

Number of
Company }

1184193//

Form No. 41
(No registration fee payable)

THE COMPANIES ACTS 1948 to 1967

Declaration of Compliance with the requirements of the Companies Act 1948 on application for registration of a Company

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

Insert the
Name of the
Company

Trushelfco (No.29)

LIMITED

Presented by

Presentor's Reference TB/GT

Slaughter and May

35 Basinghall Street

London EC2V 5DB

[Signature]
A Commissioner for Oaths (b)

1184193/3

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

TRUSHELF CO (NO. 29) LIMITED

SEP-4 1966

PM 050.00

1. The name of the Company is "TRUSHELF CO (NO. 29) 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 any business, undertaking, transaction or operation commonly carried on or undertaken by manufacturers, merchants and dealers (both wholesale and retail) in all or any articles of commercial and personal use and consumption, importers, exporters, shipowners, bankers, factors, capitalists, promoters, financiers, real property dealers and investors, concessionaires, brokers, contractors, mercantile and general agents, advertising agents, publishers, carriers and transporters of all kinds and to carry on all or any of the said businesses either together as one business or as separate distinct businesses in any part of the world.

(B) To acquire and assume for any estate or interest and to take options over, construct develop or exploit any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person and to act and carry on business as a holding company.

(C) To manufacture, process, import, export, deal in and store any goods and other things and to carry on the business of manufacturers, processors, importers, exporters and storers of and dealers in any goods and other things.

(D) To acquire and exploit lands, mines and mineral rights and to acquire, explore for and exploit any natural resources and to carry on a



business involving the ownership or possession of land or other immovable property or buildings or structures thereon and to construct, erect, install, enlarge, alter and maintain buildings, plant and machinery and to carry on business as builders, contractors and engineers.

- (E) To provide services of all descriptions and to carry on business as advisers, consultants, brokers and agents of any kind.
- (F) To advertise, market and sell the products of the Company and of any other person and to carry on the business of advertisers or advertising agents or of a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind.
- (G) To provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on any business involving any such provision.
- (H) To lend money, and grant or provide credit and financial accommodation, to any person and to carry on the business of a banking, finance or insurance company.
- (I) To invest money of the Company in any investments and to hold, sell or otherwise deal with such investments, and to carry on the business of a property or investment company.
- (J) To acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company.
- (K) To enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out exercise and comply with the same.
- (L) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities.

- (M) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums interest dividends and other moneys payable on or in respect of any securities or liabilities of, any person, 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 another subsidiary of a holding company of the Company or otherwise associated with the Company.
- (N) To amalgamate or enter into partnership or any profit-sharing arrangement with, and to co-operate or participate in any way with, and assist or subsidise any person.
- (O) To accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities, whether negotiable or otherwise.
- (P) To apply for and take out, purchase or otherwise acquire any trade and service marks and names, designs, patents, patent rights, inventions and secret processes and to carry on the business of an inventor, designer or research organisation.
- (Q) To sell, exchange, mortgage, charge, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over, and in any other manner deal with or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities.
- (R) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.

- (S) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of any securities of the Company or in or about the formation of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of company, fund, trust or business promoters or managers and of underwriters or dealers in securities, and to act as director of and as secretary, manager, registrar or transfer agent for any other company and to act as trustee of any kind and to undertake and execute any trust.
- (T) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (U) To grant pensions, annuities, or other allowances, including allowances on death, to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or who the Company considers have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any associations, institutions, clubs, schools, building and housing schemes, funds and trusts, and to make payments towards insurances or other arrangements likely to benefit any such persons or otherwise advance the interests of the Company or of its Members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of the Company or of its Members or for any national, charitable, benevolent, educational, social, public, general or useful object.
- (V) To cease carrying on or wind up any business or

activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.

- (W) To distribute any of the property of the Company among its creditors and Members in specie or kind.
- (X) To do all or any of the things or 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.
- (Y) To carry on any other business or activity and do anything of any nature which in the opinion of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking property or assets or otherwise to advance the interests of the Company or of its Members.
- (Z) To do all such other things as in the opinion of the Company are or may be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that "company" in this clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or 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.

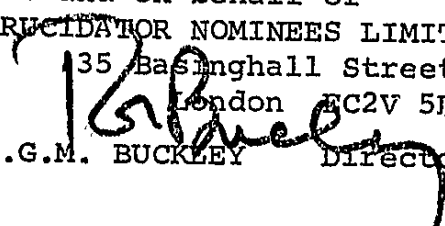
4. The liability of the Members is limited.

5. The share capital of the Company is £7 divided into 7 Shares of £1 each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

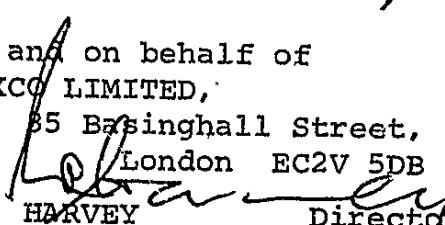
WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of the Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS.

Number of Shares
taken by each
Subscriber.

For and on behalf of
TRUCIDATOR NOMINEES LIMITED,
35 Basinghall Street,
London EC2V 5DB

T.G.M. BUCKLEY Director

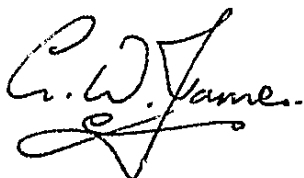
One /

For and on behalf of
Trexco Limited,
35 Basinghall Street,
London EC2V 5DB

R.C. HARVEY Director

One /

DATED the 2nd day of September 1974

WITNESS to the above Signatures :-



G.W. James, Solicitor's Articled Clerk,
35, Basinghall Street,
London, EC2V 5DB.

1184193/4

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

TRUSHELF CO (NO. 29) LIMITED

PRELIMINARY

1. The Regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A") shall, except where the same are excluded or varied by or are inconsistent with these Articles, apply to the Company. Except as otherwise stated references herein to Regulations in Table A shall be construed as referring to those contained in Part I thereof.

2. Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Directors at such time or times as they may consider expedient and further may be suffered by them to be in abeyance whether such branch or kind of business may have been actually commenced or not so long as the Directors may consider it expedient not to commence or proceed with the same.

3. The share capital of the Company is £7 divided into 7 Shares of £1 each.

4. Subject to any direction to the contrary that may be given by the Company in general meeting all the shares of the Company for the time being unissued shall be at the disposal of the Directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as the Directors may determine, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.

GENERAL MEETINGS

5. Subject to the provisions of the Act a resolution in writing signed by all the Members of the Company who would be entitled to receive notice of and to attend and vote at a general meeting at

which such resolution was to be proposed or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and signature in the case of a corporate body which is a Member shall be sufficient if made by a director thereof or its duly appointed attorney. Regulation 5 of Part II of Table A shall not apply.

DIRECTORS

6. Unless and until otherwise determined by the Company in general meeting the number of Directors shall not be less than two. Regulation 75 of Table A shall not apply. The first Directors shall be appointed in writing by the subscribers to the Memorandum of Association.

7. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the Directors may determine.

8. The Directors may exercise all the powers of the Company to borrow or raise 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 (including its holding company). Regulation 79 of Table A shall not apply.

