

# 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.

EASTERN INTERNATIONAL PROPERTY INVESTMENTS  
LIMITED.

by

Ashurst, Morris, Crisp & Co.,

17, Throgmorton Avenue.

London, E.C.2.

The Solicitors' Law Stationery Society, Limited  
Mantery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
Manover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;  
6 John Dalton Street, Manchester, 3; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Companies 6c

3- APR 1957

(P.T.O.)

3, MARTIN ROBERT LAMPARD 11386

of 17 Throgmorton Avenue in the City of London

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

EASTERN INTERNATIONAL PROPERTY INVESTMENTS 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 17 Throgmorton Avenue,

in the City of London

the 3<sup>rd</sup> day of April

one thousand nine hundred and fifty-  
seven

M. R. Lampard

Before me,

P. H. L. Knapp.

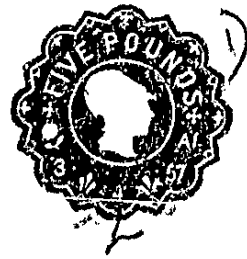
A Commissioner for Oaths

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

# THE STAMP ACT 1891.

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

COMPANY LIMITED BY SHARES.



## Statement of the Nominal Capital

OF

REGISTERED

11 APR 1957

EASTERN INTERNATIONAL PROPERTY INVESTMENTS

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.

Presented by

Ashurst, Morris, Crisp & Co.,

17, Throgmorton Avenue,

London, E.C.2.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.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, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

# THE NOMINAL CAPITAL

OF

EASTERN INTERNATIONAL PROPERTY INVESTMENTS

Limited,

is £ 1,000, divided into:

1,000

Shares of

£1

each

Shares of

each

\*Signature

*Phunt Mon Bupie*

Description

Solicitors engaged in the  
formation of the Company

Dated the 2nd day of April 1957

\*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 cross.

No.



## Certificate of Incorporation

---

I HEREBY CERTIFY, That EASTERN INTERNATIONAL  
PROPERTY INVESTMENTS LIMITED is this day Incorporated under the  
Companies Act, 1948, and that the Company is LIMITED.

GIVEN under my hand at London this                      day of

One Thousand Nine Hundred and Fifty-seven.

*Registrar of Companies.*

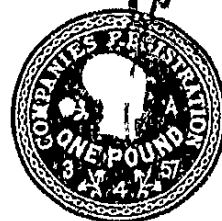


COMPANY LIMITED BY SHARES

## Memorandum of Association

OF

## EASTERN INTERNATIONAL PROPERTY INVESTMENTS LIMITED



1. The name of the Company is "EASTERN INTERNATIONAL PROPERTY INVESTMENTS LIMITED".

2. The Registered Office of the Company will be situate in England.

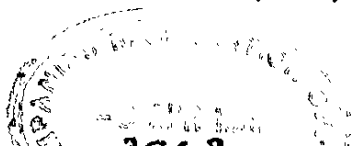
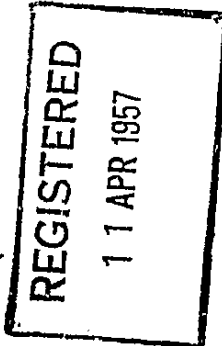
3. The objects for which the Company is established are:—

(A) To carry on the business of an investment and trust company and in particular in relation to the investment of money in and the holding of real and personal property, the management of such property, and the collection and receipt of rents and profits therefrom.

(B) To acquire and take over any business or undertaking carried on upon or in connection with any lands or buildings which the Company may desire to acquire or become interested in, and the whole or any of the assets and liabilities of such business or undertaking, and to carry on the same, and to dispose of, remove, or put an end thereto, and otherwise deal with the same as may seem expedient.

(C) To purchase, take on lease or otherwise acquire by way of investment and hold, occupy, let, underlet, cultivate, improve and manage freehold, leasehold, or other lands and property of every description, or any estate or interest therein, and subject or not to any leases, tenancies, mortgages, charges, rights, easements, restrictions or other encumbrances; and to erect, construct, lay down, alter, add to, enlarge and maintain upon or in any lands or property so purchased, taken or acquired, all manner of houses and other buildings, roads, pleasure grounds, parks, gardens, sewers, drains, gas, water, electric and other mains, pipes, wires and cables, railways, tramways, plant, machinery, apparatus and works.

(D) To carry on all or any of the businesses of proprietors or managers of flats or other buildings, builders and contractors, decorators, merchants, and dealers in stone, sand, lime, bricks, timber, steel, hardware, and other



building requisites, brick and tile and terra-cotta makers, architects, surveyors, valuers, house and estate agents, auctioneers, civil, mechanical, electrical, sanitary and general engineers, suppliers of gas, water and electricity, carriers, haulage contractors, licensed victuallers, and restaurant keepers, and 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 the general business of the Company.

(E) To invest the capital or other moneys out of the Company in, and to acquire, hold, sell, indorse, discount, or otherwise deal with or dispose of, shares, stocks, debentures, debenture stock, scrip, bonds, mortgages, bills, notes, credits, contracts, certificates, coupons, warrants and other documents, funds, obligations, securities and investments issued or guaranteed by any company, corporation, society or trust constituted or carrying on business in any part of the world, and in the funds or loans or other securities and investments of or issued or guaranteed by any Government, State or Dominion, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad.

(F) To acquire any such shares, stocks, debentures, loans, scrip, bonds and/or securities or investments by original subscription, tender, purchase, participation in syndicates, exchange or otherwise, and whether or not fully paid up, and to make payments thereon as called up or in advance of calls or otherwise, and to subscribe for the same either conditionally or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof, and to vary and transpose from time to time as may be considered expedient any of the Company's investments for the time being.

(G) To undertake and carry on any business transaction or operation commonly undertaken or carried on by financiers, promoters, bankers, concessionaires, contractors for public and other works, capitalists, merchants or agents and to carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any of the objects of the Company or which may be calculated directly or indirectly to enhance the value of, or render profitable, any of the Company's property or rights.

(H) To enter into partnership or into any arrangement for sharing profits, union of interest, joint adventure, reciprocal concessions or co-operation with any person or company carrying on, engaged in, or about to carry on

or engage in, any business or transaction which the Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to take or otherwise acquire and hold, sell, re-issue or otherwise deal with shares or stock in or securities or obligations of, and to subsidise or otherwise assist any such person or company.

(i) To guarantee the payment of money secured by, or payable under or in respect of, or the performance of, bonds, debentures, debenture stock, shares, contracts, mortgages, charges, obligations and securities of any company, corporation or society, or of any authority, supreme, municipal, local or otherwise, or of any person whomsoever, whether corporate or unincorporate including in particular (but without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary company of the Company, or a company of which the Company is for the time being a subsidiary company, as defined by Section 154 of the Companies Act, 1948.

(j) To enter into and implement any guarantee indemnity or similar obligation as may seem expedient.

(k) To apply for, purchase or otherwise acquire any patents, licences and like rights, conferring an exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.

(l) To distribute any property amongst the Members of the Company in kind.

(m) To undertake the office of trustee, executor, administrator, committee, manager, attorney, delegate, substitute, treasurer and any other offices or situations of trust or confidence, and to perform and discharge the duties and functions incident thereto, and generally to transact all kinds of trust and agency business, either gratuitously or otherwise.

(n) To act as secretaries, registrars and agents, commercial or otherwise, office managers or managing agents for any company, authority or body, whether limited or unlimited, and to keep for any such company, authority or body any register relating to any stocks, funds, shares or securities, or to undertake any duties in relation to the registration of transfers and the issue of certificates or otherwise.



(D) To borrow or raise or secure the payment of money, and for those or other purposes including in particular (but without prejudice to the generality of the foregoing) as collateral security for any guarantee given by the Company or for any obligation of any subsidiary company of the Company for the time being or of any company of which the Company is for the time being a subsidiary company, as defined by Section 154 of the Companies Act, 1948, to mortgage or charge the undertaking and all or any part of the property and rights of the Company, present or after acquired, including uncalled capital, and to create, issue, make, draw, accept and negotiate perpetual or redeemable debentures or debenture stock, bonds or other obligations, bills of exchange, promissory notes or other negotiable instruments.

(E) To lend money to such persons upon such terms and subject to such conditions as may seem expedient.

(Q) To sell, let, develop, dispose of or otherwise deal with the undertaking, or all or any part of the property of the Company, upon any terms, with power to accept as the consideration any shares, stocks or obligations of or interest in any other company.

(R) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company and the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting shares, debentures and debenture stock, and to apply at the cost of the Company to Parliament for any extension of the Company's powers.

(S) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, and to obtain from any such government or authority any rights, concessions and privileges that may seem conducive to the Company's objects or any of them.

(T) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and

also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(U) To promote any company or companies for the purpose of its or their acquiring all or any of the property, rights and liabilities of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company, and to pay all the expenses of or incident to such promotion.

(V) To carry out all or any of the foregoing objects as principals or agents, or in partnership or conjunction with any other person, firm, association or company, or by means of any subsidiary or auxiliary company, and in any part of the world.

(W) To do all such other things as the Company may deem incidental or conducive to the attainment of any of the aforesaid objects of the Company.


Provided always that nothing herein contained shall empower the Company to carry on the business of assurance or to grant annuities within the meaning of the Assurance Companies Act, 1909, or any Act amending, extending or re-enacting the same, or to re-insure any risks under any class of assurance business to which those Acts apply.

And it is hereby declared that the word "Company", save where used in reference to this Company in this clause, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and the intention is that the objects specified in any paragraph of this clause shall, except where otherwise expressed in such paragraph, be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or by the name of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is £1,000, divided into 1,000 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.
 17 Throgmorton Avenue, London E.C. 2. Solicitors Managing Clerk	One
Arthur L. Heath, 125, Headley Drive, Elford, Essex. Solicitor's Clerk.	one

Dated the 1st day of April, 1957.

Witness to the above Signatures—

Dois E. Hedges,  
 23 Sunningdale Road,  
 Harpenden, Essex.

Secretary.

582147

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

## Articles of Association

OF

### EASTERN INTERNATIONAL PROPERTY INVESTMENTS LIMITED

#### I.—GENERAL

1. The regulations contained in Table "A" (hereinafter referred to as "Table A") of the First Schedule to the Companies Act, 1948, shall not apply to the Company, except in so far as such regulations are hereinafter expressly directed to apply, but the following shall be the regulations of the Company.

2. References in these Articles to clauses of Table "A" shall, except where otherwise indicated, refer to clauses in Part I of Table "A".

3. Clause I of Table "A" shall apply to the construction of these Articles.

4. The Company shall be a Private Company within the meaning of the Act, and accordingly:—

(A) The Directors may, in their absolute discretion and without assigning any reason, decline to register any transfer of shares:

(B) The number of the Members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in that employment, and have continued, after the determination of that employment, to be Members of the Company) is limited to 50, but so that, for the purpose of this Article, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single Member:

(C) No invitation shall be made to the public to subscribe for any shares or debentures of the Company:

(D) The Company shall not have power to issue share warrants to bearer.

5. Clause 6 of Part II of Table "A" shall apply.



REGISTERED

11 APR 1957

## II.—SHARE CAPITAL AND VARIATION OF RIGHTS.

6. Clauses 2 and 3 of Table "A" shall apply.

7. During such time as the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the shares of the class. To every such separate General Meeting the provisions of these regulations relating to General Meetings shall apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll. This Article shall not be read as implying the necessity for any such consent or sanction in any case in which but for this Article the object involved could have been effected without it under the provisions contained in these regulations.

8. Clauses 5 to 10 inclusive of Table "A" shall apply.

## III.—LIEN.

9. Clauses 11 to 14 inclusive of Table "A" shall apply.

## IV.—CALLS ON SHARES.

10. Clauses 15 to 21 inclusive of Table "A" shall apply.

## V.—TRANSFER OF SHARES.

11. Clauses 22, 23 and 25 to 28 inclusive of Table "A" shall apply.

## VI.—TRANSMISSION OF SHARES.

12. Clauses 29 to 32 inclusive of Table "A" shall apply.

## VII.—FORFEITURE OF SHARES.

13. Clauses 33 to 39 inclusive of Table "A" shall apply.

## VIII.—CONVERSION OF SHARES INTO STOCK.

14. Clauses 40 to 43 inclusive of Table "A" shall apply.

## IX.—ALTERATION OF CAPITAL.

15. Clauses 44 to 46 inclusive of Table "A" shall apply.

## X.—GENERAL MEETINGS.

16. Clauses 47 to 49 inclusive of Table "A" shall apply.

## XI.—NOTICE OF GENERAL MEETINGS.

17. Clauses 50 and 51 of Table "A" shall apply.

## XII.—PROCEEDINGS AT GENERAL MEETINGS.

18. Clause 52 of Table "A" shall apply.

19. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business ; save as otherwise provided in these regulations two Members present in person or by proxy shall be a quorum.

20. Clause 54 of Table "A" shall apply.

21. Subject to the provisions of the Act, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

22. Clauses 55 to 61 inclusive of Table "A" shall apply.

## XIII.—VOTES OF MEMBERS.

23. Clauses 62 to 73 inclusive of Table "A" shall apply.

## XIV.—CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS.

24. Clause 74 of Table "A" shall apply.

## XV.—DIRECTORS.

25. The number of Directors shall not be less than three.

26. A Director shall not be required to hold any share qualification.

27. The first Directors shall be the persons who shall be nominated in writing either before or after the incorporation of the Company by the subscribers to the Memorandum of Association or a majority of them. Until such appointment the subscribers to the Memorandum of Association shall be deemed for all purposes to be the Directors.

28. Any Director may, by writing under his hand, appoint any other Director or appoint any other person (whether a Member of the Company or not) to be his alternate, and such appointee while he holds office as an alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to notice of and to attend meetings of Directors and in the absence of the Director

whom he represents to vote thereat accordingly: Provided always that no such appointment of any person not being a Director shall be operative unless or until the approval of the Directors by a majority consisting of not less than two-thirds of the whole of the Directors shall have been given thereto. A Director may at any time revoke the appointment of an alternate appointed by him, and (subject to such approval as aforesaid) appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine. Any revocation under this Article shall be effected by notice in writing under the hand of the Director making the same, and any such notice if left at the registered office of the Company shall be sufficient evidence of such revocation.

29. Every person acting as an alternate Director shall be an officer of the Company and he shall not be deemed to be the agent of the Director whom he represents. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.

30. The remuneration of the Directors shall be fixed by the Company in General Meeting. Any remuneration so voted shall, in default of agreement to the contrary, be divided between the Directors equally and shall be deemed to accrue from day to day. The Directors shall also be entitled to be repaid by the Company all such reasonable travelling (including hotel and incidental) expenses as they may incur in attending Meetings of the Board or of Committees of the Board or General Meetings or which they may otherwise incur in or about the business of the Company.

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

32. The Directors shall have power to grant to any Director required to go abroad or to render any special or extraordinary

service such special remuneration for the services rendered as they may think proper.

33. A Director may hold any office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director and he or his firm may act in a professional capacity to the Company on such terms (as to remuneration and otherwise) as the Directors may determine.

#### XVI.—BORROWING POWERS.

34. 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.

#### XVII.—POWERS AND DUTIES OF DIRECTORS.

35. Clauses 80 to 83 inclusive of Table "A" shall apply.

36. No Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established. The nature of a Director's interest must be declared by him at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration, or if the Director was not at the date of that meeting interested in the proposed contract or arrangement at the next meeting of the Directors held after he became so interested, and in a case where the Director becomes interested in a contract or arrangement after it is made at the first meeting of the Directors held after he becomes so interested. A general notice to the Directors by a Director that he is a member of any specified firm or company and is to be regarded as interested in any contract or transaction which may after the date of the notice be made with such firm or company shall (if such Director shall give the same at a meeting of the Directors or shall take reasonable steps to secure that the same is brought up and read at the next meeting of the Directors after it is given) be a sufficient declaration of interest in relation to such contract or transaction under this Article, and after such general notice it shall not be necessary to give any special notice relating to any particular contract or transaction with such firm or company. A Director may as a Director vote in respect of any contract or arrangement which he shall make with the Company or in which he is so interested as aforesaid and if he do so vote his vote shall be



counted and he may be reckoned for the purpose of constituting a quorum of the Directors.

37. Clauses 85 and 86 of Table "A" shall apply.

38. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and holding any salaried employment or office in the Company or such other company and the wives, widows, families and dependants of any such persons, and also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for any charitable or benevolent objects or for any exhibition, or for any public, general or useful object, and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Subject always, if the Statutes shall so require, to particulars with respect to the proposed payment being disclosed to the Members of the Company and to the proposal being approved by the Company, any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

#### XVIII.—DISQUALIFICATION OF DIRECTORS.

39. The office of Director shall be vacated if the Director :—

(a) ceases to be a Director by virtue of Section 185 of the Act ; or

(b) becomes bankrupt or makes any arrangement or composition with his creditors generally ; or

(c) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act ; or

(d) becomes of unsound mind ; or

(e) resigns his office by notice in writing to the Company ; or

(f) shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period.

## XIX.—APPOINTMENT AND REMOVAL OF DIRECTORS.

40. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election.

41. The Company may by Ordinary Resolution, of which special notice has been given in accordance with Section 142 of the Act, remove any Director notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

42. The Company may by Ordinary Resolution appoint another person in place of a Director removed from office under the immediately preceding regulation, and without prejudice to the powers of the Directors under Article 40 the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.

## XX.—PROCEEDINGS OF DIRECTORS.

43. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and may determine the quorum necessary for the transaction of business. Until otherwise determined the quorum shall be two Directors. It shall not be necessary to give notice of a meeting of the Directors to any Director for the time being absent from the United Kingdom, but where such Director is represented by an alternate Director, due notice of such meeting shall be given to such alternate Director either personally or by sending the same through the post addressed to him at the address in the United Kingdom given by him to the Company. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.

44. Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote. A Director who is also an alternate Director shall be entitled to a separate vote on behalf of the Director he is representing and in addition to his own vote.

45. Clauses 100 to 105 inclusive of Table "A" shall apply.

46. A Resolution in writing signed by all the Directors for the time being in the United Kingdom if constituting a majority of the Directors shall be as effective as a Resolution passed at a meeting of the Directors duly convened and held. Such Resolution may consist of several documents in the like form each signed by one or more of the Directors.

## XXI.—MANAGING DIRECTOR.

47. Clauses 107 to 109 inclusive of Table "A" shall apply.

## XXII.—SECRETARY.

48. Clauses 110 to 112 inclusive of Table "A" shall apply.

## XXIII.—THE SEAL.

49. Clause 113 of Table "A" shall apply.

## XXIV.—DIVIDENDS AND RESERVE.

50. Clauses 114 to 116 inclusive of Table "A" shall apply.

51. The Directors may before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

52. Clauses 118 to 122 inclusive of Table "A" shall apply.

53. All money set aside and standing to revenue or general or special reserve accounts or capital reserve account and all other moneys of the Company not immediately applicable for any payment to be made by the Company may (subject to the provisions of the Act with respect to the purchase by the Company of its own shares or loans upon the security thereof) be invested by the Board in such manner as the Board from time to time think proper with power to employ the same and the assets constituting the same or any part thereof in the business of the Company and without it being necessary to keep separate or distinguish between the investments of the reserve accounts and investments of other moneys of the Company or between investments of the revenue or general or special reserve accounts and investments of the capital reserve account.

54. Without prejudice to the powers hereinbefore conferred upon the Board, all capital appreciations realised upon or derived from the sale, realisation or payment off of securities or investments or any change or transposition of securities or investments or other realisations of or dealings with capital assets with any other sums which in the opinion of the Board are of a capital nature shall be applied to capital purposes only and unless forthwith appropriated to meeting realised losses on sales realisation or payment off of, or on any change or transposition of, securities or investments or other realisations of or dealings with capital assets or to writing down securities, investments or other capital assets (either individually or in the aggregate) shall be carried by the Board to the credit of a capital reserve account and all losses of a similar nature shall be carried to the debit of such capital reserve account. The sum carried and for the time being standing to the credit of the capital reserve account shall not in

any event be transferred to profit and loss or revenue account or regarded or treated as profits of the Company available for dividend or be available for distribution by way of dividend or bonus or applied in paying dividends or bonuses on any shares in the Company's capital, but it shall be applicable for making good losses on the Company's securities and investments and providing for depreciation in the value of the Company's securities and investments. The provisions hereinbefore contained in relation to the investment of reserves and the application of the income thereof shall apply to the capital reserve account referred to in this Article and the income thereof.

#### XXV.—ACCOUNTS.

55. Clauses 123 to 127 inclusive of Table "A" shall apply.

#### XXVI.—CAPITALISATION OF PROFITS.

56. Subject to the provisions of Article 54 the Company in General Meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly, that such sum be set free for distribution amongst the Members in proportion to the amounts for the time being paid on the shares in the capital of the Company held by such Members respectively on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such Members in the proportion aforesaid, or partly in one way and partly in the other, and the Directors shall give effect to such resolution.

Provided that, a share premium account and a capital redemption reserve fund may, for the purpose of this Article, only be applied in the paying up of unissued shares to be issued to Members of the Company as fully paid bonus shares.

