

## THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with  
the requirements of the  
Companies Acts 1948 to 1976 on  
application for registration  
of a companyPursuant to section 15 (2) of the Companies Act 1948 as  
amended by the Companies Act 1976

For official use

1360927

Please do not  
write in this  
binding marginPlease complete  
legibly,  
preferably in  
black type or  
bold black  
lettering.\*Delete if  
inappropriate.

Name of Company

WILLIS FABER TRUSTEES

Limited\*

I, ELISABETH ANNE MILLETTof 85 London WallLondon EC2M 7AHdo solemnly and sincerely declare that I am a Solicitor of the Supreme  
Court engaged in the formationof WILLIS FABER TRUSTEES

Limited\*

and that all the requirements of the Companies Acts 1948 to 1976 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 1835Declared at 99 AldwychLondon WC2B 4LF.the 3rd day of MarchOne thousand nine hundred and seventy eight

before me

A Commissioner for Oaths SolicitorPresentor's name, address  
and reference (if any):Millett & Co.,  
85 London Wall  
London EC2M 7AH(Ref: EAM )For official use  
General section

Post room



‡Please indicate  
whether you are  
a Solicitor of  
the Supreme  
Court (or in  
Scotland "a  
Solicitor")  
engaged in the  
formation of  
the company,  
or a person  
named in the  
statement  
delivered under  
section 21 of the  
Companies Act  
1976 as a director  
or secretary of the  
company.

for Notary  
Public or Justice  
of the Peace or  
Solicitor having  
the powers  
conferred on a  
Commissioner  
for Oaths.

1360927 12  
C D  
21/3

Form PUC 1  
(Capital duty payable, but  
no registration fee)

Number of Company

**STATEMENT ON FORMATION OF A COMPANY TO BE INCORPORATED  
WITH LIMITED LIABILITY UNDER THE COMPANIES ACT 1948**  
Pursuant to Part V of the Finance Act 1973



- Name of Company..... **WILLIS FABER TRUSTEES**..... **LIMITED**
- A Nominal capital\*..... **£100**..... ✓
- B Nominal value of each share..... **£1**..... ✓
- C Number and description of shares taken on incorporation\*..... **2 Ordinary £1 Shares**..... ✓
- D Total amount payable on each† (including premium if any)..... **£1**..... ✓
- E Amount paid or due and payable on each†..... **£1**..... ✓
- F Total amount paid or due and payable in respect of C..... **£ 2**..... ✓
- G Capital duty payable on F at £1 per £100 or part of £100..... **£ 1**..... ✓

I hereby certify that the above particulars are correct in all respects.

Signed..... *M. H. H. & Co.*.....  
Description..... **Solicitors**.....  
Date..... **17th March, 1978.**..... ✓

\* Distinguish between Preference, Ordinary, Redeemable Preference, etc. shares.

† If amounts are contributed otherwise than in cash, that fact with full particulars must be stated.

Note: This form must be delivered to the Registrar of Companies when applying for incorporation of the company.

Presented by:

**Willis & Co.,**  
**85 LONDON WALL,**  
**LONDON, E.C.2.**

Presentor's reference:

*RM / FAM / KPS*

For official use only:

PUC!  
N.R.

THE COMPANIES ACTS 1948 TO 1976

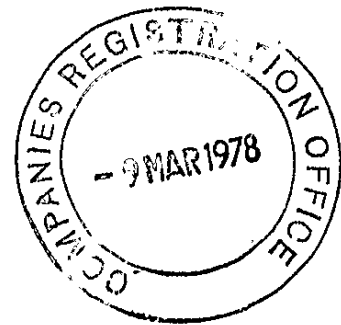
COMPANY LIMITED BY SHARES

1360927/3

MEMORANDUM OF ASSOCIATION

OF

WILLIS FABER TRUSTEES LIMITED



1. The name of the Company is "WILLIS FABER TRUSTEES 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 act as an ordinary judicial or custodian trustee of deeds, schemes, wills, settlements and other instruments creating trusts and to act as and undertake the duties of executor of wills, administrator of estates of deceased persons and either as executor, testamentary or dative, or as the representative of such executor, and for that purpose to enter into all necessary bonds in connection therewith and to act as trustee of deeds or documents securing debentures or debenture stock, and to act as trustee for charitable and other institutions and generally to undertake and execute (either alone or in conjunction with any other corporation or corporations or with an individual or individuals and either with or without remuneration) trusts of all kinds and to undertake the office of treasurer, auditor, receiver, manager, liquidator, administrator, assignee or trustee of the estate of any person or of any company and to receive for safe custody (with or without undertaking liability for any loss thereof or injury thereto) books, deeds, securities or other documents or money or chattels and to undertake all kinds of agency business and generally to hold and perform the duties of any office or position of trust or confidence.