9. The Board may pay and agree to pay pensions or other retirement, superannuation, death or disability benefits or allowances to or to any person in respect of any Director or former Director who may hold or may have held any executive office or employment under the Company or any subsidiary company of the Company or its holding company (if any) and for the purpose of providing any such pensions or other benefits or allowances may contribute to any scheme or fund and may make payments towards insurances or trusts in respect of such person. Regulation 87 of Table A shall not apply.

10. A Director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a Meeting of the Directors in

accordance with Section 199 of the Act. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present. Paragraphs (2) and (4) of Regulation 84 of Table A shall not apply.

11. The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the Registered Office of the Company remove any Director from office or appoint any person to be Director.

12. 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 (subject to Regulation 88 of Table A) hold office until he is removed pursuant to the last preceding Article.

13. Regulations 89 to 97 (inclusive) of Table A shall not apply.

14. Each Director shall have power by writing under his hand to nominate any person to act as his alternate Director during his absence, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall, except as regards remuneration and the power to appoint an alternate, subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. Any alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director.

PROCEEDINGS OF DIRECTORS

15. A resolution in writing signed by all the Directors for the time being entitled to receive notice of Meetings of the Directors shall be as

effective 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. Regulation 106 of Table A shall not apply.

EXECUTIVE DIRECTORS

16. The Directors may from time to time appoint one or more of their body to an executive office (including but without limitation that of Managing Director, Manager or any other salaried office) for such period and on such terms as they shall think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. The appointment of a Director so appointed shall (subject to the terms of any such agreement as aforesaid) be automatically determined ipso facto if he cease from any cause to be a Director. Regulation 107 of Table A shall not apply to the Company.

17. A Managing Director, Manager or other Executive Officer as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits or otherwise howsoever) as the Directors may determine. Regulation 108 of Table A shall not apply to the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

For and on behalf of
TRUCIDATOR NOMINEES LIMITED,

35 Basinghall Street,
London EC2V 5DB


T.G.M. BUCKLEY Director

For and on behalf of
TREXCO LIMITED,

35 Basinghall Street,
London EC2V 5DB


R.C. HARVEY Director

DATED the 2nd. day of September 1974

WITNESS to the above Signatures :-



G. W. James,
Solicitor's Articled Clerk,
35, Basinghall Street,
London, EC2V 5DB.



CERTIFICATE OF INCORPORATION

No. 1184193

I hereby certify that

TRUSHELFCO (NO. 29) LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 16th September 1974

A handwritten signature in cursive script, appearing to read 'R. L. Taylor'.

R. L. TAYLOR

Assistant Registrar of Companies

No.1184193

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

CY20120 2402 LT. 040.00

RESOLUTION

of

TRUSHELFCO (NO.29) LIMITED

33 31

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 35 Basinghall Street, London, EC2V 5DB on 25th October 1974, the following Resolution was duly passed as a SPECIAL RESOLUTION.

RESOLUTION

THAT subject to the consent of the Department of Trade the name of the Company be changed to "The City Fire Office Limited".

R. G. Lucas

Chairman



SLAUGHTER AND MAY
35, BASINGHALL ST.
LONDON, E.C.2 GB/CH/K2



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

33 31

No. 1184193

8

I hereby certify that

TRUSHELFCO (NO. 29) LIMITED

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

THE CITY FIRE OFFICE LIMITED

Given under my hand at London the 12th November 1974

N. TAYLOR

Assistant Registrar of Companies



THE COMPANIES ACTS 1948 to 1967

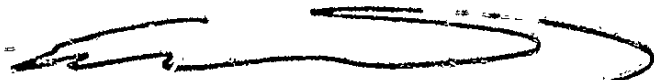
COMPANY LIMITED BY SHARES

RESOLUTION
OF
THE CITY FIRE OFFICE LIMITED

At an EXTRAORDINARY GENERAL MEETING of THE CITY FIRE OFFICE LIMITED held at Phoenix House, 4-5 King William Street, London, EC4P 4HR on Thursday 3rd April 1980, the following Resolution was duly passed as an ORDINARY RESOLUTION:-

RESOLUTION

That the authorised share capital of the company be increased from £7 to £100,000 by the creation of an additional 99,993 shares of £1 each.



E R WILLS

Secretary



THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

ase do not
e in this
ding margin

ase complete
bly, preferably
ack type, or
d block lettering

ate if
ppropriate

ate as
ppropriate

ate

s notice and a
ted copy of
resolution
horising the
ease must be
arded to the
strar of
panies
in 15 days
or the passing
ne resolution

ate as
ppropriate

To the Registrar of Companies

For official use/ Company number

33

1184 193

Name of Company

THE CITY FIRE OFFICE

Limited*

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by {ordinary}

[extraordinary] [special]† resolution of the company dated 3rd April 1988

the nominal capital of the company has been increased by the addition thereto of the sum of

£ 99,993 beyond the registered capital of £ 7

A printed copy of the resolution authorising the increase is forwarded herewith

The additional capital is divided as follows:

| Number of shares | Class of share | Nominal amount of each share |
|------------------|----------------|------------------------------|
| 99,993 | shares | £1 |

(If any of the new shares are preference shares state whether they are redeemable or not)

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 follows:

TO BANK PER PASSU

Please tick here if
continued overleaf

Signed

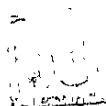
[Director] [Secretary]† Date

Presenter's name, address and
reference (if any): L/7/JAW

The City Fire Office Limited
Phoenix House
4-5 King William Street
London EC4P 4HR

For official use
General section

Post room



Number of } 1184193/40
Company }



The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

THE CITY FIRE OFFICE

LIMITED

Passed 8th July, 1980.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Phoenix House, 4-5 King William Street, London, EC4P 4HR

on the 8th day of July, 1980, the subjoined SPECIAL RESOLUTION was duly passed, viz.:—

RESOLUTION

That, subject to the consent of the Department of Trade, the name of the company be changed to "The City Fire Insurance Company Limited".

Signature

SECRETARY

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

Note.—To be filed within 15 days after the passing of the Resolution(s).

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1184193 | 41

I hereby certify that

THE CITY FIRE OFFICE LIMITED

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

THE CITY FIRE INSURANCE COMPANY LIMITED

Given under my hand at Cardiff the

11TH AUGUST 1980

A handwritten signature in dark ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies

11,84 193 / H.2
Touche Ross & Co.
Chartered Accountants

Our ref: PCM/jec

5th August, 1980

The Secretary,
The City Fire Office Limited,
Phoenix House,
4-5 King William Street,
LONDON,
EC4P 4HR

RECEIVED
7 APR 1963
SECURITY

Dear Sir,

We are aware that the Board of your Company, following upon the recent change in the shareholding of it, has decided to request our resignation from the office of auditors of the Company and we understand the reasons for this.

Accordingly, we wish to state formally that we hereby resign from such office with effect from the date of this letter.

In compliance with section 16(2) of the Companies Act 1976, we hereby state that there are no circumstances connected with our resignation which we consider should be brought to the notice of either the members or the creditors of your Company.

Yours faithfully,

Take Rec No.