57. Clause 129 of Table "A" shall apply.

#### XXVII.—AUDIT.

58. Clause 130 of Table "A" shall apply.

#### XXVIII.—NOTICES.

59. Clauses 131 to 134 inclusive of Table "A" shall apply.

#### XXIX.—WINDING UP.

60. Clause 135 of Table "A" shall apply.


#### XXX.—INDEMNITY.

61. Clause 136 of Table "A" shall apply.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

 Kenneth  
17 Invermay Avenue,  
London E.C. 2.  
Solinit's Managing Clerk.

Arthur L. Heath,  
125, Headley Drive,  
Elford, Essex.  
Solinit's Clerk

---

Dated the 1st. day of April, 1957.

Witness to the above Signatures—

Doris E. Hodges,  
23, Sunningdale Road,  
Rainham,  
Essex.

Secretary

DUPLICATE FOR THE FILE

No. 582147



## Certificate of Incorporation

I Hereby Certify That

EASTERN INTERNATIONAL PROPERTY INVESTMENTS LIMITED

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

Given under my hand at London this Eleventh day of  
April One Thousand Nine Hundred and Fifty seven.

*S. D. [Signature]*  
Registrar of Companies

Certificate  
received by

*[Signature]* for *Eastern International Property Investments Ltd.*

Date 11 April 57

No. 582147 / 15

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES



## Resolution

OF

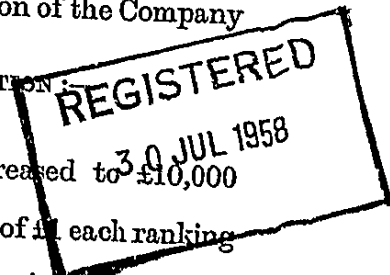
# EASTERN INTERNATIONAL PROPERTY INVESTMENTS LIMITED

*Passed 22nd July, 1958*

WE, the undersigned, being all the Members of the above-named Company entitled to receive notice of and attend and vote at General Meetings of the Company and in pursuance of the power in that behalf contained in the Articles of Association of the Company

HEREBY RESOLVE as an ORDINARY RESOLUTION

"That the capital of the Company be increased to £10,000 by the creation of an additional 9,000 Shares of 1/- each ranking *pari passu* in all respects with the Shares in the existing capital of the Company."



Dated this 22nd day of July, 1958.

The Common Seal of EASTERN  
INTERNATIONAL INVESTMENT  
TRUST LIMITED was hereunto  
affixed in the presence of:—

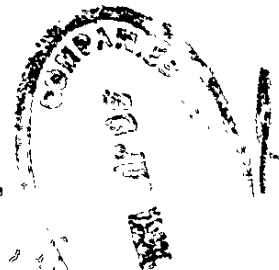


*Handwritten signature*  
*Handwritten signature*

Director.

Secretary.

*Handwritten signature*



# THE COMPANIES ACT, 1948



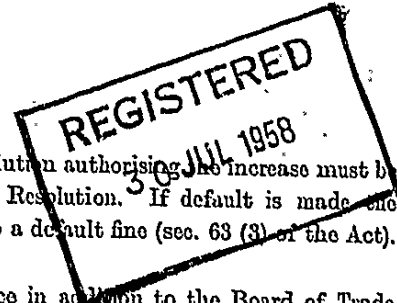
## Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the  
Name  
of the  
Company

EASTERN INTERNATIONAL PROPERTY INVESTMENTS

### LIMITED



NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Presented by

Ashurst Morris Crisp & Co.,

17, Throgmorton Avenue,

London, E.C.2.

The Solicitors' Law Stationery Society, Limited  
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.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; 31 Charles Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS



To THE REGISTRAR OF COMPANIES.

EASTERN INTERNATIONAL PROPERTY INVESTMENTS

\_\_\_\_\_  
Limited, hereby gives you notice, pursuant to  
Section 63 of the Companies Act, 1948, that by an \*\_\_\_\_ Ordinary  
Resolution of the Company dated the 22nd day of July 19 58  
the Nominal Capital of the Company has been increased by the addition thereto of  
the sum of £ 9,000 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
9,000	Ordinary	£1

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

Ranking pari passu in all respects with the Shares in  
the existing capital of the Company.

\*\*\* If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature \_\_\_\_\_

State whether Director  
or Secretary }

Secretary. \_\_\_\_\_

Dated the 22nd day of July 19 58.

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

# THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES



## Statement of Increase of the Nominal Capital

OF

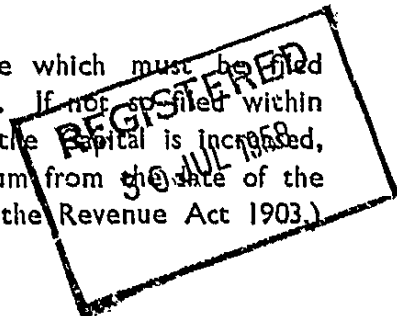
EASTERN INTERNATIONAL PROPERTY INVESTMENTS

LIMITED

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

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

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



Presented by

Ashurst, Morris, Crisp & Co.,

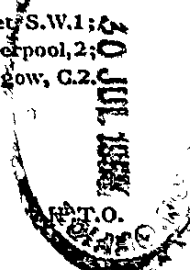
17, Throgmorton Avenue,

London, E.C.2.

The Solicitors' Law Stationery Society, Limited.

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.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; 31 Charles Street, Cardiff; 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS



# THE NOMINAL CAPITAL OF

EASTERN INTERNATIONAL PROPERTY INVESTMENTS Limited

has by a Resolution of the Company dated  
22nd July 19 58 been increased by  
the addition thereto of the sum of £ 9,000,  
divided into:—

9,000 Shares of £1 each

Shares of \_\_\_\_\_ each

beyond the registered Capital of £1,000

Signature \_\_\_\_\_

(State whether Director or Secretary) Secretary

Dated the 22nd day of July 19 58.

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

No. 582147 / 36

THE COMPANIES ACT, 1948



16/11/59

## Ordinary Resolution

OF

### Eastern International Property Investments Limited

*Passed 28th October, 1959.*

At an Extraordinary General Meeting of the above-named Company duly convened and held on Wednesday, October 28th, 1959, the following Resolution was duly passed as an Ordinary Resolution :—

#### RESOLUTION

That the capital of the Company be increased to £36,000 by the creation of an additional 26,000 shares of £1 each and that the Board be authorised to issue such shares on such terms as to payment of calls and with such preferred deferred or other special rights in regard to dividend as the Board may determine.

*D. R. Fremantle*  
D. R. FREMANTLE,

Chairman. 2 MAR 1960

*Filed by  
Clifford Brewster & Co*

C157

# THE COMPANIES ACT, 1948

## Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the  
Name  
of the  
Company

EASTERN INTERNATIONAL

PROPERTY INVESTMENTS

### LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital (See Twelfth Schedule to the Act).

resented by

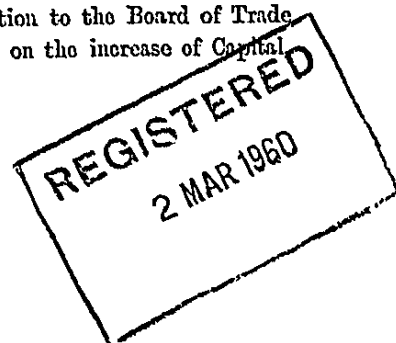
Ashurst Morris Crisp & Co.,

17, Throgmorton Avenue,

London, E.C.2.

The Solicitors' Law Stationery Society, Limited  
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.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; 31 Charles Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS



C1083

To THE REGISTRAR OF COMPANIES.

Eastern International

Property Investments

Limited, hereby gives you notice, pursuant to

Section 63 of the Companies Act, 1948, that by an \* Ordinary  
\*\* "Ordinary", "Extra-ordinary", or "Special", Resolution of the Company dated the 28th day of October 1959

the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 26,000 beyond the Registered Capital of £ 10,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
26,000	Ordinary	£1

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

Subject to the Memorandum and Articles of Association of the Company. The Rights of the Shares are to be determined as and when they are issued.

\*\* If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature [Signature]

State whether Director  
or Secretary

Secretary

Dated the 28th day of October 1959

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

Number of } 582147  
Company }

Form No. 26a

# THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

## Statement of Increase of the Nominal Capital

OF

EASTERN INTERNATIONAL

PROPERTY INVESTMENTS

**LIMITED**

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

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

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

Presented by

Ashurst Morris Crisp & Co.,

17, Throgmorton Avenue,

London, E.C.2.

The Solicitors' Law Stationery Society, Ltd. 1.  
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

C1084

OF

## Property Investments

*Limited*

28th October 1959 been increased by

\_\_\_\_\_ Shares of \_\_\_\_\_ each

*Signature.*

(State whether Director or Secretary) Secretary

Dated the 28<sup>th</sup> day of October 1959

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



COMPANY LIMITED BY SHARES.



## Resolutions

OF

# Eastern International Property Investments Limited

Passed 28th June, 1961.

At an Extraordinary General Meeting of the Company duly convened and held at 3 London Wall Buildings, E.C.2 on 28th June, 1961, the following Resolutions were duly passed :—

### ORDINARY RESOLUTION.

That the Capital of the Company be increased to £50,000 by the creation of an additional 14,000 shares of £1 each and that the Board be authorised to issue such shares on such terms as to payment of calls and with such preferred deferred or other special rights in regard to dividend as the Board may determine.

### SPECIAL RESOLUTION.

That the Articles of Association of the Company be altered by the deletion therefrom of Article 15 and the substitution therefor of the following new Article to be numbered 15 :—

15. Clauses 44 to 46 inclusive of Table "A" shall apply, but so that in Clause 44 and 45 the words "Special Resolution" shall be read in lieu of the words "Ordinary Resolution". Subject to the terms of any resolution creating any new shares any unissued shares in the original capital or in any new capital of the Company which it may from time to time be determined to issue shall, before issue, be offered for subscription by the holders for the time being of the issued Ordinary Shares in the capital of the Company, in proportion, as nearly as circumstances admit, to the number of existing Ordinary Shares held by them respectively. The 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 that time, or on receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of the same in such manner as they may think most beneficial to the Company. The Directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the Directors, be conveniently offered under this Article. Any such person aforesaid may, if he so desires decline or renounce in favour of another person or persons, approved by the Board, the whole of the shares so offered to him, or may accept a part of any shares so offered to him and decline or renounce in favour of another person or persons, approved by the Board, the remainder!

*D. R. Fremantle*  
D. R. FREMANTLE,

Chairman.

# THE COMPANIES ACT, 1948



## Notice of Increase in Nominal Capital

Pursuant to section 63

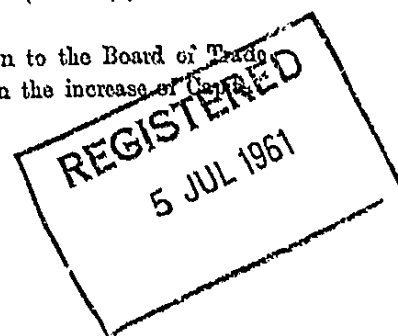
Insert the  
Name  
of the  
Company

EASTERN INTERNATIONAL PROPERTY INVESTMENTS

### LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital (See Twelfth Schedule to the Act).



Presented by

ASHURST MORRIS CRISP & CO.

17, Throgmorton Avenue, LONDON, E.C. 2.

The Solicitors' Law Stationery Society, Limited  
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Manover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

Companies 5A

c 301

To THE REGISTRAR OF COMPANIES.

EASTERN INTERNATIONAL PROPERTY INVESTMENTS

Limited, hereby gives you notice, pursuant to

Section 63 of the Companies Act, 1948, that by a <sup>\*\*\*Ordinary\*\*\*  
"Extra-ordinary" or  
"Special"</sup> Ordinary Resolution of the Company dated the 28th day of June, 1961

the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 14,000 beyond the Registered Capital of £ 36,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
14,000	Ordinary	£1.

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows:—  
To be determined by the Board from time to time as and when the Shares are issued.

\*\*\* If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

*Brian Mills*

State whether Director  
or Secretary

Secretary

Dated the 14<sup>th</sup> day of JULY, 1961.

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

Number of  
Company

582147

48

Form No. 26a

# THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)



f 70  
ccn  
18/17

COMPANY LIMITED BY SHARE

## Statement of Increase of the Nominal Capital OF

EASTERN INTERNATIONAL PROPERTY INVESTMENTS

LIMITED

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

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

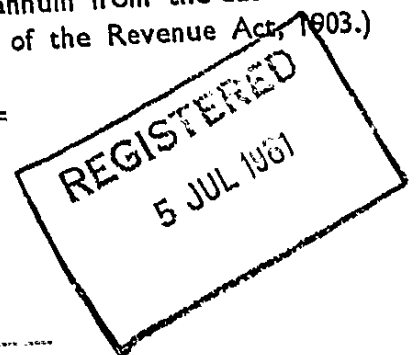
This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the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

resented by

Ashurst Morris Crisp & Co.,

17, Throgmorton Avenue,

London, E.C.2.



The Solicitors' Law Stationery Society, Limited.  
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157, Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Companies 6B

5 JUL 1961

[P.T.O.]

# THE NOMINAL CAPITAL

OF

EASTERN INTERNATIONAL PROPERTY INVESTMENTS Limited

has by a Resolution of the Company dated  
28th June, 1961 been increased by  
the addition thereto of the sum of £ 14,000,  
divided into:—

14,000 Shares of £1 each

                     Shares of                      each

beyond the registered Capital of £36,000

Signature Brian Mills

(State whether Director or Secretary) Secretary

Dated the 4<sup>th</sup> day of July, 1961

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

No.

382147/57



THE COMPANIES ACT, 1948.

## Special Resolution

OF

## Eastern International Property Investments Limited

Passed 16th March, 1962

At an Extraordinary General Meeting of the above-named Company duly convened and held on Friday, the Sixteenth day of March, 1962, the following Resolution was passed as a Special Resolution :—

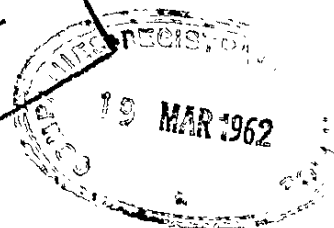
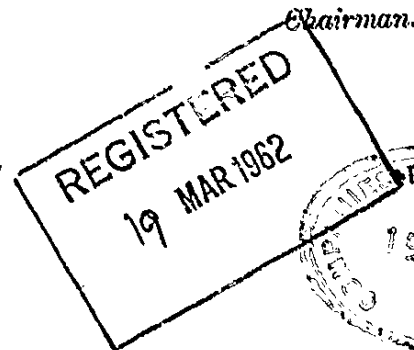
### SPECIAL RESOLUTION.

That the name of the Company be changed to  
"Trafalgar House Limited".

*D. R. Fremantle*  
D. R. FREMANTLE,

Chairman.

*Witnessed 17 March 1962  
17 Trafalgar House  
202*



H&S 2374

2203

314  
Company Number.....582147.....



**B**

Reference: C.R. 98/1029/62

BOARD OF TRADE,

COMPANIES ACT, 1948

STERN INTERNATIONAL PROPERTY INVESTMENTS..... 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

TRAFALGAR HOUSE LIMITED

Signed on behalf of the Board of Trade

this            twenty-third            day of            March            19 62

*W. E. Paul Bone*  
Authorised on that behalf by the  
President of the Board of Trade

REGISTERED  
23 MAR 1962

No. C. 60.

WL 38373/4312 3m. 6/61 B.L.&Co.Ltd. Gp.891/9803

DUPLICATE FOR THE FILE.

No. 582147 / 58



# Certificate of Incorporation on Change of Name

Whereas

**EASTERN INTERNATIONAL PROPERTY INVESTMENTS LIMITED**

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

on the **eleventh** day of **April, 1957**

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.

**TRAFALGAR HOUSE LIMITED**

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

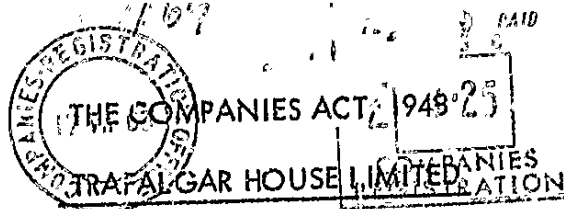
*L. R. (and for)*  
Registrar of Companies.

Certificate received by...

Date...

*23/3/62*





At an Extraordinary General Meeting of Trafalgar House Limited duly convened and held at the offices of Kleinwort Benson Limited, 2 Aldermanbury Square, London E.C.2. on Monday, the 15th day of July, 1963, the following Resolutions were duly passed :-

ORDINARY RESOLUTION

That each of the 50,000 Shares of £1 each of and in the issued capital of the Company (being the whole of the authorised capital of the Company) be sub-divided into five shares of 4s. each and that each of such Shares of 4s. each be classified and designated as Ordinary Shares so as to constitute a total of 250,000 Ordinary Shares of 4s. each

ORDINARY RESOLUTION

That the capital of the Company be increased to £1,500,000

(a) by the creation with a view to the acquisition of 18,000 'A' Preference Shares

of 10s. each and 900 'B' Preference Shares of 10s. each of and in the

undertaking known as Green Park House Investments Limited (being in excess

of 90% by nominal amount of the issued share capital of that Company) of

210,000 6% Redeemable Cumulative Preference Shares of £1 each having the

rights set out in the Articles of Association to be adopted pursuant to the

Resolution No. 3 in the Notice convening the Meeting at which this present

Resolution is to be put and of 47,500 Ordinary Shares of 4s. each and

(b) by the creation of a further 340,000 6% Redeemable Cumulative Preference

Shares of £1 each having the like rights and of 4,452,500 Ordinary Shares of 4s. each

SPECIAL RESOLUTION

That the Company cease to be a private Company and become a public Company

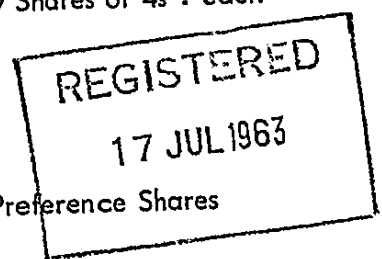
and accordingly that the Articles of Association produced to the meeting and initialled

by the Chairman for identification be adopted as the Articles of Association of the Company

new and to the exclusion of the Articles of Association as existing heretofore.

*Handwritten signature*

Chairman



Sandhu

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

## Articles of Association

OF

### TRAFALGAR HOUSE LIMITED

*(As adopted by Special Resolution passed on 15th July, 1963)*

#### I.—PRELIMINARY.

1. The regulations contained in Table "A" of the First Schedule to the Companies Act, 1948, shall not apply to the Company but the following shall be the regulations of the Company.

2. In the construction of these Articles the following words shall have the respective meanings hereby assigned to them, unless there be something in the subject or context inconsistent therewith :—

(A) "The Statutes" means the Companies Act, 1948, and every statutory modification or re-enactment thereof for the time being in force :

(B) Words denoting the singular number only shall include the plural number also, and *vice versa* :

(C) Words denoting the masculine gender only shall include the feminine gender also :

(D) Words denoting persons or companies only shall include corporations :

(E) "Extraordinary Resolution" shall in the case of a meeting of the holders of any class of shares mean a resolution passed by a majority consisting of not less than three-fourths of the votes given upon the resolution :

(F) "In writing" or "written" shall include printing, lithography, typewriting and all other modes of representing or reproducing words in a visible form :

(G) "Office" shall mean the registered office of the Company :

(H) "Month" shall mean a calendar month :

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THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

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(G) "Office" shall mean the registered office of the Company :

(H) "Month" shall mean a calendar month :

(I) "The Board" shall mean the Board of Directors for the time being of the Company:

(J) "Appointment" shall include election and re-appointment:

(K) "The Secretary" shall (subject to the provisions of the Statutes) include an Assistant or Deputy Secretary, and any person appointed by the Board to perform any of the duties of the Secretary:

(L) Such of the provisions of these Articles as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder":

(M) "Paid" in reference to shares shall include "credited as paid":

(N) "Executor" shall include "Administrator":

(O) "Probate" shall include "Letters of Administration".

3. Subject as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the context, bear the same meaning in these Articles.

## II.—CAPITAL.

### 1. SHARES.

4. (A) The capital of the Company is £1,500,000 divided into 550,000 6 per cent. Redeemable Cumulative Preference Shares of £1 each and 4,750,000 Ordinary Shares of 4s. each. The said Redeemable Cumulative Preference Shares shall have the several rights and restrictions as to voting dividend and surplus assets on a winding-up attached thereto respectively as are set out in Articles 4(B) to (G) and 167 hereof.

(B) The 6 per cent. Redeemable Cumulative Preference Shares in the capital of the Company (hereinafter called the Preference Shares") shall confer upon the holders thereof the right to be paid out of the profits of the Company available for dividend and resolved to be distributed in respect of any financial year or other period for which accounts are made up a fixed cumulative preferential dividend on the capital for the time being paid up thereon at the rate of 6 per cent. per annum commencing as from such date as may be fixed by the term of the issue thereof and payable by the Company to the holders of the Preference Shares in priority to any distribution to the holders of any other class of shares but shall (subject as hereinafter expressly provided as to redemption repayments or reduction of capital) confer no further right to participate in the profits of the

Company. On a reduction or repayment of capital whether in a winding up or otherwise the Preference Shares shall confer equivalent rights to capital and premium (if any) as would have arisen had the shares been duly redeemed on the date fixed for such reduction or repayment and subject thereto shall be repaid at par.

