

Company Number 658390

CERTIFIED TO BE A TRUE COPY

Imratty
Assistant Secretary

THE COMPANIES ACT 1948

and

THE COMPANIES ACTS 1985 TO 2006

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

CEMEX UK OPERATIONS LIMITED

Incorporated the 6th day of May 1960
(Incorporating all amendments to 26 September 2011)

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THE COMPANIES ACTS 1985-2006

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

CEMEX UK OPERATIONS LIMITED

(Incorporating all amendments to 26 September 2011)

PRELIMINARY

1 The regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (as amended so as to affect companies first registered on the date of the adoption of these Articles) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or Articles of Association. References herein to regulations are to regulations in the said Table A unless otherwise stated.

SHARE CAPITAL

2 The share capital of the Company is divided into Ordinary Shares of £1 each, Preference Shares of £1 each and Unclassified Shares of £1 each.

The Preference Shares shall confer upon the holders thereof as a separate class the following rights:

Income

(a) As to income, the Preference Shares shall confer upon the holders thereof the right in priority to any payment by way of dividend of the Company to receive (exclusive of any imputed tax credit available to shareholders) a cumulative preferential dividend (the "Preferential Dividend").

(b) The Preferential Dividend shall in respect of each Preference Share from time to time in issue be at the Specified Gilt Rate plus 2.65% per annum in respect of each year or part year ending on an anniversary of the date of the first issue by the Company of any Preference Shares (a "Dividend Year") increased in accordance with the level of the increase, expressed as a percentage, between the last figure for the index of retail prices (as published by the Office for National Statistics) (the "Retail Prices Index") to be published before the date of the first issue by the Company of any Preference Shares and the last figure for the Retail Prices Index to be published before the last day of the relevant Dividend Year, and proportionately for any part of a year from the date of issue of the relevant Preference Share. For the purposes of this article 2, the "Specified Gilt Rate" shall be the prospective real redemption rate, based on a projected inflation rate of 3%, of 2.5% index linked 2016 UK gilts, based on an RPI base for indexing of 81.6, as quoted in the Financial Times on the day 30 days prior to the relevant anniversary of the first issue by the Company of any Preference Shares (or if the Financial Times is not published on such day on the first day prior to that day on which it is published, and if the Financial Times does

not contain the relevant information, as determined by the Company's auditors for the time being)

(c) Subject to Part VIII of the Act the Preferential Dividend shall be

(i) paid (exclusive of any imputed tax credit available to shareholders) on each anniversary of the first issue by the Company of any Preference Shares, and

(ii) without any resolution of the Directors of the Company in general meeting (and notwithstanding anything contained in Regulations 102 to 108 (inclusive) of Table A) accrue from day to day and on each such anniversary become a debt due from and immediately payable by the Company to the holders of the Preference Shares pro rata according to the number of Preference Shares held by each such shareholder, as the case may be

Redemption

(d) Subject to the Act, the Preference Shares shall be redeemed by the Company without notice, on 27th June 2016

(e) Where any Preference Shares are to be redeemed in accordance with article 2(d) above, the Company shall be obliged, prior to making any payment to any other shareholder or shareholders of the Company, subject to having sufficient available profits or other monies which may be lawfully applied for such redemption, to redeem in full the relevant number of Preference Shares on the date fixed for their redemption and to pay to the relevant holder of the relevant Preference Shares an amount (the "Redemption Monies") for each such Preference Share equal to £1 28, increased in accordance with the level of the increase, expressed as a percentage, between the last figure for the Retail Prices Index to be published before the date of the first issue by the Company of any Preference Shares and the last figure for the Retail Prices Index to be published before 27th June 2016, and such amounts shall, subject to the Company having available profits or other monies which may be lawfully applied for such redemption, at that time become a debt due from and immediately payable by the Company to the holders of such Preference Shares. If and to the extent that the debt so constituted is not paid in full on the due date, the unpaid amount shall carry interest at an annual rate of 2% above the base rate from time to time of National Westminster Bank Plc in respect of the period from and including the due date down to and including the date of actual payment.

(f) If the Company is unable, because of having insufficient available profits or other monies which may be lawfully applied for such redemption, to redeem in full the relevant number of Preference Shares on the date fixed for their redemption, the Company shall redeem as many of such Preference Shares as can lawfully and properly be redeemed and shall redeem the balance as soon as it is lawfully and properly able to do so.

(g) On the date fixed for redemption, each of the holders of Preference Shares falling to be redeemed shall be bound to deliver to the Company, at the Company's registered office, the certificate(s) for such Preference Shares (or an indemnity, in a form reasonably satisfactory to the Board, in respect of any lost certificate(s)) in order that the same may be cancelled. Upon such delivery, the Company shall pay to the holder (or, in the case of any joint holders, to the holder whose name stands first in the Company's register of members in respect of such Preference Shares) the amount due to it in respect of such redemption against delivery of a proper receipt for the Redemption Monies.