Hill House 1 Little New Street London EC4A 3TH - Telex 884739 TRLNDN G - Telephone (01) 353 8011

EXECUTIVE OFFICE - GFK Morgan GRP Baker JCM Bates Ian Home RL Jones JW Morgan CS Morphet CF Musgrave JB Stevenson PJ Silling LONDON - MJ Blackburn PJ Blacklock RAJ Bonart KS Beeson MJ Blackman PJ Booth
ANU Gray JB Burrell DG Burton GJ Capon PJ Capewell DJ Chapman MS Clarke PJ Coates WA Corran R Constantine RM Crowe FA Falk AG Hamilton AG Heron MA Hogben AR Houghton RJ Hurley DG Ingham MAB Jones JYD Jordani
DL Lynch AD Llewellyn JH Macfarlane PC Macmillan ET Mangos B Marsh MA McAlister MJ McManus DB Mayneux Barry C Morris JAN Napier DS Newland / RW Owen RW Parker DG Pendergast SA Pinner SA Pinner SA Pinner SA Pinner SA Pinner
KJ Potter JG Ravel H Rendell SR Rigg JR Soli BA Smuts RUK Speyer ME Thompson MJ Turner AD Vesterlund P Wheeler HE Williams PJ Williams HB Widdows WILKINSON BIRMINGHAM - WJ Smith DG Rams RB Owens
AL Cuthbert RDB Osburny MT Edwards GJ Farwellhead MJ Gearey TJ Hopes WB Jones PB Jones S Kitchen AP Roberts C KITCHEN EDINBURGH - WJ Burden CG Summers GLASGOW - DG Rogers C Sturges M Thomson DJ Gordon
JH Davies FDB Dean RG Ellis DE Hunt KB Jeffares RJ Taylor JF Thomas BARTFORD - PLR Holmes HARRISBURG - C Griffith JF Holman PL Ross PJ Smith WS Warren LIVERPOOL - SA Wachen JG Brown JA Cameron MANCHESTER - AJ O'Connell
JHF Macpherson T McCubbin GP Waters RW Wilson LEEDS - TP Jones RL Peters LEICESTER - LK Jones PR Johnson DC Port DA Sutherland BN Taylor FF Upton JG Watts WFW Widdows NEWCASTLE UPON TYNE - JC Wood
WM Davies WS Eccles DW Eckersley DE Evennett WF Hayward AH Horner MORGAN - PR Johnson DC Port DA Sutherland BN Taylor FF Upton JG Watts WFW Widdows NEWCASTLE UPON TYNE - JC Wood
NEWPORT - GMH Jones MJ Hughes VA Jenkins-Jones DS Langford PLYMOUTH - S Edgumbe AP Gelling TS Preddy SWANSEA - FC Reid WOLVERHAMPTON - MJ Wood AJ D'Saevy Jones

Associated Firms – North, South and Central America, Europe, Middle and Far East, Australia, New Zealand, Africa, Bahamas, Bermuda and Caribbean

The City Fire Office Limited



Our Ref: L/7/PJH/SFG
Ext: 177

Phoenix House • 4-5 King William Street • London • EC4P 4HR
Telephone: 01-626 9876

Department of Trade
Companies Registration Office
Companies House
Crown Way
Maindy
Cardiff CF4 3UZ

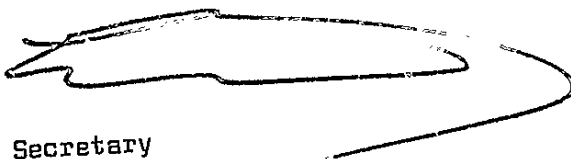
Directors: R K Bishop FCII FCIS
B D Gram FCII ASIA
R Petty BA ACII
K Wilkinson FCII
D J Hackmey)
J D Hackmey) (Israeli)
D Recarati)

8th August 1980

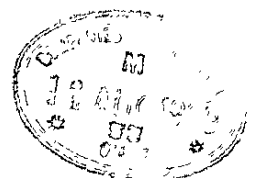
Dear Sir

In compliance with section 16(3)(a) Companies Act 1976 we enclose a copy of a notice of resignation by the company's auditors dated the 5th August 1980.

Yours faithfully



Secretary



Registered at London England with number 18327A x 1184193
Registered Office: Phoenix House • 4-5 King William Street • London • EC4P 4HR

1184 193 / 44

INSURANCE COMPANIES ACT 1974

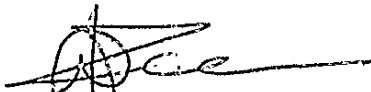
THE CITY FIRE INSURANCE COMPANY LIMITED

As at the date of this notice there is in existence a Requirement on this company, imposed under the Insurance supervisory legislation, for certain of the company's assets to be held by a person approved by the Secretary of State either in custody or in trust.

2 Under that legislation any mortgage or charge created by a company at a time when there is such a requirement imposed, being a mortgage or charge conferring a security on any assets held in compliance with such a requirement, the mortgage or charge shall, to the extent that it confers such a security, be void against the liquidator and any creditor of the company.

3 Further particulars may be ascertained from the separate "Insurance Companies Act" file held by the Registrar.

4 A copy of future notices varying or rescinding this requirement will be placed on this file.



J H Mitchener
Insurance Division
Department of Trade
19 December 1980

Vllael



INSURANCE DIVISION 2B 1184 193/57.
DEPARTMENT OF TRADE
Sanctuary Buildings
20 Great Smith Street London SW1P 3DB
Telex 8811074/5 DTHQ G
Telephone Direct Line 01-215 5160
Switchboard 01-215 7877

The Registrar of Companies
CRO
Companies House
Crown Way
Maindy
Cardiff CF4 3UZ

Your reference

Our reference

Date 3/ December 1981

Dear Sir

INSURANCE COMPANIES ACTS 1974 AND 1981
CITY FIRE INSURANCE CO LTD

Requirements were imposed on the above-named company that assets of the company, to a value not less than a given percentage of the company's domestic liabilities, should be maintained in the UK and that assets should be held by a person as trustee for the company.

In accordance with the Insurance Companies Act 1981 the requirements on the company relating to the maintenance of assets in the UK and trusteeship become void with effect from 1 January 1982.

I should be grateful if you would place a copy of this letter on the company's files.

Yours faithfully

A. Williams

A Williams



V4689

THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

24/12.

10

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

87

1184193

Name of Company

THE CITY FIRE INSURANCE COMPANY

Limited*

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]

[extraordinary] [special] resolution of the company dated 17th December 1985

the nominal capital of the company has been increased by the addition thereto of the sum of

£ 900,000 beyond the registered capital of £ 100,000

A printed copy of the resolution authorising the increase is forwarded herewith

The additional capital is divided as follows:

| Number of shares | Class of share | Nominal amount of each share |
|------------------|----------------|------------------------------|
| 900,000 | ORDINARY | £1 |

(If any of the new shares are preference shares state whether they are redeemable or not)
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 follows:

Please tick here if
continued overleaf

Signed

[Director] [Secretary]†

Date 31/12/85

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

THE CITY FIRE INSURANCE COMPANY LIMITED

1, Bartholomew Lane

LONDON EC2N 2AB

Ref: SECRETARIAL DEPT/AS

For official use
General section

Post room

†delete as
appropriate

THE COMPANIES ACTS

COMPANY LIMITED BY SHARES

RESOLUTION

OF

THE CITY FIRE INSURANCE COMPANY LIMITED

The following resolution in writing signed by all the Members of the Company who would be entitled to receive notice of and to attend and vote at a general meeting of the Company was duly passed as an ORDINARY RESOLUTION, in accordance with article 5 of the Company's articles of association, on 17th December 1985.

