY LIMITED BY SHARES

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**Memorandum**

AND

**Articles of Association**

OF

**Costain International  
Limited.**

*(A Private Company adopting Part 11 of Table A  
with modifications)*

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Incorporated  
the 23rd day of March, 1956

Number of } 563 275 / 130  
Company }

Ø 1

The Companies Act 1985

COMPANY LIMITED BY SHARES

**Special Resolution**

(Pursuant to s. 378 (2) of the Companies Act 1985)

OF

COSTAIN INTERNATIONAL LIMITED

Passed 20th February, 19 87

AT an EXTRAORDINARY GENERAL MEETING of the above-named  
Company, duly convened, and held at 111 Westminster Bridge  
Road, London SE1 7UE

on the 20th day of February, 19 87, the subjoined  
SPECIAL RESOLUTION was duly passed, viz.:—

**RESOLUTION**

That the regulations contained in the printed  
document submitted to this Meeting and, for the  
purpose of identification, signed by the Chairman  
hereof be and are hereby adopted as the Articles  
of Association of the Company.

Signature.....  
.....CHAIRMAN.....

To be signed by  
the Chairman, a  
Director, or the  
Secretary of the  
Company.



NOTE.—To be filed within 15 days after the passing of the Resolution(s).

[P.T.O.]

No. 563 275

MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF

COSTAIN INTERNATIONAL LIMITED

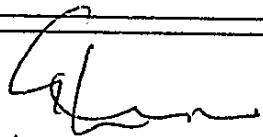
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Incorporated the 23rd day of March, 1956

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G. LANGHAM  
CHAIRMAN



23.2.86



CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME

No. 563275

I hereby certify that

**RICHARD COSTAIN (ARABIA) LIMITED**

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

**COSTAIN INTERNATIONAL LIMITED**

Given under my hand at London the 28th May, 1974.

N. TAYLOR

*Assistant Registrar of Companies*

No. 563275



## Certificate of Incorporation on Change of Name

---

WHEREAS DOLPHIN DEVELOPMENT (LUTON) LIMITED  
was incorporated as a limited company under the Companies Act, 1948,  
on the Twenty-third day of March, 1956

AND WHEREAS by special resolution of the Company and with  
the approval of the Board of Trade it has changed its name

NOW THEREFORE I hereby certify that the Company is a limited  
company incorporated under the name of RICHARD COSTAIN  
(ARABIA) LIMITED.

Given under my hand at London, this Twenty-sixth day of  
October, One thousand nine hundred and sixty.

A. J. C. MANN,  
*Assistant Registrar of Companies.*

No. 563275



## Certificate of Incorporation

---

I HEREBY CERTIFY, that DOLPHIN DEVELOPMENT (LUTON) LIMITED is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London, this twenty-third day of March, One thousand nine hundred and fifty-six.

W. B. LANGFORD,  
*Registrar of Companies.*

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

COSTAIN INTERNATIONAL LIMITED

- 
1. The name of the Company is "COSTAIN INTERNATIONAL 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 carry on business as builders and contractors for the execution of buildings and works of all kinds, to apply for, purchase or otherwise acquire contracts and commissions for or in relation to the construction, execution, carrying out, equipment, improvement, management, administration or control of buildings and other works of all kinds, and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
    - (B) To act as managers, consultants, agents and advisers in relation to real and personal property of every description and projects of all kinds; to purchase or otherwise acquire any interest in any such property or project and to dispose of the same or turn the same to account in any way whatsoever; to act as brokers for manufacturers, merchants, buyers and others, and generally to undertake and carry out management and agency operations of every description.
    - (C) To purchase, take on lease or in exchange or otherwise acquire any lands, houses, buildings and property of all kinds and any estate or interest in or rights connected therewith, and to develop and turn to account the same, in any manner, and in particular by laying out and preparing the same for building purposes, construction, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building

lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants, purchasers, building societies, mortgagees and others.