- (2) To hold, administer, manage, execute the trusts of, sell, realise, invest, dispose of and deal with the moneys and property, both real and personal, comprised or included in any estate of which the Company is executor or administrator, or in any trust of which the Company is trustee, or of which the Company is executor, administrator, receiver or manager and to carry on, manage, sell, realise, dispose of and deal with any business comprised or included in any such estate or trust.
- (3) To undertake and to carry on and execute all kinds of financial, commercial, trading and other operations, and to carry on any other business which may seem to be capable of being conveniently carried on in connection with any of these objects or calculated directly or indirectly to enhance the value of or facilitate the realisation of or render profitable any of the Company's property or rights and to transact any or every description of agency, commission, commercial, manufacturing, mercantile and financial business.
- (4) To purchase, take on lease or tenancy or otherwise acquire for any estate or interest and to take options over any property, real or personal, or rights of any kind which may appear to be necessary or convenient for any business of the Company (in any part of the world) and to develop, turn to account and deal with the same in such manner as may be thought expedient.
- (5) To obtain or acquire by application, purchase, licence or otherwise, and to exercise and use and grant licences to others to exercise and use patent rights, brevets d'invention, concessions or protection in any part of the world for any invention, mechanism or process, secret or otherwise, and to disclaim, alter or modify such patent rights or protection, and also to acquire, use and register trade marks, trade names, registered or other designs, right of copyright or other rights or privileges in relation to any business for the time being carried on by the Company.
- (6) To purchase or otherwise acquire and undertake, wholly or in part for cash or shares or otherwise howsoever, all or any part of the business or property and liabilities of any person or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of this Company.

- (7) To establish or promote or concur in establishing or promoting any company whose objects shall include the acquisition of all or any of the assets or liabilities of this Company or the promotion of which shall be considered likely to advance directly or indirectly the objects of this Company or the interests of its shareholders.
- (8) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with or co-operate in any way with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company.
- (9) To lend money to and guarantee or undertake the performance of the obligations of and the payment of dividends and interest on or the repayment or payment of capital paid up on or other moneys payable in respect of any stock, shares, securities and obligations of any company, firm or person in any case in which such loan, undertaking or guarantee may be considered likely, directly or indirectly, to further the objects of this Company or the interests of its Members.
- (10) To advance, lend or deposit money, securities and property to or with such persons and on such terms as may seem expedient.
- (11) To draw, make, accept, endorse, negotiate, execute and issue and to discount, buy, sell and deal in promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (12) To receive from any person or persons, whether a Member or Members, Director or Directors, employee or employees of the Company or otherwise, or from any corporate body, money or securities on deposit at interest or for safe custody or otherwise.
- (13) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of and deal in shares, stocks and securities of any other company, whether British or foreign, or of any country, State, dominion, colony or government.
- (14) To invest any moneys of the Company not for the time being required for the general purposes of the Company in such investments (other than shares or stock of the Company) as may be thought proper, and to hold, sell or otherwise deal with such investments.


- (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, on such terms as may be thought expedient, of debentures, debenture stock or other securities of any description; and to issue any of the Company's shares, stock, securities or other obligations for such consideration (whether for cash, services rendered or property acquired or otherwise) and on such terms as may be thought fit.
- (16) To sell, exchange, 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 stocks, shares, whether fully or partly paid up, debentures, debenture stock or other obligations, or securities of any other company.
- (17) To distribute among the Members of the Company in specie any property of the Company.
- (18) To remunerate the Directors, officials and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company may think proper, and to formulate and carry into effect any scheme for sharing the profits of the Company with employees of the Company or any of them.
- (19) 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, or 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.
- (20) To procure the registration or incorporation of the Company in or under the laws of any place outside England.

- (21) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary Company, or who are or were at any time Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds considered to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such person as aforesaid and to subscribe or guarantee money for any charitable or benevolent objects or for any exhibition, or for any public, general or useful object, and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
- (22) Subject to the provisions of Section 54 of the Companies Act, 1948, to provide, in accordance with any scheme for the time being in force, money for the purchase of, or subscription for, fully paid shares or stock in the Company, being a purchase or subscription by Trustees of or for shares or stock to be held by or for the benefit of employees of the Company, including any Director holding a salaried employment or office in the Company.
- (23) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.
- (24) 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.

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 corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed in such paragraphs, be in no wise limited by reference to 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 Member is limited.

5. The share capital of the Company is £100, divided into 100 shares of £1 each, with power to divide the shares in the original or any increased capital into several classes and to attach thereto any preferential, deferred, qualified or other special rights, privileges and conditions.





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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<p><i>Sylvia Nash.</i>  <i>11, Millersley Avenue</i>  <i>Ovington.</i>  <i>Kent.</i>  <i>married woman</i></p> <p><i>Elisabeth Anne Millett</i>  <i>85 London Wall</i>  <i>London EC2M 7AH</i>  <i>Solicitor</i></p>	<p><i>one.</i>  <i>✓</i></p> <p><i>One</i>  <i>✓</i></p>

Dated the *3rd* day of *March* 1978.