(c) The holders of the Preference Shares shall at General Meetings of the Company on a show of hands have one vote each and on a poll such holders shall have one vote for every 4s. of nominal capital represented by each such Preference Share held by them Provided that the Preference Shares shall not entitle the holders thereof to receive notice of or attend or vote at any General Meeting unless either :

(a) at the date of the notice convening the meeting the dividend thereon is six months in arrear and so that for this purpose the dividend shall be deemed to be payable half-yearly on 29th September and 25th March in each year or,

(b) the business of the meeting includes the consideration of a resolution for reducing the capital of the Company by repaying the whole or any part of the capital paid up on the Preference Shares or for the sale of the undertaking of the Company or for altering the objects of the Company or for winding up the Company or for the making of any regulations pursuant to Article 103 or any resolution varying or abrogating any of the special rights or privileges attached to the Preference Shares but so that in any such case they shall only be entitled to vote on any such resolution.

(d) The Company shall have the right to create and issue further shares ranking *pari passu* with the Preference Shares as regards dividend and for capital provided (i) that by such issue the then aggregate of all such Preference Shares and such further shares does not exceed 75 per cent. of the nominal issued paid capital not having such preferred rights and (ii) that such further shares, if redeemable, and unless issued so as to be *pari passu* in all respects and to form a single class with the Preference Shares are not to be redeemed prior to the Preference Shares. Save as aforesaid no further shares ranking in priority or *pari passu* with the Preference Shares shall at any time be created without the consent in writing or the sanction of an extraordinary resolution of the holders of the Preference Shares given or passed in accordance with the provisions of Article 5.

(e) The Company shall on 25th March 2003 redeem the whole of the Preference Shares at par out of any profits or moneys of the Company which may lawfully be applied for that purpose. Provided that the Company may on giving not less than one month's nor more than two months' notice in writing served on the holders of

the Preference Shares redeem the whole or such part (to be specified in the said notice and so that the shares so specified shall be a like proportion of the shares held by all such holders immediately prior to the service of such notice) of the Preference Shares as the Company may (subject to the provisions of the Act) determine but so that no such notice shall be given to expire earlier than the 25th March, 1983. Any such redemption shall be in accordance with the following table :—

<i>Expiring date of Notice</i>	<i>Redemption Price</i>
Between 26th March, 1983 and 25th March 1988 ... ..	22s. per share
Between 26th March, 1988 and 25th March 1993 ... ..	21s. 6d. per share
Between 26th March, 1993 and 25th March, 1998 ... ..	21s. „ „
Between 26th March, 1998 and 25th March, 2003 ... ..	20s. 6d. „ „

Any such notice to redeem such Preference Shares shall state the date and place of redemption and at the expiration of such notice the amount payable on redemption of the Preference Shares in respect of which such notice shall have been given shall be paid together with the amount of the fixed dividend thereon (less tax) calculated from the date up to which the dividend on the Preference Shares shall have been paid down to the actual redemption date.

(F) The dividend on any share becoming liable to redemption under the foregoing provisions shall cease to accrue as from the due date for redemption thereof, unless upon the holder demanding on or after the date and at the place fixed for redemption payment of the redemption moneys payable in respect thereof and tendering the certificate for such shares and a receipt for the redemption moneys, duly signed and authenticated in such manner as the company may reasonably require, payment of the redemption moneys shall be refused.

(G) The Company shall not be entitled to reissue as Redeemable Cumulative Preference Shares any shares redeemed under any of the foregoing provisions.

5. The rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these Articles

relating to general meetings shall apply, but so that the necessary quorum shall be one or more persons holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll. Without prejudice to any other provisions of these Articles the following matters shall be deemed to vary the rights attached to the Preference Share capital, that is to say :

(i) any proposal for the sale of the whole or substantially the whole of the undertaking or assets of the Company,

(ii) any proposal for the amendment of the provisions of the Memorandum of Association of the Company relating to the objects for which the Company is established,

(iii) any proposal for winding up the Company.

6. The shares in the capital of the Company may be allotted or otherwise disposed of, to such persons, for such consideration and upon such terms and conditions as to payment by way of deposit, instalment, or calls or as to the amount or time of payment of calls and at such times as the Board may determine, but so that, except in accordance with the provisions of the Statutes, no shares shall be issued at a discount. The Board may for valuable consideration grant to any person any call or right of pre-emption in respect of or any option to take shares.

7. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise even when having notice thereof, any equitable, contingent, future or partial interest in a share or (except only as by these Articles or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

8. The Company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription or to be made by any person of or for any shares in the Company or in its holding company (if any) nor shall the Company make a loan for any purpose whatsoever on the security of its shares or of those of its holding company (if any), but nothing in this Article shall prohibit transactions not prohibited by the Statutes.

9. The Company, or the Board on its behalf, may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in

the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company. Provided that (1) the commission paid or agreed to be paid does not exceed ten per cent. of the price at which the shares are issued, (2) the amount or rate per cent. of the commission paid or agreed to be paid and the number of shares which persons have agreed for a commission to subscribe absolutely shall be disclosed in manner required by the Statutes. The Company or the Board on its behalf may also on any issue of shares pay such brokerage as may be lawful.

## 2. CERTIFICATES OF SHARES.

10. Every person whose name is entered as a Member in the Register of Members shall be entitled without payment to one certificate for all his shares of each class, or upon payment of such sum, not exceeding one shilling for every certificate after the first, as the Board shall from time to time determine, to several certificates, each for one or more of his shares except that where a Member disposes of part only of the shares held by him he shall be entitled without payment, to a certificate for the balance of the shares retained by him. Every certificate shall be issued within two months after allotment or the lodgment with the Company of the transfer of the shares, unless the conditions of issue of such shares otherwise provide, and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon. The Company shall not be bound to issue more than one certificate for the same shares; delivery of a certificate for shares held jointly by several persons to one of such joint holders shall be sufficient delivery to all.

11. If any certificate is worn out or defaced, then, upon delivery thereof to the Board they may order the same to be cancelled, and may issue a new certificate in lieu thereof, and if any certificate is lost or destroyed, then, upon proof thereof to the satisfaction of the Board and on such indemnity, whether with or without security, as the Board may deem adequate being given, and on payment to the Company of any expenses incurred by the Company in investigating the title to the shares or in connection with the proof of such loss or destruction or with such indemnity, a new certificate in lieu thereof may be issued to the person entitled to the shares represented by such lost or destroyed certificate. The sum of one shilling (or such less sum as the Board may from time to time determine) shall be paid to the Company for every certificate issued under this Article.

12. A certificate or other document of title given under the Seal in respect of any share, stock or debenture created or issued by the



Company, shall be issued under the Seal and shall bear the autographic signature of one or more of the Directors and the Secretary provided that where the procedure for the sealing has first been approved by the Auditors. Transfer Auditors or Bankers of the Company in writing and the Board so resolve such certificates or other documents of title need not be signed or counter-signed by any person or may have such signatures affixed by such mechanical means as may be specified by the Board.

### 3. CALLS ON SHARES.

13. The Board may from time to time make calls upon the Members in respect of any moneys unpaid on their shares (whether on account of the amount of the shares or by way of premium,) provided that (except as otherwise fixed by the conditions of application or allotment) no call on any share shall exceed one-fourth of the nominal amount of the share or be payable at less than one month from the date fixed for payment of the last preceding call, and each Member shall (subject to being given at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be made payable by instalments. A call may be revoked or the time fixed for its payment postponed by the Board.

14. A call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed.

15. The Board may make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid or in the time of payment of such calls.

16. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

17. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at the rate of 10 per cent. per annum or at such less rate as the Board may agree to accept, but the Board shall be at liberty to waive payment of such interest wholly or in part.

18. Any sum which by the terms of issue of a share becomes payable upon allotment or at any fixed date, whether on account of the amount of the share or by way of premium, shall for all the purposes of these Articles be deemed to be a call duly made and payable on the date on which, by the terms of issue, the same becomes payable, and in case of non-payment all the relevant provisions of these Articles as to payment of interest, forfeiture or otherwise, shall

apply as if such sum had become payable by virtue of a call duly made and notified.

19. The Board may, if they think fit, receive from any Member willing to advance the same all or any part of the money unpaid upon any of the shares held by him beyond the sums actually called for. Such advance shall extinguish, so far as it shall extend, the liability upon the shares in respect of which it is received. Upon the money so paid in advance, or upon so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Board may pay interest at such rate (if any) not exceeding (unless the Company in General Meeting shall otherwise direct) 10 per cent. per annum as the Member paying such sum in advance and the Board agree upon.

#### 4. TRANSFER AND TRANSMISSION OF SHARES.

20. The transfer of any share in the Company shall be in writing in any usual common form, but need not be under seal, and shall be signed by or on behalf of both the transferor and transferee; provided that the Board may dispense with the execution of the instrument of transfer by the transferee in any case in which they think fit in their discretion so to do. The transferor shall be deemed to remain the holder of a share until the name of the transferee is entered in the Register of Members in respect thereof.

21. The Board may, without assigning any reason, refuse to register any transfer of shares not fully paid up made to any person not approved by them, or made by any Member jointly or alone indebted or under any liability to the Company, or any transfer of shares, whether fully paid up or not, made to an infant or a person of unsound mind. Notice of any refusal to register a transfer of any shares or debentures shall be sent to the transferee within two months after the date on which the transfer was lodged with the Company.

22. The Board may also refuse to register any instrument of transfer, unless—

(A) Such fee as the Board may from time to time require is paid to the Company in respect thereof, provided that the amount of such fee shall not exceed two shillings and sixpence.

(B) The instrument of transfer is deposited at the Office or such other place as the Board may appoint, accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) The instrument of transfer is in respect of only one class of share.

The Board may waive the production of any certificate upon evidence satisfactory to them of its loss or destruction and on such terms (if any) as to indemnity as the Board think fit.

23. Nothing contained in these Articles shall preclude the Board from allowing the allotment of any share to be renounced by the allottee in favour of some other person.

24. The executors or administrators of a deceased Member, not being a joint holder, and in the case of the death of a joint holder, the survivor or survivors, shall alone be recognised by the Company as having any title to the shares registered in the name of the deceased Member, but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.

25. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such evidence as to his title being produced as may from time to time be required by the Board, and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the nominee thereof.

26. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered, he shall testify his election by executing to that person a transfer of such share. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer executed by such Member.

27. A person becoming entitled to a share in consequence of the death or bankruptcy of a Member shall be entitled to receive and may give a good discharge for all dividends and other moneys payable in respect thereof, but he shall not be entitled to receive notice of or to attend or vote at Meetings of the Company or of holders of such shares, or, save as aforesaid, to any of the rights or privileges of a Member unless and until he shall have become a Member in respect of such share.

28. There shall be paid to the Company in respect of the registration of any probate, letters of administration, marriage or

death certificate, power of attorney or other document relating to or affecting the title to any share such fee, not exceeding two shillings and sixpence, as the Board may from time to time prescribe or require.

29. The transfer books may be closed at such time or times and during such period or periods as the Board may think fit, not exceeding in the whole thirty days in each year, upon notice being given by an advertisement in a newspaper circulating in the district in which the registered office or principal place of business of the Company is situate, and in any other newspaper (if any) which may be required by the Statutes.

#### 5. LIEN ON SHARES.

30. The Company shall have a first and paramount lien on all shares not fully paid up and on the dividends payable in respect thereof, for all moneys due to and liabilities subsisting with the Company from or on the part of the registered holder or any of the registered holders thereof, either alone or jointly with any other person, although the period for the payment or discharge thereof may not have arrived, and whether the same may have been incurred before or after notice of any right subsisting in any person other than the registered holder, and may enforce such lien by sale of all or any of the shares on which the same may attach. Provided that such sale shall not be made, except in the case of a debt or liability, the amount of which shall have been ascertained, until such period as aforesaid shall have arrived, and until notice of the intention to sell shall have been served on such Member, his executors or administrators, and default shall have been made by him or them in the payment or discharge of such debts or liabilities for seven days after such notice. The net proceeds of any such sale, after payment of the costs of such sale, shall be applied in or towards satisfaction of such debts or liabilities, and the residue (if any) paid to such Member, his executors, administrators or assigns.

#### 6. FORFEITURE OF SHARES.

31. If any Member fails to pay any call or instalment of a call on or before the day appointed for payment thereof, the Board may at any time, while the same remains unpaid, serve a notice on him requiring him to pay the same, together with any interest and any expenses that may have accrued thereon by reason of such non-payment.

32. The notice shall name a further day, not being less than seven days from the date of service of the notice, on or before which such call or other money, and all interest and expenses that have accrued is to be paid, and the place where payment is to be made (the place so named being either the Office, or some other place at which calls of the Company are usually made payable), and shall state that in the event of non-payment on or before the day and at the place appointed, the share in respect of which such payment is due will be liable to be forfeited.

33. If the requirements of any such notice as aforesaid are not complied with, the share in respect of which such notice has been given may at any time thereafter, before payment of all money due thereon with interest shall have been made, be forfeited by a resolution of the Board to that effect, and such forfeiture shall include all dividends which shall have been declared on the forfeited shares and not actually paid before the forfeiture. Notice of forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by transmission as the case may be ; but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice.

34. Any share forfeited shall become the property of the Company, and may be re-allotted, sold, or otherwise disposed of in such manner as the Board think fit, and in case of re-allotment, with or without any money paid thereon by the former holder being credited as paid up ; but the Board may at any time before any share so forfeited shall have been re-allotted, sold or otherwise disposed of, annul the forfeiture thereof upon such conditions as they may think fit.

35. Any Member whose shares have been forfeited shall, notwithstanding such forfeiture, be liable to pay to the Company all moneys which, at the date of the forfeiture, were payable by him to the Company in respect of the shares, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares.

36. In the event of the re-allotment or sale of a forfeited share or the sale of any share to enforce a lien of the Company, a certificate in writing under the Common Seal of the Company that the share has been duly forfeited, or sold in accordance with these Articles, shall be sufficient evidence of the facts therein stated as against all persons claiming the share. For giving effect to any such sale the Board may authorise some person to transfer the share sold to the purchaser thereof. A certificate for the share shall be delivered

to the purchaser or allottee, and he shall be registered in respect thereof, and thereupon he shall be deemed the holder of the share discharged from all calls, interest and other moneys due prior to such purchase or allotment, and he shall not be bound to see to the application of the purchase-money or consideration, nor shall his title to the share be affected by any irregularity or invalidity in the forfeiture or sale.

#### 7. SHARE WARRANTS TO BEARER.

37. (i) Subject as hereafter provided the Company may issue share warrants, and accordingly the Board may in their discretion, with respect to any shares which are fully paid up, on application in writing by the registered holder of the shares and authenticated by such evidence, if any, as the Board may from time to time require as to the identity of the person signing the application, and on receiving the certificate, if any, for the shares, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require, issue under the Seal a warrant duly stamped, stating that the bearer of the warrant is entitled to the shares therein specified, and may provide by coupons, or otherwise for the payment of dividends, or other moneys, on the shares included in the warrant.

(ii) A share warrant shall entitle the bearer to the shares included in it, and the shares shall be transferable by the delivery of the share warrant, and the provisions of these Articles with respect to the transfer and transmission of shares shall not apply thereto.

(iii) If any share warrant be worn-out or destroyed, it may be renewed on payment of one shilling (or such less sum as the Company in General Meeting may prescribe) upon the production of such evidence of its having been worn out or destroyed, and of the title of the person claiming the share represented by it, as the Board may consider satisfactory, and upon such indemnity with or without security as the Board may require and upon payment to the Company of any expenses incurred by the Company in investigating the title to the shares represented by such share warrant or in connection with the proof of such destruction. Provided that no new share warrant shall be issued to replace one that has been lost, unless upon the production of such evidence and indemnity and subject to the payment of such expenses as aforesaid, it is proved to the satisfaction of the Board to have been destroyed.

(iv) The bearer of a share warrant shall, on surrender of the warrant to the Company for cancellation, and on payment

of such sum as the Board may from time to time prescribe, be entitled to have his name entered as a Member in the Register of Members in respect of the shares included in the warrant.

38. (i) The bearer of a share warrant may at any time deposit the warrant at the office, or at such other place as the Board shall fix, and so long as the warrant remains so deposited the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending and voting and exercising the other privileges of a Member at any meeting held after the expiration of two clear days from the time of the deposit, as if his name were inserted in the Register of Members as the holder of the shares included in the deposited warrant. Not more than one person shall be recognised as the depositor of the warrant. The Company shall on two days' written notice return the deposited warrant to the depositor.

(ii) Subject as herein otherwise expressly provided no person shall as bearer of a share warrant sign a requisition for calling a meeting of the Company, or attend, or vote, or exercise any other privilege of a Member at a Meeting of the Company, or be entitled to receive any notices from the Company; but the bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the shares included in the warrant, and he shall be a Member of the Company.

(iii) The Board may, subject to the Statutes, from time to time vary all or any of the conditions hereinbefore contained upon which share warrants may be issued and from time to time make and vary other or new conditions with respect to these matters, or may determine that the Company shall cease to issue share warrants (otherwise than in replacement for share warrants already in issue) either permanently or temporarily.

## 8. CONVERSION OF SHARES INTO STOCK AND RECONVERSION INTO SHARES.

39. The Company may by Ordinary Resolution convert any paid-up shares into stock and reconvert any stock into paid-up shares of any denomination.

40. When any shares have been converted into stock, the holders of the stock may henceforth transfer the same or any part thereof in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto

as circumstances admit, but the Board may from time to time, if they think fit, fix the minimum amount of stock transferable, provided that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

41. The stock shall confer on the holders thereof respectively the same rights as would have been conferred by fully-paid shares of equal amount of the class converted in the capital of the Company, but so that none of such rights, except the right to participate in dividends and the profits and assets of the Company, shall be conferred by any such amount of stock as would not, if existing in shares of the class converted, have conferred such rights.

#### 9. CONSOLIDATION AND SUBDIVISION OF SHARES.

42. The Company may by Ordinary Resolution—

(A) Consolidate and divide all or any of its share capital into shares of a larger amount :

(B) Subdivide its shares, or any of them, into shares of a smaller amount than is fixed by the Memorandum of Association, subject nevertheless to the provisions of the Statutes, and so that the resolution whereby any share is subdivided may determine that, as between the holders of the shares resulting from such subdivision, one or more of such shares shall have any such preference or special advantage as regards dividend, capital, voting or otherwise over, or may have such qualified or restricted rights as compared with the others, as the Company has power to attach to new shares.

#### 10. INCREASE AND REDUCTION OF CAPITAL.

43. The Company may from time to time by Ordinary Resolution increase the capital of the Company by such sum, to be divided into shares of such nominal amounts, as the resolution shall prescribe.

44. Subject to the provisions hereinafter contained as to the consent of the holders of any class of shares where such consent is necessary, such new shares may be issued with any preferences, priorities or special or qualified or restricted rights in the payment of dividends or as to capital or in the distribution of assets or otherwise as compared with any other shares of any class and whether then already issued or not, or as shares ranking equally with any other such shares or as deferred shares or with any special rights of



or restrictions (whether absolute or partial) against voting as the Company by Ordinary Resolution may direct. Subject to, or in default of any such direction, the provisions of these Articles shall apply to the new capital in the same manner in all respects as to the present capital of the Company.

45. Preference shares may be issued on the terms that they are, or at the option of the Company are to be liable, to be redeemed on such terms and in such manner as the Company may by Special Resolution prescribe.

46. The Company may by Special Resolution reduce its share capital and any capital redemption reserve fund and any share premium account in any way permitted by law.

47. The Company may by Ordinary Resolution cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.

## 11. CAPITALISATION.

48. The Company may by Ordinary Resolution upon the recommendation of the Board resolve that it is desirable to capitalise any undivided profits of the Company (including profits carried and standing to any reserve or reserves) not required for paying the fixed dividends on any shares entitled to fixed preferential dividends with or without further participation in profits or (subject as hereinafter provided) any sum standing to the credit of share premium account or capital redemption reserve fund or any sum carried to reserve as a result of the sale or revaluation of all or any of the assets of the Company and accordingly that the Board be authorised and directed to appropriate the profits or sum resolved to be capitalised to the Ordinary Shareholders in the proportion in which such profits or sum would have been divisible amongst them had the same been applied or been applicable in paying dividends and to apply such profits or sum on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares or debentures held by such Ordinary Shareholders respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such profits or sum, such shares or debentures to be allotted and distributed credited as fully paid, up to and among such Ordinary Shareholders in the proportion aforesaid, or partly in one way and partly in the other : Provided that the share premium account or capital redemption reserve fund may, for the purposes of this Article only be applied in the paying up of unissued shares to be issued to such Ordinary Shareholders as fully paid.

49. Whenever such a resolution as aforesaid shall have been passed, the Board shall make all appropriations and applications of the undivided profits or sum resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Board to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the Members entitled to the benefit of such appropriations and applications into any agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation, and any agreement made under such authority shall be effective and binding on all such Members.

### III.—MEETINGS.

#### 1. CONVENING OF GENERAL MEETINGS.

50. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Board may determine. All General Meetings, other than Annual General Meetings, shall be called Extraordinary Meetings.

