

1232558 //

Form No. 41
(No registration fee payable)

Number of
Company }

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 { JANEWAYS TRUSTEE
LIMITED

Presented by

Presentor's Reference.....18.....

Messrs. Walker Martineau & Co.,

10/11 Gray's Inn Square,

London, WC1R 5JL.



I, CHRISTOPHER PETER LESTER
of 10/11 GRAY'S INN SQUARE,
LONDON, WC1R 5JL.

(a) Here insert:
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
Secretary.

Do solemnly and sincerely declare that I am (°) A Solicitor
of the Supreme Court engaged in the formation
JANEWAYS TRUSTEE

Limited
and that all the requirements of the Companies Act 1948 in respect of matters
precedent to 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 9 Gray's Inn
London WC1
the 16th day of October
one thousand nine hundred and
seventy five.

Christopher Lester

Before me,

John P. Lester
SOLICITOR ENTITLED TO ADMINISTER OATHS,
A Commissioner for Oaths (°)

(b) Or
Notary Public or
Justice of the
Peace as the case
may be.

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

JANEWAYS TRUSTEE LIMITED

1. The name of the Company is "JANEWAYS TRUSTEE 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 undertake and carry on the office or offices and duties of trustee, custodian trustee, executor, administrator, liquidator, receiver, attorney or nominee of, or for, any settlement, trust, will, codicil, person, company, corporation, association, scheme, government, state, municipal or other body politic or corporate.
 - (B) To undertake and execute any trust or discretion, the undertaking whereof may seem desirable, and the distribution amongst the beneficiaries, pensioners or other persons entitled thereto, of any income capital or annuity, whether periodically or otherwise, and whether in money or specie, in furtherance of any trust direction, discretion or other obligation or permission.
 - (C) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or directly or indirectly enhance the value of or render profitable any of the property or rights of the Company.
 - (D) To deal with, manage, direct the management of, purchase, take on lease or in exchange, hire,

apply for or otherwise acquire and hold for any estate or interest and protect and renew any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, trade marks, names, designs, copyrights, 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.

- (E) To erect, construct, lay down, maintain, enlarge, alter, pull down, remove or replace, and to work, manage and control any buildings, structures, offices, shops, stores, factories, mills, works, walls, banks, dams, sluices, watercourses, reservoirs, wharves, bridges, roads, ways, railways, tramways, sidings, engines, plant and machinery necessary or convenient for the Company's business, and to join with any other person, firm or company in doing any of these things.
- (F) To receive money on deposit or loan and to borrow or raise or secure the payment of money in such manner and upon such terms as the Company may approve for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (G) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (H) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (I) To lend and advance money or give credit with or without security to such persons, firms or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons, firms or companies, and

generally to give guarantees and indemnities and to act as bankers for customers and others.

- (J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.
- (K) To draw, make, accept endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be approved by the Company.
- (M) To vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company.
- (N) To apply for, promote and obtain any Act of Parliament, charter, privilege, concession, licence or authorisation of any government, state or municipality, provisional order or licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company 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 interests of the Company.
- (O) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any person, firm or company that may seem conducive to the objects of the Company, or any of them, and to obtain from any such government, authority, person, firm or company any rights, privileges, charters, contracts, licences and concessions which the Company may think it desirable to

obtain and to carry out, exercise and comply therewith.

- (P) To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company on the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- (Q) To pay for any property or rights acquired by the Company, and to remunerate any company, firm or person, either by cash payment or by the allotment of fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (R) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (S) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure or reciprocal concession, or for limiting competition with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which the Company is authorised to carry on or engage in, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- (T) To subscribe for, take or otherwise acquire and hold, sell, deal with or dispose of fully or partly paid-up shares, stock, debentures or other securities of any other company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any other company.
- (U) 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 subscribe for or otherwise 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.

- (V) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (W) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (X) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (Y) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (Z) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby expressly declared that each sub-clause of this clause shall be construed independently of the other sub-clauses hereof and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the members is limited. ✓

5. The share capital of the Company is £100, divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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 subscribe for or otherwise 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.