Witness to the above Signatures —

*Richard Millett.*

*85 London Wall*

*London E.C. 2.*

*Solicitor*

## THE COMPANIES ACTS 1948 TO 1976

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COMPANY LIMITED BY SHARES

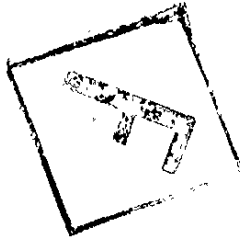
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ARTICLES OF ASSOCIATION

OF

WILLIS FABER TRUSTEES LIMITED

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PRELIMINARY,

1. Subject as hereinafter provided, the regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 as amended by or pursuant to the Companies Act 1976 (hereinafter referred to as Table A) shall apply to the Company, and Regulation 1 of Part I of Table A shall apply to the construction of these Articles and in case of any variation or inconsistency between Table A and these Articles, these Articles shall prevail.

2. Regulations 22, 24, 40-43 inclusive, 53, 62, 75-77 inclusive, 87-95 inclusive, 97-99 inclusive, 106 and 113 of Part I of Table A shall not apply to the Company.

## CAPITAL AND SHARES

3. The original capital of the Company is £100, divided into 100 Shares of £1 each.

4. No shares (whether forming part of the original capital of the Company or created on any increase of capital) shall be allotted, issued or otherwise disposed of or placed under option except with the previous consent in writing of the holders of the majority of the issued shares of the Company.

## LIEN ON SHARES

5. Regulation 11 of Part I of Table A shall be modified by omitting therefrom the words "(not being a fully paid share)" and the words "(other than fully paid shares)".

## TRANSFER OF SHARES

6. The instrument of transfer of a share shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect thereof: Provided that in the case of a partly paid share the instrument of transfer must also be executed by or on behalf of the transferee.

## PROCEEDINGS AT GENERAL MEETINGS

7. The words "the election of directors in the place of those retiring" shall be deleted from Regulation 52 of Part I of Table A.

8. A poll may be demanded by any member present in person or by proxy, and Regulation 58 of Part I of Table A shall be modified accordingly.

## VOTES OF MEMBERS

9. Every member present in person or by proxy shall on a show of hands have one vote, and upon a poll have one vote for every share held by him.

10. Regulation 69 of Part I of Table A shall be modified by omitting therefrom the words and figures "not less than 48 hours" and the words and figures "not less than 24 hours".

## DIRECTORS

11. (1) Unless and until otherwise determined pursuant to the provisions of Article 12 (1) hereof, the number of Directors shall not be less than two nor more than twenty-five. The first Directors of the Company shall be appointed by the subscribers to the Memorandum of Association.

(2) Each Director shall be entitled to hold office until he ceases to be a Director pursuant to the provisions of Articles 12 or 15 hereof.

(3) A Director shall not require any share qualification and there shall not be any age limit for Directors and sub-sections (1) to (6) of Section 185 of the Act shall not apply to the Company.

12. (1) The holder or holders for the time being of a majority of the issued shares of the Company shall have power at any time and from time to time as and when thought fit to do all or any of the following things, namely:-

(A) By notice in writing to the Company to increase or reduce the number of Directors, and to appoint any person or persons to be a Director or Directors of the Company, whether to fill any vacancy on or by way of addition to the Board.

(B) By notice in writing to the Company to remove any Director or Managing Director from office.

- (C) By notice in writing to the Company to fix the quorum necessary for the transaction of the business of the Directors and of any committee of the Directors either generally and/or in any particular case.
- (D) By notice in writing to the members to convene a General Meeting of the Company.
- (E) By notice in writing to the Company to make any regulations in regard to the conduct of the business of the Company or of the Directors, including regulations with regard to the affixing of the seal of the Company to deeds, bonds and other contracts under seal and regulations declaring who shall be entitled to sign on behalf of the Company cheques, bills, notes, acceptances and indorsements, and for what purposes and in what cases, and in like manner to vary and annul any such regulations.

(2) Any holder authorised under paragraph (1) of this Article to give or join in giving a notice may sign such notice either personally or by attorney or other agent duly authorised in writing in that behalf or being a company holder or holders under the hand of some person duly authorised by the board of directors of such company or companies and such notice may consist of several documents each signed by one or more holder or holders.

(3) The Directors shall cause minutes to be made in books provided for the purpose of all appointments and removals and regulations made under the provisions of this Article.

13. (1) The remuneration of the Directors shall be such sums as shall from time to time be voted to them by the Company in General Meeting, or, failing such resolution, such sums as shall be awarded them with the consent in writing of the holders of the majority of the issued shares for the time being of the Company, and such remuneration shall be divided amongst the Directors in such proportions and manner as such resolution or award shall direct, or, failing such direction as the Directors shall determine, and, in default of determination, equally. Unless the holders for the time being of the majority of the issued shares of the Company shall otherwise direct any Director holding office for part of a year shall be entitled to a proportionate part of his remuneration.