51. The Board may call an Extraordinary Meeting whenever they think fit, and Extraordinary Meetings shall be convened on such requisition, or in default may be convened by such requisitionists, as provided by the Statutes.

52. In the case of an Annual General Meeting or of a meeting for the passing of a Special Resolution twenty-one clear days' notice at the least and in any other case fourteen clear days' notice at the least, specifying the place, the day and the hour of meeting, and in case of special business the general nature of such business (and in the case of an Annual General Meeting specifying the meeting as such), shall be given in manner hereinafter mentioned to all the Members other than those who under the conditions of issue of the shares held by them are not entitled to receive the notice or to vote at the meeting and to the Auditors for the time being of the Company.

53. A General Meeting shall, notwithstanding that it is called by shorter notice than that specified in the last preceding Article, be deemed to have been duly called if it is so agreed by such number of Members entitled or having a right to attend and vote thereat as is prescribed by the Statutes.

54. In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not also be a Member.

55. It shall be the duty of the Company, subject to the provisions of the Statutes, on the requisition in writing of such number of members as is specified in the Statutes and (unless the Company otherwise resolves) at the expense of the requisitionists, to give to Members entitled to receive notice of the next Annual General Meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting and to circulate to Members entitled to have notice of any General Meeting sent to them, any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

56. The accidental omission to give notice to, or the non-receipt of notice by, any person entitled to receive notice, shall not invalidate the proceedings at any General Meeting.

57. Where by any provision contained in the Statutes special notice is required of a resolution, the resolution shall not be effective unless notice of the intention to move it has been given to the Company not less than twenty-eight days (or such shorter period as the Statutes permit) before the meeting at which it is moved, and the Company shall give to the Members notice of any such resolution as required by and in accordance with the provisions of the Statutes.

## 2. PROCEEDINGS AT GENERAL MEETINGS.

58. All business shall be deemed special that is transacted at an Extraordinary Meeting, and also all business that is transacted at an Annual General Meeting, with the exception of declaring dividends, the consideration of the accounts and balance sheet and the ordinary reports of the Board and Auditors and other documents required to be annexed to the balance sheet, the appointment of Directors and Auditors and other officers in the place of those retiring by rotation or otherwise, and the fixing of the remuneration of the Directors and of the Auditors.

3. The Board may from time to time adjourn for the meeting of the Board, and may from time to time adjourn for the meeting of the Board, and may from time to time adjourn for the meeting of the Board.

60. If within fifteen days from the time appointed for the meeting a quorum be not present, the meeting, if convened upon the requisition of or by Members, shall be dissolved. In any other case it shall stand adjourned to such day in the next week, and at such time and place as the Board may determine.

61. At any adjourned meeting the Members present and entitled to vote, whatever their number, shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.

62. The Chairman of the Board, or in his absence the Deputy-Chairman, or in the absence of both of them some other Director nominated by the Board, shall preside as Chairman at every General Meeting of the Company.

63. If at any General Meeting neither the Chairman nor the Deputy-Chairman nor such other Director be present within fifteen minutes after the time appointed for holding the meeting, or if none of them be willing to act as Chairman, the Directors present shall choose one of their number to act, or if one Director only be present he shall preside as Chairman if willing to act. If there be no Director present who shall be willing to act, the Members present shall choose one of their number to act as Chairman.

64. The Chairman of any meeting at which a quorum is present may, with the consent of the meeting, adjourn any General Meeting from time to time, and from place to place; but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

65. When a meeting is adjourned for fourteen days or more, seven clear days' notice at the least, specifying the place, the day and the hour of the adjourned meeting shall be given as in the case of the original meeting, but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting.

66. Every question submitted to a General Meeting shall be decided, in the first instance, by a show of hands and in case of an equality of votes the Chairman shall, both on a show of hands and on a poll, have a casting vote in addition to the vote or votes to which he may be entitled as a Member.

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59. Three Members present in person or by proxy and entitled to vote shall be a quorum at a General Meeting.

60. If within half-an-hour from the time appointed for the meeting a quorum be not present, the meeting, if convened upon the requisition of or by Members, shall be dissolved. In any other case it shall stand adjourned to such day in the next week, and at such time and place as the Board may determine.

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66. Every question submitted to a General Meeting shall be decided, in the first instance, by a show of hands and in case of an equality of votes the Chairman shall, both on a show of hands and at a poll, have a casting vote in addition to the vote or votes to which he may be entitled as a Member.

67. At any General Meeting, unless a poll is demanded, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company, shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

68. A poll may be demanded in writing upon any question (other than the election of a Chairman of a meeting or on any question of adjournment) by the Chairman or by not less than five Members having the right to vote at the meeting or by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting or by a Member or Members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

69. The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to demand or join in demanding a poll, and for the purposes of the last preceding Article a demand by a person as proxy for a Member shall be the same as a demand by the Member.

70. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, or at any adjournment thereof, or in the case of a poll, within 24 hours of the declaration of the result thereof and not in that case unless it shall in the opinion of the Chairman of the meeting be of sufficient magnitude to vitiate the result of the voting.

71. If a poll is duly demanded, it shall be taken in such manner, at such place, and either immediately or at such other time, within thirty days thereafter, as the Chairman shall before the conclusion of the meeting direct, and the result of such poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

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

73. A demand of a poll may be withdrawn and no notice need be given of a poll not taken immediately.

### 3. VOTES AT GENERAL MEETINGS.

74. Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held, every Member personally present at a meeting and entitled to vote and a proxy for or representative of a corporation shall upon a show of hands have one vote, and upon a poll every Member present in person or by proxy and entitled to vote shall have one vote for every 4s. in nominal amount of share capital held by him.

75. Any corporation holding shares conferring the right to vote may, by resolution of its Directors or other governing body, authorise such person as it thinks fit to act as its representative at any General Meeting of the Company, and at any meeting of holders of any class of shares of the Company, and such representative shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company.

76. A Member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote whether on a show of hands or on a poll by his committee, receiver, *curator bonis*, or other person in the nature of a committee, receiver or *curator bonis* appointed by such court, and such persons may give their votes by proxy on a poll.

77. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.

78. No Member shall, unless the Board otherwise determine, be entitled to be present or to vote, either personally or by proxy, or otherwise, at any General Meeting or upon any poll, or to exercise any privilege as a Member, unless all calls or other sums presently payable in respect of any share of which he is the holder have been paid, and no Member shall be entitled to vote at any General Meeting in respect of any share that he has acquired by transfer, unless he has been registered as the holder of such share for at least two months previously to the time of holding the Meeting at which he proposes to vote.

79. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at

such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

80. On a poll votes may be given either personally or by proxy.

81. Subject to due compliance with Article 38 (i) as to the deposit of warrant bearers of share warrants shall be entitled to vote in person or by proxy in respect of the shares included in such warrants.

82. On a poll, a Member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.

83. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney, duly authorised in writing, or if such appointor is a corporation, either under its common seal, or under the hand of an officer or attorney so authorised.

84. Any person (whether a Member of the Company or not) may be appointed to act as a proxy. A Member may appoint more than one proxy to attend on the same occasion.

85. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified or office copy of such power or authority, shall be deposited at the Office, or at such other place within the United Kingdom as is specified for that purpose either in the notice convening the meeting or, in the case of forms of appointment circulated by or on behalf of the Company, as may be specified in such form of appointment, not less than forty-eight hours (or such shorter time as is specified in such notice) before the time for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote; and unless it is so deposited the person so named shall not be entitled to vote thereunder.

86. No instrument appointing a proxy shall be valid after the expiration of twelve months from its date except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve months after the date of such instrument.

87. An instrument of proxy may be in any common form or in such other form as the Board shall approve. Instruments of proxy need not be witnessed.



88. The Board may at the expense of the Company send, by post or otherwise, to the Members forms of proxy (with or without stamped envelopes for their return), for use at any General Meeting or at any meeting of any class of Members of the Company, either in blank or nominating any one or more of the Board or any other person. If, for the purpose of any meeting, invitations to appoint as proxy a person or one of a number of persons specified in the invitations are issued at the expense of the Company such invitations shall be issued to all (and not some only) of the Members entitled to be sent a notice of the meeting and to vote thereat by proxy.

89. A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the death or insanity of the principal, or the revocation of the instrument of proxy, or of the authority under which the instrument of proxy was executed, unless an intimation in writing of the death, insanity, or revocation shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the instrument of proxy is used.

#### IV.—DIRECTORS.

##### 1. PRESIDENT.

90. (i) The Board may from time to time appoint any person (whether a Director or member of the Company or not) to be the President of the Company and may similarly from time to time appoint any person or persons (whether Directors or members of the Company or not) to be Vice-President(s) of the Company and may from time to time remove from office any person or persons so appointed. None of the provisions of these Articles regarding Directors shall apply to the President and Vice-President(s) unless they are also Directors of the Company.

(ii) The President and Vice-President(s) shall only be entitled to such remuneration as may be fixed by the Company in General Meeting except that if the President or Vice-President is also a Director he shall be entitled to any remuneration payable to him as a Director. The President and Vice-President(s) may, with the sanction of a resolution of the Board, be paid such reasonable travelling, hotel and other expenses as they may incur in or about the business of the Company.

91. The President or a Vice-President shall vacate his office :—

(a) if he becomes of unsound mind, bankrupt, or makes any arrangement or composition with his creditors generally ;

(b) if he be removed by a resolution of the Board ;

(c) if he resign his office as President or Vice-President by notice in writing to the Company.

## 2. NUMBER AND APPOINTMENT OF DIRECTORS.

92. The number of Directors shall be not less than two.

93. Subject to the provisions of the Statutes, the Company may from time to time by Ordinary Resolution, as special business, subject to the provisions of Article 96, appoint an additional Director or Directors and (subject to the provisions of Article 121) may also determine in what rotation such additional Directors are to go out of office, but this Article shall not be taken to authorise the removal of a Director.

94. The continuing Directors, or Director if only one, may act, notwithstanding any vacancies in the Board, provided that if the number of the Board be less than the prescribed minimum, the remaining Director shall forthwith appoint an additional Director to make up such minimum, or convene a General Meeting of the Company for the purpose of making such appointment.

95. The Board shall have power at any time and from time to time to appoint any other person as a Director either to fill a casual vacancy or as an addition to the Board. Subject to the provisions of the Statutes, any Director so appointed, or appointed under the preceding Article, shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-appointment. Any Director who retires under this Article shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

96. No person other than a Director retiring at the meeting shall, unless recommended by the Board for appointment, be eligible for election to the office of a Director at any General Meeting, unless at least seven and not more than forty-eight clear days before the day appointed for the meeting notice shall have been left at the Office signed by some Member qualified to be present and vote at such meeting of the intention to propose him, together with a notice in writing signed by such person of his willingness to be appointed.

### 3. ALTERNATE DIRECTORS.

97. Any Director may, by writing under his hand, appoint any other Director or appoint any other person (whether a Member of the Company or not) to be his alternate, and such appointee while he holds office as an alternate Director shall (subject to Article 110 hereof and to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to notice of and to attend meetings of Directors, and in the absence of the Director whom he represents, to vote thereat accordingly. Provided always that no such appointment of any person, not being a Director, shall be operative unless or until the approval of the Board shall have been given thereto. A Director may at any time remove the appointment of an alternate appointed by him, and (subject to such approval as aforesaid) appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine. Provided that if any Director retires by rotation but is re-appointed by the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-appointment as if he had not so retired. Any revocation under this Article shall be effected by notice in writing under the hand of the Director making the same, and any such notice if left at the Office shall be sufficient evidence of such revocation.

98. Every person acting as an alternate Director shall be an officer of the Company and he shall not be deemed to be the agent of the Director whom he represents. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.

### 4. QUALIFICATION AND REMUNERATION OF DIRECTORS.

99. No Director (or alternate Director) shall be required to hold any qualification shares.

100. The remuneration of the Directors shall be such a sum as the Board shall from time to time determine. Provided that the aggregate remuneration for all the Directors shall not without the sanction of the Company in General Meeting exceed £6,000 per annum. The Directors shall also be entitled to receive by way of remuneration in each year such further sum (if any) as may from time to time be determined by the Company in General Meeting. Any

remuneration payable under this Article and any such further remuneration shall be divided among the Directors in such proportion and in such manner as they shall from time to time agree, or, in default of agreement, equally, except that in such event any Director holding office for less than a year shall only rank in such division in proportion to the period during which he has held office during such year. The Directors' remuneration shall be deemed to accrue *de die in diem*.

101. In addition to such remuneration as aforesaid, any Director or alternate Director may with the sanction of a resolution of the Board be paid such reasonable travelling, hotel and other expenses as he may incur in attending meetings of the Board or of Committees of the Board, or General Meetings, or which he may otherwise incur in or about the business of the Company.

102. If by arrangement with the other Directors any Director shall perform or render any special duties or services outside the scope of his ordinary duties as a Director, the Board may pay him special remuneration, in addition to his ordinary remuneration, and such special remuneration may be by way of salary, commission or participation in profits, or by any or all of those modes, or otherwise as may be arranged.

## 5. POWERS OF DIRECTORS.

103. The business of the Company shall be managed by the Board, who may exercise all the powers of the Company, subject, nevertheless, to the provisions of the Statutes and of these Articles, and to such regulations (being not inconsistent with any such provisions) as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

104. Without restricting the generality of the foregoing powers the Board may do the following things:—

(A) Establish local boards, local managing or consulting committees, or local agencies in the United Kingdom or abroad, and appoint any one or more of their number or any other person or persons to be members thereof, with such powers and authorities, under such regulations, for such period, and at such remuneration as they may deem fit, and may revoke such appointment:

(b) Appoint, in order to execute any instrument or transact any business abroad, any person or persons the attorney or attorneys of the Board or the Company with such powers as they deem fit, including power to appear before all proper authorities and make all necessary declarations so as to enable the Company's operations to be validly carried on abroad :

(c) The Board may delegate any of their powers, other than the powers to borrow and make calls, to Committees consisting of such member or members of their body as they think fit and may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby. Any Committee so formed shall, in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. The meetings and proceedings of any such Committee consisting of two or more members, shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by any regulations made by the Board under this Article.

105. (i) Subject as hereinafter provided the Directors may borrow or raise from time to time such sums of money as they think necessary for the purposes of the Company upon or by the issue or sale of any bonds, debentures, debenture stock, or securities, and upon such terms as to time of repayment, rate of interest, price of issue or sale, payment of premium or bonus upon redemption or repayment or otherwise as they may think proper and may secure or provide for the payment of any monies to be borrowed or raised or previously borrowed or raised by a mortgage of or charge upon all or any part of the undertaking or property or assets of the Company, both present and future, and upon any capital remaining unpaid upon the shares of the Company whether called up or not, or by any other security, and the Directors may confer upon any mortgagees or persons in whom any debentures, debenture stock, or security is vested, such rights and powers as they think necessary or expedient ; and they may vest any property of the Company in trustees for the purpose of securing any monies so borrowed or raised, and confer upon such trustees or any receiver to be appointed by them or by any debenture-holder such rights and powers as the Directors may think necessary or expedient in relation to the undertaking or property of the Company, or the management

or the realisation thereof or the making, receiving, or enforcing of calls upon the Members in respect of unpaid capital, and otherwise, and may make and issue debentures to trustees for the purpose of further security, and any such trustees may be remunerated.

(ii) The Board shall restrict the borrowings of the Company and shall, so far as practicable, exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiary companies (if any) with the intention of securing that the aggregate of the amounts borrowed for the purposes of the Company and/or the amounts borrowed by any subsidiary or subsidiaries of the Company for the time being and remaining outstanding at any one time (excluding inter-company loans) shall not, without the previous sanction of an Ordinary Resolution of the Company exceed an amount equal to ten times the issued share capital and reserves as defined by Article 105 (iii) (E).

(iii) For the purposes of the restrictions imposed by this Article :—

(A) The maximum liability under any guarantee given by the Company or any of its Subsidiaries for the time being for the repayment of the principal amount of any monies borrowed, or for the payment of the nominal amount of any share capital issued by any person, firm or corporation (but in any event to the extent only to which such monies borrowed or share capital issued shall not otherwise fall to be taken into account) shall be deemed to be monies borrowed by the Company or such Subsidiary.

(B) No such sanction of a General Meeting shall (pending its application) be required to the borrowing of any sum intended to be applied, and in fact applied, within three months of such borrowing in the repayment (with or without premium) of any monies then already borrowed and outstanding, notwithstanding that the same may result in the limit imposed above being temporarily exceeded.

(C) The amount paid up on any preference capital (that is to say capital having a limited right to participate both as to dividend and as to capital) of any company being a subsidiary of the Company to the extent that the same is not for the time being owned by the Company or by another subsidiary of the Company shall be deemed to be monies borrowed by the subsidiary.

(D) The provisions of this Article shall not prejudice or affect the security of any person *bona fide* lending money to the Company without notice that the limit has been or is

about to be exceeded, or render it necessary for him to see or enquire whether that is the case or whether any such sanction has been given.

(E) The expression issued share capital and reserves shall mean the aggregate (as certified by the auditors of the Company) of

(a) the amounts paid up and credited as paid up on the share capital of the Company; and

(b) the net amount produced by a consolidation of the balances of the capital and revenue reserve accounts (taking into account share premium account and profit and loss accounts) of the Company and its subsidiaries (having upon consolidation allowed for any amounts attributable to outside shareholders)

all as shown in the then latest audited consolidated balance sheet of the Company and its subsidiaries but after

(i) making such adjustments as may be necessary to take account of any variation in the share capital of the Company and capital reserve accounts since the date of such balance sheet or which would result from the transaction contemplated at the time when the issued share capital and reserves is being computed or from any transaction carried out contemporaneously therewith;

(ii) excluding any sums set aside for taxation;

(iii) deducting the amount of any goodwill, the excess cost of subsidiaries' shares or other intangible assets shown in such balance sheet;

(iv) deducting any distribution by the Company out of the profits earned prior to the date of such balance sheet declared recommended or made since that date (and not allowed for in such balance sheet), and

(v) making such other adjustments as the Auditors consider appropriate.

(iv) Notwithstanding the provisions of Article 4(B) the holders of the Preference Shares for the time being issued in the capital of the Company shall be entitled to attend and vote at any General Meeting of the Company at which any Resolution to sanction any borrowing in excess of the limit established by paragraph (i) of this Article is to be considered. Any proposal for the alteration of the right granted by this paragraph and any proposal for the alteration of such limit by an alteration of the terms of this Article shall be

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deemed to be a proposal affecting the rights or privileges of the holders of the Preference Shares.

106. The Company, or the Board on behalf of the Company, may cause to be kept in any part of Her Majesty's dominions outside the United Kingdom, the Channel Islands or the Isle of Man in which the Company transacts business, a branch register or registers of Members resident in such part of the said dominions, and the Board may (subject to the provisions of the Statutes) make and vary such regulations as they may think fit respecting the keeping of any such register.

107. The Company may have an official seal for use abroad under the provisions of the Statutes, where and as the Board shall determine, and the Company may by writing under its Common Seal appoint any agents or agent, committees or committee abroad, to be the duly authorised agents of the Company, for the purpose of affixing and using such official seals, and may impose such restrictions on the use thereof as shall be thought fit. Wherever in these Articles reference is made to the Common Seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

#### 6. MANAGING DIRECTORS, Etc.

108. The Board may appoint, from time to time, any one or more of their number to be Managing Director or Managing Directors, and may fix and determine the remuneration, the powers and authorities and the period, terms and conditions of appointment of such Director or Directors and may, subject to the terms of any agreement entered into in any particular case, revoke any such appointment. A Managing Director shall not be subject to retirement by rotation but shall (subject to the provisions of any such agreement as aforesaid) be subject to the same provisions as to resignation and removal as the other Directors of the Company, and (subject as aforesaid) any Managing Director who shall cease to hold the office of Director shall *ipso facto* and immediately cease to be Managing Director. The Board may entrust to and confer upon a Managing Director any of the powers and authorities exercisable by them upon such terms and conditions and with such restrictions as they think fit, and may from time to time vary or revoke all or any of such powers or authorities.

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



## 7. PROCEEDINGS OF DIRECTORS.

110. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and may determine the quorum necessary for the transaction of business. Until otherwise determined the quorum shall be two Directors. For the purpose of reckoning the quorum, any Director who is present by his alternate shall be deemed to be personally present regardless of whether or not his alternate is himself a Director or an alternate for any other Director. It shall not be necessary to give notice of a meeting of the Board to any Director or alternate Director for the time being absent from the United Kingdom, but where such Director is represented by an alternate Director and has given to the Secretary notice of his absence from the United Kingdom, due notice of such meeting shall be given to such alternate Director either personally or by sending the same through the post addressed to him at the address in the United Kingdom given by him to the Company. An alternate Director shall be entitled to receive notice of meetings of the Board regardless of whether or not the Director appointing him has given notice of his absence as aforesaid.

111. The Chairman and the Deputy-Chairman (if any) may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Board.

112. Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote. Any person who is an alternate Director shall be entitled to one vote for each Director whom he represents and if such person is himself a Director he shall be entitled to a separate vote on behalf of each Director he is representing and in addition to his own vote.

113. A resolution in writing signed by all the Directors for the time being in the United Kingdom if constituting a majority of the Directors shall be as effective as a resolution passed at a meeting of the Board duly convened and held. Such resolution may consist of several documents in the like form each signed by one or more of the Directors.