- (V) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (W) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (X) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (Y) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (Z) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby expressly declared that each sub-clause of this clause shall be construed independently of the other sub-clauses hereof and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the members is limited. ✓

5. The share capital of the Company is £100, divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<u>TRole</u> 10/11 GRAYS INN SQUARE LONDON W.C. 1 ASSISTANT SOLICITOR	ONE
A. H. Round Atkins 10/11 Gray's Inn Square LONDON W.C. 1 Articles Clerk	ONE

DATED this 16th day of October 1975.

WITNESS to the above Signatures :-

D.K. Kergley (Mrs)
27 Richmond Rd.
Ilford, Essex.

Secretary.

1232558 / 4
COMPANY LIMITED BY SHARES

Articles of Association

OF

JANEWAYS TRUSTEE LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A, Part II") shall apply to the Company.

2. Regulations 3, 5, 24, 53, 71, 75, 77, 79, 88, 96, 97 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, and regulations 2, 3, 4 and 6 (but not regulation 5) of Table A, Part II, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he

declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new or original shares as aforesaid, which by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

5. Subject to the provisions of section 58 of the Act, any Preference Shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN

6. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSFER OF SHARES

7. (A) Subject as in these Articles provided, any share may be transferred to any member of the Company, and any share may be transferred by a member to his or her father or mother, or to any lineal descendant of his or her father or mother, or to his or her wife or husband, and any share of a deceased member may be transferred to the widow or widower or any other such relative as aforesaid of such deceased member or may be transferred to or placed in the names of his or her executors or trustees; and in any such circumstances (but subject as aforesaid) regulation 3 of Table A, Part II, shall not apply save to ensure that the number of members shall not exceed the prescribed limit or to prevent a transfer of shares on which the Company has a lien.

(B) A share shall not be transferred otherwise than as provided in paragraph (A) of this Article unless it first be offered to the members at a fair value to be fixed by the Company's Auditors. Any member desiring to sell a share (hereinafter referred to as a "retiring member") shall give notice thereof in writing to the Company (hereinafter referred to as a "sale notice") constituting the Company his agent for the purpose of such sale. No sale notice shall be withdrawn without the Directors' sanction. The Directors shall offer any share comprised in a sale notice to the existing members, and if within twenty-eight days after the sale notice has been given a purchasing member is found, such purchasing member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing member shall be given to the retiring member, who shall be bound on payment of the fair value to transfer the share to the purchasing member. If the retiring member fails to complete the transfer, the Directors may authorise some person to transfer the share to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share, issuing him a certificate therefor. The retiring member shall

deliver up his certificate and shall thereupon be paid the purchase money. If within twenty-eight days after the sale notice has been given the Directors shall not find a purchasing member for the share and shall give notice accordingly, or if through no default of the retiring member the purchase is not duly completed, the retiring member may at any time within six months after the sale notice was given, but subject to regulation 3 of Table A, Part II, sell such share to any person and at any price.

(C) No share shall be issued or transferred to any infant, bankrupt or person of unsound mind.

TRANSMISSION OF SHARES

8. The proviso to regulation 32 of Table A, Part I, shall be omitted.

GENERAL MEETINGS

9. Every notice of a General Meeting of the Company shall contain a statement that a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him, and that a proxy need not be a member.

10. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

DIRECTORS

11. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall be not less than two nor more than 10.

12. The first Directors shall be appointed by the subscribers to the Memorandum of Association by memorandum in writing under their hands either with or without a meeting, and until such Directors are appointed the subscribers to the Memorandum of Association shall be deemed to be Directors.

13. A Director need not hold any share qualification, but a Director (other than a Director for the time being absent from the United Kingdom) shall be entitled to receive notice of and attend all General Meetings of the Company and regulation 134 of Table A, Part I, shall be deemed to be modified accordingly.

14. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

BORROWING POWERS

15. The Directors may exercise all the powers of the Company to borrow 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.

POWERS AND DUTIES OF DIRECTORS

16. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS

17. The office of a Director shall be vacated :-

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he becomes bankrupt or enters into any arrangement with his creditors.
- (3) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act.
- (4) If he becomes of unsound mind.
- (5) If he is removed from office by a resolution duly passed under section 184 of the Act or Article 19.

ROTATION OF DIRECTORS

18. The words "if willing to continue in office" shall be substituted for the words "if offering himself for re-election" in regulation 92 of Table A, Part I.

19. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS

20. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to

act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

ACCOUNTS

21. In regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of section 158 (1) (c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

NOTICES

22. In regulation 131 of Table A, Part I, the words "in the case of a notice of a meeting" and all the words from and including the words "and in any other case" down to the end of the said regulation shall be deemed to be omitted.

WINDING UP

23. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories."

INDEMNITY

24. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

V.K. Cole

10/11 GRAYS INN SQUARE,
LONDON W.C. 1
ASSISTANT SOLICITOR.

A. H. Round Holmes
10/11 Gray's Inn Square
London W.C. 1
Articles Clerk

DATED this 16th day of October 1975.

WITNESS to the above Signatures:-

D. K. Kingley (Mrs)
27 Richmond Rd.,
Seford.
Essex.

Secretary.



CERTIFICATE OF INCORPORATION

Nd232558

I hereby certify that

JANWAYS TRUSTEE 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 6th November 1975

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

N. TAYLOR
Assistant Registrar of Companies

Number of }
Company } 1232558

Form No. 103
(No registration fee payable)

THE COMPANIES ACTS 1948 to 1967

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)

Insert the
Name of
the Company

JANEWAYS TRUSTEE LIMITED

Section 110 of the Companies Act 1948 provides that :—

* * * * *

(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place :

Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

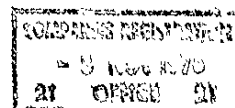
Presented by

Presentor's Reference.....TC/18.....

Walker Martineau & Co.,

10/11 Gray's Inn Square,

London, WC1R 5JL.



Notice of Place where Register of Members is kept or of any
Change in that Place.

To the REGISTRAR OF COMPANIES.

JANEWAYS TRUSTEE LIMITED

hereby gives you notice, in accordance with subsection (3) of section 110
of the Companies Act 1948, that the register of members of the Company
is kept at 10/11 Gray's Inn Square, London, WC1R 5JL.

Signature *C. P. Kenton*

(State whether
Director or Secretary) Secretary

Dated the 7th day of November 1975.

NOTE.—This Margin is reserved for binding and must not be written across.



CERTIFICATE OF INCORPORATION
ON RE-REGISTRATION AS AN UNLIMITED COMPANY

No. 1232558

I hereby certify that

JANEWAYS TRUSTEE

formerly registered as limited, has this day been re-registered under the Companies Acts 1948 to 1967 as unlimited.

Dated at Cardiff the **5TH JULY 1977**

(D. B. Nottage)
Registrar of Companies

No. of Company ...1232558...

THE COMPANIES ACTS 1948 TO 1967

APPLICATION BY A LIMITED COMPANY TO BE RE-REGISTERED AS UNLIMITED

Pursuant to Section 43 of the Companies Act 1967

Name of CompanyJANEWAYS..TRUSTEE..... Limited

Registered Office.....10/11..GRAY'S..INN..SQUARE,.....
LONDON, WC1R 5JL.

1. Application is hereby made for the above-named company to be re-registered as unlimited.
2. A printed copy of the company's memorandum altered, as shown in this application*, to a form requisite for an unlimited company is attached.
3. ☒ A printed copy of the company's articles altered, as shown in this application*, to a form requisite for an unlimited company is attached.

or

☒ ~~The company not having previously registered articles hereby requests registration of the attached printed articles.~~

4. Signed assents by all members of the company are given on Form(s) No. R2 attached.
5. A statutory declaration made by the directors of the company complying with Section 43(3)(b) is attached
6. Nominal share capital (if any) provided for by the articles as altered £NONE.....
7. Maximum (if any) number of members allowed by the articles as altered50.....

Signed*C. J. Carter*.....

State whether Director or SecretaryDirector.....

Date24th June 1977.....

* Alterations in the memorandum and articles should be set out overleaf

☒ Delete words which are not applicable

Presented by: MESSRS. WALKER MARTINEAU & COMPANY,
10/11 GRAY'S INN SQUARE,
LONDON, WC1R 5JL.

Margin one inch for binding

Alterations in the memorandum:

The entire deletion of the existing Memorandum and the adoption of the Memorandum marked "A" and attached hereto.

Alterations in the articles:

The entire deletion of the existing Articles and the adoption of the Articles marked "B" and attached hereto.

