

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 company

Pursuant to section 15(2) of the Companies Act 1948 as amended by the Companies Act 1976

Please do not write in this binding margin

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

* delete if inappropriate

† 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 as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

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

Company number

1430865

Name of Company

WATLING TEN

Limited*

I, LEON NEAL

of 34 Hill Crest, Tunbridge Wells,

Kent.

do solemnly and sincerely declare that I am † a person named as director in the statement delivered under section 21 of the Companies Act 1976

of

WATLING TEN

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 1835

Declared at 20 Copthall Avenue
London EC2

the 4th day of April
One thousand nine hundred and seventy nine

before me
A Commissioner for Oaths ‡

Presentor's name, address and reference (if any)
Herbert Smith & Co.,
62 London Wall,
London EC2R 7JP.

Ref: 8/C84

For official use
General section

Post room



THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

WATLING TEN LIMITED

1430365/3



1. The name of the Company is WATLING TEN LIMITED.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (i) To establish companies and associations for the prosecution or execution of undertakings, works, projects, or enterprises of any description, whether of a private or public character, in England or elsewhere, and to acquire, underwrite and dispose of shares and interests in such companies or associations, or in any other company or associations, or in the undertakings thereof.
 - (ii) To prosecute and execute directly, or by contributions or other assistance, any such or any other works, undertakings, projects, or enterprises, in which, or for the prosecution whereof, or on the security whereof or of any profits or emoluments derivable therefrom, the company shall have invested money, embarked capital, or engaged its credit.
 - (iii) To receive monies on deposit, current account, or otherwise, with or without allowance of interest, and to receive on deposit title deeds and other securities.
 - (iv) To negotiate loans of every description.
 - (v) To buy, make advances on, or sell all descriptions of freehold, leasehold, or other properties, and all descriptions of produce or merchandise, and stocks, shares, bonds, mortgages, debentures, or obligations.
 - (vi) To re-issue any stock or shares or other securities with or without the guarantee of the company.

- (vii) To transact business as merchants, capitalists, promoters, and financial and monetary agents both in England and elsewhere.
- (viii) To procure capital for any company in any country, formed for the purpose of carrying into effect any object connected with land, such as companies formed for the purposes of agriculture, land credit, and various dealings in real estate, and to issue the capital of such companies, and to subscribe for, purchase, dispose of, and otherwise deal in the shares, bonds, and securities of such companies, or any other securities on real estate.
- (ix) To act as managers or to direct the management of state domains, of the property and estates of communes, corporations, foundations, or private persons, either in the capacity of stewards or receivers, or in that of lessees or tenants, with power of advancing at a discount all or any of the accruing rents, royalties, or incomings,
- (x) To transact on commission the general business of a land agent.
- (xi) To make advances upon, hold in trust, issue on commission, sell, or dispose of, any of the securities before enumerated, or to act as agent for any of the above or the like purposes.
- (xii) To take over or enter into contracts, British or foreign, and to execute the same, or to let the same to sub-contractors, also to become surety for the due execution by any contractors of the works, whether British or foreign, contracted for by them; and to indemnify any person or persons who may be nominated by the company to undertake any such suretyships.
- (xiii) To purchase, advance money upon, and otherwise deal with reversionary, contingent, and other interests in real and personal property.
- (xiv) To carry on any other business which may seem to the Company capable of being conducted directly or indirectly for the benefit of the Company.
- (xv) To make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (xvi) To acquire by any means the whole or any part of the assets, and to undertake the whole or any part of the liabilities, of

any person carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be carried on in connection therewith, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon.

- (xvii) To acquire and hold shares or other interests in or securities of any other company and otherwise invest and deal with the moneys of the Company.
- (xviii) To lend money or give credit to such persons on such terms as may seem expedient.
- (xix) To borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, the discharge by the Company or any other person of any obligation or liability.
- (xx) To guarantee the performance of any obligation by any person whatsoever.
- (xxi) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (xxii) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government, state or municipality, Provisional Order or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its Members.
- (xxiii) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

- (xxiv) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company, or any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (xxv) To procure the Company to be registered or recognised in any part of the world.
- (xxvi) To promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.
- (xxvii) To dispose by any means of the whole or any part of the assets of the Company.
- (xxviii) To distribute among the Members of the Company in kind any assets of the Company.
- (xxix) To do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (xxx) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include

any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom, or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is limited.

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

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
Leon Neal 34 Hill Crest Lunbridge Wells Kent Accountant	One
Margaret Fox Nainford Flat 7 89 Lancaster Road London W11 Solicitor	One

DATED this 4th day of April 1979

WITNESS to the above signatures :-

Andrew Griffiths,
76C, Grand Parade,
London, W4.

Articled Clerk.

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

WATLING TEN LIMITED

1430865/4

1. The regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 as amended by Part III of the Eighth Schedule to the Companies Act 1967 (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these regulations.

2. Regulations 24, 53, 75, 77, 89 to 97 (inclusive) and 106 in Part I of Table A and Regulation 5 in Part II of Table A shall not apply to the Company.

3. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.

4. Unless and until otherwise determined by the Company in general meeting the Directors shall not be less than two in number.

5. A Member or Members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors, either as an addition to the existing Directors or to fill any vacancy, and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

6. The Directors shall have power at any time, and from time to time, to appoint any person or persons to be a Director or Directors, either to fill a casual vacancy or as an addition to the existing Directors.

7. The Company may at any time and from time to time by Ordinary Resolution appoint any person or persons to be a Director or Directors, either to fill a casual vacancy, or as an addition to the

existing Directors and, without prejudice to the provisions of the Act, may at any time remove a Director from office, provided that any such removal shall be without prejudice to any claim such Director may have for breach of any contract of service between him and the Company.

8. No person shall be disqualified from being or becoming a Director by reason of his attaining or having attained the age of 70 or any other age.

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

10. Each Director shall have the power from time to time to appoint with the approval of the Board of Directors (such approval not to be unreasonably withheld) any person to act as alternate Director in his place at all meetings, in all proceedings in which, and on all occasions when he shall not himself act, and on such appointment being made the alternate Director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. An alternate Director shall be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall ipso facto vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this clause shall be effected in writing under the hand of the Director making the same and shall take effect on delivery to the registered office of the Company. The remuneration of an alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such part (if any) of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.

11. A Director and alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.

12. The words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose" at the end of Regulation 86 in Part I of Table A shall not apply to the Company.

