

No. of Company .....

1142836

Form No. 41  
(No registration  
fee payable)

## THE COMPANIES ACTS 1948 TO 1967

### Declaration of compliance

Pursuant to Section 15(2) of the Companies Act 1948

Name of Company ..... PERTH INVESTMENTS LIMITED ..... Limited\*

I, .... Peter John Murray RODGER .....  
of .... 4 Great St. Helens, London EC3P 3EP .....

Do solemnly and sincerely declare that I am (see note (a) below) ..... a Solicitor engaged in .....  
..... the formation .....  
of ..... Perth Investments Limited .....

..... Limited\*

And that all the requirements of the Companies Act, 1948, in respect of matters preceding 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 .... London 9 St Helens Place .....  
..... 22.3 .....

the ..... 22 ..... day of ..... October .....  
one thousand nine hundred and ..... Seventy Three .....  
before me.

.....  
A Commissioner for Oaths (see note (b) below)

(a) "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 "a person named in the articles of association as a secretary"

(b) or Notary Public or Justice of the Peace

\* Delete "Limited" if not applicable.

Presented by: Legal Department,  
Save and Prosper Group Limited,  
4 Great St. Helens,  
LONDON EC3P 3EP

Presenter's reference: C' /SLT

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

1142836

of

PERTH INVESTMENTS LIMITED

1. The name of the Company is "PERTH INVESTMENTS LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are-
  - (1) To acquire, adopt, exchange, amalgamate, take over, control, reconstruct, reorganise, or merge any other company, association, firm, joint adventure, authority, trading company or partnership.
  - (2) To promote, establish, manage, regulate and carry on, either alone or with others, any investment, unit or other trust or pool (whether fixed or flexible or a combination thereof) of or concerning the shares, stocks, debentures, debenture stocks, bonds, loans, obligations and securities, issued to guaranteed by any company, or body (including any government, sovereign ruler, public body or authority) and whether situated or carrying on business at home or abroad, or of or concerning any real or personal property of any tenure or description and wherever situate.
  - (3) To acquire, hold, dispose of, deal in or any such shares, stocks, debentures, debenture stocks, bonds, loans, obligations or securities as aforesaid, or any property, right or interest therein, by original subscription, tender, purchase, exchange 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 also to purchase, take on lease, mortgage or otherwise acquire real or personal property of any tenure or description and for any estate or interest therein and to hold and from time to time vary, dispose of and generally turn to account such investments.
  - (4) To act as trustee or manager of, or depository for any shares, stocks, debentures, debenture stocks, bonds, loans, obligations and securities, and real or personal property of any tenure and issue certificates or instruments evidencing



the right or title of any person, partnership, body of persons or corporation, or the bearer of any such certificates or instruments, to a proportionate share or interest in any such shares, stocks, debentures, debenture stocks, bonds, loans, obligations or securities and real or personal property or any right or interest thereon.

- (5) To undertake and execute trusts of every kind and to undertake the office of executor, administrator, committee, attorney, treasurer, manager, depositary, agent or any office or situation of trust or confidence, whether gratuitously or otherwise, and to act therein and perform the duties and functions incident thereto, either in the name of the Company or by or through an agent or syndicate or otherwise, and generally to transact all kinds of trust or agency business whether gratuitously or otherwise.
- (6) To undertake and to carry on and execute all kinds of financial, commercial, trading and other operations, and to carry on any other business, including that of an investment trust company, which may seem to be capable of being conveniently carried on in connection with any of these objects.
- (7) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patent rights, licences, secret processes, machinery, plant, stock-in-trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (8) 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 for that or any other lawful purpose to create 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 to create and issue on such terms and conditions as may be thought expedient, debentures, debenture stock or other securities of any description.
- (9) To draw, make, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal in bills of exchange, promissory notes and other negotiable or transferable instruments.
- (10) To undertake and transact all kinds of trust and agency business.
- (11) to make loans and advances, with or without security, to guarantee the fulfilment of contracts and obligations, including power to guarantee dividends on shares and the interest on and redemption of debentures issued by any other company, and to give indemnities, warranties and bonds.

