

Company No. 0769039



THE COMPANIES ACTS 1985 AND 1989

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COMPANY LIMITED BY SHARES

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RESOLUTIONS  
OF  
BROWN SHIPLEY DEVELOPMENT CAPITAL LIMITED

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Passed on 12 June 1997

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AT AN EXTRAORDINARY GENERAL MEETING of the above named Company,  
duly convened and held at *222 Gropes Inn Rd London*  
on *12 June* 1997 the Resolution set out below were passed as a Special  
Resolution.

1

That the Company's Memorandum of Association be and hereby is amended  
to delete clauses 3(F) and 3(J) and to include the following additional new  
clauses

"3(R) To borrow and raise money in any manner with or without security  
and, for the purposes of or in connection with the borrowing or  
raising of money by the Company, to become a member of any  
building society and to accept money on deposit and to secure or  
discharge any debt or obligation of or binding on the Company in  
such manner as may be thought fit by the Company or its Directors  
and, in particular, by the granting or creating or the permitting to  
subsist of any mortgages, charges (whether fixed or floating),  
security rights, liens or encumbrances upon the undertaking of the  
Company and all or any of its real and personal, moveable and  
immovable property, (present and future) or by granting or creating  
or the permitting to subsist of any mortgage, pledge or charge over  
all or any of the uncalled capital for the time being of the Company  
or by the creation and issue, at par or at a premium or discount and  
for such consideration and with and subject to such rights, powers,  
privileges and conditions as may be thought fit, of bonds,  
debentures, debenture stock, perpetual, redeemable or repayable or  
otherwise or of other obligations or securities of the Company of any  
description.

3(S) To lend and advance money, to place money on current account or on  
deposit and to grant or provide credit and financial accommodation

to any person, firm or company including, without limitation, any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with the Company, or any clients of or other persons having dealings with the Company, or to agents acting for or representing the Company) on such terms as may be thought fit and with or without security and to buy and sell foreign currency and to carry on the business of a banking, finance or insurance company."

3(T) To enter into any guarantees, contracts of indemnity or suretyships of all kinds and in particular, (without prejudice to the generality of the foregoing) whether with or without the Company receiving any consideration, to guarantee or to grant any indemnity in respect of or to secure (with or without a personal covenant and with or without a mortgage, charge (whether fixed or floating), security right, lien or encumbrance upon all or any part of the undertaking and assets, present and future, and the uncalled capital of the Company), the performance of any obligation, contract or liability or loss or costs or expense or the payment of any debt or sum including the principal amount thereof or any dividend, debenture stock, bond, share or other security of any person, firm or company including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or otherwise associated with the Company in business."

3(U) To the extent that the same is permitted by law, to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Companies Act 1985) for the purpose of or in connection with the purchase or subscription of or for shares in the Company or the Company's holding company for the time being (as defined by Section 736 of the Companies Act 1985) and to give such assistance by any means howsoever permitted by law."



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Director

**THE COMPANIES ACT, 1948**

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**COMPANY LIMITED BY SHARES**

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**Memorandum of Association**

**of**

**BROWN SHIPLEY DEVELOPMENT CAPITAL LIMITED**

- 1     The name of the Company is "BROWN SHIPLEY DEVELOPMENT CAPITAL 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 trust company and to undertake and to transact all kinds of trust and agency business.
  - (B)    To invest the capital and other moneys of the Company in the purchase or upon the security of shares, stocks, debentures, debenture stocks, bonds, mortgages, obligations and securities of any kind issued or guaranteed by any company, corporation or undertaking of whatever nature and wheresoever constituted or carrying on business, including shares or units or sub-units or other rights of participation of or in any trust and shares, stocks, debentures, debenture stocks, bonds, mortgages, obligations and other securities issued or guaranteed by any government, sovereign ruler, commissioners, trust, municipal, local or other authority or body of whatever nature whether at home or abroad.
  - (C)    To acquire any such shares, stocks, debentures, debenture stocks, bonds, mortgages, obligations, units, sub-units or other rights of participation and other securities by original subscription, syndicate, participation, tender, purchase, exchange, underwriting or otherwise and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof.
  - (D)    To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.
  - (E)    To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought

expedient, and to make experiments and tests and to carry on all kinds of research work.

- (F) 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 the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (G) 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.
- (H) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (I) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (J) To lend money and guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (K) To purchase or lend money on the security of any freehold, copyhold or leasehold property in Great Britain or elsewhere and to deal with and turn to account the same as may seem expedient.
- (L) 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 stocks, shares or securities of any other company whether fully or partly paid up.
- (M) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (N) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (O) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such

persons or otherwise advance the interest of the company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.

- (P) 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 or otherwise, and either alone or in conjunction with others.
- (Q) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.
- (R) To borrow and raise money in any manner with or without security and, for the purposes of or in connection with the borrowing or raising of money by the Company, to become a member of any building society and to accept money on deposit and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit by the Company or its Directors and, in particular, by the granting or creating or the permitting to subsist of any mortgages, charges (whether fixed or floating), security rights, liens or encumbrances upon the undertaking of the Company and all or any of its real and personal, moveable and immovable property, (present and future) or by granting or creating or the permitting to subsist of any mortgage, pledge or charge over all or any of the uncalled capital for the time being of the Company or by the creation and issue, at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, of bonds, debentures, debenture stock, perpetual, redeemable or repayable or otherwise or of other obligations or securities of the Company of any description.
- (S) To lend and advance money, to place money on current account or on deposit and to grant or provide credit and financial accommodation to any person, firm or company including, without limitation, any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with the Company, or any clients of or other persons having dealings with the Company, or to agents acting for or representing the Company) on such terms as may be thought fit and with or without security and to buy and sell foreign currency and to carry on the business of a banking, finance or insurance company.
- (T) To enter into any guarantees, contracts of indemnity or suretyships of all kinds and in particular, (without prejudice to the generality of the foregoing) whether with or without the Company receiving any consideration, to guarantee or to grant any indemnity in respect of or to secure (with or without a personal covenant and with or without a mortgage, charge (whether fixed or floating), security right, lien or encumbrance upon all or any part of the undertaking and assets, present and future, and the uncalled capital of the Company), the performance of any obligation, contract or liability or loss or costs or expense or the payment of any debt or sum including the principal amount thereof or any dividend, debenture stock, bond, share or other security of any person, firm or company including (without prejudice to the generality of the foregoing) any company which is

for the time being a subsidiary or a holding company of the Company or otherwise associated with the Company in business.

- (U) To the extent that the same is permitted by law, to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Companies Act 1985) for the purpose of or in connection with the purchase or subscription of or for shares in the Company or the Company's holding company for the time being (as defined by Section 736 of the Companies Act 1985) and to give such assistance by any means howsoever permitted by law.

And it is hereby declared that the object of the Company as specified in each of the foregoing paragraphs of this clause (except only in so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

- 4 The liability of the members is limited.
- 5 The share capital of the Company is £250,000 divided into 250,000 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.
<p>J. BENNINGTON, Barrington House, 59-67, Gresham Street, London, E.C.2.  <i>Secretary.</i></p>	<p>One.</p>
<p>JILL GRACE, Barrington House, 59-67, Gresham Street, London, E.C.2.  <i>Secretary.</i></p>	<p>One.</p>
<p>Total Shares taken ...</p>	<p>Two.</p>

DATED the 16th day of July, 1963.

WITNESS to the above Signatures:—

J. A. WILES,  
Barrington House,  
59-67, Gresham Street,  
London, E.C.2.  
  
*Secretary.*