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

14. A resolution in writing signed by all the Directors (other than a Director for the time being absent from the United Kingdom and not represented by an alternate Director) shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors, but so that the expression "Director" in this Article shall not include an alternate Director unless he has been appointed by a Director who is for the time being absent from the United

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Leon Neal
34 Hill Crest
Tunbridge Wells
Kent

Accountant

Margaret Rose Nantford
Flat 7
89 Lancaster Road
London W11

Slinter

DATED this 4th day of April 19 79

WITNESS to the above signatures :-

Andrew Griffiths,
76C, Grand Parade,
London, N4.

Articled Clerk.



THE COMPANIES ACTS 1948 TO 1976

Form No. 1

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

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

1

Please do not
write in this
binding margin



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

Company number

1430865/5

Name of Company

WATLING TEN

Limited*

* delete if
inappropriate

The intended situation of the registered office of the company
on incorporation is as stated below

62 LONDON WALL, LONDON EC2R 7JP.

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

X

HERBERT SMITH & CO.,

62 LONDON WALL, LONDON EC2R 7JP.

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

Presenter's
reference (if any): 8/C84
Herbert Smith & Co.,
62 London Wall,
London EC2R 7JP.

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



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)	LEON NEAL	Business occupation	ACCOUNTANT
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	34 HILL CREST, TUNBRIDGE WELLS, KENT.	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)	QUEST MUSIC CO. LIMITED CENTURY 21 PUBLISHING LIMITED		
I hereby consent to act as director of the company named on page 1			
Signature	Leon Neal	Date	4/4/1979

Name (note 2)	MARGARET ROSE MOUNTFORD	Business occupation	SOLICITOR
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	FLAT 7, 89 LANCASTER ROAD, LONDON W11 1QQ.	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)	NONE		
I hereby consent to act as director of the company named on page 1			
Signature	Margaret Rose Mountford	Date	4/4/1979

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)	OFFICE ORGANIZATION & SERVICES LIMITED	
Former name(s) (note 3)		
Address (notes 4 & 7)	62 LONDON WALL, LONDON EC2R 7JP.	
I hereby consent to act as secretary of the company named on page 1		
Signature	<i>for</i> Leon Neal OFFICE ORGANIZATION & SERVICES LIMITED	Date 4/4/1979

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 *Leon Neal* [Subscriber] [Agent]† Date 4/4/1979

Signature *Nagaret Rose Mounifford* [Subscriber] [Agent]† Date 4/4/1979



CERTIFICATE OF INCORPORATION

No. 1430865

I hereby certify that

WATLING TEN 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 19TH JUNE 1979

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

E. A. WILSON

Assistant Registrar of Companies

No. 1430865

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

WATLING TEN LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at 35 Cannon Street, London EC4 on 3rd October 1979 the following resolutions were passed as Special Resolutions:

SPECIAL RESOLUTIONS

THAT:

1. The name of the Company be changed forthwith to KEMANOBEL (U.K.) LIMITED and that the Memorandum of Association be altered accordingly, subject to the approval of the Department of Trade.
and
2. The capital of the Company be increased to £1,000,000 by the creation of 999,900 new Ordinary Shares of £1 each.

Leon Neal
.....
Director

Cont'ds L40

002388





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1430865

A handwritten signature, possibly of the Registrar, written in ink.

I hereby certify that

WATLING TEN LIMITED

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

KEMANOEL (U.K.) LIMITED

Given under my hand at Cardiff the 29TH OCTOBER 1979

A handwritten signature in ink, likely belonging to E. A. Wilson.

E. A. WILSON

Assistant Registrar of Companies

20/11

No. of Company 1430865/6

Form No. 10

THE COMPANIES ACTS 1948 to 1976

Notice of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES

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

Watling Ten

†State whether
Ordinary or
Extraordinary
or Special
Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,
that by a Extraordinary Resolution of the Company dated the
third day of October 1979 the nominal capital of the
Company has been increased by the addition thereto of the sum of £ 999,900
beyond the registered capital of £ 100

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
999,900	Ordinary	£1
100		
1,000,000		

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

The conditions set out in the Articles of Association of
the Company applicable to ordinary shares

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

Signature

Leon Neal



State whether Director
or Secretary } Director

Dated the 3rd day of October 1979

Presented by

Herbert Smith & Co.,

35-37 Cannon Street,

London EC4A 3DF

Presentor's Reference 46



(see notes overleaf)

No. 1430865

13
2/10/79
THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

KEMANOBEL (U.K.) LIMITED

Herbert Smith & Co.,
Watling House,
35/37 Cannon Street,
LONDON EC4M 5SD



THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

WATLING TEN LIMITED

Passed the 3rd day of October 1979

At an Extraordinary General Meeting of the members of the above-named Company, duly convened and held at 35/37 Cannon Street, London EC4 on the 3rd day of October 1979, the following resolutions were duly passed as Special Resolution::

SPECIAL RESOLUTIONS

1. THAT the name of the Company be changed forthwith to KemaNobel (U.K.) Limited and that the Memorandum of Association be altered accordingly, subject to the approval of the Department of Trade.
2. THAT the capital of the Company be increased to £1,000,000 by the creation of 999,900 new Ordinary shares of £1 each.

LEON NEAL - Chairman



CERTIFICATE OF INCORPORATION :
ON CHANGE OF NAME

No. 1430865

I hereby certify that

WATLING TEN LIMITED

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

KEMANOBEL (U.K.) LIMITED

Given under my hand at Cardiff the 29TH OCTOBER 1979

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

E. A. WILSON

Assistant Registrar of Companies



CERTIFICATE OF INCORPORATION

No. 1430865

I hereby certify that

WATLING TEN 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

19TH JUNE 1979

E. A. WILSON

Assistant Registrar of Companies

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

KEMANOBEL (U.K.) LIMITED

1. The name of the Company is WATLING TEN LIMITED. *
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (i) To establish companies and associations for the prosecution or execution of undertakings, works, projects, or enterprises of any description, whether of a private or public character, in England or elsewhere, and to acquire, underwrite and dispose of shares and interests in such companies or associations, or in any other company or associations, or in the undertakings thereof.
 - (ii) To prosecute and execute directly, or by contributions or other assistance, any such or any other works, undertakings, projects, or enterprises, in which, or for the prosecution whereof, or on the security whereof or of any profits or emoluments derivable therefrom, the company shall have invested money, embarked capital, or engaged its credit.
 - (iii) To receive monies on deposit, current account, or otherwise, with or without allowance of interest, and to receive on deposit title deeds and other securities.
 - (iv) To negotiate loans of every description.
 - (v) To buy, make advances on, or sell all descriptions of freehold, leasehold, or other properties, and all descriptions of produce or merchandise, and stocks, shares, bonds, mortgages, debentures, or obligations.
 - (vi) To re-issue any stock or shares or other securities with or without the guarantee of the company.