114. The Board may elect a Chairman and Deputy-Chairman of their meetings, and determine the period for which they are to hold office, but if no such Chairman or Deputy-Chairman be elected, or if neither the Chairman nor the Deputy-Chairman (if any) be present at the time appointed for holding a meeting and willing to act, the Directors present shall choose one of their number to be Chairman of such meeting.

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

116. The Board shall cause minutes to be made of all proceedings of General Meetings and at meetings of the Board or Committees of the Board; and any such minutes, if purporting to be signed by the Chairman of the meeting at which the proceedings were had, or by the Chairman of the next succeeding meeting, shall be evidence of the proceedings.

#### 8. VACATION OF OFFICE AND DISQUALIFICATION OF DIRECTORS.

117. The office of Director shall be vacated—

(A) If he becomes of unsound mind, bankrupt, or makes any arrangement or composition with his creditors generally:

(B) If (not being a Managing Director holding office as such for a fixed term) he sends in a written resignation to the Board:

(C) If he be absent from the Board Meetings continuously for six months without the consent of the Board, and his alternate Director (if any) shall not during such period have attended in his stead, and the Board resolve that he has vacated office:

(D) If he ceases to be a Director by virtue of, or becomes prohibited from being a Director by reason of any of the provisions of the Statutes or any order made thereunder.

#### 9. VOTING ON CONTRACTS, ETC.

118. No Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation-

ship thereby established. The nature of a Director's interest must be declared by him at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, or if the Director was not at the date of that meeting interested in the proposed contract or arrangement at the next meeting of the Board held after he became so interested, and in a case where the Director becomes interested in a contract or arrangement after it is made at the first meeting of the Board held after he becomes so interested. A general notice to the Board by a Director that he is a member of any specified firm or company and is to be regarded as interested in any contract or transaction which may after the date of the notice be made with such firm or company shall (if such Director shall give the same at a meeting of the Board or shall take reasonable steps to secure that the same is brought up and read at the next meeting of the Board after it is given) be a sufficient declaration of interest in relation to such contract or transaction under this Article, and after such general notice it shall not be necessary to give any special notice relating to any particular contract or transaction with such firm or company. No Director shall as a Director vote in respect of any contract or arrangement which he shall make with the Company or in which he is so interested as aforesaid and if he do so vote his vote shall not be counted but such prohibition against voting shall not apply to any contract by or on behalf of the Company to give to the Directors or any of them any security by way of indemnity or in respect of advances made by them or any of them nor to any contract or dealing with a corporation where the sole interest of a Director is that he is a director, or creditor of such corporation or a shareholder in or otherwise beneficially interested in the shares of that corporation, nor to any act or thing to be done under Article 120, nor to any resolution to allot shares or debentures or other obligations to any Director of the Company or to pay him a commission in respect of the subscription thereof, and it may be at any time or times suspended or relaxed to any extent by the Company by Ordinary Resolution. A Director, notwithstanding his interest, may be counted in the quorum present at any meeting of the Board whereat he or any other Director is appointed to hold any other office or place of profit under the Company or whereat the terms of any such appointment are arranged, and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.

119. A Director may be or become a director or other officer or servant of, or otherwise interested in, any other company and in any company promoted by the Company or in which the Company may be interested as member or otherwise, and no such Director shall be accountable for any remuneration or other benefits received

by him as a director or officer or servant of or from his interest in such other company. The Board may exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner in all respects as they think fit, including the exercise thereof in favour of any resolution appointing them or any of their number directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers or servants of such other company. A Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be or be about to become a director or officer or servant of such other company and as such or in any other manner is or may be interested in the exercise of such voting rights in manner aforesaid.

#### 10. PENSION FUNDS, Etc.

120. The Board may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension, provident or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other Company as aforesaid, and holding any salaried employment or office in the Company or such other Company as aforesaid and the wives, widows, families and dependants of any such persons, and also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for any charitable or benevolent objects or for any exhibition, or for any public, general or useful object, and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Subject always, if the Statutes shall so require, to particulars with respect to the proposed payment being disclosed to the Members of the Company and to the proposal being approved by the Company, any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

#### 11. ROTATION AND REMOVAL OF DIRECTORS.

121. At the Annual General Meeting in each year one-third of the Directors for the time being, or if their number is not three

or a multiple of three, then the number nearest but not exceeding one-third shall retire from office. A Managing Director shall not while he continues to hold that office be subject to retirement under this Article, or be taken into account in ascertaining the number of Directors to retire.

122. Subject to the provisions of the Statutes and of these Articles, the Directors to retire shall be those who have been longest in office since their last appointment. In case of equality in this respect, the Directors to retire, unless they agree among themselves, shall be determined by lot. A retiring Director shall be eligible for re-appointment.

123. A Director retiring at a meeting shall retain office until the dissolution of that meeting.

124. The Company at the General Meeting at which a Director retires may, subject to the provisions of Article 96, fill up the vacated office by appointing a person thereto and in default the retiring Director shall, if willing to act, be deemed to have been re-appointed unless at such meeting it is expressly resolved not to fill such vacated office or a resolution for the re-appointment of such Director shall have been put to the meeting and lost.

125. At a General Meeting a motion for the appointment of two or more persons as Directors of the Company by a single resolution shall not be made unless a resolution that it shall be so made has been first agreed to by the meeting without any vote being given against it.

126. Without prejudice to the provisions of the Statutes, the Company may, by Extraordinary Resolution, remove any Director before the expiration of his period of office, and may, by an Ordinary Resolution, appoint another person in his stead. The person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed, but this provision shall not prevent him from being eligible for re-appointment.

## 12. RETIREMENT OF DIRECTORS.

127. Unless and until otherwise determined by the Company by Ordinary Resolution, either generally or in any particular case, the provisions of section 185 of the Statutes as to the vacating of office as a Director on or by reason of a Director's attaining or having attained the age of seventy shall apply to the Company and accordingly any Director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a Director shall not be capable of being re-appointed or appointed, as the case

may be, as a Director if at the time of such re-appointment or appointment he has attained the age of seventy, unless special notice has been given of any resolution for the re-appointment or appointment or approving the appointment as a Director of such person who shall have attained the age of seventy, and it shall be necessary to give to the Members notice of the age of any such Director or person proposed to be re-appointed or appointed.

### 13. INDEMNITY OF DIRECTORS, Etc.

128. Save and except so far as the provisions and operation of this Article shall be avoided by any provisions of the Statutes, every Director, Auditor, officer or servant of the Company shall be indemnified out of its assets against all costs, charges, expenses, losses and liabilities sustained or incurred by him in the conduct of the Company's business, or in the discharge of his duties.

### 14. SEAL.

129. The Board shall provide for the safe custody of the seal, which shall only be used by the authority of the Board or of a Committee of the Board authorised by the Board in that behalf and every instrument to which the seal shall be affixed shall subject to the provisions of Article 12 be signed by at least one Director and countersigned by the Secretary or other officer appointed for the purpose by the Board.

### 15. SECRETARY.

130. The Secretary shall be appointed by the Board for such time, at such remuneration and upon such conditions as they may think fit. Anything by the Statutes or these Articles required or authorised to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any assistant or deputy secretary or, if there is no assistant or deputy secretary capable of acting, by or to any officer of the Company authorised generally or specially in that behalf by the Board: Provided that any provision of the Statutes or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in the place of, the Secretary.

### 16. REGISTER OF DIRECTORS' SHARE AND DEBENTURE HOLDINGS.

131. The register of Directors' share and debenture holdings shall be kept at the Office and shall be open to the inspection of any Member or holder of debentures of the Company or of any person

acting on behalf of the Board of Trade between the hours of 10 a.m. and noon on each day during which the same is bound to be open for inspection pursuant to the Statutes. The said register shall also be produced at the commencement of each Annual General Meeting and shall remain open and accessible during the continuance of the Meeting to any person attending the Meeting.

## **V.—ACCOUNTS AND DIVIDENDS.**

### **1. ACCOUNTS.**

132. The Board shall cause to be kept proper books of account with respect to :

(A) All sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place :

(B) All sales and purchases of goods by the Company :  
and

(C) The assets and liabilities of the Company.

133. The books of account shall be kept at the Office, or (subject to the provisions of the Statutes) at such other place as the Board think fit, and shall be open to inspection at all times by the Directors. Except as provided by Statute or by the authority of the Board, or of a General Meeting, no Member (other than a Director) shall have any right to inspect any book, account or document of the Company.

134. The Board shall from time to time, in accordance with the provisions of the Statutes, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are specified in the Statutes.

135. A printed copy of the Directors' and Auditors' reports, accompanied by printed copies of the balance sheet, profit and loss account and other documents, required by the Statutes to be annexed to the balance sheet shall, twenty-one days at the least before the Annual General Meeting, be delivered or sent by post to the registered address of every Member and every holder of debentures of the Company and to the Auditors. If quotation on The Stock Exchange, London, and/or any other Stock Exchange in all or any of the shares or debentures of the Company shall be granted, four copies of each of the said documents shall at the same time be forwarded to the Secretary of the Share and Loan Department, The Stock Exchange, London, and/or to the Secretary of any other Stock Exchange on which quotation in all or any of the shares or debentures of the Company has been granted: Provided always

that this Article shall not require a copy of such documents to be sent to any person of whose address the Company is not aware or to more than one of joint holders, but any Member or holder to whom a copy of such documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.

136. The Auditors' Report shall be read before the Company in General Meeting and shall be open to inspection by any Member.

137. Every account when audited and approved by an Annual General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever such an error is discovered within that period, the account shall forthwith be corrected and thereupon shall be conclusive.

## 2. AUDIT.

138. Once at least in every year after the year in which the Company is incorporated, the accounts of the Company shall be examined, and the correctness of the balance sheet, profit and loss account and group accounts (if any) ascertained by one or more Auditor or Auditors.

139. Auditors shall be appointed and their duties, powers, rights and remuneration regulated in accordance with the provisions of the Statutes.

## 3. RESERVE FUND.

140. The Board may, before recommending any dividend, whether preferential or otherwise, carry to reserve out of the profits of the Company such sums as they think proper. All sums standing to reserve may be applied in the discretion of the Board for meeting depreciation or contingencies, or for the payment of special dividends, or bonuses, or for equalising dividends, or for repairing or maintaining any property of the Company or connected with the business of the Company, or for any other purposes to which the profits of the Company may properly be applied, or any of them, and the Board may, without placing the same to reserve, carry forward any profits which they think it is not prudent to divide. The reserve or any profits carried forward or any part thereof may be capitalised in any manner hereinbefore provided.

141. The Board may invest the sums so set aside for reserve upon such investments (other than shares of the Company) as they may think fit, and from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company, and divide the reserve into such special reserves



as they think fit, with full power to employ the assets constituting the reserve in the business of the Company, and without being bound to keep the same separate from the other assets.

#### 4. DIVIDENDS.

142. The profits of the Company available for dividend and resolved to be distributed shall be applied in the payment of dividends to the Members in accordance with their respective rights and priorities. The Company in General Meeting may declare dividends accordingly.

143. When any asset is bought by the Company as from a past date upon the terms that the Company shall as from that date take the profits and bear the losses thereof, such profits or losses as the case may be, shall at the discretion of the Directors be credited or debited in whole or in part to revenue account, and in that case the amount so credited or debited shall for the purpose of ascertaining the fund available for dividend be treated as a profit or loss arising from the business of the Company.

144. Where any item or expenditure has been incurred in any one year which the Directors think may be distributed over several years, the Directors may, in the Company's account distribute the same accordingly, or deal with the same in such other manner as they think expedient.

145. No dividends shall be payable except out of the profits of the Company, or in excess of the amount recommended by the Board.

146. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid accordingly to the amounts paid on the shares in respect whereof the dividend is paid, but no amount paid up on a share in advance of calls shall be treated for the purposes of this Article as paid up on the share.

147. All dividends shall be apportioned and paid *pro rata* according to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as if paid up (in whole or in part) as from a particular date, such share shall rank for dividend accordingly.

148. The Board may if they think fit from time to time pay to the Members such interim dividends as appear to the Board to be justified by the profits of the Company. If at any time the share capital of the Company is divided into different classes the Board

may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferred rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Board act *bona fide* they shall not incur any responsibility to the holders of shares conferring a preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferred rights. The Board may also pay half-yearly or at other suitable intervals to be settled by them any dividend which may be payable at a fixed rate if they are of the opinion that the profits justify the payment.

149. The Board may deduct from any dividend payable to any Member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

150. All unclaimed dividends may be invested or otherwise made use of by the Board for the benefit of the Company until claimed. No dividend shall bear interest as against the Company.

151. Any dividend or other moneys payable on or in respect of a share and remaining unclaimed for a period of six months from the day appointed for payment shall be paid into a separate account designated for that purpose, and such payment shall not constitute the Company a Trustee in respect thereof. Any dividend or other moneys as aforesaid unclaimed after the expiration of twelve years from the day appointed for payment may be forfeited by resolution of the Board and revert to and become the property of the Company.

152. Any dividend or other moneys payable on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address of the Member or person entitled thereto, and in the case of joint holders to any one of such joint holders, or to such person and such address as the holder or joint holders may direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint holders may direct, and proof that the cheque or warrant was properly addressed and posted shall be a good discharge to the Company in respect of the dividend or such moneys. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.

153. If several persons are registered as joint holders of any share, any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share.

154. A General Meeting declaring a dividend may direct payment of such dividend wholly or in part by the distribution of specific assets, and in particular of paid-up shares or debentures of any other company, and the Board shall give effect to such resolution; and where any difficulty arises in regard to the distribution they may settle the same as they think expedient, and in particular may issue fractional certificates, and may fix the value for distribution of such specific assets or any part thereof, and may determine that cash payments shall be made to any Members upon the footing of the value so fixed, in order to adjust the rights of Members, and may vest any specific assets in trustees upon trust for the person entitled to the dividend as may seem expedient to the Board, and generally may make such arrangements for the allotment, acceptance and sale of such specific assets or fractional certificates, or any part thereof, and otherwise as they think fit.

## VI.—NOTICES.

155. A notice or any other document may be served by the Company upon any Member either personally or by posting it in a prepaid letter addressed to such Member at his address as appearing in the Register of Members.

156. Any notice required to be given by the Company to the Members or any of them, and not expressly provided for by these presents, shall be sufficiently given if given by advertisement.

157. Any notice required to be or which may be given by advertisement shall be advertised once in a newspaper circulating in the district in which the registered office or principal place of business of the Company is situate and once in a leading London daily newspaper.

158. The holder of a share warrant shall not be entitled in respect thereof to a notice of any General Meeting of the Company, except as otherwise expressly provided in any conditions to which share warrants may for the time being be subject.

159. Any Member described in the Register of Members by an address not within the United Kingdom may give to the Company an address within the United Kingdom at which all notices shall be served upon him, and all notices served at such address shall be deemed to be well served. If he shall not have named such an address he shall not be entitled to any notices.

160. Any notice or other document, if served by post, shall be deemed to have been served on the day on which it was posted, and in proving such service it shall be sufficient to prove that the notice was properly addressed and posted.

161. All notices directed to be given to the Members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in respect thereof in the Register of Members, and a notice so given shall be a sufficient notice to all the holders of such share.

162. Every executor, administrator, committee, or trustee in bankruptcy or liquidator of a Member shall be absolutely bound by every notice so given as aforesaid, if sent to the last registered address of such Member, notwithstanding that the Company may have notice of the death, lunacy, bankruptcy, or disability of such Member.

## VII.—WINDING UP.

163. In the event of a winding up of the Company, every Member of the Company who is not for the time being in England shall be bound, within fourteen days after the passing of an effective resolution to wind up the Company voluntarily or after the making of an order for the winding up of the Company, to serve notice in writing on the Company appointing some person, firm or Company residing or carrying on business in the district in which the registered office or principal place of business of the Company is situate or in London upon whom all summonses, notices, process, orders and judgments in relation to or under the winding up of the Company may be served, and in default of such nomination the Liquidator of the Company shall be at liberty, on behalf of such Member, to appoint some such person, firm or Company, and service upon any such appointee, whether appointed by the Member or the Liquidator, shall be deemed to be good personal service on such Member for all purposes, and whether the Liquidator makes any such appointment he shall, with all convenient speed, give notice thereof to such Member by an advertisement in a local newspaper circulating in the district in which the registered office or principal place of business of the Company is situate or in any London daily newspaper, or by any means authorised by these Articles for the service of notices upon Members.

164. The Liquidator on any winding up of the Company (whether voluntary or under supervision or compulsory) may, with the authority of a special resolution, divide among the contributories in kind the whole or any part of the assets of the Company, and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and for such purpose may set such value as he deems fair upon any one or more class or classes of property, and may determine how such division shall be carried out as between Members or classes of Members.

165. In the case of a sale by the Liquidator under Section 287 of the Companies Act, 1948, the Liquidator may by the contract of sale agree so as to bind all the Members for the allotment to the Members direct of the proceeds of sale in proportion to their respective interests in the Company, and may further by the contract limit a time at the expiration of which obligations or shares not accepted shall be deemed to have been irrevocably refused and be at the disposal of the Company.

166. The power of sale of a Liquidator shall include a power to sell wholly or partly for the debentures or other obligations of another company, either then already constituted or about to be constituted for the purpose of carrying out the sale.

167. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall be applied :

(A) First in the repayment of the capital paid up on the Preference Shares (and of such premium (if any) as would have been payable had the shares been redeemed on the date fixed for such repayment instead of being repaid) and of the said fixed dividend accrued up to the date of the commencement of the winding up and to be payable whether such dividend has been declared or earned or not in priority to any payments to the holders of any other class of shares :

(B) Secondly in the repayment of the capital paid up on the Ordinary Shares :

(C) Thirdly the balance, if any, shall be distributed among the holders of the Ordinary Shares in proportion to the number of shares held by them respectively.

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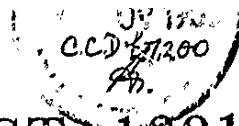
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# THE STAMP ACT, 1891

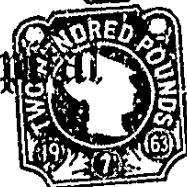
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COMPANY LIMITED BY SHARES

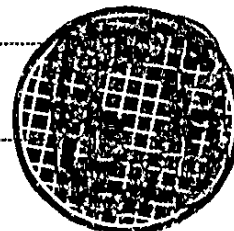


## Statement of Increase of the Nominal Capital

OF



TRAFALGAR HOUSE



LIMITED

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

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

REGISTERED  
17 JUL 1963

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

Presented by

Ashurst Morris Crisp & Co.

17 Throgmorton Avenue,

London, E.C.2.

16/7/63

The Solicitors' Law Stationery Society, Limited.

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

# THE NOMINAL CAPITAL

OF

TRAFALGAR HOUSE

Limited

has by a Resolution of the Company dated

16<sup>th</sup> July 1963 been increased by

the addition thereto of the sum of £ 1,450,000,

divided into:—

550,000 6% Cumulative Preference Shares of £1 each

4,500,000 Ordinary Shares of 4/- each

beyond the registered Capital of £50,000

Signature

(State whether Director or Secretary) Ant. Bentley

Dated the 16<sup>th</sup> day of Feb 1963

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



# THE COMPANIES ACT, 1948

## Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the  
Name  
of the  
Company

TRAFALGAR HOUSE

LIMITED

REGISTERED  
31 JUL 1963

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Presented by

Ashurst, Morris, Crisp & Co.

17 Throgmorton Avenue,

London, E.C.2.

31 JUL 1963

The Solicitors' Law Stationery Society, Limited  
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES.

TRAFFALGAR HOUSE Limited, hereby gives you notice, pursuant to  
 Section 63 of the Companies Act, 1948, that by a \* Ordinary  
 Resolution of the Company dated the 15th day of July 1963  
 the Nominal Capital of the Company has been increased by the addition thereto of  
 the sum of £ 1,450,000 beyond the Registered Capital  
 of £ 50,000

\*"Ordinary",  
 "Extra-  
 ordinary", or  
 "Special".

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
550,000	<i>Redeemable</i> 6% Cumulative Preference	£1
4,500,000	Ordinary	4/-

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:—

As to the *Redeemable* 6% Cumulative Preference Shares having the rights as set  
 out in the Articles of Association adopted 15th July, 1963.

As to the Ordinary Shares - the same rights as applicable to the  
 Ordinary Shares

\*. \* If any of the new shares are Preference Shares state whether they are redeemable or not.

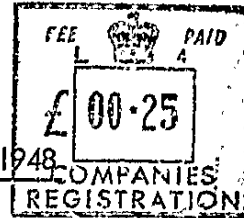
Signature

State whether Director  
 or Secretary

Dated the 16th day of July 1963

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

No. 582147 / 82



TRAFALGAR HOUSE LIMITED

SPECIAL RESOLUTION

At an EXTRAORDINARY GENERAL MEETING of Trafalgar House Limited  
duly convened and held at Brown's Hotel, Dover Street, W.1., on Tuesday, 28th July,  
1964, the following Special Resolution was duly passed :-

SPECIAL RESOLUTION

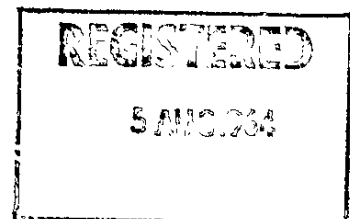
That the Articles of Association of the Company be amended by the deletion from the end of Article 78 of the phrase "and no Member shall be entitled to vote at any General Meeting in respect of any share that he has acquired by transfer, unless he has been registered as the holder of such share for at least two months previously to the time of holding the meeting at which he proposes to vote".