- (D) To construct, execute, carry out, equip, improve, develop, maintain, administrate, manage or control public works and conveniences of all kinds which in this Memorandum includes railways, tramways, roads, docks, harbours, piers, wharves, pipelines, canals, reservoirs, waterworks, embankments, irrigations, reclamations, improvements, sewage, drainage, sanitary, water, oil, gas, electricity, telephonic, telegraphic, wireless and power supply works, hotels, clubs, restaurants, theatres, cinemas, stadia, baths, places of worship, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies and all other works and conveniences of public utility, and to contribute to or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof.
- (E) To carry on in all their respective branches the business of manufacturers, merchants and dealers in masonry, bricks, tiles, slates, glass, pipes, pottery, earthenware and ceramic ware of all kinds, stone, sand, lime, timber, hardware and all other building requisites, steel and other metals of every description, decorators, shop-fitters, jobmasters, architects, surveyors, house agents, mortgage and insurance brokers, hoteliers, caterers, miners, metallurgists, quarry proprietors, engineers, farmers, graziers, hauliers, transport and cartage contractors, importers and exporters and general dealers, and to carry on in all their respective branches all or any of the businesses of estate and concession developers, investors and dealers in real and personal property of all kinds, forest proprietors, lessees or concessionaires in regard to afforestation, and to grow, search for, obtain, win, raise, make marketable, use, sell and dispose of timber, granite, coal, clay, lime, oil and all other substances and products, and to prepare and manufacture cement, paving blocks, tar, macadam, bituminous road materials and all or any other of the materials or things which the Company may require or which may be useful for the Company in carrying on any business of the Company.
- (F) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (G) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant,



stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

- (H) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (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 and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, 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 officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

- (X) 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 its business in or upon such investments or 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 other 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, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (S) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company 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 the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (T) To purchase or otherwise acquire and undertake all or any part of the business, property, assets,

liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

- (t) 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, divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

*NOTES:- By Resolution passed on 18 July 1973 the capital of the Company was increased to £1,000 by the creation of 900 Ordinary Shares of £1 each forming a single class with the existing 100 Ordinary Shares of £1 each.*

*By Resolution passed on 6 November 1974 the capital of the Company was increased to £1,800,100 by the creation of 1,799,100 Ordinary Shares of £1 each ranking pari passu with the existing 1,000 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
WILLIAM ERIC ADAMS, Mill House, Harlow, Essex, Solicitor.	One
ERIC GROSVENOR LEWIS, 506 Collingwood House, Dolphin Square, London, S.W.1, Chartered Surveyor.	One

Dated this 14th day of March 1956.

Witness to the above Signatures—

EDWARD J. VICKERS,  
 21 Devonshire Street,  
 London, W.1,  
 Solicitor.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on 20th February 1987)  
OF

COSTAIN INTERNATIONAL LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Table A in accordance with Section 8 of the Companies Act 1985 (hereafter referred to as "Table A") shall apply to the Company.

2. Regulations 61, 73-78, 80, 81(e), 101 and 118 of Table A shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

LIEN

3. In Regulation 8 of Table A the words "(not being a fully paid share)" shall be omitted.

TRANSFER OF SHARES

4. In Regulation 24 of Table A the words "which is not fully paid" shall be omitted.

DISQUALIFICATION OF DIRECTORS

5. In addition to Regulations 81(a) to (d) of Table A, the office of a director shall be vacated if, by notice in writing signed by a majority of the other directors, he is called upon to resign the office of director.

APPOINTMENT OF DIRECTORS

6. The second sentence of Regulation 79 shall not apply to the Company.

7. In addition and without prejudice to the provisions of Sections 303 and 304 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead.

SEAL

8. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director or member of such committee and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

## INDEMNITY

9. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, 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 727 of the Act in which relief is granted to him by the court, 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 in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.



## Costain Group F

111 Westminster Bridge  
London SE1 7UE.  
Telephone: 01-928 4977  
Telex: 8811804 Cosdon G  
Fax: 01-261 1841  
Cables: Cosdown London

Our ref SCTY.CNH

14th September 1988

The Registrar  
Companies House  
Crown Way  
Maindy  
CARDIFF CF4 3UZ

Dear Sir,

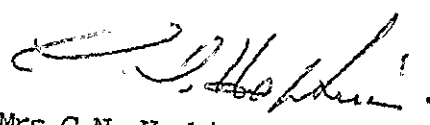
COSTAIN INTERNATIONAL LIMITED - No. 563275

In accordance with Section 390 of the Companies Act 1985 I enclose a copy of a formal letter from Messrs. James Worley & Sons, the joint auditors of the above named Company resigning their position with effect from 8th September 1988.