RESOLUTION

That the authorised share capital of the company be increased from £100,000 by the creation of an additional 900,000 shares of £1 each

E. R. Wills
Secretary.



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 1947

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

* insert full name
of company

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

To the Registrar of Companies

For official use

Company number

1134/193

1134/193

Name of company

THE CITY FIRE INSURANCE CO LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 13 January 1988 the nominal capital of the company has been
increased by £ 100,000 beyond the registered capital of £ 1,000,000

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 follows

to rank pari-passu with the existing shares.

Please tick here if
continued overleaf

☐

* dated as
appropiate

Signed

[Signature]

(Director/Secretary)* Date 13 January 1988

Presenter's name address and
reference (if any)

THE CITY FIRE INSURANCE CO
LIMITED
95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, 238, 239, 240, 241, 242, 243, 244, 245, 246, 247, 248, 249, 250, 251, 252, 253, 254, 255, 256, 257, 258, 259, 260, 261, 262, 263, 264, 265, 266, 267, 268, 269, 270, 271, 272, 273, 274, 275, 276, 277, 278, 279, 280, 281, 282, 283, 284, 285, 286, 287, 288, 289, 290, 291, 292, 293, 294, 295, 296, 297, 298, 299, 300, 301, 302, 303, 304, 305, 306, 307, 308, 309, 310, 311, 312, 313, 314, 315, 316, 317, 318, 319, 320, 321, 322, 323, 324, 325, 326, 327, 328, 329, 330, 331, 332, 333, 334, 335, 336, 337, 338, 339, 340, 341, 342, 343, 344, 345, 346, 347, 348, 349, 350, 351, 352, 353, 354, 355, 356, 357, 358, 359, 360, 361, 362, 363, 364, 365, 366, 367, 368, 369, 370, 371, 372, 373, 374, 375, 376, 377, 378, 379, 380, 381, 382, 383, 384, 385, 386, 387, 388, 389, 390, 391, 392, 393, 394, 395, 396, 397, 398, 399, 400, 401, 402, 403, 404, 405, 406, 407, 408, 409, 410, 411, 412, 413, 414, 415, 416, 417, 418, 419, 420, 421, 422, 423, 424, 425, 426, 427, 428, 429, 430, 431, 432, 433, 434, 435, 436, 437, 438, 439, 440, 441, 442, 443, 444, 445, 446, 447, 448, 449, 450, 451, 452, 453, 454, 455, 456, 457, 458, 459, 460, 461, 462, 463, 464, 465, 466, 467, 468, 469, 470, 471, 472, 473, 474, 475, 476, 477, 478, 479, 480, 481, 482, 483, 484, 485, 486, 487, 488, 489, 490, 491, 492, 493, 494, 495, 496, 497, 498, 499, 500, 501, 502, 503, 504, 505, 506, 507, 508, 509, 510, 511, 512, 513, 514, 515, 516, 517, 518, 519, 520, 521, 522, 523, 524, 525, 526, 527, 528, 529, 530, 531, 532, 533, 534, 535, 536, 537, 538, 539, 540, 541, 542, 543, 544, 545, 546, 547, 548, 549, 550, 551, 552, 553, 554, 555, 556, 557, 558, 559, 560, 561, 562, 563, 564, 565, 566, 567, 568, 569, 570, 571, 572, 573, 574, 575, 576, 577, 578, 579, 580, 581, 582, 583, 584, 585, 586, 587, 588, 589, 590, 591, 592, 593, 594, 595, 596, 597, 598, 599, 600, 601, 602, 603, 604, 605, 606, 607, 608, 609, 610, 611, 612, 613, 614, 615, 616, 617, 618, 619, 620, 621, 622, 623, 624, 625, 626, 627, 628, 629, 630, 631, 632, 633, 634, 635, 636, 637, 638, 639, 640, 641, 642, 643, 644, 645, 646, 647, 648, 649, 650, 651, 652, 653, 654, 655, 656, 657, 658, 659, 660, 661, 662, 663, 664, 665, 666, 667, 668, 669, 670, 671, 672, 673, 674, 675, 676, 677, 678, 679, 680, 681, 682, 683, 684, 685, 686, 687, 688, 689, 690, 691, 692, 693, 694, 695, 696, 697, 698, 699, 700, 701, 702, 703, 704, 705, 706, 707, 708, 709, 710, 711, 712, 713, 714, 715, 716, 717, 718, 719, 720, 721, 722, 723, 724, 725, 726, 727, 728, 729, 730, 731, 732, 733, 734, 735, 736, 737, 738, 739, 740, 741, 742, 743, 744, 745, 746, 747, 748, 749, 750, 751, 752, 753, 754, 755, 756, 757, 758, 759, 760, 761, 762, 763, 764, 765, 766, 767, 768, 769, 770, 771, 772, 773, 774, 775, 776, 777, 778, 779, 780, 781, 782, 783, 784, 785, 786, 787, 788, 789, 790, 791, 792, 793, 794, 795, 796, 797, 798, 799, 800, 801, 802, 803, 804, 805, 806, 807, 808, 809, 810, 811, 812, 813, 814, 815, 816, 817, 818, 819, 820, 821, 822, 823, 824, 825, 826, 827, 828, 829, 830, 831, 832, 833, 834, 835, 836, 837, 838, 839, 840, 841, 842, 843, 844, 845, 846, 847, 848, 849, 850, 851, 852, 853, 854, 855, 856, 857, 858, 859, 860, 861, 862, 863, 864, 865, 866, 867, 868, 869, 870, 871, 872, 873, 874, 875, 876, 877, 878, 879, 880, 881, 882, 883, 884, 885, 886, 887, 888, 889, 890, 891, 892, 893, 894, 895, 896, 897, 898, 899, 900, 901, 902, 903, 904, 905, 906, 907, 908, 909, 910, 911, 912, 913, 914, 915, 916, 917, 918, 919, 920, 921, 922, 923, 924, 925, 926, 927, 928, 929, 930, 931, 932, 933, 934, 935, 936, 937, 938, 939, 940, 941, 942, 943, 944, 945, 946, 947, 948, 949, 950, 951, 952, 953, 954, 955, 956, 957, 958, 959, 960, 961, 962, 963, 964, 965, 966, 967, 968, 969, 970, 971, 972, 973, 974, 975, 976, 977, 978, 979, 980, 981, 982, 983, 984, 985, 986, 987, 988, 989, 990, 991, 992, 993, 994, 995, 996, 997, 998, 999, 1000

For official use

General Section

Particulars

1

Number of } 1184193
Company }

The Companies Act 1985

COMPANY LIMITED BY SHARES

Ordinary Resolution

OF
THE CITY FIRE INSURANCE CO LIMITED

Passed 13 JANUARY, 1988

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

Chartered Insurance Institute, 20 Aldermanbury,
London EC2

on the 13 day of January, 1988, the subjoined
RESOLUTION WERE duly passed, viz:—

RESOLUTIONS

That the authorised share capital of the company be increased to
£5,000,000 by the creation of 4,000,000 ordinary shares of £1 each
to rank pari passu with the existing ordinary shares in the company.