(2) The Directors shall also, subject to the approval of the Board of Directors, be entitled to be repaid all travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors, including their expenses of travelling to and from Board Meetings.

14. The Directors may grant special remuneration to any Director who, being called upon, shall be willing to render any special or extra services to the Company, or to go to or reside in any place other than where he usually resides, in connection with the conduct of any of the affairs of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director, and may be made payable by a lump sum or by way of salary, or by a percentage of profits, or by any or all of those modes.

15. The office of a Director shall, ipso facto, be vacated:-

- (1) If he becomes bankrupt, or makes any arrangement or composition with his creditors generally.
- (2) If he is found lunatic or becomes of unsound mind.
- (3) If he is removed under the provisions of Regulation 96 of Part I of Table A or of Article 12 hereof.
- (4) If he absents himself from the meetings of the Directors during a continuous period of three months without special leave of absence from the Directors, and they pass a resolution that he has by reason of such absence vacated office.
- (5) If he is prohibited from being a Director by reason of any Order made under Section 188 of the Companies Act 1948 or under Section 28 of the Companies Act 1976 or under Section 9 of the Insolvency Act 1976.
- (6) If by notice in writing to the Company he resigns his office.

16. A Director may vote in respect of any contract or proposed contract or arrangement notwithstanding that he may be interested therein and if he do so his vote shall be counted and he may be counted in the quorum at any meeting of the Directors at which any such contract or proposed contract or arrangement shall come before the meeting for consideration and sub-clauses (2) and (4) of Regulation 84 of Part I of Table A shall accordingly not apply to the Company.

17. The Directors shall have power with the consent in writing of the holders of the majority of the issued shares of the Company to grant pensions, annuities or other allowances, including allowances on death, to any person, or to the widow or dependants of any person, who has served the Company either directly as Managing Director, Director, Manager, or in any other office or employment under the Company or indirectly as an officer or employee of any company or body in which this Company has at any time during such service as aforesaid had a controlling interest notwithstanding that he may be or have been a Director of this Company, and to make payments towards insurances or trusts for such purposes in respect of such persons.

18. (1) Subject always to any contrary determination under Article 12 (1) hereof.

- (A) The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.

(B) The quorum necessary for the transaction of the business of the Directors shall be two.

(C) The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

(2) A resolution in writing signed or initialled or approved by letter, telegram or cablegram by all the Directors of the Company shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted and when signed or initialled may consist of several documents each signed or initialled by one or more of the Directors.

#### BORROWING POWERS

19. The proviso to Regulation 79 of Part I of Table A shall not apply to the Company.

#### SECRETARY

20. If at any time there shall be no Secretary or for any reason no Secretary capable of acting the Directors may appoint an acting, assistant or deputy Secretary.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

---

Sylvia Nash.  
 11, Millersley Avenue  
 Orpington.  
 Kent.  
 married woman. ✓

Elizabeth Anne Millett  
 85 London Wall  
 London EC2M 7AH  
 Solicitor ✓

---

Dated the 3rd day of March 1978

Witness to the above Signatures —

Richard Millett ✓  
 85 London Wall  
 London E.C.2.  
 Solicitor.

**Statement of first directors and  
secretary and intended situation  
of registered office****1**

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not  
write in this  
marginPlease complete  
legibly, preferably  
in black type, or  
bold black lettering\*Delete if  
inappropriate

Company number

1360927

5

Name of Company

WILLIS FABER TRUSTEES

Limited\*

The intended situation of the registered office of the company  
on incorporation is as stated belowTEN TRINITY SQUARE,  
LONDON EC3P 3AX.If the memorandum is delivered by an agent for the subscribers of  
the memorandum, please mark 'X' in the box opposite and insert the  
agent's name and address below☐


If the spaces provided on page 2 are insufficient and use has been made  
of continuation sheets (see note 1), please enter in the box opposite  
the number of continuation sheets which form part of this statement☐

Presentor's reference (if any)

(LAM)

For official use  
General Section

Post room





The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin

Name (note 2) <u>Arthur Ronald TAYLOR</u>	Business occupation <u>Insurance Broker</u>
Former name(s) (note 3) <u>None</u>	Nationality <u>British</u>
Address (note 4) <u>Hollywood House, Tondring, Essex.</u>	Date of birth (where applicable) (note 6) <u>13.6.21</u>
Particulars of other directorships (note 5) <u>Morgan Grenfell Holdings Limited</u>	
I hereby consent to act as director of the company named on page 1	
Signature <u>A.R. Taylor</u>	Date <u>28.2.78</u>