Capital

(h) On a return of capital on winding-up or capital reduction or otherwise (a "Return of Capital"), the holders of the Preference Shares shall be entitled, in priority to any payment to the holders of any other class of shares, to the repayment of a sum calculated in accordance with the following formula

$$\text{RPI} \times \text{£}(1.28^{N/15})$$

where N is equal to the number of years (including fractions of a year) which have elapsed between the date of the first issue by the Company of any Preference Shares and the date of the Return of Capital, and

RPI is calculated by dividing the last figure for the Retail Prices Index to be published before the date of the Return of Capital by the last figure for the Retail Prices Index to be published before the date of the first issue by the Company of any Preference Shares

Further participation

(i) The holders of the Preference Shares shall not be entitled to any further right of participation in the profits or other assets of the Company

General Meeting

(j) The holders of the Preference Shares shall, by virtue of and in respect of their holdings of the Preference Shares, have the right to receive notice of, attend, speak and vote at a General Meeting of the Company only if a resolution is to be proposed abrogating, varying or modifying any of the rights or privileges of the holders of the Preference Shares (in which case they shall only be entitled to vote on such resolution)

(k) Except in the circumstances set out above, the holders of the Preference Shares shall not have the right to receive notice of, attend, speak or vote at any General Meeting of the Company

Voting

(l) Whenever the holders of the Preference Shares are entitled to vote on a resolution at a General Meeting of the Company, on a show of hands, every such holder who is present in person or (being a corporation) by a representative shall have one vote and, on a poll, every such holder who is present in person or by proxy shall have one vote in respect of each fully-paid Preference Share registered in the name of such holder

3 Subject to Section 80 of the Companies Act 1985, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper and Section 89(1) of the Companies Act 1985 shall not apply

TRANSFER OF SHARES

4 The Directors shall have the right in their absolute discretion and without assigning any reason therefor to refuse to register a transfer of shares. Regulation 24 shall not apply

PROCEEDINGS AT GENERAL MEETINGS

5 In the case of a corporation a resolution in writing may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative Regulation 53 shall be extended accordingly Regulation 53 (as extended) shall apply mutatis mutandis to resolutions in writing of any class of members of the Company

6 An instrument appointing a proxy (and, where it is signed on behalf of the appointor by an attorney, the letter of power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) at least one hour before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the Secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding, the meeting or adjourned meeting or poll An instrument of proxy shall not be treated as valid until such delivery shall have been effected Regulation 62 shall not apply

NUMBER OF DIRECTORS

7 The Directors shall not be less than two nor more than ten in number Regulation 64 shall be modified accordingly

ALTERNATE DIRECTORS

8 1 An alternative Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and of any committee of the Directors of which his appointor is a member and shall be entitled to attend and vote as a Director and be counted in the quorum at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles Regulations 66 and 69 shall not apply

8 2 An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct

DELEGATION OF DIRECTORS' POWERS

9 The Directors may delegate any of their powers or discretions (including without prejudice to the generality of the foregoing all powers and discretions whose exercise involves or may involve the payment of remuneration to or the conferring of any other benefit on all or any of the Directors) to committees consisting of one or more members of their body and (if thought fit) one or more other persons co-opted as hereinafter provided Insofar as any such power or discretion is delegated to a committee any reference in these Articles to the exercise by the Directors of the power or discretion so delegated shall be read and construed as if it were a reference to the exercise by such committee Any committee so

formed shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed by the Directors. Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee but so that (a) the number of co-opted members shall be less than one-half of the total number of members of the committee and (b) no resolution of the committee shall be effective unless a majority of the members of the committee present throughout the meeting are Directors

APPOINTMENT AND RETIREMENT OF DIRECTORS

10 The Directors shall not be subject to retirement by rotation and references thereto in Regulations 73 to 80 shall be disregarded

DISQUALIFICATION AND REMOVAL OF DIRECTORS

11 The office of a Director shall be vacated in any of the events specified in Regulation 81 and also if he shall in writing offer to resign and the Directors shall resolve to accept such offer or if he shall have served upon him a notice in writing signed by all his co-Directors (being at least two in number) removing him from office as Director, but so that in the case of a Managing Director such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company

REMUNERATION OF DIRECTORS

12 Any Director who serves on any Committee, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise as the Directors may determine. Regulation 82 shall be extended accordingly