* By a Special Resolution passed at a duly convened Extraordinary General Meeting of the Company, on 3rd October 1979 and with the consent of the Secretary of State for Trade and Industry, the name of the Company has been changed to KEMANOBEL (U.K.) LIMITED.

- (vii) To transact business as merchants, capitalists, promoters, and financial and monetary agents both in England and elsewhere.
- (viii) To procure capital for any company in any country, formed for the purpose of carrying into effect any object connected with land, such as companies formed for the purposes of agriculture, land credit, and various dealings in real estate, and to issue the capital of such companies, and to subscribe for, purchase, dispose of, and otherwise deal in the shares, bonds, and securities of such companies, or any other securities on real estate.
- (ix) To act as managers or to direct the management of state domains, of the property and estates of communes, corporations, foundations, or private persons, either in the capacity of stewards or receivers, or in that of lessees or tenants, with power of advancing at a discount all or any of the accruing rents, royalties, or incomes.
- (x) To transact on commission the general business of a land agent.
- (xi) To make advances upon, hold in trust, issue on commission, sell, or dispose of, any of the securities before enumerated, or to act as agent for any of the above or the like purposes.
- (xii) To take over or enter into contracts, British or foreign, and to execute the same, or to let the same to sub-contractors, also to become surety for the due execution by any contractors of the works, whether British or foreign, contracted for by them; and to indemnify any person or persons who may be nominated by the company to undertake any such suretyships.
- (xiii) To purchase, advance money upon, and otherwise deal with reversionary, contingent, and other interests in real and personal property.
- (xiv) To carry on any other business which may seem to the Company capable of being conducted directly or indirectly for the benefit of the Company.
- (xv) To make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (xvi) To acquire by any means the whole or any part of the assets, and to undertake the whole or any part of the liabilities, of

any person carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be carried on in connection therewith, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon.

- (xvii) To acquire and hold shares or other interests in or securities of any other company and otherwise invest and deal with the moneys of the Company.
- (xviii) To lend money or give credit to such persons on such terms as may seem expedient.
- (xix) To borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, the discharge by the Company or any other person of any obligation or liability.
- (xx) To guarantee the performance of any obligation by any person whatsoever.
- (xxi) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (xxii) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government, state or municipality, Provisional Order or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its Members.
- (xxiii) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

- (xxiv) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company, or any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (xxv) To procure the Company to be registered or recognised in any part of the world.
- (xxvi) To promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.
- (xxvii) To dispose by any means of the whole or any part of the assets of the Company.
- (xxviii) To distribute among the Members of the Company in kind any assets of the Company.
- (xxix) To do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (xxx) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include

any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom, or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is limited.

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

* By a Special Resolution, passed at a duly convened Extraordinary General Meeting of the Company on 3rd October 1979 the authorised share capital of the Company was increased to £1,000,000 by the creation of 999,900 new Ordinary Shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
Leon Neal 34 Hill Crest Tunbridge Wells Kent Accountant	One
Margaret Rose Mountford Flat 7 89 Lancaster Road London W1 Solicitor	One

DATED this 4th day of April 19 79

WITNESS to the above signatures :-

Andrew Griffiths
76c Grand Parade
London N4

Articled Clerk

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

KEMANOBEL (U.K.) LIMITED

1. The regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 as amended by Part III of the Eighth Schedule to the Companies Act 1967 (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these regulations.
2. Regulations 24, 53, 75, 77, 89 to 97 (inclusive) and 106 in Part I of Table A and Regulation 5 in Part II of Table A shall not apply to the Company.
3. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.
4. Unless and until otherwise determined by the Company in general meeting the Directors shall not be less than two in number.
5. A Member or Members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors, either as an addition to the existing Directors or to fill any vacancy, and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.
6. The Directors shall have power at any time, and from time to time, to appoint any person or persons to be a Director or Directors, either to fill a casual vacancy or as an addition to the existing Directors.
7. The Company may at any time and from time to time by Ordinary Resolution appoint any person or persons to be a Director or Directors, either to fill a casual vacancy, or as an addition to the

existing Directors and, without prejudice to the provisions of the Act, may at any time remove a Director from office, provided that any such removal shall be without prejudice to any claim such Director may have for breach of any contract of service between him and the Company.

8. No person shall be disqualified from being or becoming a Director by reason of his attaining or having attained the age of 70 or any other age.

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

10. Each Director shall have the power from time to time to appoint with the approval of the Board of Directors (such approval not to be unreasonably withheld) any person to act as alternate Director in his place at all meetings, in all proceedings in which, and on all occasions when he shall not himself act, and on such appointment being made the alternate Director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. An alternate Director shall be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall ipso facto vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this clause shall be effected in writing under the hand of the Director making the same and shall take effect on delivery to the registered office of the Company. The remuneration of an alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such part (if any) of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.

11. A Director and alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.

12. The words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose" at the end of Regulation 86 in Part I of Table A shall not apply to the Company.

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

14. A resolution in writing signed by all the Directors (other than a Director for the time being absent from the United Kingdom and not represented by an alternate Director) shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors, but so that the expression "Director" in this Article shall not include an alternate Director unless he has been appointed by a Director who is for the time being absent from the United Kingdom.

NAME

Leon Neal
34 Hill Cr
Tunbridge
Kent

Margaret R
Flat 7
89 Lancast
London W11

DATED

WITNES

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Leon Neal
34 Hill Crest
Tunbridge Wells Accountant
Kent

Margaret Rose Mountford
Flat 7
89 Lancaster Road Solicitor
London W11

DATED this 4th day of April 19 79

WITNESS to the above signatures :-

Andrew Griffiths
76c Grand Parade
London W4

Articled Clerk

118

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

KEMANOBEL (UK) LIMITED

At an Extraordinary General Meeting of the members of the above-named Company, duly convened and held *on 17th December* 1979, the following resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the articles of association in the form of the draft initialled by the Chairman for identification be adopted by the Company in substitution for the existing articles of association thereof.

Peter R...