That the directors of the company be and are hereby authorised for
the purposes of Section 80 Companies Act 1985 to exercise all
powers of the company to allot securities of the company up to
£5,000,000 at any time or times within the period of five years
from the date of this resolution.

Signature

[Handwritten Signature]
Secretary

To be signed by
the Chairman, a
Director, or the
Secretary of the
Company

Number of } 1184193
Company }

The Companies Act 1985

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 378 (2) of the Companies Act 1985)

OF

THE CITY FIRE INSURANCE COMPANY LIMITED

Passed 15 MAY , 19 90

~~At an Extraordinary General Meeting of the above named~~
~~Company, duly convened and held at~~

BY WRITTEN RESOLUTION OF ALL OF THE MEMBERS OF THE COMPANY
IN ACCORDANCE WITH ARTICLE 5 OF THE ARTICLES OF ASSOCIATION

on the 15th day of MAY , 1990, the subjoined
SPECIAL RESOLUTION WAS duly passed, viz.:—

RESOLUTION

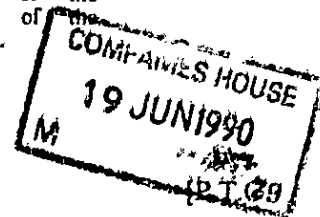
That the Memorandum of Association of the Company be altered
by deleting the whole of Clause 3 and by substituting therefor
the new Clause 3 attached hereto and for the purposes of
identification marked "X".

Signature

SECRETARY

To be signed by
the Chairman, a
Director, or the
Secretary of the
Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).



The Solicitors' Law Stationery Society plc, Walton House, 8 Shepherdess Walk, London N1 7LB

Companies 7

1985 Edition
185 F8627
5017408

NOTE.—The Registrar of Companies is prepared to accept copy resolutions or agreements if produced by the following processes:—

Letterpress, Gravure, Lithography, Stencil duplicating, Offset Lithography, "Office" Type-Set, Electrostatic Photocopying, "Photostat" or similar processes properly processed and washed; or if produced by spirit duplicator, or if typed.

No document will be accepted however, if, in general appearance, legibility, format or durability, it is unsuitable for publication and use on the Company's public file.

" X "

THE CITY FIRE INSURANCE COMPANY LIMITED

NEW OBJECTS CLAUSE 3 OF MEMORANDUM OF ASSOCIATION

- 3 The objects for which the Company is established are:
1. To invest the funds of the Company and to acquire and hold shares, stocks, debentures and debenture stocks, bonds, obligations and securities issued or guaranteed by any individual person or by any company, association or partnership, whether with limited or unlimited liability, constituted or carrying on business in any part of the world and any right or interest therein, and debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any government, sovereign, ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, in any part of the world and any right or interest therein and from time to time to vary any such investments.
 2. To acquire any such shares, stocks, debentures, debenture stocks, bonds, obligations or securities 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 incidental to the ownership thereof.
 3. To carry on all or any kinds of insurance, indemnity or guarantee business in all or any of their respective branches and whether of a kind now known or hereafter devised including (but without prejudice to the generality of the foregoing) fire insurance, marine insurance, accident insurance, aviation and transit insurance, motor vehicle insurance and engineering insurance.
 4. To grant and effect any kind of insurance and any contract of guarantee or indemnity against any kind of loss or damage to property or person occasioned in any manner whatsoever and against any other kind of risk or liability whether direct or indirect arising from the happening of any event or the fulfilment or non-fulfilment of any contingency, obligation or undertaking whatsoever, and generally to carry on and transact any and every kind of insurance which may legally be carried on or transacted and is not comprised in any of the above descriptions of business.
 5. To carry on and effect reinsurances and guarantees in connection with any of the classes of insurance or any class of contract which the Company is authorised to carry on or enter into.
 6. To receive money on deposit with or without interest, or deeds, securities or other documents or money or other property for safe custody or otherwise, with or without undertaking liability for any loss thereof or injury thereto and to act as registrars and transfer agents and either with or without remuneration.

7. To pay satisfy or compromise any claims made against the Company in respect of any policies or contracts granted by, dealt in or entered into by the Company which claims the Company may deem it expedient to pay, satisfy or compromise and to revive any policy that may have become void or lapsed on such terms and conditions and in such cases as may be deemed expedient or in lieu of reviving any such policy to grant any new policy or make any other concession in favour of the persons or any of the persons entitled to the lapsed or void policy or contract.
8. To lend advance and deposit money, securities and other property to and with such persons, companies, associations or Authorities and on such terms as may seem expedient, to act as the agent for the issue of any shares, stock, funds, debentures, mortgages or securities and to underwrite, take part in underwriting or guarantee the subscription of the same and to subscribe for the same conditionally or otherwise.
9. To invest the moneys of the Company in such manner as may from time to time be determined and to acquire for any estate or interest and to take options over, construct, improve and develop any property, real or personal, or rights of any kind in any part of the world.
10. To sell, exchange, mortgage, manage, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes 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, stocks, debentures or other obligations or securities, whether fully or partly paid up, of any other company.
11. To promote or assist in promoting in any part of the world any company or association for the purpose of acquiring or taking over any of the property, rights or liabilities of the Company or for carrying on any business which the Company may be authorised to carry on or for any other purpose which may seem directly or indirectly calculated to benefit or promote the interests of the Company and to acquire and hold and dispose of shares, stocks, debentures or other obligations or securities of any such other company or association and to guarantee the fulfilment of all or any of the obligations and engagements of any such company or association.
12. To acquire, amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with, or to co-operate or participate in any way with, or assist or subsidise any company, association or person carrying on or proposing to carry on any business or activity.
13. To guarantee with or without consideration the payment of any principal moneys, premiums, interests, dividends and other moneys secured by or payable under or in respect of any obligations or securities of any kind or description including those of the Company's holding company, if any and to secure the same in such manner as may be thought fit, including as specified in Clause 3 (15) below.

14. To lend money to, or grant or provide credit or financial accommodation to, any person or company in any case in which such grant or provision is considered likely directly or indirectly to further any of the objects of the Company or the interests of its Members.
15. To borrow and raise money and 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 of or charges upon the undertaking and all or any of the real and personal property (present and future), and the uncalled capital of the Company or by the creation and issue of debentures, debenture stock or other obligations or securities of any description.
16. To draw, accept, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, debentures and other negotiable or transferable instruments.
17. To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring the subscription of, or otherwise assisting in the issue of, any shares, debentures, or other securities of the Company or in or about the formation of the Company or the conduct of its business.
18. To establish or promote, or concur or participate in establishing or promoting, any company the establishment or promotion of which shall be considered desirable in the interests of the Company and to subscribe for, underwrite, purchase or otherwise acquire the shares, stocks and securities of any such company, or of any company carrying on or proposing to carry on any business or activity.
19. To procure the registration or incorporation of the Company in or under the laws of any place outside England.
20. To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition, or for any other purpose.
21. To provide for the welfare of, and to grant pensions or gratuities to, any directors, managers, officers or employees or ex-directors, ex-managers, ex-officers or ex-employees of the company, or to any persons connected with or who have been connected with the company, or of its predecessors in business or of its holding company or subsidiary companies (if any), or to the relations, connections or dependants of any such persons, and to establish and support any associations, institutions, clubs, building and housing schemes, funds and trusts and to make payments for or towards insurances which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its Members.