- (12) To sell, let, exchange, develop, improve, dispose of or otherwise deal with the undertaking or all or any part of the property, rights or privileges of the Company upon any terms, with power to accept payment or part payment by instalments and any shares, stock, debentures, debenture stock or securities of any kind, whether fully or partly paid up as payment or part payment for the same.
- (13) To acquire and undertake the whole or any part of the business, property and liabilities of, and to amalgamate or enter into any partnership, profit-sharing or joint adventure with, any person, firm, association, company or authority carrying on any business similar, analogous or subsidiary to any of the objects of the Company or capable of being conducted so as directly or indirectly to benefit the Company or possessing any property suitable for the purposes of the Company, and to promote any other company or enterprise the promotion of which shall seem desirable.
- (14) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company, or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of, and guarantee the payment of the dividends, interest or capital of, any shares, stock or securities issued by, or any other obligations of, any such company.
- (15) To pay for any property or business or for any services rendered to the Company, either wholly or partly in shares, stocks, debentures, debenture stock, obligations or securities of or belonging to the Company.
- (16) To obtain any act, decree, order or licence of any legislature or public or other authority which may seem conducive to the Company's objects or any of them or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (17) To provide or secure to any members or customers of the Company, or to the holders of any vouchers or other instruments issued for the purpose, any chattels, benefits or special privileges which may seem expedient, and either gratuitously or otherwise, and generally to adopt any means of making known and promoting the business of the Company.
- (18) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition or trade society, 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.

- (19) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and 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 any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been 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 to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any 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.
- (20) To pay the costs and expenses of and incidental to the promotion and registration of the Company, and of and incidental to the acquisition or disposal or the proposed acquisition or disposal by it of any property, rights or interests.
- (21) To distribute any of the assets of the Company in specie and either by way of dividend or upon any return of capital.
- (22) To cause the Company to be registered or legally recognised in any country or place.
- (23) To do any or all of the foregoing things in any part of the world, and either along or in conjunction with or through the agency of others, including power of delegation (with or without the right of sub-delegation and substitution) to any attorney or attorneys.
- (24) To carry on any other business which may seem to the Company capable of being conducted directly or indirectly for the benefit of the Company.
- (25) To do all such other things as are incidental or conducive to the attainment of the above objects.

And it is hereby declared that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership of other body of persons, whether corporate or incorporate, and whether domiciled in the United Kingdom or elsewhere. The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in

any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

4. The liability of the members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each.

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.

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NAMES, ADDRESSES AND DESCRIPTIONS  
OF SUBSCRIBERS.

Number of Shares  
taken by each  
Subscriber.