Margin one inch for binding

No. of Company 1232558

THE COMPANIES ACTS 1948 TO 1967

MEMBERS' ASSENT TO COMPANY BEING RE-REGISTERED AS UNLIMITED

Name of Company JANEWAYS TRUSTEE Limited

~~We, being members~~
 We, being members of the above-named company hereby assent to the company being re-registered as unlimited

Full name of Member	Address	Signature of Member (or person lawfully authorised to sign on his behalf)
Victor Rupert De Ambrosis Woolcombe	Berryfield, Danebridge Road, Much Hadham, Herts.	V.R. DeL. Woolcombe
John Roy Wynter Bee	Heather Hills, West End, Woking, Surrey	John Wynter Bee
Edward Josselyn Richard Hill	156 Banstead Road, Banstead, Surrey	E J Hill
Peter Edward Hawley	3 Whitchurch House, Whitchurch-on-Thames, Oxfordshire.	P Hawley
Christopher Peter Lester	38 Elizabeth Avenue, Hove, Sussex.	C Lester
Gerald Cobham Griffith	31 Kew Green, Kew, Richmond, Surrey.	G Griffith
Andrew Henry Warde Dixon	Roths Cottage, The Street, Mortimer, Berkshire.	A H Warde
Katrina Elizabeth Winfield	34 Burleigh Mansions, 20 Charing Cross Road, London, W.C.2.	Katrina E. Winfield
Terence Arthur Cole	27 Englewood Road, S.W.12 9PA.	T Cole

Margin one inch for binding



"A"

1232558 / 13

THE COMPANIES ACTS 1948 to 1967

UNLIMITED COMPANY NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

JANEWAYS TRUSTEE

1. The name of the Company is "JANEWAYS TRUSTEE".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) To undertake and execute any trusts the undertaking whereof may seem desirable, and also (so far as may be allowed by law) to undertake the office of executor, administrator, receiver, committee, attorney, treasurer or registrar, and to be and act as nominee of or for any person, company, corporation, association or other body corporate.
 - (B) To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes and other negotiable or transferable instruments.
 - (C) To purchase, take on lease or in exchange, or otherwise acquire any real or personal property, movable or immovable, and any rights or privileges which the Company may think necessary or convenient for the purpose of its business.
 - (D) To lend money and guarantee loans on any terms that may be thought fit, and to guarantee the due performance of contracts, trusts or duties of an executor by any company, firm or person.
 - (E) To borrow or raise money in such manner as the Company shall think fit.
 - (F) To take all necessary or proper steps in Parliament or with the authorities, national, local, municipal or otherwise, of any place in which the Company may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company of furthering the interests of its members, and to oppose any such steps taken by any other company, firm or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its members.

- (G) To employ and pay an agent, whether a solicitor, accountant, stockbroker, banker or other person to transact any business or do any act required to be transacted or done in the execution or administration of a trust or in the administration of a testator's or intestate's estate.
- (H) To exercise every trust, power or discretion lawfully exercisable by a trustee, executor or administrator, and to take any proceedings necessary for executing any trust or administration.
- (I) To renounce probate of any will, disclaim any trust, retire from any trusteeship, and to appoint new trustees where so empowered by any trust instrument or will, or by law.
- (J) To procure the registration or incorporation of the Company in or under the Laws of any place outside England, and to comply with any terms precedent to such incorporation or registration.
- (K) To invest any moneys of the Company not for the time being required for the general purposes of the Company in or upon such investments or securities as may be thought expedient.
- (L) To distribute any of the Company's property among the members in specie.
- (M) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (N) To afford indemnities against liability for any breach of trust (not being of a fraudulent character) to any person or company from time to time acting jointly with the Company in the execution of any trust.
- (O) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.

UNLIMITED COMPANY NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

JANEWAYS TRUSTEE

Preliminary

1. The articles of association of the Company shall be:-
 - (a) the articles hereinafter contained; and
 - (b) the regulations in Table C in the First Schedule to the Companies Act 1948 (as amended by Section 14(8)(c) of the Companies Act 1967) except insofar as varied or excluded by these articles.

References herein to numbered regulations are to regulations in the said Table C.

