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THE COMPANIES Acts 1948 to 1967

A COMPANY LIMITED BY SHARES

**Memorandum of Association
of
COGENT NOMINEES LIMITED**

Incorporated 13 August 1973



The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum of Association

of

COGENT NOMINEES LIMITED¹

1. The name of the Company is "Cogent Nominees 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 act as nominee or agent either solely or jointly for any person or persons, company, corporation, government, state or province or of any municipal or other authority or public body.
 - b) To hold in trust as trustees or as nominees of any person or persons, company, corporation, government, state or province or of any municipal or other authority or public body and deal with, manage and turn to account any real and personal property of all kinds and in particular shares, stocks, debentures, debenture stock, bonds, securities and investments policies, book debts, claims, and choses in action, lands, buildings, hereditaments, business concerns and undertakings, mortgages, charges, annuities, patents, licences and any interest in real or personal property or against any person or company.
 - c) To act as trustee of any deeds constituting or securing any debentures, debenture stock or other securities or obligations and to undertake and execute any other trusts and also to undertake the office of executor, administrator, receiver, treasurer or registrar, and to undertake and execute any agency or commission and to act generally as agents, factors and brokers.
 - d) To keep for any company, government, 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, the issue of certificates, or otherwise.
 - e) To pay all expenses of and incidental to the formation and establishment of the Company.
 - f) To acquire and hold shares, stocks, debentures, debenture stock bonds, notes, obligations and securities, to vary, sell and dispose of the assets and investments of the Company from to time and generally to carry all kinds of financial commercial and other operations.
 - g) To carry on any other business similar to or complementary to the foregoing businesses or any of them or which, in the opinion of the Company, can be

¹ The Company was incorporated on 13 August 1973 with the name America Square Nominees Limited. Its name was changed to Henderson Nominees Limited on 10 February 1875. On 9 May 2003 it changed its name to Cogent Nominees Limited.

conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.

- h) To obtain or acquire by application, purchase, licence or otherwise, and to exercise, use and work and to sell, grant and otherwise dispose of licences to others to exercise, use and work patent rights, brevets d'invention, concessions or protections in any part of the world for any invention, mechanism or process, secret or otherwise, and to disclaim, alter or modify such patent rights or protection, and also to acquire, use and register trade marks, trade names, registered or other designs, rights of copyright or other rights or privileges in relation to any business for the time being carried on by the Company.
- i) To insure against fire, storms, marine or any other risks any of the Company's property.
- j) To establish agencies and branches and appoint agents and others to assist in the conduct or extension of the Company's business or to acquire agencies licenses or concessions for the purposes aforesaid and to regulate and discontinue the same.
- k) To borrow or raise or secure the payment of the money for the purposes of or in connection with the Company's business and to enter into or accept any guarantees or indemnities whether of the liabilities of the Company or of any third party and to give charges in support thereof.
- l) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures, mortgage debentures, convertible debentures, debenture stock, bonds, obligations and securities of all kinds, payable to bearer or otherwise, and either permanent or redeemable or repayable and collaterally or further to secure any securities of the Company or of any third party by a trust deed or other assurance.
- m) To sell, exchange, let on rent, share of profits, royalty or otherwise, to grant licences, easements, options and other rights over, and in any other manner to 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 (fully or partly paid up), debentures, debenture stock or other obligations or securities of any other Company.
- n) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest and to take options over any property, real or personal, or rights of any kind whatsoever and wheresoever situate which may be considered to be necessary or convenient for the purpose of or in connection with any of the Company's objects.
- o) To develop any land, buildings or other property in which the Company is interested, and to erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, tanks, pipelines, stores, factories, buildings, works, plant and machinery which the Company may consider, directly or indirectly, conducive to any of its objects and to contribute to or subsidise the development, erection, construction, improvement and maintenance of any of the above, and to purchase, charter, hire, build or otherwise acquire aircraft and steam or other ships or vessels, and to employ the same in the carriage of passengers, mails and merchandise of all kinds and to carry on the business of shipowners, bargeowners and lightermen in all of its branches.

- p) To receive money on deposit or loan upon such terms as the Directors of the Company may approve and issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum and also by way of securities for the performance of any contracts or obligations of the Company or other persons or corporations.
- q) To grant pensions, allowances, gratuities and bonuses to and to make payments for or towards insurance on the life or lives of Directors, ex-Directors, officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid their dependants or connections, and to support or subscribe to any charitable funds or institutions, society or club, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or such persons as aforesaid or may be connected with any town or place where the Company carries on business, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company, or such persons as aforesaid, join, participate in, and to subsidise or assist any association or employers or employees or any trade association.
- r) To advance, deposit or lend money, securities and property to or with such persons (including, but without prejudice to the generality of the foregoing, to or with the directors of the Company) and on such terms as may seem expedient, and to create, draw, make, accept, endorse, negotiate, execute, issue, discount, buy, sell and deal in bills, notes, bills of lading, warrants, coupons, debentures and other negotiable or transferable instruments and to issue dock and warehouse warrants.
- s) To take, make, execute, enter into, commence, carry on, prosecute and defend all steps, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements and schemes, and to do all other acts, matters and things which shall at any time appear conducive or expedient for the protection of the Company as holder of or interested in the investments and securities or other property for the time being of the Company, or for obtaining payment of any monies in respect thereof.
- t) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and in particular, without prejudice to the generality of the foregoing, by the payment of annual sums for such periods as the Company may agree.
- u) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company either in cash, by instalments, or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, in debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another and generally on such terms as the Company may determine and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- v) To enter into any partnership or joint-purse arrangement or arrangement for

sharing profits, union of interest or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company.

- w) To establish or promote or concur in establishing or promoting any other company whose objects shall include any of the objects of the Company or the acquisition and taking over of all or any of the assets and liabilities of the Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interest of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- x) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- y) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership or any arrangement of the nature of partnership or in other manner.
- z) To distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- aa) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors, trustee or otherwise.
- bb) Generally to do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that in the construction of this Clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this Clause shall, except where otherwise expressed therein, be in no way limited by reference to any other paragraph or in the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.

5. The share capital of the Company is £100 divided in 100 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

N A Mead

70 North Avenue
Chelmsford
Essex

ONE

Chartered Secretary

D R Hampton

43 Whitelands Avenue
Chorleywood
Herts

ONE

Chartered Secretary

Dated this 9th day of July 1973

WITNESS to the above signatures:-

J M Brown
8 North Kelsey Road
Caistor
Lincolnshire