SECRETARY



THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

KEMANOBEL (U.K.) LIMITED

1. The regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 as amended by Part III of the Eighth Schedule to the Companies Act 1967 (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these regulations.
2. Regulations 24, 53, 75, 77, 89 to 98 (inclusive) 106, 131, 133 and 134 in Part I of Table A and Regulation 5 in Part II of Table A shall not apply to the Company.
3. (1) The share capital of the Company is £1,000,000 divided into 700,000 10 per cent Non-Cumulative Redeemable Preference Shares of £1 each and 300,000 Ordinary Shares of £1 each. The respective rights attaching to the Preference Shares and Ordinary Shares are as follows:-
 - (A) As regards income. The profits which the Company may determine to distribute in respect of any financial year shall be applied, first, in paying to the holders of the Preference Shares a fixed dividend at the rate of 10% per cent per annum on the amounts paid up on the Preference Shares held by them respectively, and the balance of the said profits shall be distributed among the holders of the Ordinary Shares according to the amounts paid up on the Ordinary Shares held by them respectively.



- (B) As regards capital. On a return of assets on liquidation or otherwise the assets of the Company to be returned shall be applied, first, in repaying to the holders of the Preference Shares the amounts paid up on such shares and the balance of such assets shall belong to and be distributed among the holders of the Ordinary Shares in proportion to the nominal amounts of the Ordinary Shares held by them respectively.
- (2) The following provisions shall apply to the redemption of the Redeemable Preference Shares:-
- (i) The Company shall, subject to the provisions of section 58 of the Companies Act 1948, and subject to the provisions of this Article, be entitled to redeem the Redeemable Preference Shares at any time at the option of the Company.
 - (ii) Not less than fourteen and not more than twenty-eight days' notice in writing (herein referred to as "a redemption notice") shall be given to the holders of the Preference Shares to be redeemed specifying the date upon which the same will be redeemed and the place at which the certificates for such shares are to be presented for redemption and upon such date each of the holders of the Preference Shares to whom such notice is given shall be bound to deliver to the Company at such place the certificates for such of the shares concerned that are held by him in order that the same may be cancelled. Upon such delivery the Company shall pay to such holder the amount due to him in respect of such redemption as provided in this Article. If any certificate so delivered to the Company includes any shares not redeemable on that occasion a fresh certificate for such shares shall be issued to the holder delivering such certificate to the Company.
 - (iii) As from the date fixed for redemption of any of the Preference Shares dividends thereon shall cease to accrue on the shares except on any such shares in respect of which upon due presentation of the certificate relating thereto payment of the money that was due at

such redemption shall be refused.

- (iv) In the case of a partial redemption the particular shares to be redeemed on each occasion shall (as nearly as may be) be that proportion of the Preference Shares held by each of the Preference Shareholders which the total number of Redeemable Preference Shares to be redeemed bears to the total number of the Preference Shares outstanding.
4. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every member, who (being an individual) is present in person or (being a corporation) is present by a representative or proxy not himself being a member, shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for every £1 in nominal amount of preference or ordinary capital of which he is the holder.
 5. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.
 6. Unless and until otherwise determined by the Company in general meeting the Directors shall not be less than two in number.
 7. A Member or Members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors, either as an addition to the existing Directors or to fill any vacancy, and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.
 8. The Directors shall have power at any time, and from time to time, to appoint any person or persons to be a Director or Directors, either to fill a casual vacancy or as an addition to the existing Directors.

9. The Company may at any time and from time to time by Ordinary Resolution appoint any person or persons to be a Director or Directors, either to fill a casual vacancy or as an addition to the existing Directors and, without prejudice to the provisions of the Act, may at any time remove a Director from office, provided that any such removal shall be without prejudice to any claim such Director may have for breach of any contract of service between him and the Company.
10. No person shall be disqualified from being or becoming a Director by reason of his attaining of having attained the age of 70 or any other age.
11. The proviso to Regulation 79 in Part I of Table A shall not apply to the Company.
12. Each Director shall have the power from time to time to appoint with the approval of the Board of Directors (such approval not to be unreasonably withheld) any person to act as alternate Director in his place at all meetings, in all proceedings in which, and on all occasions when he shall not himself act, and on such appointment being made the alternate Director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. An alternate Director shall be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall ipso facto vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this clause shall be effected in writing under the hand of the Director making the same and shall take effect on delivery to the registered office of the Company. The remuneration of an alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such part (if any) of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.
13. A Director and alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.

14. The words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose" at the end of Regulation 86 in Part I of Table A shall not apply to the Company.
15. A Director (including an alternate Director) who has duly declared his interest therein may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted, and he shall be counted in the quorum when any such contract or arrangement is under consideration, and paragraphs (2) and (4) of Regulation 84 in Part I of Table A shall not apply to the Company.
16. A resolution in writing signed by all the Directors shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors, but so that the expression "Director" in this Article shall not include an alternate Director.
17. A notice may be given by the Company to any Member either personally or by sending it by post to him or to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
18. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a Member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.
19. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

- (a) every Member;
- (b) every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a Member; and
- (c) the Auditor for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

KemaNobel



Corporate Staff

Date

December 17th, 1979
Your date

Our reference

LJ/ml
Your reference

1480865/24

To The Directors
KemaNobel (UK) Limited
c/o R & G Cuthbert Ltd
67/68 Hatton Garden

C O P Y
=====

LONDON EC1N 8JY
England

Dear Sirs,

R & G CUTHBERT LIMITED ("Cuthberts")

We hereby offer to sell, with effect from today, to your company our entire beneficial interest in the issued share capital of Cuthberts consisting of 21,523,818 deferred shares of 10 pence each and 26,182 ordinary shares of 10 pence each, constituting the whole of the issued share capital of Cuthberts (of which 10,000 Pounds shall be attributed to the deferred shares and the balance to the ordinary shares).

The consideration for the said sale of shares shall be the sum of 3,700,000 Pounds to be satisfied by the issue and allotment by your company to our company of 700,000 10 per cent non-cumulative redeemable preference shares of 1 Pound each in the capital of your company to be issued and allotted at par and credited as fully paid, and the balance of the said consideration (being 3,000,000 Pounds) to remain outstanding as an interest free loan due by your company to ourselves payable on demand.

We shall transfer or procure the transfer or, as the case may be, renounce or procure the renunciation of any renounceable allotment letters in respect of the said shares in the capital of Cuthberts in your favour or as you may otherwise direct.

2/...

KemaNobel < >

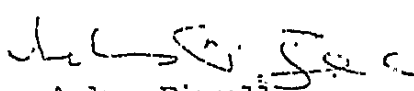
To The Directors of KemaNobel (UK) Ltd, 17/12 1979

If you wish to accept the above offer on the terms contained herein please indicate your acceptance by signing the endorsement at the foot of the enclosed copy of this letter and returning it to us.