#### Important

The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2) <u>Allen SYKES</u>	Business occupation <u>Economist</u>
Former name(s) (note 3) <u>None</u>	Nationality <u>British</u>
Address (note 4) <u>Mallington, 29 The Mount, Fetcham Park, Leatherhead, Surrey KT22 9EB.</u>	Date of birth (where applicable) (note 6) <u>26.12.31</u>
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature <u>[Signature]</u>	Date <u>28.2.78</u>


Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Please do not  
write in this  
binding margin

The name(s) and particulars of the person who is, or the persons who are,  
to be the first secretary, or joint secretaries, of the company are as follows:

**Important**

The particulars  
to be given are  
those referred to  
in section  
21(2)(b) of the  
Companies Act  
1976 and section  
200(3) of the  
Companies Act  
1948. Please  
read the notes  
on page 4 before  
completing this  
part of the form.

Name (notes 2 & 7) John Edward WAITE	
Former name(s) (note 3) None	
Address (notes 4 & 7) Hythe Farm, Little Downham, Ely, Cambridgeshire, CB6 2DT.	
I hereby consent to act as secretary of the company named on page 1	
Signature 	Date 28.2.78

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

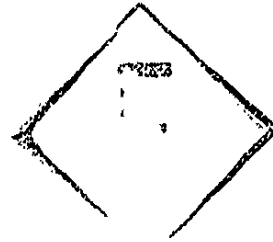
\*as required by  
section 21(3) of  
the Companies  
Act 1976

Signed by or on behalf of the subscribers of the memorandum\*

†delete as  
appropriate

Signature Sybil Rash [Subscriber] [~~Agent~~] † Date 3.3.1978

Signature Elizabeth Anne Millett [Subscriber] [~~Agent~~] † Date 3.3.1978



## CERTIFICATE OF INCORPORATION

No. 1360927

I hereby certify that

**WILLIS FABER TRUSTEES LIMITED**

is this day incorporated under the Companies Acts 1948 to 1976 and that the  
Company is Limited.

Given under my hand at Cardiff the

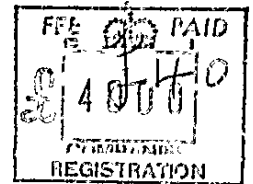
**31ST MARCH 1978**

*John P. G. Gwyn*  
J. P. G. GWYN

*Assistant Registrar of Companies*

No. 1360927

112



THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

WILLIS FABER TRUSTEES LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at Ten Trinity Square, London, EC3P 3AX on Wednesday 17 December 1980 at 4.50 p.m. the following resolution was duly passed as a Special Resolution.

SPECIAL RESOLUTION

THAT the name of the Company be changed to Friars Street Trustees Limited.

*A.R. Taylor*

A.R. Taylor  
Chairman of Meeting



Lloyds  
R40  
074319

# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1360927

113

I hereby certify that

WILLIS FABER TRUSTEES LIMITED

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

FRIARS STREET TRUSTEES LIMITED

Given under my hand at Cardiff the

27TH JANUARY 1981

A handwritten signature in dark ink, appearing to be 'D. J. Jones'.

Assistant Registrar of Companies

26

THE COMPANIES ACTS 1948 TO 1981

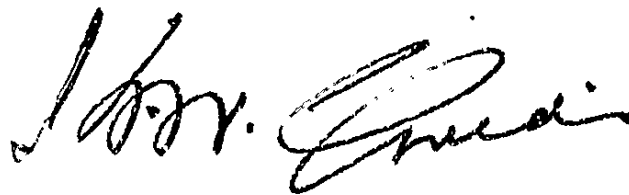
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COMPANY LIMITED BY SHARES  
\_\_\_\_\_

SPECIAL RESOLUTION  
OF  
FRIARS STREET TRUSTEES LIMITED  
\_\_\_\_\_

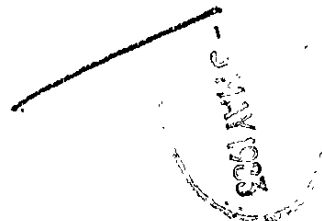
At an ANNUAL GENERAL MEETING of the Company duly convened and held at Ten Trinity Square, London EC3P 3AX on Wednesday the 20th day of April 1983 the following Resolution was duly passed as a SPECIAL RESOLUTION:-

SPECIAL RESOLUTION

That the regulations contained in the printed document which has been produced to the meeting and signed for identification by the Chairman of the meeting be and the same are hereby adopted as the Articles of Association of the Company to the exclusion of and in substitution for all existing Articles thereof.



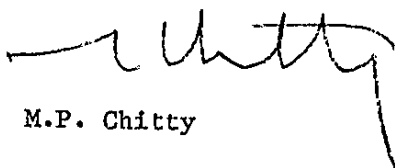
K.W. Childs  
Chairman of the Meeting



Friars Street Trustees Limited

I Michael Patrick Chitty Secretary of Friars Street Trustees Limited hereby certify that the attached is a true and correct copy of the Articles of Association of Friars Street Trustees Limited as adopted at the Annual General Meeting of that Company held on 20 April 1983.