22. To place or allow to remain in the name or names or in the custody or within the legal control of any person or persons or company wherever resident or domiciled for and on behalf of or as trustees for the Company or any class of policy-holders any money investments securities or other property of the Company for the time being and to call upon such trustees for a transfer or reconveyance to the Company of any money investments securities or other property held by or vested in them.
23. To distribute any of the property of the Company among its Members in specie or kind.
24. To carry on any other business or activity and do anything of any nature which may seem to the Company capable of being conveniently carried on or done in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's business or property.
25. To do all of the things or matters aforesaid and all such things as are incidental to or may be considered conducive to the attainment of the above objects or any of them 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.

And it is hereby declared that the word "company" in this clause, except where used in reference to this Company, 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 that the Objects specified in the different paragraphs of this Clause shall not, except where the context expressly requires, be in anywise limited or restricted by reference to or inference from the terms of any other paragraph or 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.

Company No: 1184193

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

MEMORANDUM

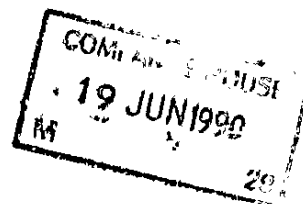
AND

ARTICLES OF ASSOCIATION

OF

THE CITY FIRE INSURANCE
COMPANY LIMITED

Incorporated the 16th day of September 1974



THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
THE CITY FIRE INSURANCE
COMPANY LIMITED

- 1.* The name of the Company is "The City Fire Insurance Company 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 invest the funds of the Company and to acquire and hold shares, stocks, debentures and debenture stocks, bonds, obligations and securities issued or guaranteed by any individual person or by any company, association or partnership, whether with limited or unlimited liability, constituted or carrying on business in any part of the world and any right or interest therein, and debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any government, sovereign, ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, in any part of the world and any right or interest therein and from time to time to vary any such investments.

* Incorporated as 'Trushelfco (No. 29) Limited' on 16th September 1974; incorporated by special resolution of change of name as 'The City Fire Office Limited' on 12th November 1974; incorporated by special resolution of change of name as 'The City Fire Insurance Company Limited' on 11th August 1980.

- 2) To acquire any such shares, stocks, debentures, debenture stocks, bonds, obligations or securities 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 incidental to the ownership thereof.
- 3) To carry on all or any kinds of insurance, indemnity or guarantee business in all or any of their respective branches and whether of a kind now known or hereafter devised including (but without prejudice to the generality of the foregoing) fire insurance, marine insurance, accident insurance, aviation and transit insurance, motor vehicle insurance and engineering insurance.
- 4) To grant and effect any kind of insurance and any contract of guarantee or indemnity against any kind of loss or damage to property or person occasioned in any manner whatsoever and against any other kind of risk or liability whether direct or indirect arising from the happening of any event or the fulfilment or non-fulfilment of any contingency, obligation or undertaking whatsoever, and generally to carry on and transact any and every kind of insurance which may legally be carried on or transacted and is not comprised in any of the above descriptions of business.
- 5) To carry on and effect reinsurances and guarantees in connection with any of the classes of insurance or any class of contract which the Company is authorised to carry on or enter into.
- 6) To receive money on deposit with or without interest, or deeds, securities or other documents or money or other property for safe custody or otherwise, with or without undertaking liability for any loss thereof or injury thereto and to act as registrars and transfer agents and either with or without remuneration.
- 7) To pay satisfy or compromise any claims made against the Company in respect of any policies or contracts granted by, dealt in or entered into by the Company which claims the Company may deem it expedient to pay, satisfy or compromise and to revive any policy that may have become void or lapsed on such terms and conditions and in such cases as may be deemed expedient or in lieu of reviving any such policy to grant any new policy or make any other concession in favour of the persons or any of the persons entitled to the lapsed or void policy or contract.
- 8) To lend advance and deposit money, securities and other property to and with such persons, companies, associations or Authorities and on such terms as may seem expedient, to act as the agent for the issue of any shares, stock, funds, debentures, mortgages or securities and to underwrite, take part in underwriting or guarantee the subscription of the same and to subscribe for the same conditionally or otherwise.

- 9) To invest the moneys of the Company in such manner as may from time to time be determined and to acquire for any estate or interest and to take options over, construct, improve and develop any property, real or personal, or rights of any kind in any part of the world.
- 10) To sell, exchange, mortgage, manage, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes 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, stocks, debentures or other obligations or securities, whether fully or partly paid up, of any other company.
- 11) To promote or assist in promoting in any part of the world any company or association for the purpose of acquiring or taking over any of the property, rights or liabilities of the Company or for carrying on any business which the Company may be authorised to carry on or for any other purpose which may seem directly or indirectly calculated to benefit or promote the interests of the Company and to acquire and hold and dispose of shares, stocks, debentures or other obligations or securities of any such other company or association and to guarantee the fulfilment of all or any of the obligations and engagements of any such company or association.
- 12) To acquire, amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with, or to co-operate or participate in any way with, or assist or subsidise any company, association or person carrying on or proposing to carry on any business or activity.
- 13) To guarantee with or without consideration the payment of any principal moneys, premiums, interests, dividends and other moneys secured by or payable under or in respect of any obligations or securities of any kind or description including those of the Company's holding company, if any and to secure the same in such manner as may be thought fit, including as specified in Clause 3 (15) below.
- 14) To lend money to, or grant or provide credit or financial accommodation to, any person or company in any case in which such grant or provision is considered likely directly or indirectly to further any of the objects of the Company or the interests of its Members.
- 15) To borrow and raise money and 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 of or charges upon the undertaking and all or any of the real and personal property (present and future), and the uncalled capital of the Company or by the creation and issue of debentures, debenture stock or other obligations or securities of any description.
- 16) To draw, accept, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, debentures and other negotiable or transferable instruments.