Yours faithfully,

For and on behalf of
KemaNobel AB


Lars Josephson


Anders Rignell

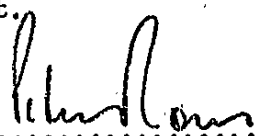
We agree to purchase your entire beneficial interest in R. & G Cuthbert Limited on the terms set out in your letter of today's date of which the above is a copy.

For and on behalf of
KemaNobel (UK) Limited

Stockholm, December 17th, 1979


Gunnar Bernhardt

I CERTIFY that this is a true copy of the original document.


.....
For and on behalf of KemaNobel UK Limited
P. ROWE - Secretary

No. 1430865

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

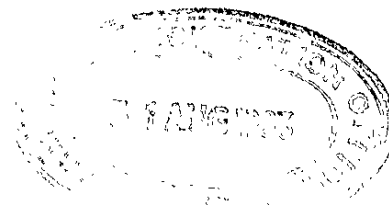
of

KEMANOBEL (U.K.) LIMITED

At an Extraordinary General Meeting of the Company duly convened and held on 23rd August, 1983 the following resolutions were duly passed as Special Resolutions:-

2. THAT the share capital of the Company be reorganised and increased so as to consist of £1,000,100 divided into 1,000,100 Ordinary Shares of £1 each

- (a) by converting the 700,000 issued and fully paid 10 per cent. Non-Cumulative Redeemable Preference Shares of £1 each into 700,000 Ordinary Shares of £1 each ranking pari passu in all respects with the 300,000 existing issued and fully paid Ordinary Shares of £1 each; and
- (b) by creating 100 additional Ordinary Shares of £1 each ranking for dividend in accordance with the terms of issue thereof and in all other respects pari passu with the remaining Ordinary Shares.



3. THAT, upon the recommendation of the Directors, it is desirable to capitalise the sum of £100, being part of the amount standing to the credit of the Revenue Reserves and available for distribution, and accordingly that such sum be set free for distribution amongst the holders of Ordinary Shares on the register of members immediately prior to the passing of this resolution on condition that the sum be not paid in cash but be applied in paying up in full 100 new Ordinary Shares of £1 each and that the Directors be and are hereby authorised unconditionally to allot the new Ordinary Shares (such Shares being relevant securities as defined in Section 14(10) of the Companies Act 1980) credited as fully paid up to such persons in the proportion (as nearly as practicable) of one new Ordinary Share for every 10,000 Ordinary Shares then held, the authority to allot relevant securities confirmed by this resolution to expire on 31st December, 1983.

4. THAT forthwith upon the allotment of the new Ordinary Shares of £1 each pursuant to the preceding resolution

- (a) the existing Ordinary Shares of £1 each in the capital of the Company be converted into Deferred Shares of £1 each having attached thereto the rights and being subject to the restrictions contained in the Articles of Association as altered by this resolution; and
- (b) the Articles of Association of the Company be altered by the deletion of Article 3 thereof and the substitution therefor of the following new Article 3:-

"3. (A) The share capital of the Company at the date of the adoption of this Article is £1,000,100 divided into 1,000,000 Deferred Shares of £1 each (hereinafter in this Article called the "Deferred Shares") and 100 Ordinary Shares of £1 each (hereinafter in this Article called the "Ordinary Shares").

(B) The respective rights and privileges attached to the Ordinary Shares and the Deferred Shares are as follows:-

(1) As regards income the profits which the Company may determine to distribute in respect of any financial year shall be distributed amongst the holders of the Ordinary Shares in proportion to the amounts paid up on the Ordinary Shares held by them respectively. The holders of the Deferred Shares shall not be entitled to participate in any such profits.

(2) As regards capital on a return of assets on liquidation or otherwise the assets of the Company available for distribution amongst the Members shall be applied

(a) first in repaying the amount paid up on the Ordinary Shares;

(b) secondly in paying the sum of £50,000,000 to the holders of the Ordinary Shares in proportion to the number of such Shares held by them respectively;

(c) thirdly in repaying the amount paid up on the Deferred Shares; and

(d) fourthly as to any balance in payment to the holders of Ordinary Shares in proportion to the number of such Shares held by them respectively.

(3) As regards voting the Deferred Shares shall not confer on the holders thereof the right to receive notice of or to attend or vote either in person or by proxy at any General Meeting of the Company."



Chairman

1430865
PART DOC 35

h. h. h. a. n.

THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

of

KEMANOBEL (U.K.) LIMITED

(as amended by a Special Resolution of the Company
passed on 23rd August, 1983)

1. The regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 as amended by Part III of the Eighth Schedule to the Companies Act 1967 (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these regulations.

2. Regulations 24, 53, 75, 77, 89 to 98 (inclusive) 106, 131, 133 and 134 in Part I of Table A and Regulation 5 in Part II of Table A shall not apply to the Company.

3. (A) The share capital of the Company at the date of the adoption of this Article is £1,000,100 divided into 1,000,000 Deferred Shares of £1 each (hereinafter in this Article called the "Deferred Shares") and 100 Ordinary Shares of £1 each (hereinafter in this Article called the "Ordinary Shares").

(B) The respective rights and privileges attached to the Ordinary Shares and the Deferred Shares are as follows:-

- (1) As regards income the profits which the Company may determine to distribute in respect of any financial year shall be distributed amongst the holders of the Ordinary Shares in proportion to the amounts paid up on the Ordinary Shares held by them respectively. The holders of the Deferred Shares shall not be entitled to participate in any such profits.



(2) As regards capital on a return of assets on liquidation or otherwise the assets of the Company available for distribution amongst the Members shall be applied

- (a) first in repaying the amount paid up on the Ordinary Shares;
- (b) secondly in paying the sum of £50,000,000 to the holders of the Ordinary Shares in proportion to the number of such Shares held by them respectively;
- (c) thirdly in repaying the amount paid up on the Deferred Shares; and
- (d) fourthly as to any balance in payment to the holders of Ordinary Shares in proportion to the number of such Shares held by them respectively.

(3) As regards voting the Deferred Shares shall not confer on the holders thereof the right to receive notice of or to attend or vote either in person or by proxy at any General Meeting of the Company.

4. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every member, who (being an individual) is present in person or (being a corporation) is present by a representative or proxy not himself being a member, shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for every £1 in nominal amount of preference or ordinary capital of which he is the holder.

5. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.