---

ANTHONY HAMILTON DOGGART  
23 Ovington Gardens,  
London S.W.3

Company Secretary

*A. H. Doggart*

One

CHRISTOPHER ARNOLD  
33A Kinver Road,  
London S.E.26

Legal Adviser

*C. Arnold*

One

---

DATED this      day of      1973

WITNESS to the above Signatures:-

S. L. Trebilcock,  
34 Rodway Road,  
Bromley, Kent.

Secretary

The Companies Acts 1948 to 1967

1142836/4

\_\_\_\_\_  
C O M P A N Y   L I M I T E D   B Y   S H A R E S  
\_\_\_\_\_

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

PERTH INVESTMENTS LIMITED

\_\_\_\_\_  
Incorporated the      day of  
\_\_\_\_\_

THE COMPANIES ACTS 1948 to 1967

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

of

PERTH INVESTMENTS LIMITED

1. The regulations contained in Part 11 of Table A in the First Schedule to the Companies Act, 1948 as amended by Part 111 of the Eighth Schedule to the Companies Act, 1967 (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these regulations.
2. Regulations 24, 53, 75, 89 to 97 (inclusive) and 106 in Part 1 of Table A and Regulation 5 in Part 11 of Table A shall not apply to the Company.
3. All unissued shares shall be at the disposal of the Directors, and they may (subject to the provisions of the Act) allot, grant options over, or otherwise dispose of them to such persons at such times and on such terms as they think proper, but so that no shares shall be issued at a discount, except in accordance with the provisions of the Act.
4. In Regulation 11 of Part 1 of Table A the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.
5. In Regulation 15 of Part 1 of Table A the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.
6. In Regulation 58 of Part 1 of Table A the words "or not carried by a particular majority" shall be inserted after the words "or lost".
7. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a general meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.
8. Unless and until otherwise determined by the Company in general meeting the numbers of the Directors shall not be less than two in number. The first Directors shall be appointed in writing by the subscribers to the Memorandum of Association.
9. The Directors shall have power at any time, and from time to time, to appoint any person or persons to be a Director or Directors, either to fill a casual vacancy or as an addition to the existing Directors.



10. (1) Each Director shall have power from time to time to nominate another Director or any person, not being a Director, who has been approved for the purpose by a majority of the other Directors to act as his alternate Director and at his discretion to remove such alternate Director.
- (2) An alternate Director shall (except as regards power to appoint an alternate Director and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors, and shall be entitled to receive notices of all meetings of the Directors and to attend speak and vote at any such meeting at which his appointor is not present.
- (3) One person may act as alternate Director to more than one Director and while he is so acting shall be entitled to a separate vote for each Director he is representing and, if he is himself a Director, his vote or votes as an alternate Director shall be in addition to his own vote as a Director.
- (4) Any appointment or removal of an alternate Director may be made by cable, telegram or radiogram or in any other manner approved by the Directors. Any cable, telegram or radiogram shall be confirmed as soon as possible by letter, but may be acted upon by the Company meanwhile.
- (5) If a Director making any such appointment as aforesaid shall cease to be a Director otherwise than by reason of vacating his office at a meeting of the Company at which he is re-elected, the person appointed by him shall thereupon cease to have any power or authority to act as an alternate Director.
- (6) A Director shall not be liable for the acts and defaults of any alternate Director appointed by him.
- (7) An alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote.
11. No person shall be disqualified from being or becoming a Director by reason of his attaining or having attained the age of 70 or any other age.
12. The proviso to Regulation 79 in Part I of Table A shall not apply to the Company.
13. A Director and alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.
14. A resolution in writing signed by all the Directors (other than a Director for the time being absent from the United Kingdom and not represented by an alternate Director) shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors, but so that the expression "Director" in this Article shall not include an alternate Director unless he has been appointed by a Director who is for the time being absent from the United Kingdom.

15. 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" at the end of Regulation 86 in Part 1 of Table A shall not apply to the Company.

16. A Director (including an alternate Director) who has duly declared his interest therein may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted, and he shall be counted in the quorum when any such contract or arrangement is under consideration, and paragraphs (2) and (4) of Regulation 84 in Part 1 of Table A shall not apply to the Company.

17. At the end of Regulation 6 of Part 11 of Table A the words "or a close company within the meaning of the Finance Act 1965 or any statutory modification or re-enactment thereof" shall be added.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

ANTHONY HAMILTON DOGGART  
23 Ovington Gardens,  
London S.W.3

*A. H. Doggart*

Company Secretary

CHRISTOPHER ARNOLD  
33A Kinver Road,  
London S.E.26

*Christopher Arnold*

Legal Adviser

---

DATED this      day of      1973

WITNESS to the above Signatures:-

S. L. Trebilcock,  
34 Rodway Road,  
Bromley, Kent.

Secretary



## CERTIFICATE OF INCORPORATION

No. 1142836

I hereby certify that

**PERTH INVESTMENTS LIMITED**

was duly incorporated under the Companies Act 1948 to 1967 and that the  
company is duly registered in the Companies Register of the Registrar of Companies for the  
County of Perth.

Witness my hand and the seal of the Registrar of Companies for the County of Perth

**1st November 1973**

A handwritten signature in dark ink, appearing to read 'M. Taylor'.