I shall be glad if you will kindly acknowledge receipt on the enclosed copy of this letter and I thank you in anticipation.

Yours faithfully,

*ack*



Mrs.C.N. Hopkins  
Secretariat.

Registered Office:  
111 Westminster Bridge Road,  
London, SE1 7UE  
Registration No. 1393773 London



Costain International Limited

*The Companies Act 1985*

COMPANY LIMITED BY SHARES

**Special Resolution**

*(Pursuant to s. 378 (2) of the Companies Act 1985)*

OF

COSTAIN INTERNATIONAL LIMITED

Passed 25TH MAY, 19 90

AT an EXTRAORDINARY GENERAL MEETING of the above-named  
Company, duly convened, and held at 111 Westminster Bridge  
Road, London SE1 7UE

on the 25th day of May, 19 90 the subjoined  
SPECIAL RESOLUTION was duly passed, viz.:—

RESOLUTION

That the regulations contained in the printed document  
submitted to this Meeting and, for the purpose of  
identification, signed by the Chairman hereof be and  
are hereby adopted as the Articles of Association of  
the Company.

Signature .....

CHAIRMAN

To be signed by  
the Chairman, a  
Director, or the  
Secretary of the  
Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).

[P.T.O.]





NOTE.—The Registrar of Companies is prepared to accept copy resolutions or agreements if produced by the following processes:—

Letterpress, Gravure, Lithography, Stencil duplicating, Offset Lithography, "Office" Type-Set, Electrostatic Photocopying, "Photostat" or similar processes properly processed and washed; or if produced by spirit duplicator, or if typed.

No document will be accepted however, if, in general appearance, legibility, format or durability, it is unsuitable for publication and use on the Company's public file.

No. 563275

# Memorandum

AND

## Articles of Association

(As adopted by Special Resolution passed 25th May 1990)

OF

# COSTAIN INTERNATIONAL LIMITED

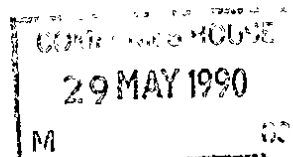
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Incorporated the 23rd day of March, 1956

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No. 563275



## Certificate of Incorporation on Change of Name

---

I Hereby certify that

RICHARD COSTAIN (ARABIA LIMITED

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

COSTAIN INTERNATIONAL LIMITED

Given under my hand at London the 28th May 1974.

N. Taylor  
*Assistant Registrar of Companies*

No. 563275



## Certificate of Incorporation on Change of Name

---

WHEREAS DOLPHIN DEVELOPMENT (LUTON) LIMITED was incorporated as a limited company under the Companies Act, 1948, on the Twenty-third day of March, 1956.

AND WHEREAS by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

NOW THEREFORE I hereby certify that the Company is a limited company incorporated under the name of RICHARD COSTAIN (ARABIA) LIMITED.

Given under my hand at London, this Twenty-sixth day of October, One thousand nine hundred and sixty.

A.J.C. MANN,  
*Assistant Registrar of Companies.*

No. 563275



## Certificate of Incorporation

---

I HEREBY CERTIFY, that DOLPHIN DEVELOPMENT (LUTON) LIMITED is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London, this twenty-third day of March,  
One thousand nine hundred and fifty-six.

W.B. LANGFORD,  
*Registrar of Companies.*

*The Companies Act, 1948*

COMPANY LIMITED BY SHARES

**Memorandum of Association**

OF

**COSTAIN INTERNATIONAL LIMITED**

1. The name of the Company is "COSTAIN INTERNATIONAL 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 carry on business as builders and contractors for the execution of buildings and works of all kinds, to apply for, purchase or otherwise acquire contracts and commissions for or in relation to the construction, execution, carrying out, equipment, improvement, management, administration or control of buildings and other works of all kinds, and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
  - (B) To act as managers, consultants, agents and advisers in relation to real and personal property of every description and projects of all kinds; to purchase or otherwise acquire any interest in any such property or project and to dispose of the same or turn the same to account in any way whatsoever; to act as brokers for manufacturers, merchants, buyers and others, and generally to undertake and carry out management and agency operations of every description.
  - (C) To purchase, take on lease or in exchange or otherwise acquire any lands, houses, buildings and property of all kinds and any estate or interest in or rights connected therewith, and to develop and turn to account the same, in any manner, and in particular by laying out and preparing the same for building purposes, construction, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants, purchasers, building societies, mortgagees and others.
  - (D) To construct, execute, carry out, equip, improve, develop, maintain, administer, manage or control public works and conveniences of all kinds which in this Memorandum includes railways, tramways, roads, docks, harbours, piers,