6. Unless and until otherwise determined by the Company in general meeting the Directors shall not be less than two in number.

7. A Member or Members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors, either as an addition to the existing Directors or to fill any vacancy, and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an

instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

8. The Directors shall have power at any time, and from time to time, to appoint any person or persons to be a Director or Directors, either to fill a casual vacancy or as an addition to the existing Directors.

9. The Company may at any time and from time to time by Ordinary Resolution appoint any person or persons to be a Director or Directors, either to fill a casual vacancy or as an addition to the existing Directors and, without prejudice to the provisions of the Act, may at any time remove a Director from office, provided that any such removal shall be without prejudice to any claim such Director may have for breach of any contract of service between him and the Company.

10. No person shall be disqualified from being or becoming a Director by reason of his attaining or having attained the age of 70 or any other age.

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

12. Each Director shall have the power from time to time to appoint with the approval of the Board of Directors (such approval not to be unreasonably withheld) any person to act as alternate Director in his place at all meetings, in all proceedings in which, and on all occasions when he shall not himself act, and on such appointment being made the alternate Director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. An alternate Director shall be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall ipso facto vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this clause shall be effected in writing under the hand of the Director making the same and shall take effect on delivery to the registered office of the Company. The remuneration of an alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such part (if any) of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.

13. A Director and alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.

14. The words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose" at the end of Regulation 86 in Part I of Table A shall not apply to the Company.

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

16. A resolution in writing signed by all the Directors shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors, but so that the expression "Director" in this Article shall not include an alternate Director.

17. A notice may be given by the Company to any Member either personally or by sending it by post to him or to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

18. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a Member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

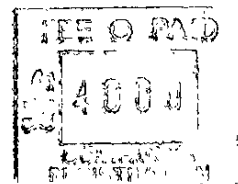
19. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

- (a) every Member;
- (b) every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a Member; and
- (c) the Auditor for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

No. 1430865

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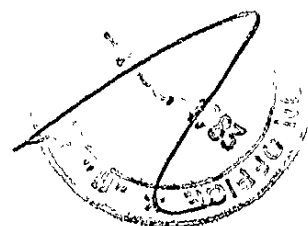
THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

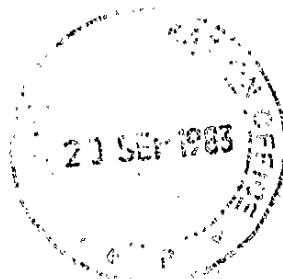
KEMANOBEL (U.K.) LIMITED



At an Extraordinary General Meeting of the Company duly convened and held on 23rd August, 1983 the following resolution was duly passed as a Special Resolution:-

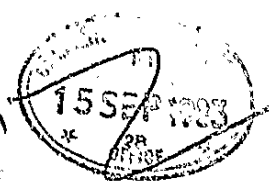
THAT the name of the Company be changed to "Horticultural and Botanical (Holdings) Limited";

.....*[Signature]*.....
Chairman

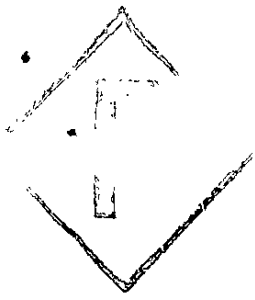


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P4/281291



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1430865

38

I hereby certify that

KEMANOBEL (U.K.) LIMITED

having by special resolution changed its name, is now
incorporated under the name of

HORTICULTURAL AND BOTANICAL
(HOLDINGS) LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 10TH OCTOBER 1983

O. Chamberlain
MISS O. CHAMBERLAIN

an authorised officer

THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

Please do not write in
this binding margin ↓

To the Registrar of Companies

For official use

Company number

33

1430865

Name of Company

KemaNobel (U.K.)

Limited *

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

* delete if
inappropriate

† delete as
appropriate

Note

This notice and a
printed copy of the
resolution authorising
the increase must be
forwarded to the Registrar
of Companies within
15 days after the passing
of the resolution

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by
~~[ordinary]~~ ~~[extraordinary]~~ ~~[special]~~ [†] resolution of the company dated 23 August 1983
the nominal capital of the company has been increased by the addition thereto of the sum
of £ 100 beyond the registered capital of £ 1,000,000

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

The additional capital is divided as follows:

Number of shares	Class or share	Nominal amount of each share
100	Ordinary	£1

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (e.g. voting rights, dividend rights, winding-up rights, etc.) subject to which
the new shares have been or are to be issued are as follows:

Shares rank pari passu with existing Ordinary Shares.

Please tick here if
continued overleaf

☐

Signed *John Row* [Director] ~~[Secretary]~~ [†] Date 26/8/83

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

Slaughter and May,
35 Basinghall Street,
London EC2V 5DB.
(NPB/PPC)

For official use
General section

Post room



THE COMPANIES ACTS 1948 to 1983

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

HORTICULTURAL AND BOTANICAL (HOLDINGS) LIMITED

Passed the 21st day of December, 1984

At an Extraordinary General Meeting of the members of the above-named Company, duly convened and held at 30 Buckingham Gate, London SW1E 6LH on the 21st December, 1984, the following resolutions were duly passed as Special Resolutions:-

SPECIAL RESOLUTIONS

1. THAT the share capital of the Company be increased so as to consist of £1,130,100 divided into 130,100 Ordinary Shares of £1 each and 1,000,000 Deferred Shares of £1 each.

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- 1 -



2. THAT, upon the recommendation of the Directors, it is desirable to capitalise the sum of £130,000, being part of the amount standing to the credit of the reserves of the Company and being available for distribution, and accordingly that such sum be set free for distribution amongst the holders of Ordinary Shares on the register of members immediately prior to the passing of this resolution on condition that the sum be not paid in cash but be applied in paying up in full 130,000 new Ordinary Shares of £1 each and that the Directors be and are hereby authorised unconditionally to allot the new Ordinary Shares (such Shares being relevant securities as defined in Section 14(10) of the Companies Act 1980) credited as fully paid up to such persons in the proportion (as nearly as practicable) of 1,300 new Ordinary Shares for every Ordinary Share then held, the authority to allot relevant securities conferred by this resolution to expire on 31st December, 1984.