2. In these articles the expression "the firm" means the practice of solicitors carried on under the name of Walker Martineau & Co. by the partners therein for the time being and from time to time.
3. The Company is a private company and accordingly:-
 - (a) the number of members of the Company is limited to 50;
 - (b) if at any time the Company has a share capital the directors may refuse without assigning any reason to register a transfer thereof; and
 - (c) any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

Members

4. Regulations 2 and 3 shall not apply to the Company.
5. The number of members with which the Company proposes to be registered is 9.
6. All the present partners in the firm on 12th May 1977 and any and all future partners therein who agree to become members and none others shall be members of the Company and shall be entered in the register of members accordingly.
7. A member shall ipso facto cease to be such in either of the following cases:-
 - (a) on his ceasing for any reason to be a partner in the firm; and
 - (b) on the receipt by the Company of notification in writing from the member that he no longer agrees to be a member.



Proceedings at general meetings

8. In regulation 10 the word "two" shall be substituted for the word "Three".
9. Regulations 11 to 13 (inclusive) shall not apply to the Company.
10. If within ten minutes from the time appointed for the holding of a general meeting a quorum is not present, the meeting shall be dissolved.

Votes of members

11. Regulations 20 to 30 (inclusive) shall not apply to the Company.
12. Every member shall have one vote on a show of hands and on a poll.

Directors

13. Regulations 31 and 38 to 52 (inclusive) and 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" in Regulation 37 shall not apply to the Company.
14. The Company shall be managed by a board of directors which shall consist of all the members of the Company for the time being. The first directors shall be the partners in the firm on 12th May 1977. The directors may elect from their number a chairman and a vice-chairman.
15. A director shall immediately cease to be such on ceasing to be a member of the Company.
16. The directors shall meet as often as they think fit. A meeting may at any time be called by the chairman or vice-chairman or any two directors.
17. The quorum at a meeting of directors shall be two.
18. At all meetings of the directors all resolutions shall be carried by a majority of those present. The chairman or, in his absence, the vice-chairman or, failing them, a director chosen by the meeting shall take the chair.
19. A director may vote in respect of any matter in which he may be interested in any way whatsoever and he may, notwithstanding his interest, be counted in the quorum at any meeting.
20. The directors shall if so requested by the Council of The Law Society procure that the Company's books of account, bank passbooks, looseleaf bank statements, statements of account, vouchers and other necessary documents be produced for the inspection of a person nominated by the said Council.

WE VICTOR RUPERT DE AMBROSIS WOOLLCOMBE of Berryfield
 Danebridge Road Much Hadham Herts JOHN ROY WYNTER BEE of
 Heather Hills West End Woking Surrey EDWARD JOSSELYN RICHARD
 HILL of 156 Banstead Road Banstead Surrey PETER EDWARD HAWLEY
 of 3 whitchurch House Whitchurch-on-Thames Oxfordshire
 GERALD COBHAM GRIFFITH of 31 Kew Green Kew Richmond Surrey
 CHRISTOPHER PETER LESTER of 33 Elizabeth Avenue Hove Sussex
 ANDREW HENRY WARDE DIXON of Rothes Cottage The Street
 Mortimer Berkshire KATRINA ELIZABETH WINGFIELD of 34 Burleigh
 Mansions 20 Charing Cross Road London WC2 and TERENCE ARTHUR
 COLE of 27 Englewood Road London SW12 9PA (together called
 "the Declarants") DO SOLEMNLY AND SINCERELY DECLARE as
 follows:-

1. We are the Directors and the only Directors of Janeways
 Trustee Limited ("the Company") in respect of which an
 application is to be made for the Company to be re-registered
 as unlimited.
2. The persons by whom or on whose behalf the form of
 assent R2 attached to the form of application to re-register
 R1 is subscribed constitute collectively the whole membership
 of the Company.

AND WE THE DECLARANTS make this Solemn Declaration
 conscientiously believing the same to be true and by virtue
 of the provisions of the Statutory Declarations Act 1835.