- 17) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring the subscription of, or otherwise assisting in the issue of, any shares, debentures, or other securities of the Company or in or about the formation of the Company or the conduct of its business.
- 18) To establish or promote, or concur or participate in establishing or promoting, any company the establishment or promotion of which shall be considered desirable in the interests of the Company and to subscribe for, underwrite, purchase or otherwise acquire the shares, stocks and securities of any such company, or of any company carrying on or proposing to carry on any business or activity.
- 19) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- 20) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition, or for any other purpose.
- 21) To provide for the welfare of, and to grant pensions or gratuities to, any directors, managers, officers or employees or ex-directors, ex-managers, ex-officers or ex-employees of the company, or to any persons connected with or who have been connected with the company, or of its predecessors in business or of its holding company or subsidiary companies (if any), or to the relations, connections or dependants of any such persons, and to establish and support any associations, institutions, clubs, building and housing schemes, funds and trusts and to make payments for or towards insurances which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its Members.
- 22) To place or allow to remain in the name or names or in the custody or within the legal control of any person or persons or company wherever resident or domiciled for and on behalf of or as trustees for the Company or any class of policy-holders any money investments securities or other property of the Company for the time being and to call upon such trustees for a transfer or reconveyance to the Company of any money investments securities or other property held by or vested in them.
- 23) To distribute any of the property of the Company among its Members in specie or kind.
- 24) To carry out any other business or activity and do anything of any nature which may seem to the Company capable of being conveniently carried on or done in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's business or property.

- 25) To do all of the things or matters aforesaid and all such things as are incidental to or may be considered conducive to the attainment of the above objects or any of them 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.

And it is hereby declared that the word "company" in this clause, except where used in reference to this Company, 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 that the Objects specified in the different paragraphs of this Clause shall not, except where the context expressly requires, be in anywise limited or restricted by reference to or inference from the terms of any other paragraph or 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 divided into shares of £1 each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

* The share capital was increased by Ordinary Resolutions of the members of the Company as follows:

On 3 April 1980 to £100,000 divided into 100,000 shares of £1 each;

On 17 December 1985 to £1,000,000 divided into 1,000,000 shares of £1 each;

On 13 January 1988 to £5,000,000 divided into 5,000,000 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 the 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 |
|---|--|
|---|--|

For and on behalf of:

TRUCILATOR NOMINEES LIMITED
35 Basinghall Street
London EC2V 5DB

T. G. M. BUCKLEY
Director

One

For and on behalf of:

TREXCO LIMITED
35 Basinghall Street
London EC2V 5DB

R. C. HARVEY
Director

One

DATED the 2nd day of September, 1974

WITNESS to the above Signatures:

G. W. JAMES
Solicitors Articled Clerk

35 Basinghall Street
London EC2V 5DB

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

THE CITY FIRE INSURANCE
COMPANY LIMITED

PRELIMINARY

1. The Regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A") shall, except where the same are excluded or varied by or are inconsistent with these Articles, apply to the Company. Except as otherwise stated references herein to Regulations in Table A shall be construed as referring to those contained in Part I thereof.
2. Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Directors at such time or times as they may consider expedient and further may be suffered by them to be in abeyance whether such branch or kind of business may have been actually commenced or not so long as the Directors may consider it expedient not to commence or proceed with the same.
- 3.* The share capital of the Company is divided into shares of £1 each.

* The share capital was increased by Ordinary Resolutions of the members of the Company as follows:

On 3 April 1980 to £100,000 divided into 100,000 shares of £1 each;

On 17 December 1985 to £1,000,000 divided into 1,000,000 shares of £1 each;

On 13 January 1988 to £5,000,000 divided into 5,000,000 shares of £1 each.

4. Subject to any direction to the contrary that may be given by the Company in general meeting all the shares of the Company for the time being unissued shall be at the disposal of the Directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as the directors may determine, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.

GENERAL MEETINGS

5. Subject to the provisions of the Act a resolution in writing signed by all the Members of the company who would be entitled to receive notice of and to attend and vote at a general meeting at which such resolution was to be proposed or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and signature in the case of a corporate body which is a Member shall be sufficient if made by a director thereof or its duly appointed attorney. Regulation 5 of Part II of Table A shall not apply.

DIRECTORS

6. Unless and until otherwise determined by the Company in general meeting the number of Directors shall not be less than two. Regulation 75 of Table A shall not apply. The first Directors shall be appointed in writing by the subscribers to the Memorandum of Association.
7. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the Directors may determine.
8. The Directors may exercise all the powers of the Company to borrow or raise 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 part (including its holding company). Regulation 79 of Table A shall not apply.
9. The Board may pay and agree to pay pensions or other retirement, superannuation, death or disability benefits or allowances to or to any person in respect of any Director or former Director who may hold or may have held any executive office or employment under the Company or any subsidiary company of the Company or its holding company (if any) and for the purpose of providing any such pensions or other benefits or allowances may contribute to any scheme or fund and may make payments towards insurances or trusts in respect of such person. Regulation 87 of Table A shall not apply.

10. A Director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 199 of the Act. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present. Paragraphs (2) and (4) of Regulation 84 of Table A shall not apply.
11. The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote a general meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the Registered Office of the Company remove any Director from office or appoint any person to be Director.
12. 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 (subject to Regulation 88 of Table A) hold office until he is removed pursuant to the last preceding Article.
13. Regulations 89 to 97 (inclusive) of Table A shall not apply.
14. Each Director shall have power by writing under his hand to nominate any person to act as his alternate Director during his absence, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall, except as regards remuneration and the power to appoint an alternate, subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. Any alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to a Director.

PROCEEDINGS OF DIRECTORS

15. A resolution in writing signed by all the Directors for the time being entitled to receive notice of Meetings of the Directors shall be as effective 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. Regulation 106 of Table A shall not apply.

EXECUTIVE DIRECTORS

16. The Directors may from time to time appoint one or more of their body to an executive office (including but without limitation that of Managing Director, Manager or any other salaried office) for such period and on such terms as they shall think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. The appointment of a Director so appointed shall (subject to the terms of any such agreement as aforesaid) be automatically determined ipso facto if he cease from any cause to be a Director. Regulation 107 of Table A shall not apply to the Company.
17. A Managing Director, Manager or other Executive Officer as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits or otherwise howsoever) as the Directors may determine. Regulation 108 of Table A shall not apply to the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

For and on behalf of:

TRUCIDATOR NOMINEES LIMITED
35 Basinghall Street
London EC2V 5DB

T. G. M. BUCKLEY
Director

For and on behalf of:

TREXCO LIMITED
35 Basinghall Street
London EC2V 5DB

R. C. HARVEY
Director

DATED the 2nd day of September, 1974

WITNESS to the above Signatures:

G. W. JAMES
Solicitors Articled Clerk

35 Basinghall Street
London EC2V 5DB

G

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
(Address overleaf)

For official use

Company number

1184193

1184193

Name of company

* THE CITY FIRE INSURANCE COMPANY LIMITED

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 26 MARCH 1991 the nominal capital of the company has been
increased by £ 5,000,000 beyond the registered capital of £ 5,000,000

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

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:

To rank pari passu with the existing ordinary shares.

Please tick here if
continued overleaf

☐

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

Signed

[Signature]

Designation†

Secretary

Date 26.3.1991

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

THE CITY FIRE INSURANCE
COMPANY LIMITED
35 ST THOMAS STREET
LONDON SE1 9SN

For official Use
General Section

Post room

1184193

1184193

Number of)
Company)

The Companies Act 1985

COMPANY LIMITED BY SHARES

W R I T T E N R E S O L U T I O N S
(Pursuant to S. 381A of the Companies Act)
O F

THE CITY FIRE INSURANCE COMPANY LIMITED

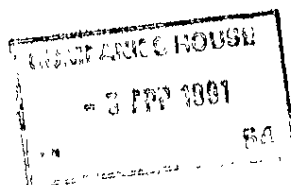
Passed 26 March, 1991.