3. THAT forthwith upon the allotment of the new Ordinary Shares of £1 each pursuant to the preceding resolution:

- (a) the existing Ordinary Shares of £1 each in the capital of the Company be converted into Deferred Shares of £1 each having attached thereto the rights and being subject to the restrictions contained in the Articles of Association as altered by this resolution; and
- (b) the Articles of Association of the Company be altered by the deletion of Article 3 thereof and the substitution therefor of the following new Article:-

"3. (A) The share capital of the Company at the date of the adoption of this Article is £1,130,100 divided into 130,000 Ordinary Shares of £1 each (hereinafter in this Article called the "Ordinary Shares") and 1,000,100 Deferred Shares of £1 each (hereinafter in this Article called the "Deferred Shares").

(B) The respective rights and privileges attached to the Ordinary Shares and the Deferred Shares are as follows:-

(1) As regards income the profits which the Company may determine to distribute in respect of any financial year shall be distributed amongst the holders of the Ordinary Shares in proportion to the amounts paid up on the Ordinary Shares held by them respectively. The holders of the Deferred Shares shall not be entitled to participate in any such profits.

(2) As regards capital on a return of assets on liquidation or otherwise the assets of the Company available for distribution amongst the Members shall be applied:

(a) first in repaying the amounts paid up on the Ordinary Shares;

(b) secondly in paying the sum of £50,000,000 to the holders of the Ordinary Shares in proportion to the number of such Shares held by them respectively;

(c) thirdly in repaying the amount paid up on the Deferred Shares; and

(d) fourthly as to any balance in payment to the holders of Ordinary Shares in proportion to the number of such Shares held by them respectively.

(3) As regards voting the Deferred shares shall not confer on the holders thereof the right to receive notice of or to attend or vote either in person or by proxy at any General Meeting of the Company."

I.E.F. Stewart
Secretary

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- 3 -

LINKLATORS & PAINES
BARRINGTON HOUSE,
59-67, GRESHAM STREET,
LONDON EC2V 7JA
TEL. 01-606 7080

TOGW

5/2

FILED PURSUANT TO SECTION 9
EUROPEAN COMMUNITIES ACT 1972

No. 1430865

Linklaters & Paines
LINKLATERS & PAINES

THE COMPANIES ACTS 1946 to 1983

COMPANY LIMITED BY SHARES

Memorandum

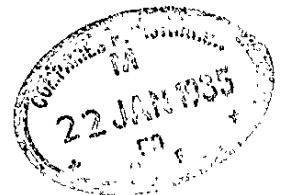
AND

Articles of Association

OF

HORTICULTURAL AND BOTANICAL (HOLDINGS) LIMITED

LINKLATERS & PAINES, (TOGW)
Barrington House,
59-67, Gresham Street,
LONDON, EC2V 7JA.



THE COMPANIES ACTS 1948 to 1983

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

HORTICULTURAL AND BOTANICAL (HOLDINGS) LIMITED

Passed the 21st day of December, 1984

At an Extraordinary General Meeting of the members of the above-named Company, duly convened and held at 30 Buckingham Gate, London SW1E 6LB on the 21st December, 1984, the following resolutions were duly passed as Special Resolutions:-

SPECIAL RESOLUTIONS

1. THAT the share capital of the Company be increased so as to consist of £1,130,100 divided into 130,100 Ordinary Shares of £1 each and 1,000,000 Deferred Shares of £1 each.

2. THAT, upon the recommendation of the Directors, it is desirable to capitalise the sum of £130,000, being part of the amount standing to the credit of the reserves of the Company and being available for distribution, and accordingly that such sum be set free for distribution amongst the holders of Ordinary Shares on the register of members immediately prior to the passing of this resolution on condition that the sum be not paid in cash but be applied in paying up in full 130,000 new Ordinary Shares of £1 each and that the Directors be and are hereby authorised unconditionally to allot the new Ordinary Shares (such Shares being relevant securities as defined in Section 14(10) of the Companies Act 1980) credited as fully paid up to such persons in the proportion (as nearly as practicable) of 1,300 new Ordinary Shares for every Ordinary Share then held, the authority to allot relevant securities conferred by this resolution to expire on 31st December, 1984.

3. THAT forthwith upon the allotment of the new Ordinary Shares of £1 each pursuant to the preceding resolution:

- (a) the existing Ordinary Shares of £1 each in the capital of the Company be converted into Deferred Shares of £1 each having attached thereto the rights and being subject to the restrictions contained in the Articles of Association as altered by this resolution; and
- (b) the Articles of Association of the Company be altered by the deletion of Article 3 thereof and the substitution therefor of the following new Article:-

"3. (A) The share capital of the Company at the date of the adoption of this Article is £1,130,100 divided into 130,000 Ordinary Shares of £1 each (hereinafter in this Article called the "Ordinary Shares") and 1,000,100 Deferred Shares of £1 each (hereinafter in this Article called the "Deferred Shares").

(B) The respective rights and privileges attached to the Ordinary Shares and the Deferred Shares are as follows:-

- (1) As regards income the profits which the Company may determine to distribute in respect of any financial year shall be distributed amongst the holders of the Ordinary Shares in proportion to the amounts paid up on the Ordinary Shares held by them respectively. The holders of the Deferred Shares shall not be entitled to participate in any such profits.
- (2) As regards capital on a return of assets on liquidation or otherwise the assets of the Company available for distribution amongst the Members shall be applied:
 - (a) first in repaying the amounts paid up on the Ordinary Shares;
 - (b) secondly in paying the sum of £50,000,000 to the holders of the Ordinary Shares in proportion to the number of such Shares held by them respectively;
 - (c) thirdly in repaying the amount paid up on the Deferred Shares; and
 - (d) fourthly as to any balance in payment to the holders of Ordinary Shares in proportion to the number of such Shares held by them respectively.
- (3) As regards voting the Deferred shares shall not confer on the holders thereof the right to receive notice of or to attend or vote either in person or by proxy at any General Meeting of the Company."

I. F. Stewart
Secretary

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS
of
KEMANOBEL (U.K.) LIMITED

Passed the 23rd day of August 1983

At an Extraordinary General Meeting of the members of the above-named Company, duly convened and held at 35 Basinghall Street, London EC2V 5DB on the 23rd August 1983, the following resolutions were duly passed as Special Resolutions:-

SPECIAL RESOLUTIONS

1. THAT the name of the Company be changed to "Horticultural and Botanical (Holdings) Limited".
2. THAT the share capital of the Company be reorganised and increased so as to consist of £1,000,100 divided into 1,000,100 Ordinary Shares of £1 each
 - (a) by converting the 700,000 issued and fully paid 10 per cent Non-Cumulative Redeemable Preference Shares of £1 each into 7,000,000 Ordinary Shares of £1 each ranking pari passu in all respects with the 300,000 existing issued and fully paid Ordinary Shares of £1 each; and
 - (b) by creating 100 additional Ordinary Shares of £1 each ranking for dividend in accordance with the terms of issue thereof and in all other respects pari passu with the remaining Ordinary Shares.