*[Signature]*  
IAN FOWLER,

Secretary.

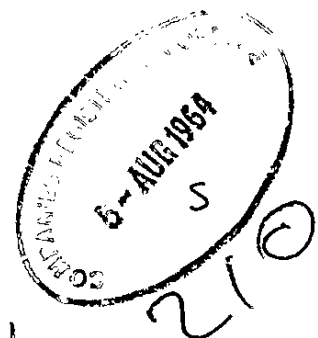
3 Chesterfield Gardens,  
Curzon Street,  
London, W.1.

28th July, 1964.



we hereby certify that this document  
has been produced by the Multilith  
lithography process.

*[Signature]*  
Ashurst, Morris Crisp & Co., Solicitors,  
17, Throgmorton Avenue, London, E.C.2.



*[Signature]*  
ASHURST MORRIS CRISP & CO.

20/1/89

8 JAN 1965  
AGREEMENT

- between -

TRANSFER  
FIT FOR ALLOWANCE  
M. Zander  
1964

TRAFALGAR HOUSE LIMITED  
("T.H.")

To Transfer

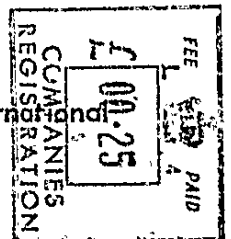
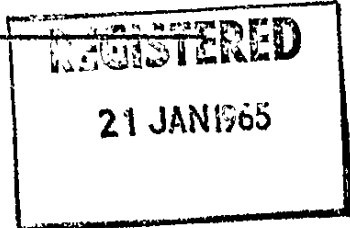
-and-

WESTMINSTER & KENSINGTON FREEHOLDS  
LIMITED ("W.&K.")

-and-

GREEN PARK HOUSE INVESTMENTS LIMITED  
("G.P.H.I.")

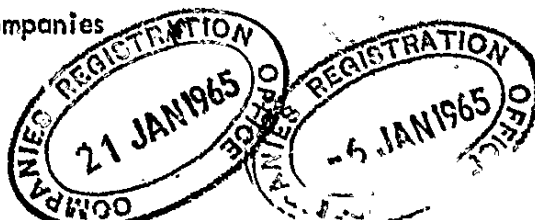
recording the arrangements as to T.H. and G.P.H.I.



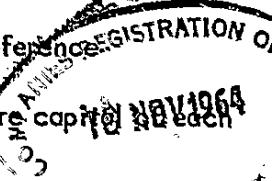
WHEREAS:

- i. T.H. is the Company formerly incorporated under the name Eastern International Property Investments Limited.
2. By virtue of Heads of Agreement dated 5th February 1962 and made between the present parties ("the 1962 Heads") T.H. is registered as and is the beneficial owner of 957 Ordinary Shares of 10s. each in the capital of G.P.H.I. (being all such shares in issue) and W. & K. is registered as and is the beneficial owner of 15,480 'A' Preference Shares and 783 'B' Preference Shares in G.P.H.I. (being all such shares in issue)
3. By virtue of the 1962 Heads G.P.H.I. is registered as and is the beneficial owner of 11 Ordinary Shares of 10s. each in each of thirteen companies ("the Property Companies") and W. & K. is registered as and is the beneficial holder of 180 'A' Preference Shares and 9 'B' Shares in each of such thirteen Property Companies
4. The said 'A' and 'B' Preference Shares in G.P.H.I. and 'A' and 'B' Preference Shares in each of the Property Companies amount to 94.5% of the issued share capital of each of such companies

AMC & Co



SHURST, MORRIS, CRISP & CO.  
SOLICITORS,  
17, THROGHMORTON AVENUE  
LONDON, EC2



5. The parties have agreed for G.P.H.I. to acquire the whole of such 'A' and 'B' Preference Shares in the Property Companies from W. & K. by way of exchange of shares and for the subsequent acquisition by T.H. of the whole of the capital of G.P.H.I. not owned by it and for the other matters hereinafter appearing

6. To that T.H. has held an Extraordinary General Meeting immediately prior to the execution hereof in accordance with the Notice attached as Appendix 1 and has adopted the Articles of Association there referred to and attached hereto as Appendix 2.

**IT IS AGREED :-**

1. (a) Immediately after the execution of these Heads G.P.H.I. shall allot and issue to W. & K. credited as fully paid a total of 2340 'A' Preference Shares of 10s. each and of 117 'B' Preference Shares of 10s. each in exchange for the whole of the 'A' and 'B' Preference Shares of 10s. each in the thirteen Property Companies (being on the basis of 1 'A' Preference Share in G.P.H.I. for each 'A' Preference Share in each of the Property Companies and 1 'B' Preference Share in G.P.H.I. for each 'B' Preference Share in each of the Property Companies. The Shares to be so allotted and issued shall rank respectively pari passu in all respects with the 'A' and 'B' Preference Shares in the capital of G.P.H.I. heretofore in issue and for dividend as from and including the 26th March 1963.

(b) On such allotment being made :-

(i) W. & K. shall deliver to G.P.H.I. transfers into the name of G.P.H.I. of the whole of such 'A' and 'B' Preference Shares in the capital of the Property Companies and shall be entered in the Register of Members of G.P.H.I. as the holders of such 2340 'A' and 117 'B' Preference Shares in G.P.H.I.

2. Immediately after the issue of such further 'A' and 'B' Preference Shares in G.P.H.I. and the entry in the Register of Members of G.P.H.I. of the name of

W. & K. as the holders thereof W. & K. shall exchange the whole of the 'A' and 'B' Preference Shares in G.P.H.I. heretofore owned by it and to be issued to it under the provisions of Clause I of these Heads for a total of 210,000 6% Redeemable Cumulative Preference Shares of £1 each in T.H. and 47,500 Ordinary Shares of 4s. each of T.H. all credited as fully paid. All such shares to be issued in exchange for the said G.P.H.I. 'A' and 'B' Preference Shares shall be apportioned on the basis of one of such 6% Redeemable Cumulative Preference Shares in T.H. for every two of such 'A' Preference Shares and the remainder of such total number of 6% Redeemable Cumulative Preference Shares and the whole of such Ordinary Shares being apportioned to the 'B' Preference Shares

3. Immediately following such exchange of Shares T.H. shall lend to G.P.H.I. a sum of £1,000,000 repayable on demand and carrying interest at such rate as shall from time to time be agreed between T.H. and G.P.H.I. Thereupon G.P.H.I. and W. & K. shall enter into an Agreement in the form or substantially in the form appearing as appendix 3 hereto (being an agreement supplemental to and amending the Agreement and Acknowledgment dated 27th March 1962 constituting and securing £3,345,000 Secured Loan Stock of G.P.H.I.) and immediately thereafter :-

(i) the said sum of £1,000,000 shall be applied by G.P.H.I. (pursuant to such amending agreement) in repaying £1,000,000 in nominal amount of the £3,345,000 Secured Loan Stock of G.P.H.I. which sum shall be accepted <sup>W & K</sup> by ~~G.P.H.I.~~ in settlement of that amount of stock provided by such amending agreement and

M.C. & Co.

(ii) the parties shall procure that such of the said property subsidiaries (as therein referred to) enter into deeds of confirmation as provided by such amending agreement

4. Forthwith after the repayment of such £1,000,000 Secured Loan Stock to W. & K.,

W. & K. shall subscribe in cash for the following securities of and in T. H. viz:-

(a) a further 340,000 6% Redeemable Cumulative Preference Shares of £1 each at par

(b) a further 40,000 Ordinary Shares of 4s. each at £4 per share

(c) £500,000 6½% Unsecured Loan Stock 1968 to be constituted and secured by a deed in the form or substantially in the form appearing in Appendix 4 to this Agreement at par

which shares and stock shall be so constituted and issued by T.H.

5. Completion of the afore-mentioned transaction shall take place not later than the 31st day of July, 1963.

6. ~~Forthwith after completion of the matters hereinbefore agreed to T.H. shall in its books increase the value of its investment in G.P.H.I. to a figure taking full account of the valuation of those companies appearing from their own books~~

7. Immediately thereafter T.H. shall cause to be convened a further Extraordinary General Meeting of its members for the purpose of passing the Resolution appearing in Part II of Appendix I to this Agreement (being the capitalisation issue Resolution) and shall allot and issue to its shareholders of a total of 3,662,500 Ordinary Shares of 4s. each credited as fully paid and shall issue in respect thereof

(a) to W. & K. a Share Certificate in W. & K's name in respect of 515,463 of such shares (being the shares issued in respect of the 9,500 Ordinary

Shares to be issued in part exchange for the said 'A' and 'B' Preference Shares)  
(b) to W. & K. and other its members Share Certificates or Renounceable Letters of Allotment in respect of an aggregate of 3,147,037 shares (being the balance thereof) as may be requested by such respective members

8. Simultaneously with the issue of such shares as are last hereinbefore referred to T.H. shall use its best endeavours to procure that permission to deal in and quotation for the whole of the issued Ordinary Share Capital of T.H. is granted by the Council of The Stock Exchange, London.

END OF AGREEMENT

INDEX TO APPENDICES

APPENDIX 1.	Notice of Trafalgar House Meeting
APPENDIX 2.	New Articles of T.H.
APPENDIX 3.	Agreement amending T.P.H.I. £3,345,000 Secured Loan Stock Agreement.
APPENDIX 4.	Deed Poll creating £500,000 Unsecured Loan Stock of T.H.

DATED 15<sup>th</sup> JULY 1963

SIGNED by DAVID ROBERT FREMANTLE )  
duly authorised thereunto for and on )  
behalf of TRAFALGAR HOUSE )  
LIMITED in the presence of:- )

*M. Campbell*  
*17, Throgmorton Avenue.*  
*Solicitor F.C.2.*

*David Robert Fremantle*  
*Director*

SIGNED by HORACE THOMAS FROST )  
duly authorised thereunto for and on )  
behalf of WESTMINSTER & )  
KENSINGTON FREEHOLDS LIMITED )  
in the presence of:- )

*M. Campbell*  
*as above*

*Horace Thomas Frost*

SIGNED by SIR GEOFFREY CROWTHER )  
duly authorised thereunto for and on )  
behalf of GREEN PARK HOUSE )  
INVESTMENTS LIMITED in the )  
presence of:- )

*M. Campbell*  
*as above*

*Sir Geoffrey Crowther*





No. 582147

113

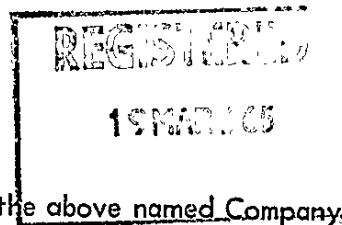
THE COMPANIES ACT 1948

5/

RESOLUTION

of

TRAFALGAR HOUSE LIMITED  
passed 12th March, 1965.



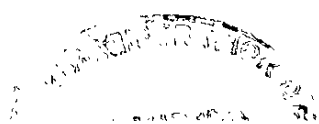
At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at 3 London Wall Buildings, London E.C.2. on the 12th March 1965 the following Resolution was duly passed as an ORDINARY RESOLUTION of the Company:-

RESOLUTION

That the nominal share capital of the Company be increased to £1,840,000 by the creation of an additional 1,700,000 Ordinary Shares of 4s. each ranking pari passu in all respects with the existing Ordinary Shares in the capital of the Company.

*[Handwritten signature]*

SECRETARY



Number of  
Company

582147



Form No. 10

# THE COMPANIES ACT, 1948

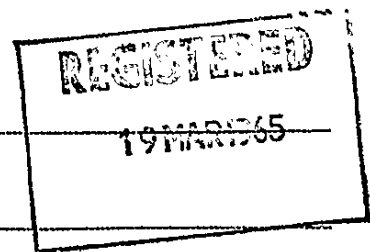
5/-

## Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the  
Name  
of the  
Company

TRAFALGAR HOUSE



LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Presented by

Ashurst, Morris, Crisp & Co.,

17, Throgmorton Avenue,

London E.C.2.



The Solicitors' Law Stationery Society, Limited  
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 29-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES.

TRAFALGAR HOUSE

Limited, hereby gives you notice, pursuant to

\*"Ordinary",  
"Extra-  
ordinary", or  
"Special".

Section 63 of the Companies Act, 1948, that by an \* Ordinary

Resolution of the Company dated the 12th day of March 1965

the Nominal Capital of the Company has been increased by the addition thereto of  
the sum of £ 340,000 beyond the Registered Capital  
of £ 1,500,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
1,700,000	Ordinary	4/-

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:—

The shares to rank pari passu in all respects with the  
existing Ordinary Shares in the capital of the Company.

\*. \* If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

*[Handwritten Signature]*

State whether Director  
or Secretary

SECRETARY

Dated the 17th day of March 1965

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

*[Handwritten mark]*

Number of } 582147 | 95  
Company }

Form 1



# THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES



## Statement of Increase of the Nominal Capital

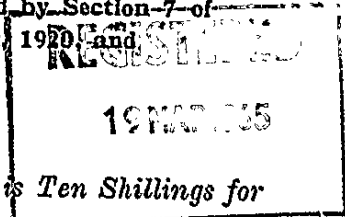
OF

TRAFALGAR HOUSE



LIMITED

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



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

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

Presented by

Ashurst, Morris, Crisp & Co.,

17, Throgmorton Avenue,

London E.C.2.



The Solicitors' Law Stationery Society, Limited,  
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

2  
**THE NOMINAL CAPITAL**

OF

TRAFALGAR HOUSE

Limited

has by a Resolution of the Company dated

12th March 1965 been increased by

the addition thereto of the sum of £ 340,000,

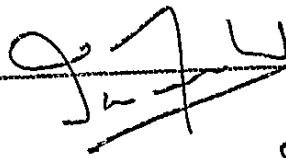
divided into :—

1,700,000 Shares of 4s. each

Shares of each

beyond the registered Capital of £1,500,000

Signature



(State whether Director or Secretary) SECRETARY

Dated the 17th day of March 1965

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



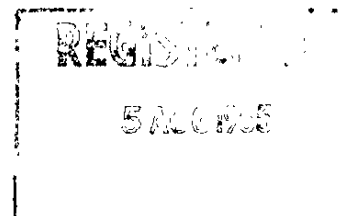
No. 582147



THE COMPANIES ACT, 1948

TRAFALGAR HOUSE LIMITED

SPECIAL RESOLUTION



At an ANNUAL GENERAL MEETING of Trafalgar House Limited duly convened and held at 3 London Wall Buildings, London E.C.2. on Wednesday, 28th July, 1965 at 11 a.m. the following Special Resolution was duly passed as special business:-

SPECIAL RESOLUTION

"That article 100 of the Articles of Association of the company, relating to the aggregate remuneration of all directors, be amended so as to delete therefrom the figure '£6,000' where appearing, and substitute in place thereof the figure '£12,000'."

*[Handwritten signature]*  
195  
Secretary.

25, St. James's Street,  
London S.W.1.

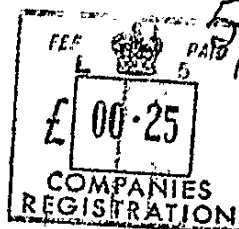
28th July, 1965.



ASHURST, MORRIS, CRISP & CO.,  
SOLICITORS,

No. 582147

103



1,290,000

RESOLUTION

of

TRAFALGAR HOUSE LIMITED  
(passed 4th February 1966)

At an EXTRAORDINARY GENERAL MEETING of the above-named  
Company held at 3, London Wall Buildings, London E.C.2. on  
Friday, the 4th day of February, 1966, at 10 a.m. the following  
Resolution was duly passed as an Ordinary Resolution of the Company:-

ORDINARY RESOLUTION

THAT the Capital of the Company be increased to £3,130,000  
by the creation of 6,450,000 new Ordinary Shares of 4s. each.

L

Dated the 4th day of February 1966.



*[Signature]*  
SECRETARY

MR. MORRIS, CRISP & CO.,  
SOLICITORS,  
17, THROGMORTON AVENUE,  
LONDON, E.C.2.

K

Number of  
Company } 582147

104



Form No. 10

# THE COMPANIES ACT, 1948

## Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the  
Name  
of the  
Company

TRAFALGAR HOUSE

LIMITED

REGISTERED

17 FEB 1966

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Presented by

Ashurst, Morris, Crisp & Co.,

17, Throgmorton Avenue,

London E. C. 2.

The Solicitors' Law Stationery Society, Limited  
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
5 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS



To THE REGISTRAR OF COMPANIES,

Trafalgar House

Limited, hereby gives you notice, pursuant to  
\* "Ordinary", Section 63 of the Companies Act, 1948, that by an \* Ordinary  
"Extra-ordinary", or  
"Special", Resolution of the Company dated the 4th day of February 1966  
the Nominal Capital of the Company has been increased by the addition thereto of  
the sum of £ 1,290,000.0.0d beyond the Registered Capital  
of £ 1,840,000.0.0d.

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
6,450,000	Ordinary	4/-

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:—  
same as existing shares.

\*. \* If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

State whether Director  
or Secretary

Director

Dated the 4th day of February 1966

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

# THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

## Statement of Increase of the Nominal Capital

OF

TRAFALGAR HOUSE

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 17 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

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

REGISTERED

17 FEB 1966

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

represented by

Ashurst, Morris, Crisp & Co.,

17, Throgmorton Avenue,

London E.C.2.

The Solicitors' Law Stationery Society, Limited.

191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS



# THE NOMINAL CAPITAL

OF

TRAFALGAR HOUSE

Limited

has by a Resolution of the Company dated

4th February 1966 been increased by

the addition thereto of the sum of £1,290,000,

divided into:—

6,450,000 Shares of 4/- each

~~Shares of -each-~~

beyond the registered Capital of £1,840,000.0.0d.

Signature



(State whether Director or Secretary) Director

Dated the 14th day of February 1966

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



RESOLUTION

COMPANIES  
REGISTRATION

02

TRAFALGAR HOUSE LIMITED

At an Extraordinary General Meeting of Trafalgar House Limited duly convened and held at 50 Curzon Street, London, W.1. on 22nd March, 1967, the following Resolutions were duly passed which as to Resolution numbered 1 as an Ordinary Resolution and as to Resolutions numbered 2 and 3 as Special Resolutions of the Company.

RESOLUTIONSREGISTERED  
4 MAR 1967

1. That all the 550,000 existing issued 6 per cent. Redeemable Cumulative Preference Shares of £1 each be and the same are hereby subdivided into 2,750,000 6 per cent. Redeemable Cumulative Preference Shares of 4 shillings each.
2. That all the 2,750,000 existing issued 6 per cent. Redeemable Cumulative Preference Shares of 4 shillings each in the capital of the Company be henceforth known as and converted into Ordinary Shares of 4 shillings each ranking pari passu in all respects with the existing issued Ordinary Shares of 4 shillings each in the capital of the Company.
3. That the Articles of Association of the Company be altered in manner following that is to say :
  - (a) By the deletion therefrom of the whole of Articles 4, 5 and 167 in toto and the substitution thereof of the following new Articles to be numbered "4" and "5" as follows :
4. The capital of the Company at the date of adoption of this Article is £3,130,000 divided into 15,650,000 Ordinary Shares of 4 shillings each ranking pari passu in all respects inter se.
5. The rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued Shares of that class or with the sanction of an Extraordinary Resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these Articles relating to General Meetings shall apply, but so that the necessary quorum shall be one or more persons holding or representing by proxy one third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.

BY ORDER OF THE BOARD

I. FOWLER

Secretary

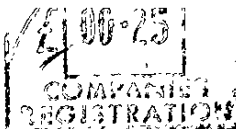
Certified a true copy, produced by a heat-fused electro-static photographic process.

*No  
Inserted*

*111*

Number of  
Company

582147



# THE COMPANIES ACT, 1948

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

*Pursuant to Section 62.*

Insert the  
Name of  
the  
Company

TRAFALGAR HOUSE LIMITED

REGISTERED

4 APR 1967

LIMITED

*Presented by*

Ashurst, Morris, Crisp & Co.,

17 Throgmorton Avenue,

London, E.C.2.

Form No. 28  
(The filing fee is 5s.)

The Solicitors' Law Stationery Society, Limited  
191-193 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 29-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

TO THE REGISTRAR OF COMPANIES.

TRAFALGAR HOUSE LIMITED

LIMITED

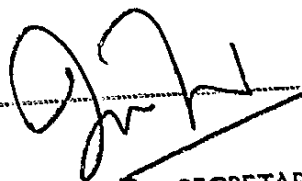
hereby gives you notice in accordance with Section 62 of the Companies Act, 1948,

that

by an Ordinary Resolution passed at an Extraordinary General Meeting of the above named Company duly convened and held on 22nd March, 1967, all the 550,000 existing issued 6% Redeemable Cumulative Preference Shares of £1 each be and the same are hereby sub-divided into 2,750,000 6% Redeemable Cumulative Preference Shares of 4 shillings each..

and by a Special Resolution duly passed at the meeting referred to above all the 2,750,000 6% Redeemable Cumulative Preference Shares of 4 shillings each in the capital of the Company then in issue be henceforth known as and converted into a like number of Ordinary Shares of 4 shillings each in the capital of the Company

(Signature).....