Dated this Twenty-Eighth day of April 1983

  
M.P. Chitty



THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

FRIARS STREET TRUSTEES LIMITED

(New Articles adopted pursuant to a Special Resolution passed on 20 April 1983)

PRELIMINARY

1. (1) The regulations contained in Part 1 of Table A in the First Schedule to the Companies Act 1948 as amended so as to affect companies first registered on the date of the adoption of these Articles of Association (hereinafter called "Table A") shall except as hereinafter provided apply to the Company provided that in case of inconsistency between Table A and these Articles these Articles shall prevail. References herein to Regulations are to regulations in Table A unless otherwise stated. The regulations in any Table A applicable to the Company under any former enactment relating to companies shall not apply.

(2) Regulations 3, 24, 40-43 inclusive, 62, 69-71 inclusive, 73A, 75-77 inclusive, 84, 87-95 inclusive, 97, 99, 102, 106, 131 and 136 and the proviso to Regulation 79, shall not apply to the Company.

2. In these Articles and in Table A, so far as it applies to the Company, unless the context otherwise requires the following expressions shall have the meanings hereby assigned to them:-

"these presents":

these Articles of Association including such parts of Table A as apply to the Company under Article 1(1) hereof.

"Director":

a person holding office as a Director of the Company provided that no person shall be deemed to be a Director for any purpose by reason only of his holding the title "Executive Director" or "Divisional Director". "Directors" and "Board of Directors" shall be construed accordingly.

SHARE CAPITAL AND DEBENTURES

3. The authorised share capital of the Company at the date of the adoption of these Articles is £100 divided into 100 Ordinary Shares of £1 each.





4. Subject to Section 14 of the Companies Act 1980 all unissued shares of the Company (whether or not forming part of the capital of the Company at the date of the adoption of these presents) shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons at such times and on such terms as they think proper and Section 17(1) of the Companies Act 1980 shall not apply.

5. Subject to the provisions of and so far as may be permitted by the Companies Acts the Company may issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder.

6. Subject to the provisions of and so far as may be permitted by the Companies Acts the Company may purchase its own shares (including any redeemable shares). Any payment for the redemption or purchase of any shares may be made otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares or otherwise as permitted by the Companies Acts.

7. Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

8. The Company shall not have power to issue share warrants to bearer.

#### LIEN ON SHARES

9. Regulation 11 shall be modified by omitting therefrom the words "(not being a fully paid share)".

#### TRANSFER OF SHARES

10. An instrument of transfer of fully paid shares need not be signed by or on behalf of the Transferee. Regulation 22 shall be modified accordingly.

11. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

12. The Company shall not charge transfer or registration fees. References to fees in Regulations 25 and 28 shall be disregarded.

#### PROCEEDINGS AT GENERAL MEETINGS

13. The words "the election of directors in the place of those retiring" shall be deleted from Regulation 52.

14. A poll may be demanded at any General Meeting of the Company by the Chairman or by any member present in person or by proxy, and entitled to vote. Regulation 58 shall be modified accordingly.

#### VOTES OF MEMBERS

15. Every member present in person or by proxy shall on a show of hands have one vote, and upon a poll have one vote for every share held by him.

16. Any instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Such instrument (and, where it is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used, or be delivered to the Secretary (or the Chairman of the meeting) on the day and at the place of the meeting or adjourned meeting or poll but in any event before the time appointed for holding the meeting or adjourned meeting or for the taking of the poll. An instrument of proxy shall not be treated as valid until such delivery shall have been effected.

17. A resolution in writing signed by a member or members representing not less than 90% in aggregate of the total voting rights of all the members of the Company having the right to vote at General Meetings shall be as effective as if the same had been duly passed at a General Meeting and may consist of several documents in the like form, each signed by one or more persons but a resolution so signed shall not be effective to do anything required by law to be done in General Meeting or by Special or Extraordinary Resolution. In the case of a corporation the resolution may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative.

#### DIRECTORS

18. (1) The Directors shall not be less than two in number.

(2) A Director shall not be required to hold any shares of the Company by way of qualification.

(3) There shall not be any age limit for Directors and sub-sections (1) to (6) of Section 185 of the Companies Act 1948 shall not apply to the Company.

19. (1) The remuneration of the Directors shall be such sums as shall from time to time be voted to them by the Company in General Meeting and such remuneration shall be divided amongst the Directors in such proportions and manner as such resolution shall direct or, failing such direction, as the Directors shall determine or, in default of such determination, equally. Any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled to rank in such division for a proportion of remuneration related to the period during which he has held office.