wharves, pipelines, canals, resevoirs, waterworks, embankments, irrigations, reclamations, improvements, sewage, drainage, sanitary, water, oil, gas, electricity, telephonic, telegraphic, wireless and power supply works, hotels, clubs, restaurants, theatres, cinemas, stadia, baths, places of worship, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies and all other works and conveniences of public utility, and to contribute to or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof.

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- (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 and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
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- (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 officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.
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- (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.
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- (T) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (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.

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*NOTES:- By Resolution passed on 18 July 1973 the capital of the Company was increased to £1,000 by the creation of 900 Ordinary Shares of £1 each forming a single class with the existing 100 Ordinary Shares of £1 each.*

*By Resolution passed on 6 November 1974 the capital of the Company was increased to £1,800,100 by the creation of 1,799,100 Ordinary Shares of £1 each ranking pari passu with the existing 1,000 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
WILLIAM ERIC ADAMS, Mill House, Harlow, Essex, Solicitor.	One
ERIC GROSVENOR LEWIS, 506 Collingwood House, Dolphin Square, London, S.W.1. Chartered Surveyor.	One

Dated this 14th day of March 1956.

Witness to the above Signatures —

EDWARD J. VICKERS,  
 21 Devonshire Street,  
 London, W.1,  
 Solicitor.

THE COMPANIES ACT 1985

---

COMPANY LIMITED BY SHARES

---

NEW  
ARTICLES OF ASSOCIATION  
(Adopted by Special Resolution passed on 25th May 1990 )  
OF  
COSTAIN INTERNATIONAL LIMITED

---

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Table A in accordance with Section 8 of the Companies Act 1985 (hereafter referred to as "Table A") shall apply to the Company.
2. Regulations 61, 73-78, 80, 81(e), 101 and 118 of Table A shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

LIEN

3. In Regulation 8 of Table A the words "(not being a fully paid share)" shall be omitted.

TRANSFER OF SHARES

4. In Regulation 24 of Table A the words "which is not fully paid" shall be omitted.

DISQUALIFICATION OF DIRECTORS

5. In addition to Regulations 81(a) to (d) of Table A, the office of a Director shall be vacated if, by notice in writing signed by a majority of the other Directors, he is called upon to resign the office of Director.

APPOINTMENT OF DIRECTORS

6. The second sentence of Regulation 79 shall not apply to the Company.
7. In addition and without prejudice to the provisions of Sections 303 and 304 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead.

SEAL

8. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director or member of such committee and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

## INDEMNITY

9. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, 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 727 of the Act in which relief is granted to him by the court, 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 in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

## ASSOCIATE DIRECTORS

10. The Directors shall have power from time to time by resolution to appoint any one or more persons to the office of associate director of the Company and the following provisions with regard to any such appointment or appointments shall have effect:

- (i) The appointment, tenure of office, remuneration (if any) and scope of duties of an associate director shall be determined from time to time by the Directors with full power to make such arrangements as they think fit including the power to give an associate director such title or description consistent with the spirit of this article 10 as the Directors shall decide; and the Directors shall have the right to enter into any contracts on behalf of the Company or transact any business of any description without the knowledge or approval of an associate director, except that no act shall be done that would impose any personal liability on any associate director except with his full knowledge and consent.
- (ii) The Directors may also from time to time remove any associate director from office and if they so decide appoint another in his place, but any such removal shall take effect without prejudice to the rights of either party under any agreement between the associate director and the Company.
- (iii) The appointment of a person to be an associate director may be in place of or in addition to his employment by the Company in any other capacity but unless otherwise expressly agreed between him and the Company the appointment as associate director shall not affect the terms and conditions of his employment by the Company in any other capacity whether as regards duties, remuneration, pension or otherwise. The office as an associate director shall be vacated if he becomes of unsound mind or bankrupt or makes any arrangement or composition with his creditors generally, or becomes prohibited from being concerned or taking part in the management of the Company by reason of any order made under Sections 295-299 Companies Act 1985, or if he resigns his office or is removed from office by a resolution of the board.
- (iv) An associate director shall not be or be deemed to be a Director of the Company within the meaning of the word as used in Companies Act 1985 or these Articles and no associate director shall be entitled to attend or be present at any meetings of the board or of any committee of Directors unless the Directors shall require him to be in attendance.
- (v) An associate director shall attend meetings of the Directors and of any committee of the Directors whenever called upon to do so and shall at all times be ready to give the Directors the benefit of his knowledge, experience and advice.

Number of  
Company

563275

*The Companies Act 1985*

COMPANY LIMITED BY SHARES

## Elective Resolution

*(Pursuant to s. 379(A) of the Companies Act 1985)*

OF  
COSTAIN INTERNATIONAL LIMITED

Passed 31 January , 1991.

AT an EXTRAORDINARY GENERAL MEETING of the above-named  
Company, duly convened, and held at 111 Westminster Bridge  
Road, London SE1 7UE

on the 31st day of January , 1991, the subjoined  
ELECTIVE RESOLUTION was duly passed, viz.:—

### RESOLUTION

Pursuant to Section 366A to dispense with the holding  
of annual general meetings.

Pursuant to Section 386 to dispense with the obligation  
to appoint auditors annually.

Signature.....

CHAIRMAN

To be signed by the  
Chairman, a Director, or  
the Secretary of the  
Company.

NOTE:—To be filed within 15 days after the passing of the Resolution(s).

[P.T.O.]

Number of 563275  
Company

*The Companies Act 1985*

COMPANY LIMITED BY SHARES

**Elective Resolution**

*(Pursuant to s. 379(A) of the Companies Act 1985)*

OF  
COSTAIN INTERNATIONAL LIMITED

Passed 31st July, 1991

AT an EXTRAORDINARY GENERAL MEETING of the above-named  
Company, duly convened, and held at 111 Westminster Bridge  
Road, London SE1 7UE

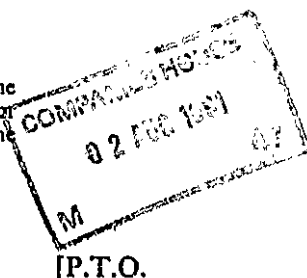
on the 31st day of July, 1991, the subjoined  
ELECTIVE RESOLUTION was duly passed, viz.:—

**RESOLUTION**

Pursuant to Section 252 to dispense with the laying  
of accounts and reports before the company in  
general meeting.

Signature.....  
..... SECRETARY .....

To be signed by the  
Chairman, a Director, or  
the Secretary of the  
Company.



NOTE:—To be filed within 15 days after the passing of the Resolution(s).

[P.T.O.]

Number of  
Company

563276

*The Companies Act 1985*

COMPANY LIMITED BY SHARES

## **Elective Resolution**

*(Pursuant to s. 379(A) of the Companies Act 1985)*

OF  
DOLPHIN DEVELOPMENT CO. (GREECE) LIMITED

Passed 31st July, 1991

AT an EXTRAORDINARY GENERAL MEETING of the above-named  
Company, duly convened, and held at 111 Westminster Bridge

· Road, London SE1 7UE

· on the 31st day of July, 1991, the subjoined  
ELECTIVE RESOLUTION was duly passed, viz.:—

### **RESOLUTION**

Pursuant to Section 252 to dispense with the laying  
of accounts and reports before the company in  
general meeting.

Signature.....

SECRETARY

To be signed by the  
Chairman, a Director, or  
the Secretary of the  
Company.

NOTE:—To be filed within 15 days after the passing of the Resolution(s).

[P.T.O.]