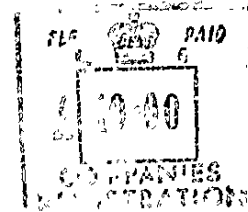
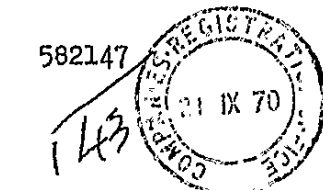
SECRETARY

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

Dated the 22nd day of March 1967

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

Company No. 582147



THE COMPANIES ACTS 1948 AND 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

TRAFALGAR HOUSE LIMITED

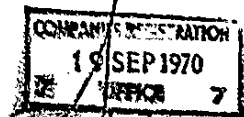
AT an EXTRAORDINARY GENERAL MEETING of the above named Company held on Monday 7th September 1970, the following Resolution was duly passed as a Special Resolution.

SPECIAL RESOLUTION

That the Company's name be changed to Trafalgar House Developments Holdings Limited.

  
G. H. B. CARTER

CHAIRMAN





**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No 582147/44

I hereby certify that

**TRAFALGAR HOUSE LIMITED**

11/4/57.

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

**TRAFALGAR HOUSE DEVELOPMENTS HOLDINGS LIMITED**

Given under my hand at London the 5TH OCTOBER, 1970.

*F. L. Knight*  
(F. L. KNIGHT)

*Assistant Registrar of Companies*

*[Signature]*



*File No. 148*  
*2007 Company for the year*  
TRAFALGAR HOUSE DEVELOPMENTS HOLDINGS LIMITED

At an extraordinary general meeting of the above-named company held on 31st December 1970 the following resolution was passed as a special resolution:-

SPECIAL RESOLUTION

"That the form of Articles of Association produced to the meeting and initialled by the chairman be adopted in substitution for the existing Articles of Association".

*[Signature]*  
Director/Secretary.



244

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

of  
TRAFALGAR HOUSE DEVELOPMENTS  
HOLDINGS LIMITED

(adopted by Special Resolution of)  
( 31st December, 1970 )

---

1. GENERAL

1. Subject as hereinafter provided the regulations contained in Table A, Parts I and II in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A") shall apply to the Company.
2. The Company shall be a private company and regulations 24 and 53 of Part I of Table A shall not apply.

II. SHARES

3. All unissued shares of the Company shall be under the control of the Directors who may allot, grant options over or otherwise dispose of them to such persons of such times for such consideration and upon such terms and conditions as the directors may determine.

III. LIEN

4. The Company's lien on shares shall not extend to all shares including fully paid up shares and regulation 11 of Part I of Table A shall be construed accordingly.

IV. PROXIES

5. The Instrument appointing a proxy and the Power of Attorney or other authority, if any, under which it is signed or a notorially certified copy of that power of authority shall be produced at any meeting at which the person named in the Instrument wishes to vote by that person before he votes and in default of such production any
- 2

vote cast by that person shall not be counted.

Regulation 69 of Part 1 of Table A shall not apply.

## V DIRECTORS

6. The number of Directors shall not be less than two

Regulation 75 of Part 1 of Table A shall not apply.

7. 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 debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party.

Regulation 79 of Part 1 of Table A shall not apply.

8. A Director may vote as a Director in respect of any contract or arrangement which he shall make with the Company or in which he is directly or indirectly interested and if he does so vote his vote shall be counted and he shall be reckoned for the purpose of constituting a quorum of the Directors at the meeting.

9. Any Director who, by request, performs special services or goes or resides abroad for any purposes of the Company may be paid such extra remuneration as the Directors may determine

10. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these regulations. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.

Regulations 84(2) and 84(4) and Regulations 89 to 95 inclusive shall not apply.

## VI ALTERNATE DIRECTORS

11. Any Director may, by writing under his hand, appoint any person (whether a Director or Member of the Company or not) to be his alternate, and such alternate shall be entitled, in the absence of the Director whom he represents, to attend and vote at meetings of Directors but the appointment of a person who is not a Director must be approved by at least two-thirds of the Directors before becoming effective. A Director may at any time, by notice in writing to the Secretary left at the registered office of the Company, revoke the appointment of his alternate and appoint another person in his place and if a Director dies or ceases to hold the office of Director the appointment of his alternate shall thereupon determine.

12. Every person acting as an alternate Director shall be an officer of the Company but shall not be deemed to be the agent of the Director whom he represents. The remuneration of any alternate Director shall be such proportion of the remuneration payable to the Director appointing him as he and that Director shall agree.

13. Where a Director has given to the Secretary notice of his absence from the United Kingdom and is represented by an alternate Director, due

notice of any meeting of the Directors shall be given to such alternate Director, but an alternate Director shall not otherwise be entitled to receive notice of meetings of the Directors.

14. A Director who is also an alternate Director shall be entitled to a separate vote on behalf of the Director he is representing in addition to his own vote.

No. of Company ..... 582147 / 153 .....

Form No. 103  
(No registration  
fee payable)

## THE COMPANIES ACTS 1948 TO 1967

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

*Pursuant to Section 110(3) of the Companies Act 1948*

To the Registrar of Companies

Name of Company ..... TRAFALGAR HOUSE DEVELOPMENTS HOLDINGS ..... Limited\*

hereby gives you notice, in accordance with subsection (3) of Section 110 of the Companies Act 1948  
that the register of members of the company is kept at

.....  
681 Mitcham Road, Croydon, CR9 3AP.  
.....  
.....

\* Delete "Limited" if not applicable

Signed .....

.....  
Secretary

State whether

Director or Secretary .....

Date ..... 2nd July, 1973 .....

Presented by:

The Secretary,  
T.H.I. Group Services Limited,  
Mitcham House - Building 2,  
681 Mitcham Road,  
Croydon, CR9 3AP.

Presentor's reference:

PCB/maf.



THE COMPANIES ACT 1948 and 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of


TRAFALGAR HOUSE DEVELOPMENTS HOLDINGS LIMITED

(passed 26 August, 1975)

At an Extraordinary General Meeting of the Above Company, duly convened and held on the twenty-sixth day of August, 1975, the following Resolutions were duly passed as Special Resolutions.

THAT the Memorandum of Association of the Company be amended by the deletion of existing Clauses 3 (i) 3 (j) and 3 (o) and the addition of new Clause 3 (s) as contained in the printed document submitted to this Meeting and for the purposes of identification signed by the Chairman thereof.

THAT the regulations contained in the printed document submitted to this Meeting and, for the purposes of identification, signed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association.

  
G. H. B. Carter  
Chairman

*The Companies Acts, 1948 and 1967.*

COMPANY LIMITED BY SHARES.

# **Memorandum**

(AS AMENDED)

AND

## **Articles of Association**

OF

### **TRAFALGAR HOUSE DEVELOPMENTS HOLDINGS LIMITED.**

(formerly TRAFALGAR HOUSE LIMITED)

as adopted by Special Resolution dated 26th August, 1975.

Incorporated the 11th day of April, 1957.

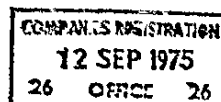
# Memorandum of Association

OF

## TRAFALGAR HOUSE DEVELOPMENTS HOLDINGS LIMITED.

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1. The name of the company is "TRAFALGAR HOUSE DEVELOPMENTS HOLDINGS 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 the business of an investment and trust company and in particular in relation to the investment of money in and the holding of real and personal property, the management of such property, and the collection and receipt of rents and profits therefrom.
  - (b) To acquire and take over any business or undertaking carried on upon or in connection with any lands or buildings which the company may desire to acquire or become interested in, and the whole or any of the assets and liabilities of such business or undertaking, and to carry on the same, and to dispose of, remove, or put an end thereto, and otherwise deal with the same as may seem expedient.
  - (c) To purchase, take on lease or otherwise acquire by way of investment and hold, occupy, let, underlet, cultivate, improve and manage freehold, leasehold, or other lands and property of every description, or any estate or interest therein, and subject or not to any leases, tenancies, mortgages, charges, rights, easements, restrictions or other encumbrances; and to erect, construct, lay down, alter, add to, enlarge and maintain upon or in any lands or property so purchased, taken or acquired, all manner of houses and other buildings, roads, pleasure grounds, parks, gardens, sewers, drains, gas, water, electric and other mains, pipes, wires and cables, railways, tramways, plant, machinery, apparatus and works.





(d) To carry on all or any of the businesses of proprietors or managers of flats or other buildings, builders and contractors, decorators, merchants, and dealers in stone, sand, lime, bricks, timber, steel, hardware, and other building requisites, brick and tile and terra-cotta makers, architects, surveyors, valuers, house and estate agents, auctioneers, civil, mechanical, electrical, sanitary and general engineers, suppliers of gas, water and electricity, carriers, haulage contractors, licensed victuallers, and restaurant keepers, and 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 the general business of the company.

(e) To invest the capital or other moneys out of the company in, and to acquire, hold, sell, indorse, discount, or otherwise deal with or dispose of, shares, stocks, debentures, debenture stock, scrip, bonds, mortgages, bills, notes, credits, contracts, certificates, coupons, warrants and other documents, funds, obligations, securities and investments issued or guaranteed by any company, corporation, society or trust constituted or carrying on business in any part of the world, and in the funds or loans or other securities and investments of or issued or guaranteed by any government, state or dominion, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad.

(f) To acquire any such shares, stocks, debentures, loans, scrip, bonds and/or securities or investments by original subscription, tender, purchase, participation in syndicates, exchange or otherwise, and whether or not fully paid up, and to make payments thereon as called up or in advance of calls or otherwise, and to subscribe for the same either conditionally or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof, and to vary and transpose from time to time as may be considered expedient any of the company's investments for the time being.

(g) To undertake and carry on any business transaction or operation commonly undertaken or carried on by financiers, promoters, bankers, concessionaires, contractors for public and other works, capitalists, merchants or agents and to carry on any other business which may seem to the company capable of being conveniently carried on in connection with any of the objects of the company or which may be calculated directly or indirectly to enhance the value of, or render profitable, any of the company's property or rights.

(h) To enter into partnership or into any arrangement for sharing profits, union of interest, joint adventure, reciprocal concessions or co-operation with any person or company carrying on, engaged in, or about to carry on or engage in, any business or transaction which the company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the company, and to take or otherwise acquire and hold, sell, re-issue or otherwise deal with shares or stock in or securities or obligations of, and to subsidise or otherwise assist any such person or company.

(i) To apply for, purchase or otherwise acquire any patents, licences and like rights, conferring an exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company, or the acquisition of which may seem calculated directly or indirectly to benefit the company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.

(j) To distribute any property amongst the members of the company in kind.

(k) To undertake the office of trustee, executor, administrator, committee, manager, attorney, delegate, substitute, treasurer and any other offices or situations of trust or confidence, and to perform and discharge the duties and functions incident thereto, and generally to transact all kinds of trust and agency business, either gratuitously or otherwise.

(l) To act as secretaries, registrars and agents, commercial or otherwise, office managers or managing agents for any company, authority or body, whether limited or unlimited, and to keep for any such company, authority or body any register relating to any stocks, funds, shares or securities, or to undertake any duties in relation to the registration of transfers and the issue of certificates or otherwise.

(m) To lend money to such persons upon such terms and subject to such conditions as may seem expedient.

(n) To sell, let, develop, dispose of or otherwise deal with the undertaking, or all or any part of the property of the company, upon any terms, with power to accept as the consideration any shares, stocks or obligations of or interest in any other company.

- (o) To pay out of the funds of the company all expenses which the company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the company and the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting shares, debentures and debenture stock, and to apply at the cost of the company to Parliament for any extension of the company's powers.
- (p) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, and to obtain from any such government or authority any rights, concessions and privileges that may seem conducive to the company's objects or any of them.
- (q) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the company, or of any company which is a subsidiary of the company or is allied to or associated with the company or with any subsidiary company, or who are or were at any time directors or officers of the company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the company or of any such other company as aforesaid or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (r) To promote any company or companies for the purpose of its or their acquiring all or any of the property, rights and liabilities of the company, or for any other purpose which may seem directly or indirectly calculated to benefit this company, and to pay all the expenses of or incident to such promotion.

(s) To borrow or raise or secure the payment of money in such manner and upon such terms as the company may think fit, and to enter into any guarantee, contract of indemnity or suretyship whether by personal covenant or otherwise, and in particular but without limiting the generality of the foregoing to guarantee the payment of any money secured by or payable under or in respect of any shares, debentures, charges, contracts or securities or obligations of any kind of any person, firm, authority or company, British or foreign, including in particular but without limiting the generality of the foregoing, any company which is, (within the meaning of Section 154 of the Companies Act, 1948, or any statutory re-enactment or modification thereof) in relation to the company a subsidiary or a holding company or a subsidiary of any such holding company, and to give or to agree to give any indemnity against or in respect of or in relation to any contract, obligation, debt or liability of any nature whatsoever which may be entered into or owing or incurred by any such person, firm, authority or company as aforesaid including in particular but without limiting the generality of the foregoing any contract, obligation, debt or liability entered into or owing or incurred by any company which is (within the meaning of the said Section 154 or any statutory re-enactment or modification thereof) in relation to the company a subsidiary or a holding company or a subsidiary of such holding company, or entered into with or owing to or in favour of any customer of or person dealing in any way with any such company as aforesaid, or entered into or incurred at the request of or for the benefit of, or in connection with the activities of, any such company as aforesaid, and for any of the purposes aforesaid to mortgage or charge the undertaking and all or any part of the property and assets of the company both present and future, including uncalled capital, and to create and issue redeemable debentures or debenture stock, bonds or other obligations.

(t) To carry out all or any of the foregoing objects as principals or agents, or in partnership or conjunction with any other person, firm, association or company, or by means of any subsidiary or auxiliary company, and in any part of the world.

(u) To do all such other things as the company may deem incidental or conducive to the attainment of any of the aforesaid objects of the company.

Provided always that nothing herein contained shall empower the company to carry on the business of assurance or to grant annuities within the meaning of the Assurance Companies Act, 1909, or any act amending, extending or re-enacting the same, or to re-insure any risks under any class of assurance business to which those acts apply.

And it is hereby declared that the word "company", save where used in reference to this company in this clause, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and the intention is that the objects specified in any paragraph of this clause shall, except where otherwise expressed in such paragraph, be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or by the name of the company.

4. The liability of the members is limited.

5. The share capital of the company at the date of the reprinting of this Memorandum of Association is £3,130,000, divided into 15,650,000 shares of 20p each.

(Increased from £1,840,000 in 9,200,000 shares of 20p each on 4th February 1966).

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
J. EMMITT 17 Throgmorton Avenue, London, E. C. 2,  <u>Solicitors Managing Clerk</u>	ONE
ARTHUR L. HEATH 125 Headley Drive, Ilford, Essex.  <u>Solicitors Clerk</u>	ONE

DATED the 1st day of April, 1957.

WITNESS to the above signatures:-

DORIS E. HODGES  
23 Sunningdale Road,  
Rainham,  
Essex.

Secretary

*The Companies Acts 1948 and 1967.*

COMPANY LIMITED BY SHARES

**Articles of Association**  
**OF**  
**TRAFALGAR HOUSE**  
**DEVELOPMENTS HOLDINGS**  
**LIMITED.**

(formerly TRAFALGAR HOUSE LIMITED)  
PRELIMINARY

1. The company is a private company and, subject as hereinafter provided, the regulations contained in Part I and regulations 2 to 5 inclusive contained in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall apply to the company.

2. Regulations 3, 24, 53, 69, 74, 75, 77, 84, 87 to 93 inclusive, 106 and 107 of Table A, Part I, shall not apply to the company.

**SHARES**

3. The shares shall be at the disposal of the directors and (save as otherwise directed by the company in general meeting) they may allot or otherwise dispose of or grant options over them to such persons at such times and generally on such terms and conditions as they think proper, subject nevertheless to regulation 2 of Table A, Part II, and provided that no shares shall be issued at a discount except as provided by section 57 of the Act.

4. 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.

COMPANIES REGISTRATION
12 SEP 1975
26 OFFICE 26

## LIEN

5. 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.

## TRANSFER OF SHARES

6. The instrument of transfer of a fully paid share need not be executed by or on behalf of a transferee and regulation 22 of Table A, Part I, shall be modified accordingly.

## VOTES OF MEMBERS

7. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority (unless deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll) shall be produced at the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or on the taking of a poll, and in default the instrument of proxy shall not be treated as valid.

## CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

8. Any one of the directors or the secretary for the time being of any corporation which is a member of the company, or any other person appointed by resolution of the directors or other governing body of such corporation, may (subject to the articles of association of that corporation) act as its representative at any meeting of the company or any class of members of the company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company.

Any one of the directors or the secretary for the time being of the company or any other person appointed by resolution of the directors or other governing body of the company may act as its representative at any meeting of any corporation of which the company is a member or of any class of members of such corporation and the person so authorised shall be entitled to exercise the same powers on behalf of the company as the company could exercise if it were an individual member of that corporation.



## DIRECTORS

9. Unless and until otherwise determined by the company in general meeting, the number of the directors shall not be less than three. The first directors of the company shall be determined in writing by the subscribers of the memorandum of association or a majority of them.

10. 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 70 years or any other age.

11. No shareholding qualification shall be required by directors.

12. A director of the company may be or become a director or other officer of, or otherwise interested in, the holding company of the company or any other company promoted by the holding company or in which the holding company may be interested and regulation 78 of Table A, Part I, shall be extended accordingly.

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

14. Save as by the next following article otherwise provided, a director shall not vote in respect of any contract or arrangement in which he is interested (and if he shall do so his vote shall not be counted) nor shall he be counted for the purpose of any resolution regarding the same in the quorum present at the meeting, but this article shall not apply to any of the following matters, namely -

(a) any arrangement for giving to him any security or indemnity in respect of money lent by him or obligations undertaken by him for the benefit of the company; or

(b) any arrangement for the giving by the company of any security to a third party in respect of a debt or obligation of the company for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or

(c) any contract by him to subscribe for or underwrite shares or debentures of the company; or

(d) any contract or arrangement with any other company in which he is interested only as an officer or creditor of or as a shareholder in or beneficially interested in shares of that company; or

- (e) any such scheme or fund as is referred to in article 22 which relates both to directors and to employees or a class of employees and does not accord to any director as such any privilege or advantage not generally accorded to the employees to which such scheme or fund relates.

The provisions of this article may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction, and any particular contract, arrangement or transaction carried out in contravention of this article may be ratified by ordinary resolution of the company.

15. A director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other director is appointed to hold any office or place of profit under the company or whereat the directors resolve to exercise any of the rights of the company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a director to hold any office or place of profit under any other company or whereat the terms of any such appointment as hereinbefore mentioned are considered or varied, and he may vote on any such matter other than in respect of his own appointment or the arrangement or variation of the terms thereof.

16. The words "and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose" in regulation 86 of Table A, Part I, shall be omitted.

17. The office of a director shall be vacated -

- (a) if by notice in writing to the company he resigns the office of director; or
- (b) if he becomes bankrupt or enters into any arrangement or composition with his creditors; or
- (c) if he is prohibited from being a director by any order made under any of the provisions of section 188 of the Act; or
- (d) if he becomes of unsound mind; or
- (e) if he is removed from office as hereinafter provided.

18. All the words in regulation 94 of Table A, Part I, after the words "number of directors" shall be omitted.

All the words in regulation 95 of Table A, Part I, after the words "eligible for re-election" shall be omitted.

In regulation 96 of Table A, Part I, the words "before the expiration of his period of office" shall be omitted.

All the words in regulation 97 of Table A, Part I, after the words "or as an additional director" shall be omitted.

19. In addition and without prejudice to the provisions of regulations 96 and 97 of Table A, Part I, the company may by extraordinary resolution remove any director and may by ordinary resolution appoint another director in his stead.

20. A member holding not less than 51% of the issued capital of the company conferring the right to attend and vote at general meetings of the company may at any time by notice in writing to the company remove any director or appoint a new director and such removal or appointment shall take effect upon receipt of such notice by the company. Such a notice in writing by a company, being a member and holding not less than 51% of the capital of the company, shall be deemed to be valid if it purports to be signed by an officer of that company.

21. A resolution in writing signed by all the directors or by all the directors for the time being entitled to receive notice of a meeting of the directors or committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or committee of directors (as the case may be) duly convened and held.

22. The directors may establish and maintain or join with the holding company and associated companies of the company in procuring or otherwise procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, pensions, allowances, gratuities, emoluments and bonuses to directors, ex-directors, officers, ex-officers and any persons who are or were at any time in the employment or service of the company, the holding company or any company which is a subsidiary of the company or is allied to or associated with the company or with any such subsidiary company, and the wives, widows, families and dependents of any such persons, and also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the company or of any such other company as aforesaid, or of any such persons as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for any charitable or benevolent object or for any exhibition, or for any public, general or useful object, and do any of the matters aforesaid either alone or in conjunction with any such company as aforesaid. Subject always, if the statutes

in force for the time being in relation to companies shall so require, to any particulars with respect to the proposed payment being disclosed to the members of the company, and to the proposal being approved by the company, any director shall be entitled to participate in and retain for his own benefit any such pension, allowance, gratuity or bonus.