Registrar of Companies for the County of Perth

No. of Company 1142536

11A

# THE COMPANIES ACTS 1948 to 1967

## Notice of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES

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

Perth Investments

†State whether  
Ordinary or  
Extraordinary  
or Special  
Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,  
that by a† Ordinary Resolution of the Company dated the  
tenth day of February 19 75 the nominal capital of the  
Company has been increased by the addition thereto of the sum of £ 900  
beyond the registered capital of £ 100

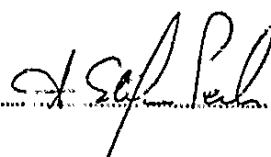
The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
900	Ordinary	£1

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

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

Signature



State whether Director  
or Secretary

Secretary

Dated the 3rd day of March 1975

Presented by

Presenter's Reference

A.S. Peck

4 Great St. Helens

London EC3

(see notes overleaf)

No. 1142836

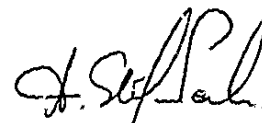
113

PERTH INVESTMENTS LIMITED

At an Extra Ordinary General Meeting of the above named Company held on Monday, 10th February, 1975 the following Resolution was passed as an Ordinary Resolution

RESOLUTION

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

  
A.S. Peck  
Secretary

2

**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  
as amended by the Companies Act 1976

Please do not  
write in this  
binding margin

**To the Registrar of Companies**

For official use      Company number

[[111]]

1142836

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

- delete if inappropriate

Name of company

PERTH INVESTMENTS

Limited\*

hereby gives you notice in accordance with section 110(3) of the Companies Act 1948 that the register of members is now kept at:

1, FINSBURY AVENUE.

LONDON EC2M 2QY

in lieu of"

4 GREAT ST HELENS  
LONDON  
EC3P 3EP

where it was previously kept

delete as appropriate

**Signed**

[Director] [Secretary]† Date 7 AUG 1985

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

For official use  
General section

Post room

SAVE & PROTECT GROUP LIMITED  
1, FINCHLEY AVENUE.  
LOUGHBORN LONDON N4

DLT

10 AUG 1985  
EG  
OFFICE

# G

COMPANIES FORM No. 225(1)

# 225(1)

## Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies

For official use

Company number


1142836
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Name of company

\*Insert full name of company

* PERTH INVESTMENTS LTD
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**Note**  
Please read notes 1 to 4 overleaf before completing this form

†Delete as appropriate

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come to an end is

Day Month

3	1	0	3
---	---	---	---

The current accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and ~~is to be treated as having come to an end~~ [will come to an end]† on

Day Month Year

3	1	0	3	1	9	8	9
---	---	---	---	---	---	---	---

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [~~holding company~~]† of Robert Fleming Holdings Ltd\_\_\_\_\_, company number 1161445  
the accounting reference date of which is 31st March

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on \_\_\_\_\_  
and it is still in force.

Signed

Designation: SECRETARY

Date

01 AUG 1988

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

For official use  
General Section

Post room

† Insert  
Director,  
Secretary,  
Receiver,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

1142036

PERTH INVESTMENTS LIMITED

1 Finlbury Avenue, London EC2M 2QY	ON 4th January 1994
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GENERAL MEETING

Present: P T Bateman (representing Save & Prosper Group Ltd)  
K B Civval (representing Save & Prosper Nominees Ltd)

In  
Attendance: S E Sanders

NOTICE OF MEETING

The Notice convening the meeting was taken as read.

ELECTIVE RESOLUTION

It is hereby unanimously resolved as an elective resolution in accordance with Section 379A of the Companies Act 1985 ("the Act"):

THAT (A) The provisions of Section 80A of the Act shall apply instead of the provisions of Section 80 (4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said Section 80.

(B) The company hereby elects:

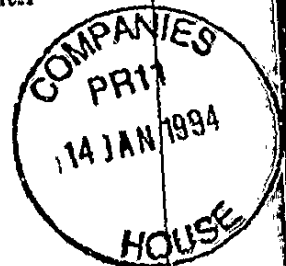
- (i) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the company in general meeting;
- (ii) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings;
- (iii) pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually.

I hereby certify the within to be a true copy of the  
of which it purports to be a copy

Dated: 10/1/94

AGM93.63 *Maya Smith*  
Secretary

Save & Prosper Group Limited



CHAIRMAN  
INITIALS