Number of } 563275  
Company }

*The Companies Act 1985*

COMPANY LIMITED BY SHARES

**Special Resolution**

*(Pursuant to s. 378 (2) of the Companies Act 1985)*

OF

COSTAIN INTERNATIONAL LIMITED

Passed 8 September, 1992

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 111 Westminster Bridge Road, London SE1 7UE

on the 8 day of September, 1992, the subjoined SPECIAL RESOLUTION was duly passed, viz.:—

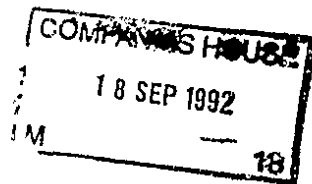
RESOLUTION

Pursuant to Section 250(1) of the Companies Act 1985 it was resolved as a Special Resolution not to appoint auditors.

Signature .....

SECRETARY

To be signed by  
the Chairman, a  
Director, or the  
Secretary of the  
Company.



NOTE.—To be filed within 15 days after the passing of the Resolution(s).

[P.T.O.]



THE COMPANIES ACTS 1948, 1985 AND 1989

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COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTION

of

COSTAIN INTERNATIONAL LIMITED

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Passed on *1st September* 1993



At an Extraordinary General Meeting of the Company duly convened and held at *111 Westminster Bridge Rd SE1 7UG* on *1st September* 1993 the following resolution was duly passed as a Special Resolution:

THAT the Memorandum of Association of the Company be and it is hereby amended by:

- (a) the insertion after existing sub-clause 3(K) of the following new sub-clauses 3(L) and (M) and the consequential redesignation of subsequent sub-clauses:

"(L) To stand surety for or to guarantee, support or secure the performance of all or any of the obligations of any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital or by both such methods; and, in particular but without limiting the generality of the foregoing, to guarantee, support or secure whether by personal covenant or by any such

mortgage, charge or lien or by both such methods the performance of all or any of the obligations (including the repayment or payment of the principal and premium of and interest on any securities) of any company which is for the time being the Company's holding company (as defined by Section 736 of the Companies Act 1985) or another subsidiary (as defined by the said Section) of any such holding company or any other person or firm associated in any way with such holding company.

(M) To grant indemnities of every description and to undertake obligations of every description."; and

(b) the insertion at the end of clause 3 of the following wording:

"It is hereby declared that where the context so admits the words "firm" or "company" in this Clause shall be deemed to include any partnership, association or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1985, that the objects specified in each of the sub-clauses of this Clause shall be regarded as independent objects and accordingly shall in no way be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause or the name of the Company but may be carried out in as full and ample a manner and construed in as wide a sense as if each defined the objects of a separate and distinct company, and that where there are references in this Clause to matters of opinion such matters are to be determined by the sole Director or by the Directors or by any person to whom any such power of decision has been delegated by the sole Director or the Directors in

accordance with the Articles of Association of the  
Company".

..........

Chairman

No. 563275

**MEMORANDUM**

**and**

**ARTICLES OF ASSOCIATION**

**of**

**COSTAIN INTERNATIONAL LIMITED**

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Incorporated 23 March 1956

---

1 September 1993.



No. 563275



## Certificate of Incorporation on Change of Name

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I Hereby certify that

RICHARD COSTAIN (ARABIA LIMITED

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

COSTAIN INTERNATIONAL LIMITED

Given under my hand at London the 28th May 1974.

N. Taylor  
*Assistant Registrar of Companies*

No. 563275



## Certificate of Incorporation on Change of Name

---

WHEREAS DOLPHIN DEVELOPMENT (LUTON) LIMITED was incorporated as a limited company under the Companies Act, 1948, on the Twenty-third day of March, 1956.

AND WHEREAS by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

NOW THEREFORE I hereby certify that the Company is a limited company incorporated under the name of RICHARD COSTAIN (ARABIA) LIMITED.

Given under my hand at London, this Twenty-sixth day of October, One thousand nine hundred and sixty.

A.J.C. MANN,  
*Assistant Registrar of Companies.*

No. 563275



## Certificate of Incorporation

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I HEREBY CERTIFY, that DOLPHIN DEVELOPMENT (LUTON) LIMITED is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London, this twenty-third day of March,  
One thousand nine hundred and fifty-six.