The following Resolutions were agreed to by all the members entitled to attend and vote at General Meetings of the Company and signed by or on behalf of the last such member on the 26th day of March 1991:-

RESOLUTIONS

"That pursuant to Section 123 of the Companies Act 1985 the authorised share capital of the company be increased to £10,000,000 by the creation of 5,000,000 ordinary shares of £1.00 each to rank pari passu with the existing ordinary shares in the company.

That the Directors of the company be and are hereby authorised for the purposes of Section 80 of the Companies Act 1985 to exercise all powers of the company to allot securities of the company up to £10,000,000 at any time or times within the period of five years from the date of this resolution."



Signature *[Handwritten Signature]*

..... Secretary

) To be signed by
) the Chairman, a
) Director, or the
) Secretary of the
) Company

PERKINS FOODS PLC

At an Extraordinary General Meeting of the Company held on 22nd May, 1991, the following resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the Articles of Association be amended by the deletion of Article 121 and by the substitution therefor of the following new Article;

121. 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 appointment to the committee of persons other than Directors and for such person to have voting rights as members of the committee but so that (i) the number of persons so appointed shall be less than one-half of the total number of members of the committee and (ii) no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are Directors. Save as aforesaid the meetings and proceedings of a committee consisting of more than one member shall be governed by the provisions of these Articles regulating the proceedings and meetings of Directors.

A. M. Davies

.....
Chairman

The Companies Act 1985

COMPANY LIMITED BY SHARES

Ordinary Resolution

OF

THE CITY FIRE INSURANCE COMPANY LIMITED

Passed 21 MAY , 1991 .

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

THE INSTITUTE OF LONDON UNDERWRITERS, 49 LEADENHALL STREET, LONDON EC3A 2BE

on the 21ST day of MAY , 1991, the subjoined
RESOLUTION WAS duly passed, viz.:—

RESOLUTION

THAT upon the recommendation of the Directors, it is desirable to capitalise the sum of £1,674,942 (being made up of £500,000 being part of the amount standing to the credit of the company's revenue reserve account, together with the amount of £1,174,942 being the entire amount standing to the credit of the share premium account) and that such sum be capitalised and accordingly, the Directors be and they are hereby authorised and directed to appropriate the said sum to the holders of the ordinary shares in the capital of the company registered at 3.30 am/pm on 21 May 1991, and to apply such sum in paying up in full at par on behalf of such holders 1,674,942 ordinary shares of £1.00 each (ranking pari passu in all respects with the existing ordinary shares of the company) and that such shares be allotted and distributed credited as fully paid to and among the holders in the proportion of one of the said ordinary shares for every 3.477767 ordinary shares then held, and so that the Directors shall have full power to do such acts and things required to give effect to the said capitalisation, allotment and distribution.

Signature

To be signed by
the Chairman, a
Director, or the
Secretary of the
Company.



[P.T.O.]



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

[] [] [] [] [] [] [] []

1184193

Name of company

* THE CITY FIRE INSURANCE COMPANY LIMITED

*Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 2 AUGUST 1993 the nominal capital of the company has been increased by £ 2,500,000 beyond the registered capital of £ 10,000,000.

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

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

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:

Please tick here if
continued overleaf

☐

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

Signed M. E. FEVER

Designation Secretary Date 20/9/93

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

M. E. FEVER
THE CITY FIRE INSURANCE
COMPANY LIMITED
ASIA HOUSE
31/33 LIME STREET
LONDON
EC3 7HR

For official use

General section

Post room



OYEZ The Solicitors' Law Stationery Society Ltd, Oyez House, 7 Spa Road, London SE16 3DD

Companies G123

1987 5017157
2 93 F24239
5017157

THE CITY FIRE INSURANCE COMPANY LIMITED

RESOLUTION IN WRITING OF THE MEMBERS OF THE CITY FIRE INSURANCE COMPANY LIMITED PURSUANT TO SECTION 381A OF THE COMPANIES ACT 1985 AND ARTICLE 5 OF THE COMPANY'S ARTICLE OF ASSOCIATION.

I, the undersigned, being the member of the company who, at the date of these Resolutions is entitled to vote at a general meeting of the company, hereby resolve:

"That pursuant to Section 123 of the Companies Act 1985 the authorised share capital of the company be increased to £12,500,000 by the creation of £2,500,000 ordinary shares of £1.00 each to rank pari passu with the existing ordinary shares in the company.

That the Directors of the company be and are hereby authorised for the purposes of Section 80 of the companies Act 1985 to exercise all powers of the company to allot securities of the company up to £12,500,000 at any time or times within the period of five years from the date of this resolution."

Dated this 2nd day of August 1993.


.....
representing
HADAR INSURANCE COMPANY LIMITED

2 August 1993

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

| | | | |
|--|--|--|--|
| | | | |
| | | | |

1184193

Name of company

*THE CITY FIRE INSURANCE COMPANY LIMITED

*Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 16 AUGUST 1994 the nominal capital of the company has been
increased by £ 7,500,000 beyond the registered capital of £ 12,500,000.

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

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

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:

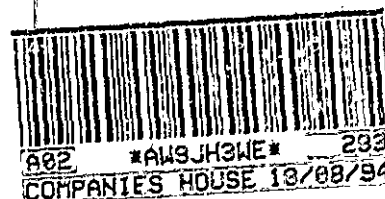
Please tick here if
continued overleaf☐Insert Director,
Secretary,
Administrator,
Administrative
Receiver or Receiver
(Scotland) as
appropriateSigned M. E. FEVERDesignation Secretary Date 17/8/94Presentor's name, address and
reference (if any):

M. E. FEVER
THE CITY FIRE INSURANCE
COMPANY LIMITED
ASIA HOUSE
31/33 LIME STREET
LONDON EC3M 7HR

For official use

General section

Post room

**Oyez** The Solicitors' Law Stationery Society Ltd, Oyez House, 7 Spa Road, London SE16 3QD

Companies G123

*087501-1
2 93 224239
501757

1184 193

THE CITY FIRE INSURANCE COMPANY LIMITED

RESOLUTION IN WRITING OF THE MEMBERS OF THE CITY FIRE INSURANCE COMPANY LIMITED PURSUANT TO SECTION 381A OF THE COMPANIES ACT 1985 AND ARTICLE 5 OF THE COMPANY'S ARTICLE OF ASSOCIATION.

I, the undersigned, being the member of the company who, at the date of these Resolutions is entitled to vote at a general meeting of the company, hereby resolve:

"That pursuant to Section 123 of the Companies Act 1985 the authorised share capital of the company be increased to £20,000,000 by the creation of £7,500,000 ordinary shares of £1.00 each to rank pari passu with the existing ordinary shares in the company.

That the Directors of the company be and are hereby authorised for the purposes of Section 80 of the companies Act 1985 to exercise all powers of the company to allot securities of the company up to £20,000,000 at any time or times within the period of five years from the date of this resolution."

Dated this 16th day of August 1993.


.....
representing
HADAR INSURANCE COMPANY LIMITED

15 August 1993