(2) The Director shall also be entitled to be repaid all reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors, including their expenses of travelling to and from Board Meetings. In the event of there being any dispute as to a reasonableness of any such expenses the same shall be referred to the Directors who shall determine the question and whose determination shall be final and binding upon both the Company and the Director in question.

20. The Directors may grant special remuneration to any Director who, being called upon, shall be willing to render any special or extra service to the company or to go to or reside in any place other than where he usually resides, in connection with the conduct of the affairs of the Company. Such special remuneration shall be paid to such Director in addition to his ordinary remuneration as a Director and may be made payable by a lump sum or by way of salary, or by a percentage of profits, or by any or all of those modes.

#### POWERS AND DUTIES OF DIRECTORS

21. The Company in General Meeting may by Ordinary Resolution at any time and from time to time give directions to the Directors concerning the management of the Company (including, without limitation, procedural and administrative matters) or the policy to be adopted by the Directors in relation to such management. The Directors shall use all reasonable endeavours to exercise their powers so as to manage the business of the Company in a manner consistent with such direction or directions provided that no person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors. Regulation 80 shall be modified accordingly.

22. A Director may be a party to or in any way interested in any contract or transaction or arrangement to which the Company is a party or in which the Company is in any way interested. A Director may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any other company in which the Company is in any way interested and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. On any matter in which a Director is in any way interested he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits benefits and advantages directly or indirectly accruing to him thereunder or in consequence thereof.

23. A Director who is in any way whether directly or indirectly interested in a contract, transaction or arrangement or a proposed contract transaction or arrangement with the Company shall declare the nature of his interest at a meeting of the directors in accordance with Section 199 of the Companies Act 1948. A general notice given to the Directors by any Director to the effect that he is a member of any specified company or firm and is to be regarded as interested in any contract transaction or arrangement which may thereafter be made with that company or firm or to the effect that he is to be regarded as interested in any contract transaction or arrangement which may thereafter be made with a specified person who is connected with him (within the meaning of section 64 of the Companies Act 1980) shall be deemed a sufficient declaration of interest in relation to any such contract transaction or arrangement. Provided that no such notice shall be of effect unless either it is given at a meeting of the Directors or the Director takes reasonable steps to secure that it is brought up and read at the next meeting of the Directors after it is given.

24. The Directors may dispense with the keeping of attendance books for the meetings of the Directors or committees of the Directors. Regulation 86 shall be modified accordingly.

25. Subject to Section 192 of the Companies Act 1948 the Directors shall have power to grant pensions, annuities or any other allowances including allowances on death, to any person, or to the estate of any person, or to the widow or dependants of any person, who has served the Company or any predecessor in business of the Company either directly as Managing Director, Director, Manager or in any other office or employment under the Company or such predecessor or indirectly as an officer or employee of any company or body in which the Company has at any time during such service as aforesaid had a controlling interest notwithstanding that he may have been a Director of this Company, and to make payments towards insurances or trusts for such purposes in respect of such persons.

26. The office of Director shall be vacated if the Director:-

(i) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(ii) becomes of unsound mind or becomes incapable by reason of mental disorder, illness or injury, of managing and administering his property and affairs; or

(iii) is prohibited from being a Director by reason of any Order made under Section 188 of the Companies Act 1948 (as amended by Section 93 of the Companies Act 1981) or under Section 9 of the Insolvency Act 1976; or

(iv) is removed under the provisions of Regulation 96 or Article 35 hereof; or

(v) by notice in writing to the Company resigns his office.

(vi) by notice in writing to the Company offers to resign his office and the Directors shall resolve to accept such offer.

27. (1) The Directors may at any time and from time to time appoint any person or persons to be a Director of the Company either to fill a casual vacancy or by way of addition to the existing Directors.

(2) The Company may by Ordinary Resolution appoint another person in place of a Director removed from office under Regulation 96 and without prejudice to the powers of the Directors under the first paragraph of this Article the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.

#### PROCEEDINGS OF DIRECTORS

28. The Directors may delegate any of their powers authorities and discretions to committees consisting of such person or persons (whether a member or members of their body or not) as they think fit. Any committee so formed shall in the exercise of the powers, authorities and discretions so delegated conform to any regulations which may be imposed on it by the Directors.

29. The quorum necessary for the transaction of the business of the Directors shall be two or such other number as the Company in General Meeting may from time to time determine.

30. A resolution in writing signed or initialled, or approved by letter, telegram or cablegram by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted and may consist of several documents each signed or initialled or sent by one or more of the Directors.

#### EXECUTIVE AND DIVISIONAL DIRECTORS

31. (1) The Directors may at any time and from time to time give any Group Employee the title of either "Executive Director" or "Divisional Director".

(2) The titles "Executive Director" and "Divisional Director" shall be courtesy titles and a person given such title shall not by reason of the possession of such title be deemed to be a Director of the Company for purposes of the Companies Acts 1948-1981, these presents or for any other purpose whatsoever and, without limitation, such a person shall not be deemed to have the right to exercise any of the rights or powers or to have any of the duties or responsibilities of, a Director.