W.B. LANGFORD,  
*Registrar of Companies.*



*The Companies Act, 1948*

**COMPANY LIMITED BY SHARES**

**Memorandum of Association**

OF

**COSTAIN INTERNATIONAL LIMITED**

1. The name of the Company is "COSTAIN INTERNATIONAL 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 carry on business as builders and contractors for the execution of buildings and works of all kinds, to apply for, purchase or otherwise acquire contracts and commissions for or in relation to the construction, execution, carrying out, equipment, improvement, management, administration or control of buildings and other works of all kinds, and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
  - (B) To act as managers, consultants, agents and advisers in relation to real and personal property of every description and projects of all kinds; to purchase or otherwise acquire any interest in any such property or project and to dispose of the same or turn the same to account in any way whatsoever; to act as brokers for manufacturers, merchants, buyers and others, and generally to undertake and carry out management and agency operations of every description.
  - (C) To purchase, take on lease or in exchange or otherwise acquire any lands, houses, buildings and property of all kinds and any estate or interest in or rights connected therewith, and to develop and turn to account the same, in any manner, and in particular by laying out and preparing the same for building purposes, construction, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants, purchasers, building societies, mortgagees and others.
  - (D) To construct, execute, carry out, equip, improve, develop, maintain, administer, manage or control public works and conveniences of all kinds which in this Memorandum includes railways, tramways, roads, docks, harbours, piers,

wharves, pipelines, canals, resevoirs, waterworks, embankments, irrigations, reclamations, improvements, sewage, drainage, sanitary, water, oil, gas, electricity, telephonic, telegraphic, wireless and power supply works, hotels, clubs, restaurants, theatres, cinemas, stadia, baths, places of worship, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies and all other works and conveniences of public utility, and to contribute to or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof.

- (E) To carry on in all their respective branches the business of manufacturers, merchants and dealers in masonry, bricks, tiles, slates, glass, pipes, pottery, eathenware and ceramic ware of all kinds, stone, sand, lime, timber, hardware and all other building requisites, steel and other metals of every description, decorators, shop-fitters, jobmasters, architects, surveyors, house agents, mortgage and insurance brokers, hoteliers, caterers, miners, metallurgists, quarry proprietors, engineers, farmers, graziers, hauliers, transport and cartage contractors, importers and exporters and general dealers, and to carry on in all their respective branches all or any of the businesses of estate and concession developers, investors and dealers in real and personal property of all kinds, forest proprietors, lessees or concessionaires in regard to afforestation, and to grow, search for, obtain, win, raise, make marketable, use, sell and dispose of timber, granite, coal, clay, lime, oil and all other substances and products, and to prepare and manufacture cement, paving blocks, tar, macadam, bituminous road materials and all or any other of the materials or things or things which the Company may require or which may be useful for the Company in carrying on any business of the Company.
- (F) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (G) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (H) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

- (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 and subject to such rights, powers privileges and conditions as may be thought fit, debentures or debenture stock, 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 stand surety for or to guarantee, support or secure the performance of all or any of the obligations or any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital or by both such methods, and, in particular but without limiting the generality of the foregoing, to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien or by both such methods the performance of all or any of the obligations (including the repayment or payment of the principal and premium of and interest on any securities) of any company which is for the time being the Company's holding company (as defined by Section 736 of the Companies Act 1985) or another subsidiary (as defined by the said Section) of any such holding company or any other person or firm associated in any way with such holding company.
- (M) \* To grant indemnities of every description and to undertake obligations of every description.

\* inserted by Special Resolution dated 1 September 1993.

- (N) 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.
- (O) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.
- (P) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bill of exchange and other negotiable instruments.
- (Q) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (R) 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.
- (S) 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 other 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.

- (T) 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 or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (U) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company 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 the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (V) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (W) 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.
- (X) 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.
- (Y) 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.
- (Z) 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.
- (AA) To do all such other things as are incidental or conducive to the above objects or any of them.

\* It is hereby declared that where the context so admits the words "firm" or "company" in this Clause shall be deemed to include any partnership, association or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1985, that the objects specified in each of the sub-clauses of this Clause shall be regarded as independent objects and accordingly shall in no way be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause or the name of the Company but may be carried out in as full and ample a manner and construed in as wide a sense as if each defined the objects of a separate and distinct company, and that where there are references in this Clause to matters of opinion such matters are to be determined by the sole Director or by the Directors or by any person to whom any such power of decision has been delegated by the sole Director or the Directors in accordance with the Articles of Association of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is £100, divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

\* inserted by Special Resolution dated 1 September 1993.