DECLARED by the said
 VICTOR RUPERT DE AMBROSIS
 WOOLLCOMBE this 2nd
 day of June
 One thousand nine hundred
 and seventy-seven

V.R. De. Woolcombe

Before me,

J. W. M. Matheson

DECLARED by the said
JOHN ROY SYNTOR BEN
this 2nd
day of June
One thousand nine
hundred and seventy-seven

John Roy Syntor Ben

Before me,

W. O. Matheson
A Commissioner for Oaths

DECLARED by the said
LEONARD JOSSELYN RICHARD HILL
this 2nd
day of June
One thousand nine hundred
and seventy-seven

L. J. R. Hill

Before me,

W. O. Matheson
A Commissioner for Oaths.

DECLARED by the said
PETER EDWARD HANLEY
this 21st
day of June
One thousand nine hundred
and seventy-seven

P. E. Hanley

Before me,

D. A. Roche
Solicitor
Reading

DECLARED by the said
GEOFFREY ROBERT COOPER
this 2nd
day of June
One thousand nine hundred
and seventy-seven

G. R. Cooper

Before me,

W. O. Matheson
A Commissioner for Oaths.

DECLARED by the said
CHRISTOPHER PETER LESTER
this ^{24th}
day of ^{June}
One thousand nine hundred
and seventy-seven

C. Lester

Before me,

W. J. Penchey
Solicitor

DECLARED by the said
ANDREW HENRY WARDE DIXON
this ^{21st}
day of ^{June}
One thousand nine hundred
and seventy-seven

A. H. Dixon

Before me,

T. P. Rohn
Solicitor
Reading

DECLARED by the said
KATRINA ELIZABETH WINGFIELD
this ^{27th}
day of ^{May}
One thousand nine hundred
and seventy-seven

Katrina E. Wingfield

Before me,

R. H. H. H.
A Commissioner for Oaths

DECLARED by the said
TERENCE ARTHUR COLE
this ^{27th}
day of ^{May}
One thousand nine hundred
and seventy-seven

T. A. Cole

Before me,

R. H. H. H.
A Commissioner for Oaths

DATED

1977

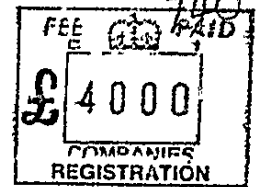
STATUTORY DECLARATION

by

THE DIRECTORS OF JANEWAYS
TRUSTEE LIMITED

=====

No 1232558 ✓ 119



THE COMPANIES ACTS 1948 to 1976 ✓

UNLIMITED COMPANY NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION OF
JANEWAYS TRUSTEE
passed 11th September 1980

At an Extraordinary General Meeting of the above
named Company duly convened and held on 11th September
1980 the following resolution was duly passed as a
Special Resolution. ✓

RESOLUTION

THAT with the consent of the Registrar of Companies
the name of the Company be changed to JANEWAYS TRUSTEE
COMPANY

[Signature]
..... ✓

Secretary. ✓



BARCLAYS
R40.
007269



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1232558

120

I hereby certify that

JANEWAYS TRUSTEE

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

JANEWAYS TRUSTEE COMPANY

Given under my hand at Cardiff the

10TH OCTOBER 1980



E A WILSON

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 to 1967

UNLIMITED COMPANY NOT HAVING A SHARE CAPITAL

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MEMORANDUM OF ASSOCIATION

of

JANEWAYS TRUSTEE COMPANY

1. The name of the Company is "JANEWAYS TRUSTEE COMPANY".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) To undertake and execute any trusts the undertaking whereof may seem desirable, and also (so far as may be allowed by law) to undertake the office of executor, administrator, receiver, committee, attorney, treasurer or registrar, and to be and act as nominee of or for any person, company, corporation, association or other body corporate.
 - (B) To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes and other negotiable or transferable instruments.
 - (C) To purchase, take on lease or in exchange, or otherwise acquire any real or personal property, movable or immovable, and any rights or privileges which the Company may think necessary or convenient for the purpose of its business.
 - (D) To lend money and guarantee loans on any terms that may be thought fit, and to guarantee the due performance of contracts, trusts or duties of an executor by any company, firm or person.
 - (E) To borrow or raise money in such manner as the Company shall think fit.
 - (F) To take all necessary or proper steps in Parliament or with the authorities, national, local, municipal or otherwise, of any place in which the Company may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company of furthering the interests of its members, and to oppose any such steps taken by any other company, firm or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its members.