INSURANCE

13 Without prejudice to the provisions of Regulation 87, the Directors shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Directors, officers, employees or auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other Company, who are or were at any time trustees of any pension fund in which employees of the Company or of any other such company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any other such company, subsidiary undertaking or pension fund, for the purposes of this Article "holding company" and "subsidiary undertaking" shall have the same meanings as in the Companies Act 1989

PROCEEDINGS OF DIRECTORS

14 On any matter in which a Director is in any way interested he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may

retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence thereof Regulations 94 to 98 shall not apply

15 All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any other form of electronic communication which allows all persons participating in the meeting to communicate with each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group where the Chairman of the meeting then is

DIVIDENDS

16 Subject to the provisions of the Companies Act 1985, the directors may pay final dividends in accordance with the respective rights of the members. Regulation 102 shall not apply

INDEMNITY

17 Subject to the provisions of and so far as may be permitted by law, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company out of its own funds against all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in conjunction with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court. Regulation 118 shall not apply

OVERRIDING PROVISIONS

18 Whenever RMC Group p l c (hereinafter called "the Parent Company"), or any subsidiary undertaking of the Parent Company, shall be the holder of not less than 90 per cent of the issued Ordinary Shares the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as against all other provisions of these Articles:-

18.1 the Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed but so that in the case of a Managing Director his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company,

18.2 no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Parent Company,

18.3 any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its Directors or by any one of its

Directors and its Secretary or some other person duly authorised for the purpose No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors

THE COMPANIES ACT 1948
and
THE COMPANIES ACTS 1985-1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
CEMEX UK OPERATIONS LIMITED

(Incorporating all amendments to 26 September 2011)

- 1 The Company's name is "CEMEX UK OPERATIONS LIMITED"*
- 2 The Company's registered office is to be situate in England
- 3 The objects for which the Company is established are

3 1(a) To establish, promote, develop and carry on all or any of the businesses of manufacturers and carriers of, and dealers and workers in, ready mixed concrete, concrete generally, cement, lime, plaster, clay, gravel, sand, stone, minerals, artificial stone, and aggregates and builders' requisites of all kinds

3 1(b) To carry on the trades or businesses of excavators and miners of lime, clay, gravel, sand, stone, minerals and aggregates of all kinds, to purchase or otherwise acquire any estate or interest in quarries, pits and lands for development into quarries or pits, and to carry on all or any of the businesses of developers and owners and masters of quarries and pits, builders and contractors for the execution of works and buildings of all kinds, contractors, engineers, carriers, agents, importers and warehousemen and manufacturers of machinery, plant and equipment of all kinds associated with any of the aforementioned businesses

3 1(c) (i) To construct, charter, purchase, or otherwise acquire and work ships and vessels of any class, and to carry on the business of shipowners and (but not by way of limitation) to enter into contracts for the carriage of clay, gravel sand and aggregates of all kinds by any means, either by its own vessels and other forms of transportation, or by use of the vessels and facilities of others

3 1(c) (ii) To work, construct, purchase or otherwise acquire any estate or interest in, any railway, wharf, pier, dock, transport terminal, buildings or works capable of being advantageously used in connection with the business of the Company

* Note On 1st November 1968 the name of the Company was changed from Readymix (Transite) Limited to RMC Transite Limited, on 9th January 1969 to Ready Mixed Concrete (Transite) Limited, on 28th December 1979 to Rombus Materials Limited, on 30th October 1998 to RMC Rombus Materials Limited, on 1st March 1999 to RMC (UK) Limited and on 22nd July 2005 to CEMEX UK Operations Limited

3 2 To carry on any other business or activity of any nature whatsoever which may seem to the Directors to be capable of being conveniently or advantageously carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view directly or indirectly to enhancing the value of or to rendering profitable or more profitable any of the Company's assets or utilising its skills, know-how or expertise

3 3 To subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities or investments of any nature whatsoever, and any options or rights in respect thereof or interests therein, and to buy and sell foreign exchange

3 4 To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments or securities

3 5 To purchase, or otherwise acquire for any estate or interest any property (real or personal) or assets or any concessions, licences, grants, patents, trade marks, copyrights or other exclusive or non-exclusive rights of any kind and to hold, develop and turn to account and deal with the same in such manner as may be thought fit and to make experiments and tests and to carry on all kinds of research work

3 6 To build, construct, alter, remove, replace, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control buildings, structures or facilities of all kinds, whether for the purposes of the Company or for sale, letting or hire to or in return for any consideration from any company, firm or person, and to contribute to or assist in or carry out any part of any such operation

3 7 To amalgamate or enter into partnership or any joint venture or profit/loss sharing arrangement or other association with any company, firm, person or body

3 8 To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm, person or body carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company

3 9 To promote, or join in the promotion of, any company, whether or not having objects similar to those of the Company