N.B. By Resolution passed on 18 July 1973 the capital of the Company was increased to £1,000 by the creation of 900 Ordinary Shares of £1 each forming a single class with the existing 100 Ordinary Shares of £1 each.

By Resolution passed on 6 November 1974 the capital of the Company was increased to £1,800,100 by the creation of 1,799,100 Ordinary Shares of £1 each ranking pari passu with the existing 1,000 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
WILLIAM ERIC ADAMS, Mill House, Harlow, Essex, Solicitor.	One
ERIC GROSVENOR LEWIS, 506 Collingwood House, Dolphin Square, London, S.W.1. Chartered Surveyor.	One

Dated this 14th day of March 1956.

Witness to the above Signatures —  
 EDWARD J. VICKERS,  
     21 Devonshire Street,  
     London, W.1,  
     Solicitor.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW  
ARTICLES OF ASSOCIATION  
(Adopted by Special Resolution passed on 25th May 1990 )  
OF  
COSTAIN INTERNATIONAL LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Table A in accordance with Section 8 of the Companies Act 1985 (hereafter referred to as "Table A") shall apply to the Company.
2. Regulations 61, 73-78, 80, 81(e), 101 and 118 of Table A shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

LIEN

3. In Regulation 8 of Table A the words "(not being a fully paid share)" shall be omitted.

TRANSFER OF SHARES

4. In Regulation 24 of Table A the words "which is not fully paid" shall be omitted.

DISQUALIFICATION OF DIRECTORS

5. In addition to Regulations 81(a) to (d) of Table A, the office of a Director shall be vacated if, by notice in writing signed by a majority of the other Directors, he is called upon to resign the office of Director.

APPOINTMENT OF DIRECTORS

6. The second sentence of Regulation 79 shall not apply to the Company.
7. In addition and without prejudice to the provisions of Sections 303 and 304 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead.

SEAL

8. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director or member of such committee and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.



### INDEMNITY

9. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, 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 727 of the Act in which relief is granted to him by the court, 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 in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

### ASSOCIATE DIRECTORS

10. The Directors shall have power from time to time by resolution to appoint any one or more persons to the office of associate director of the Company and the following provisions with regard to any such appointment or appointments shall have effect:

- (i) The appointment, tenure of office, remuneration (if any) and scope of duties of an associate director shall be determined from time to time by the Directors with full power to make such arrangements as they think fit including the power to give an associate director such title or description consistent with the spirit of this article 10 as the Directors shall decide; and the Directors shall have the right to enter into any contracts on behalf of the Company or transact any business of any description without the knowledge or approval of an associate director, except that no act shall be done that would impose any personal liability on any associate director except with his full knowledge and consent.
- (ii) The Directors may also from time to time remove any associate director from office and if they so decide appoint another in his place, but any such removal shall take effect without prejudice to the rights of either party under any agreement between the associate director and the Company.
- (iii) The appointment of a person to be an associate director may be in place of or in addition to his employment by the Company in any other capacity but unless otherwise expressly agreed between him and the Company the appointment as associate director shall not affect the terms and conditions of his employment by the Company in any other capacity whether as regards duties, remuneration, pension or otherwise. The office as an associate director shall be vacated if he becomes of unsound mind or bankrupt or makes any arrangement or composition with his creditors generally, or becomes prohibited from being concerned or taking part in the management of the Company by reason of any order made under Sections 295-299 Companies Act 1985, or if he resigns his office or is removed from office by a resolution of the board.
- (iv) An associate director shall not be or be deemed to be a Director of the Company within the meaning of the word as used in Companies Act 1985 or these Articles and no associate director shall be entitled to attend or be present at any meetings of the board or of any committee of Directors unless the Directors shall require him to be in attendance.
- (v) An associate director shall attend meetings of the Directors and of any committee of the Directors whenever called upon to do so and shall at all times be ready to give the Directors the benefit of his knowledge, experience and advice.