23 SEP 1967

- (G) To employ and pay an agent, whether a solicitor, accountant, stockbroker, banker or other person, to transact any business or do any act required to be transacted or done in the execution or administration of a trust or the administration of a testator's or intestate state.
- (H) To exercise every trust, power or discretion lawfully exercisable by a trustee, executor or administrator, and to take any proceedings necessary for executing any trust or administration.
- (I) To renounce probate of any will, disclaim any trust, retire from any trusteeship, and to appoint new trustees where so empowered by any trust instrument or will, or by law.
- (J) To procure the registration or incorporation of the Company in or under the Laws of any place outside England, and to comply with any terms precedent to such incorporation or registration.
- (K) To invest any moneys of the Company not for the time being required for the general purposes of the Company in or upon such investments or securities as may be thought expedient.
- (L) To distribute any of the Company's property among the members in specie.
- (M) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (N) To afford indemnities against liability for any breach of trust (not being of a fraudulent character) to any person or company from time to time acting jointly with the Company in the execution of any trust.
- (O) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.

THE COMPANIES ACTS 1948 to 1967

UNLIMITED COMPANY NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

JANEWAYS TRUSTEE COMPANY

Preliminary

1. The articles of association of the Company shall be:-
 - (a) the articles hereinafter contained; and
 - (b) the regulations in Table C in the First Schedule to the Companies Act 1948 (as amended by Section 14(8)(c) of the Companies Act 1967) except insofar as varied or excluded by these articles.

References herein to numbered regulations are to regulations in the said Table C.

2. In these articles the expression "the firm" means the practice of solicitors carried on under the name of Walker Martineau & Co. by the partners therein for the time being and from time to time.
3. The Company is a private company and accordingly:-
 - (a) the number of members of the Company is limited to 50;
 - (b) if at any time the Company has a share capital the directors may refuse without assigning any reason to register a transfer thereof; and
 - (c) any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

Members

4. Regulations 2 and 3 shall not apply to the Company.
5. The number of members with which the Company proposes to be registered is 9.
6. All the present partners in the firm on 12th May 1977 and any and all future partners therein who agree to become members and none others shall be members of the Company and shall be entered in the register of members accordingly.
7. A member shall ipso facto cease to be such in either of the following cases:-
 - (a) on his ceasing for any reason to be a partner in the firm; and
 - (b) on the receipt by the Company of notification in writing from the member that he no longer agrees to be a member.

Proceedings at general meetings

8. In regulation 10 the word "two" shall be substituted for the word "Three".
9. Regulations 11 to 13 (inclusive) shall not apply to the Company.
10. If within ten minutes from the time appointed for the holding of a general meeting a quorum is not present, the meeting shall be dissolved.

Votes of members

11. Regulations 20 to 30 (inclusive) shall not apply to the Company.
12. Every member shall have one vote on a show of hands and on a poll.

Directors

13. Regulations 31 and 38 to 52 (inclusive) and 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" in Regulation 37 shall not apply to the Company.
14. The Company shall be managed by a board of directors which shall consist of all the members of the Company for the time being. The first directors shall be the partners in the firm on 12th May 1977. The directors may elect from their number a chairman and a vice-chairman.
15. A director shall immediately cease to be such on ceasing to be a member of the Company.
16. The directors shall meet as often as they think fit. A meeting may at any time be called by the chairman or vice-chairman or any two directors.
17. The quorum at a meeting of directors shall be two.
18. At all meetings of the directors all resolutions shall be carried by a majority of those present. The chairman or, in his absence, the vice-chairman or, failing them, a director chosen by the meeting shall take the chair.
19. A director may vote in respect of any matter in which he may be interested in any way whatsoever and he may, notwithstanding his interest, be counted in the quorum at any meeting.
20. The directors shall if so requested by the Council of The Law Society procure that the Company's books of account, bank passbooks, looseleaf bank statements, statements of account, vouchers and other necessary documents be produced for the inspection of a person nominated by the said Council.

Company No 1232558

JANEWAYS TRUSTEE COMPANY

SPECIAL RESOLUTION

(passed on 31st December 1987)

At the Annual General Meeting of the above named company duly convened and held on the 31st December 1987 the following resolution was duly passed as a special resolution.

The company had been dormant throughout the accounting period ended 31st December 1987 and that accordingly the provisions of Section 384(1) of the Companies Act 1985 applied and that the company should not therefore appoint an auditor.


.....

CHAIRMAN