3 10 To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other securities of any description

3 11 To advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit and with or without security

3 12 To guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge or lien upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by all or any such methods, either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, indemnity or security, for the performance of any contracts or obligations, including the payment of capital or principal together with any premium or any dividends or interests on or other payment in respect of loans, credits, stocks, shares or other securities, and (without limiting the generality of the foregoing) for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's holding company as defined by Section 736 of the Companies Act 1985, of any person, firm or company including (without limiting the generality of the foregoing) any company which is the Company's holding company or any company which is contemplated to become the Company's holding company or a subsidiary, as defined by Section 736 of the Companies Act 1985 of the Company or of the Company's holding company, or otherwise associated with the Company in business or of any company, firm or person which the directors of the Company shall consider appropriate

3 13 To issue any securities which the Company has power to issue for any other purpose by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company

3 14 To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for shares or other securities, whether fully or partly paid up

3 15 To procure the registration, recognition or incorporation of the Company in or under the laws of any territory outside England

3 16 To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any purpose which may be considered likely directly or indirectly to further the interests of the Company or of its members

3 17 To establish and maintain or contribute to any pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any individuals who are or were at any time in the employment or service of the Company or of any company which is its holding company or is a subsidiary of the Company or any such holding company or otherwise is allied to or associated with the Company or any of the predecessors of the Company or any other such company as aforesaid, or who are or were at any time directors or officers of the Company or of any such other company, and the wives, widows, families and dependants and any such individuals, to establish and subsidise or subscribe to any institutions, associations, clubs or funds which may be considered likely to benefit any such persons or to further the interests of the Company or of any such other company, and to make payments for or towards the insurance of any such persons

3 18 To establish and maintain, and to contribute to, any scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of its employees or former employees, or those of its subsidiary or holding company or subsidiary of its holding company, or by or for the benefit of such other persons as may for the time being be permitted by law, or any scheme for sharing profits with its employees or those of its subsidiary and/or associated companies, and (so far as for the time being permitted by law) to lend money to employees of the Company or of any Company which is its holding Company or is a subsidiary of the Company or any such holding Company or otherwise is allied to or associated with the Company with a view to enabling them to acquire shares in the Company or its holding company

3 19 (i) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees or auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to the Company or any such other company, subsidiary undertaking or pension fund and (ii) to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability, for the purposes of this clause "holding company" and "subsidiary undertaking" shall have the same meanings as in the Companies Act 1985 as amended by the Companies Act 1989

3 20 To distribute among members of the Company in specie or otherwise, by way of dividend or bonus or by way of reduction of capital, all or any of the property or assets of the Company, or any proceeds of sale or other disposal of any property or assets of the Company, with and subject to any incident authorised and consent required by law

3 21 To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, subsidiary companies or otherwise, and either alone or in conjunction with others

3 22 To do all such other things as may be considered to be incidental or conducive to any of the above objects

And it is hereby declared that each of the objects set out in this Clause shall be treated as separate and independent objects of the Company and the widest interpretation shall be given to them. None of them (save where expressly stated) shall be in any way limited or restricted by reference to, or inference from, or treated as subsidiary or ancillary to, any other object (whether contained in the same sub-clause or any other sub-clause) or the name of the Company so that the Company shall have as full a power to exercise each of such objects as if it were the only object of a company with a name unrelated to that of the Company

4 The liability of the members is limited

Notes The original Share Capital was increased from time to time and at 11th March 1992 the Share Capital consisted of £100,000 divided into 100,000 Ordinary Shares of £1 each

On 14th December 1992 the authorised capital of the Company was increased to £100,000,000 by the creation of 99,900,000 Ordinary shares of £1 each

On 26th June 2001 the authorised capital of the Company was increased to £1,000,000,000 by the creation of 245,000,000 Ordinary shares of £1 each and 655,000,000 Unclassified shares of £1 each On the 27th June 2001 127,700,000 Unclassified shares of £1 each were re-designated as 127,700,000 Preference shares of £1 each

On 1 October 2009 the Companies Act 2006 rescinded the need to show the share capital in the Memorandum of Association and the concept of authorised capital

We the several persons whose Names, Addresses and Descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective Names

NAMES, ADDRESSES AND
DESCRIPTIONS OF SUBSCRIBERS

Number of Shares taken by
each Subscriber

Gladys Crout
Barrington House
59-67 Gresham Street
London E C 2

one

Secretary

Marion Simmons
Barrington House
59-67 Gresham Street
London E C 2

one

Secretary

Dated this 31st day of March 1960

Witness to the above Signatures -

Angela Sutton
Barrington House
Gresham Street
London E C 2.

Clerk