(3) The Directors may at any time withdraw the title "Executive Director" or "Divisional Director" from any person without assigning reasons therefor and the title shall be deemed to have been withdrawn from a given person in the event of that person ceasing to be a Group Employee.

(4) In this Article the expression "Group Employee" shall mean an employee of the Company or of any subsidiary of the Company or of any holding company of the Company or of any subsidiary of any such holding company.

(5) The powers given to the Directors by this Article shall be without prejudice to any other powers of the Directors under these presents.

#### SECRETARY

32. If at any time the office of Secretary shall be vacant or if there is for any reason no Secretary capable of acting the Directors may appoint any other officer of the Company to perform the duties of the Secretary for the duration of such vacancy or incapacity as the case may be.

#### NOTICES

33. Any notice or document (including share certificate) may be served on or delivered to any member by the Company either personally or by sending it through the post in a prepaid cover addressed to such member at his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company as his address for the service of notices, or by delivering it to such address addressed as aforesaid. Where a notice or other document is served or sent by post, service or delivery shall be deemed to be effected at the expiration of twenty-four hours (or, where second class mail is employed forty-eight hours) after the time when the cover containing the same is posted and in proving such service or delivery it shall be sufficient to prove that such cover was properly addressed, stamped and posted.

### INDEMNITY

34. Subject to the provisions of and so far as permitted by law, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

### OVERRIDING PROVISIONS

35. Whenever Willis Faber p.l.c. (hereinafter called "the Parent Company") shall be the holder of shares which in aggregate entitle their holder to exercise not less than 90% of the total voting rights of all members of the Company having the right to vote at General Meetings (for which purposes shares held by any subsidiary of the Parent Company shall be deemed to be held by the Parent Company) the following provisions shall apply and to the extent of any inconsistency shall have overriding effect over all other provisions of these presents:

(A) The Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed or remove any Director from the office of Managing Director.

(B) No Director shall be appointed without the consent of the Parent Company.

(C) The Directors shall not without the consent of the Parent Company:-

(i) Give any person the title of "Executive Director";

(ii) Withdraw the said title from any person;

(D) The Directors shall not without the consent of the Parent Company:-

(i) exercise the powers under Article 25 hereof; or

(ii) sell the whole or a substantial part of the undertaking of the Company; or

(iii) acquire any substantial assets or the shares or debentures of any other company; or

(iv) allot, grant options over or otherwise deal with any shares of the Company; or

(v) Register any transfer of any share whether or not it is a fully paid share, to one of their number.

(E) The Parent Company may at any time by notice in writing to all the members of the Company entitled under these presents to receive notice of General Meetings to convene an Extraordinary General Meeting of the Company Provided That such notice shall not be effective to convene such meeting unless it would have been effective for such purposes and it been given by the Company.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.

Company No. 1360927

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of Friars Street Trustees Limited

passed 21st March 1990

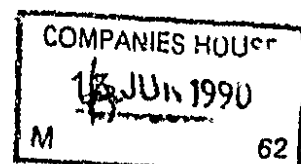
At an Annual General Meeting of the members of the above named company duly convened and held at Ten Trinity Square London EC3P 3AX on 21st March 1990, the following SPECIAL RESOLUTION was duly passed:

SPECIAL RESOLUTION

THAT in accordance with the provisions of Section 252 of the Companies Act 1985, the Company being a dormant company within the meaning of the said section, Section 384(1) of the Companies Act 1985 shall not apply and accordingly no auditors shall be appointed.



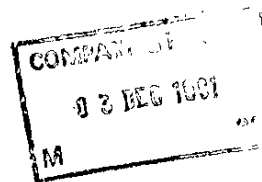
Witness





Company Number 1360927

The Companies Act 1985 (as amended)



Company Limited by Shares

ELECTIVE RESOLUTIONS

OF

FRIARS STREET TRUSTEES LIMITED

Passed on the 17th Day of June 1991

AT THE ANNUAL GENERAL MEETING duly convened and held at 15 Trinity Square, London EC3N 4AA on Monday 17th Day of June 1991, the following Elective Resolutions were passed:

ELECTIVE RESOLUTIONS

1) Laying of Report and Accounts

IT WAS RESOLVED THAT

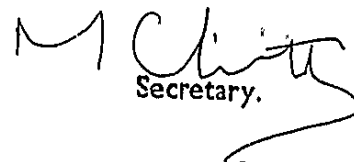
the laying of Report and Accounts in General Meeting be dispensed with as provided by Section 252 of the Companies Act 1985 (as amended).

2) Annual General Meetings

IT WAS RESOLVED THAT

the holding of Annual General Meetings be dispensed with as provided by Section 366A of the Companies Act 1985 (as amended).

Certified to be a true copy:

  
Secretary.

RES/10