23. The directors may from time to time appoint any person or persons to be a technical director or technical directors of the company, and may from time to time define, limit and restrict his or their powers, and may fix and determine his or their remuneration and duties, and may at any time remove any such technical director, provided always that technical directors shall not be taken into account in calculating the quorum or be entitled to vote at any of the meetings of the directors at which they may be present and, except with and to the extent of the sanction of the directors, shall not -

- (i) have any right of access to the books of the company; or
- (ii) be entitled to receive notice of or to attend meetings of the directors; or
- (iii) be entitled to participate in any respect in the exercise of the collective powers or duties of the directors, or to exercise any of the individual powers or duties of a director under these articles (including this article) provided that no act shall be done by the directors which would impose any personal liability on any technical director, whether under the statutes or otherwise, except with his knowledge.

#### MANAGING DIRECTOR

24. The directors may from time to time appoint one or more of their body to the office of managing director for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. The appointment of any such managing director shall be automatically determined if he cease from any cause to be a director.

#### SECRETARY AND ASSISTANT SECRETARY

25. In regulation 110 of Table A, Part I, there shall be added the words "An assistant secretary may also be appointed by the directors (subject to regulations 111 and 112) to act with the full powers of the secretary if the office of secretary is vacant or if for any other reason the secretary is absent or otherwise incapable of acting. Such appointment shall be for such term, at such remuneration and upon such conditions as the directors may think fit and any assistant secretary so appointed may be removed by the directors".

## NOTICES

26. All the words in regulation 131 of Table A, Part I, after the words "for the giving of notice to him" shall be omitted therefrom and there shall be substituted therefor the following: "Any notice or other document, if served by post, shall be deemed to have been served at the time when the letter containing the same is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed and duly posted".

No. of Company ..... 582147 / 161

Form No. 103  
(No registration  
fee payable)

## THE COMPANIES ACTS 1948 TO 1967

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

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

To the Registrar of Companies

Name of Company ..... Trafalgar House Developments Holdings ..... Limited

hereby gives you notice, in accordance with subsection (3) of Section 110 of the Companies Act 1948  
that the register of members of the company is kept at

.....  
..... 9, Berkeley Street, London, W1X 5AD .....  
.....  
.....

\* Delete "Limited" if not applicable

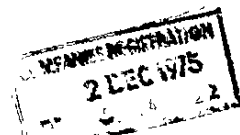
Signed ..... *B. Arney* .....

State whether  
Director or Secretary ..... Secretary .....

Date ..... 25th November, 1975 .....

Presented by: The Secretary

Presenter's reference: RCB/DS



G

COMPANIES FORM No. 123

Notice of Increase  
in nominal capital

123

Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[ ] [ ] [ ] [ ]

582147

Name of company

\* TRAFALGAR HOUSE DEVELOPMENTS HOLDINGS LIMITED

\* insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 27 September 1990 the nominal capital of the company has been  
increased by £ 70,000,000 beyond the registered capital of £ 3,130,000.

A copy of the resolution authorising the increase is attached.5

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

5 the copy must be  
printed or in some  
other form approved  
by the registrar

Signed

*[Signature]*

[Director][Secretary]† Date

Please tick here if  
continued overleaf

☐

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

R C Blaney Esq  
Devonshire House  
Mayfair Place  
London W1

For official Use  
General Section

Post room  
- 6 OCT 1990

† delete as  
appropriate

1000

100



CERTIFIED TRUE COPY

Company No. 582147

The Companies Act, 1985

---

COMPANY LIMITED BY SHARES

---

ELECTIVE RESOLUTION

of

TRAFALGAR HOUSE DEVELOPMENTS HOLDINGS LIMITED

pursuant to section 116 of the Companies Act 1985

---

Passed on Tuesday 23 July 1991

---

At an Extraordinary General Meeting of the Company duly convened and held at Devonshire House, Mayfair Place, London W1 on Tuesday 23 July 1991, the following Elective Resolutions were duly passed:

ELECTIVE RESOLUTIONS

THAT the Company hereby elects pursuant to section 252 of the Companies Act 1985 to dispense with the laying of accounts and reports before the Company in general meeting.

THAT the Company hereby elects pursuant to section 366A of the Companies Act 1985 to dispense with the holding of annual general meetings.

THAT the Company hereby elects pursuant to section 386 of the Companies Act 1985 to dispense with the obligation to appoint auditors annually.

ENCLOSURE

73

73

**G**

Notice of increase  
in nominal capital

**123**

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company Number

--	--	--

582147

Name of company

Trafalgar House Developments Holdings Limited

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 27 September 1991 the nominal capital of the company has been increased by £150000000.00 beyond the registered capital of £73130000.00.

A copy of the resolution authorising the increase is attached.

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

pari passu in all respects with the existing Ordinary Shares in the Capital of the Company

Please tick if continuation  
sheet(s) are attached

☐

Signed

Designation

Date

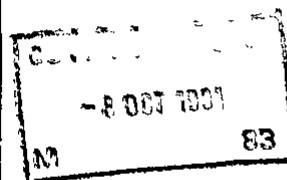
Presentor's name, address  
and reference (if any):

R C Blamey  
Devonshire House  
Mayfair Place  
LONDON

CHAPP

For official use  
General section

Post room



Company No: 582147

The Companies Act 1985  
COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

of

TRAFALGAR HOUSE DEVELOPMENTS HOLDINGS LIMITED  
(passed 27 September 1991)

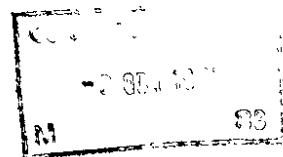
At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at Devonshire House, Mayfair Place, London W1 on 27 September 1991 the following RESOLUTIONS were duly passed as ORDINARY RESOLUTIONS of the Company:

Increase of Share Capital

"It was RESOLVED as an Ordinary Resolution that the Authorised Share Capital of the Company be increased to £223,130,000 by the creation of 750,000,000 new Ordinary Shares of 20p each, such new Ordinary Shares to rank pari passu in all respects with the existing Ordinary Shares in the capital of the Company."

Allotment of Shares

"That with effect from the time of the passing of this Resolution the Directors are unconditionally authorised pursuant to Section 80, Companies Act 1985, to allot relevant securities (as defined in that Act) up to a maximum amount of £150,000,000 within the period of two months from the date hereof."



Company No: 582147

The Companies Act 1985  
COMPANY LIMITED BY SHARES  
ORDINARY RESOLUTIONS

of

TRAFALGAR HOUSE DEVELOPMENTS HOLDINGS LIMITED  
(passed 30 September 1992)

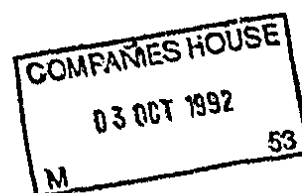
At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at Devonshire House, Mayfair Place, London W1 on 30 September 1992 the following RESOLUTIONS were duly passed as ORDINARY RESOLUTIONS of the Company:

Increase of Share Capital

"It was RESOLVED as an Ordinary Resolution that the Authorised Share Capital of the Company be increased to £273,130,000 by the creation of 250,000,000 new Ordinary Shares of 20p each, such new Ordinary Shares to rank pari passu in all respects with the existing Ordinary Shares in the capital of the Company."

Allotment of Shares

"That with effect from the time of the passing of this Resolution the Directors are unconditionally authorised pursuant to Section 80, Companies Act 1985, to allot relevant securities (as defined in that Act) up to a maximum amount of £50,000,000 within the period of two months from the date hereof."



**G**Notice of increase  
in nominal capital**123**

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company Number

Name of company

--	--	--

582147

Trafalgar House Developments Holdings Limited

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 30 September 1992 the nominal capital of the company has been increased by £50000000.00 beyond the registered capital of £223130000.00.

A copy of the resolution authorising the increase is attached.

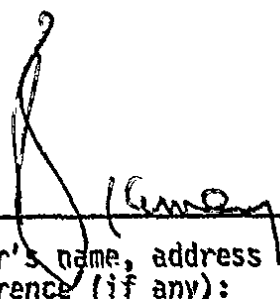
The conditions (eg voting rights, dividend rights, winding-up rights etc) subject to which the new shares have been or are to be issued are as follow:

pari passu in all respects with the existing Ordinary Shares in the Capital of the Company

Please tick if continuation  
sheet(s) are attached

☐

Signed



Designation

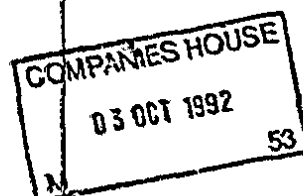
Secretary Date 2/10/92

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

R C Blamey  
Devonshire House  
Mayfair Place  
LONDON

For official use  
General section

Post room



CHAPP

Company No: 582147

The Companies Act 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

of

TRAFALGAR HOUSE DEVELOPMENTS HOLDINGS LIMITED  
(passed 29 September 1993)

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at 1 Berkeley Street, London W1 on 29 September 1993 the following RESOLUTIONS were duly passed as ORDINARY RESOLUTIONS of the Company:

Increase of Share Capital

"It was RESOLVED as an Ordinary Resolution that the Authorised Share Capital of the Company be increased to £423,130,000 by the creation of 750,000,000 new Ordinary Shares of 20 pence each, such new Ordinary Shares to rank pari passu in all respects with the existing Ordinary Shares in the capital of the Company."

Allotment of Shares

"That with effect from the time of the passing of this Resolution the Directors are unconditionally authorised pursuant to Section 80, Companies Act 1985, to allot relevant securities (as defined in that Act) up to a maximum amount of £150,000,000 within the period of two months from the date hereof."

*Called True  
Copy [Signature]*



**G**

Notice of increase  
in nominal capital

**123**

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company Number

Name of company

--	--	--

582147

Trafalgar House Developments Holdings Limited

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 29 September 1993 the nominal capital of the company has been increased by £150000000.00 beyond the registered capital of £273130000.00.

A copy of the resolution authorising the increase is attached.

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

pari passu in all respects with the existing Ordinary Shares in the Capital of the Company

Please tick if continuation  
sheet(s) are attached

☐

Signed

*R C Blamey*

Designation

*Secretary*

Date *6/12/93*

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

R C Blamey  
Devonshire House  
Mayfair Place  
LONDON  
W1A 3AG

CHAPP

For official use  
General section

Post room



**Touche  
Ross**



**Chartered Accountants**

Touche Ross & Co  
Hill House  
1 Little New Street  
London EC4A 3TR

Telephone National 071 936 3000  
International +44 71 936 3000  
Telex 884739 TRLNDN G  
Fax (Gp 3) 071 563 8517  
LDE DX 598

Ray Blamey Esq  
The Secretary  
Trafalgar House Development Holdings Limited  
9 Berkeley Street  
London  
W1A 1BY

C.No 582147

Our Ref: LE12FPD4/ACB

10 June 1994

Dear Sir

This letter is formal notice of our resignation as auditors of the companies listed below with effect from 10 June 1994.

Premier Securities Limited  
Trafalgar House Brooklands Limited  
Cowley Park Developments Limited  
Mark Lane Developments Limited  
Chase Property Holdings plc  
Paddington Basin Developments Limited  
Property Holdings Investment Trust plc  
Trafalgar House Developments Holdings Limited  
Trafalgar House Property Limited

There are no circumstances connected with our resignation which we consider should be brought to the attention of the members or creditors of these companies.

Yours faithfully

*Touche Ross & Co*

Touche Ross & Co



\*AAC23262\*

A31 RECEIPT DATE: 17/06/94

**Deloitte Touche  
Tohmatsu  
International**

London Bath Bristol Birmingham Brighton Blackburn Bristol Cambridge Cardiff  
Cardiff Chester Edinburgh Glasgow Leeds Liverpool London  
Manchester Milton Keynes Newcastle Nottingham Nottingham  
Oxford Plymouth Southampton

Principal place of business at which a full time staff is available  
Available - 1 Little New Street London EC4A 3TR

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Investment Services



**Touche  
Ross**



632296

582147

**Chartered Accountants**

Touche Ross & Co.  
Hill House  
1 Little New Street  
London EC4A 3TR

Telephone, National 071 936 3000  
International +44 71 936 3000  
Telex. 884739 TRLNDN G  
Fax (Gp 3): 071 983 8517  
LDE: DX 599

Ray Blamey Esq  
The Secretary  
Trafalgar House Development Holdings Limited  
9 Berkeley Street  
London  
W1A 1BY

Our Ref: LE12FPD4/ACB

10 June 1994

Dear Sir

This letter is formal notice of our resignation as auditors of the companies listed below with effect from 10 June 1994.

Premier Securities Limited  
Trafalgar House Brooklands Limited  
Cowley Park Developments Limited  
Mark Lane Developments Limited  
Chase Property Holdings plc  
Paddington Basin Developments Limited  
Property Holdings Investment Trust plc  
Trafalgar House Developments Holdings Limited  
Trafalgar House Property Limited

There are no circumstances connected with our resignation which we consider should be brought to the attention of the members or creditors of these companies.

Yours faithfully

*Touche Ross & Co.*

Touche Ross & Co

**Deloitte Touche  
Tohmatsu  
International**



\*RACYT26H\*

R31 RECEIPT DATE: 17/06/94

London Brighton Belfast Birmingham Bournemouth Bradford Bristol Cambridge Cardiff  
Cardiff Cowley Cardiff Edinburgh Glasgow Leeds Leicester Liverpool London  
Manchester Milton Keynes Newcastle upon Tyne Nottingham and Southampton  
Participating in business in which a list of partners names is available  
Pembroke Court 133 Little New Street London EC4A 3TR  
All members of the Institute of Chartered Accountants in England and Wales to carry on  
investment business

Company No 582147

The Companies Act 1985

Company Limited by Shares

ORDINARY RESOLUTION

of

Trafalgar House Developments Holdings Limited

(passed 1 July 1994)

At the Extraordinary General Meeting of the above named Company duly convened and held at 1 Berkeley Street, London W1 on 1 July 1994, the following RESOLUTION was passed as an ORDINARY RESOLUTION.

RESOLUTION

That KPMG Peat Marwick be appointed auditors in place of the resigning auditors Touche Ross & Co to hold office until the conclusion of the next General Meeting at which accounts are laid before the Company and that their remuneration be fixed by the Directors.



\*AF1JR2LQ\*

A28 RECEIPT DATE: 02/07/94

**Touche  
Ross**



**Chartered Accountants**

Touche Ross & Co.  
Hill House  
1 Little New Street  
London EC4A 3TR

Telephone: National 071 936 3000  
International +44 71 36 3000  
Telex: 884739 TRLN G  
Fax (Gp. 3): 071 583 8517  
LDE: DX 599

Ray Blamey Esq  
The Secretary  
Trafalgar House Development Holdings Limited  
9 Berkeley Street  
London  
W1A 1BY

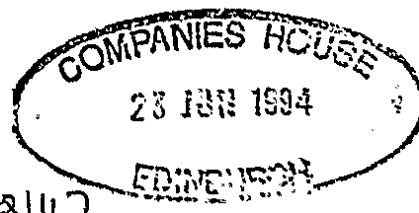
Our Ref: LE12FPD4/ACB

10 June 1994

Dear Sir

This letter is formal notice of our resignation as auditors of the companies listed below with effect from 10 June 1994.

Premier Securities Limited  
Trafalgar House Brooklands Limited  
Cowley Park Developments Limited  
Mark Lane Developments Limited  
Chase Property Holdings plc  
Paddington Basin Developments Limited  
Property Holdings Investment Trust plc  
Trafalgar House Developments Holdings Limited 582147 ..  
Trafalgar House Property Limited



There are no circumstances connected with our resignation which we consider should be brought to the attention of the members or creditors of these companies.

Yours faithfully

*Touche Ross & Co.*

Touche Ross & Co



\*E0CWD2NL\*

EDI RECEIPT DATE: 04/07/94



**Deloitte Touche  
Tohmatsu  
International**

Aberdeen Bath Belfast Birmingham Bournemouth Bracknell Bristol Cambridge Cardiff  
Coleraine Crawley Dalford Edinburgh Glasgow Leeds Leicester Liverpool London  
Manchester Milton Keynes Newcastle upon Tyne Nottingham and Southampton

Principal place of business at which a list of partners names is available  
Pemborough Court 133 Fleet Street London EC4A 3TR

Authorised by the Institute of Chartered Accountants in England and Wales to carry on  
investment business

EDI RECEIPT DATE: 17/06/94

*(Handwritten signature)*

*(Circular stamp: 22 JUL 1968 CIA FILE)*

NC  
22 JUL 1994  
\$3.00 FEE PAID  
OSM-PAN-13  
144-15

\_\_\_\_\_

1. The first part of the document is a list of references. The references are listed in two columns. The first column contains references from 1 to 10, and the second column contains references from 11 to 20. The references are as follows:

Reference	Author	Title	Year
1	Smith, J. D.	The Role of the Teacher in the Classroom	1985
2	Johnson, M. K.	Classroom Management Strategies	1990
3	Williams, L. R.	Assessment and Evaluation in the Classroom	1995
4	Brown, S. P.	Instructional Technology in the Classroom	2000
5	Miller, T. A.	Classroom Organization and Management	2005
6	Wilson, R. J.	Classroom Assessment Techniques	2010
7	Green, E. L.	Classroom Management and Control	2015
8	White, H. M.	Classroom Management and Control	2018
9	Black, D. A.	Classroom Management and Control	2020
10	Gray, C. R.	Classroom Management and Control	2022
11	Smith, J. D.	The Role of the Teacher in the Classroom	1985
12	Johnson, M. K.	Classroom Management Strategies	1990
13	Williams, L. R.	Assessment and Evaluation in the Classroom	1995
14	Brown, S. P.	Instructional Technology in the Classroom	2000
15	Miller, T. A.	Classroom Organization and Management	2005
16	Wilson, R. J.	Classroom Assessment Techniques	2010
17	Green, E. L.	Classroom Management and Control	2015
18	White, H. M.	Classroom Management and Control	2018
19	Black, D. A.	Classroom Management and Control	2020
20	Gray, C. R.	Classroom Management and Control	2022

\_\_\_\_\_

At an Extraordinary General Meeting of the Company duly convened and held at 1, Berkeley Street, London, W1A 1BY on 12 July 1994 the following Resolution was passed:

**SPECIAL RESOLUTION**

"That the name of the Company be changed to  
"TRAFALGAR HOUSE PROPERTY LIMITED".

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 582147

The Registrar of Companies for England and Wales hereby certifies that  
TRAFALGAR HOUSE DEVELOPMENTS HOLDINGS LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
TRAFALGAR HOUSE PROPERTY LIMITED

Given at Companies House, Cardiff, the 28th July 1994



\*C005821473\*

A handwritten signature in dark ink, appearing to read 'L. Parry'.

MRS. L. PARRY

For the Registrar of Companies



COMPANIES HOUSE

HC006B

**G**

Notice of increase  
in nominal capital

**123**

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company Number

--	--	--

582147

Name of company

Trafalgar House Property Limited

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 28 September 1994 the nominal capital of the company has been increased by £12000000.00 beyond the registered capital of £423130000.00.

A copy of the resolution authorising the increase is attached.

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

pari passu in all respects with the existing Ordinary Shares in the Capital of the Company

Please tick if continuation  
sheet(s) are attached

☐

Signed



Designation SECRETARY

Date 28.9.94

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

G P Kelly  
1 Berkeley Street  
LONDON  
W1A 1BY

For official use  
General section

Post room



CHAPP

Company No: 582147

The Companies Act 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

of

TRAFALGAR HOUSE PROPERTY LIMITED  
(passed 28 September 1994)

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at 1 Berkeley Street, London W1 on 28 September 1994 the following RESOLUTIONS were duly passed as ORDINARY RESOLUTIONS of the Company:

Increase of Share Capital

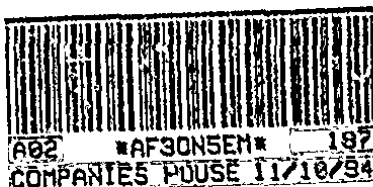
"It was RESOLVED as an Ordinary Resolution that the Authorised Share Capital of the Company be increased to £435,130,000 by the creation of 60,000,000 new Ordinary Shares of 20 pence each, such new Ordinary Shares to rank pari passu in all respects with the existing Ordinary Shares in the capital of the Company."

Allotment of Shares

"That with effect from the time of the passing of this Resolution the Directors are unconditionally authorised pursuant to Section 80, Companies Act 1985, to allot relevant securities (as defined in that Act) up to a maximum amount of £12,000,000 within the period of two months from the date hereof."

  
Director and Secretary.

CERTIFIED TRUE COPY



Company No 582147

The Companies Act 1985

Company Limited by Shares

ORDINARY RESOLUTION

of

Trafalgar House Property Limited

(passed 9 January 1995)

At an Extraordinary General Meeting of the above named Company duly convened and held at 1 Berkeley Street, London, W1 on 9 January 1995, the following resolution was passed as an ORDINARY RESOLUTION.

RESOLUTION

That pursuant to Section 379A of the Companies Act 1985 the Company hereby revokes the Elective Resolution of the Company made on 23 July 1991 whereby the Company dispensed with:

- the laying of accounts and reports before the Company in General Meeting,
- the holding of Annual General Meetings, and
- the annual appointment of Auditors

CERTIFIED TRUE COPY