3. THAT, upon the recommendation of the Directors, it is desirable to capitalise the sum of £100, being part of the amount standing to the credit of the Revenue Reserves and available for distribution, and accordingly that such sum be set free for distribution amongst the holders of Ordinary Shares on the register of members immediately prior to the passing of this resolution on condition that the sum be not paid in cash but be applied in paying up in full 100 new Ordinary Shares of £1 each and that the Directors be and are hereby authorised unconditionally to allot the new Ordinary Shares (such Shares being relevant securities as defined in Section 14(10) of the Companies Act 1980) credited as fully paid up to such persons in the proportion (as nearly as practicable) of one new Ordinary Share for every 10,000 Ordinary Shares then held, the authority to allot relevant securities confirmed by this resolution to expire on 31st December, 1983.

4. THAT forthwith upon the allotment of the new Ordinary Shares of £1 each pursuant to the preceding resolution

- (a) The existing Ordinary Shares of £1 each in the capital of the Company be converted into Deferred Shares of £1 each having attached thereto the rights and being subject to the restrictions contained in the Articles of Association as altered by this resolution; and
- (b) the Articles of Association of the Company be altered by the deletion of Article 3 thereof and the substitution therefor of the following new Article:-

"3. (A) The share capital of the Company at the date of the adoption of this Article is £1,000,100 divided into 100 Ordinary Shares of £1 each (hereinafter in this Article called the "Ordinary Shares") and 1,000,000 Deferred Shares of £1 each hereinafter in this Article called the "Deferred Shares")

(B) The respective rights and privileges attached to the Ordinary Shares and the Deferred Shares are as follows:-

(1) As regards income the profits which the Company may determine to distribute in respect of any financial year shall be distributed amongst the holders of the Ordinary Shares in proportion to the amounts paid up on the Ordinary Shares held by them respectively. The holders of the Deferred Shares shall not be entitled to participate in any such profits.

(2) As regards capital on a return of assets on liquidation or otherwise the assets of the Company available for distribution amongst the Members shall be applied

(a) first in repaying the amount paid up on the Ordinary Shares;

(b) secondly in paying the sum of £50,000,000 to the holders of the Ordinary Shares in proportion to the number of such Shares held by them respectively;

(c) thirdly in repaying the amount paid up on the Deferred Shares; and

(d) fourthly as to any balance in payment to the holders of Ordinary Shares in proportion to the number of such Shares held by them respectively.

(3) As regards voting the Deferred Shares shall not confer on the holders thereof the right to receive notice of or to attend or vote either in person or by proxy at any General Meeting of the Company."

P. ROWE
Chairman.



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 1430865

I hereby certify that

KEMANOBEL (U.K.) LIMITED

having by special resolution changed its name, is now
incorporated under the name of

HORTICULTURAL AND BOTANICAL
(HOLDINGS) LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 10TH OCTOBER 1983

O. Chamberlain
MISS O. CHAMBERLAIN

an authorised officer



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1430865

I hereby certify that

WATLING TEN LIMITED

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

KEMANOBEL (U.K.) LIMITED

Given under my hand at Cardiff this 29TH OCTOBER 1979

E. A. WILSON

By Special Resolution



CERTIFICATE OF INCORPORATION

No. 1430865

I hereby certify that

WATLING TEN 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 19TH JUNE 1979

E. A. WILSON

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 TO 1983

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

HORTICULTURAL AND BOTANICAL (HOLDINGS) LIMITED

-
1. The name of the Company is "WATLING TEN LIMITED".*
 2. The registered office of the Company will be situate in England.
 3. The objects for which the Company is established are:-
 - (i) To establish companies and associations for the prosecution or execution of undertakings, works, projects, or enterprises of any description, whether of a private or public character, in England or elsewhere, and to acquire, underwrite and dispose of shares and interests in such companies or associations, or in any other company or associations, or in the undertakings thereof.
 - (ii) To prosecute and execute directly, or by contributions or other assistance, any such or any other works, undertakings, projects, or enterprises, in which, or for the prosecution whereof, or on the security whereof or of any profits or emoluments

* By a Special Resolution passed on 3rd October 1979 and with the consent of the Secretary of State for Trade and Industry, the name of the Company has been changed to KEMANOBEL (U.K.) LIMITED. And by a Special Resolution passed on 23rd August 1983, the name of the Company has been changed to HORTICULTURAL AND BOTANICAL (HOLDINGS) LIMITED.

derivable therefrom, the company shall have invested money, embarked capital, or engaged its credit.

(iii) To receive monies on deposit, current account, or otherwise, with or without allowance of interest, and to receive on deposit title deeds and other securities.

(iv) To negotiate loans of every description.

(v) To buy, make advances on, or sell all descriptions of freehold, leasehold, or other properties, and all descriptions of produce or merchandise, and stocks, shares, bonds, mortgages, debentures, or obligations.

(vi) To re-issue any stock or shares or other securities with or without the guarantee of the company.

(vii) To transact business as merchants, capitalists, promoters, and financial and monetary agents both in England and elsewhere.

(viii) To procure capital for any company in any country, formed for the purpose of carrying into effect any object connected with land, such as companies formed for the purposes of agriculture, land credit, and various dealings in real estate, and to issue the capital of such companies, and to subscribe for, purchase, dispose of, and otherwise deal in the shares, bonds, and securities of such companies, or any other securities on real estate.

(ix) To act as managers or to direct the management of state domains, of the property and estates of communes, corporations, foundations, or private persons, either in the capacity of stewards or receivers, or in that of lessees or tenants, with power of advancing at a discount all or any of the accruing rents, royalties, or incomes.

(x) To transact on commission the general business of a land agent.

(xi) To make advances upon, hold in trust, issue on commission, sell, or dispose of, any of the securities before enumerated, or to act as agent for any of the above or the like purposes.

(xii) To take over or enter into contracts, British or foreign, and to execute the same, or to let the same to sub-contractors, also to become surety for the due execution by any contractors of the works, whether British or foreign, contracted for by them; and to indemnify any person or persons who may be nominated by the company to undertake any such suretyships.

derivable therefrom, the company shall have invested money, embarked capital, or engaged its credit.

(iii) To receive monies on deposit, current account, or otherwise, with or without allowance of interest, and to receive on deposit title deeds and other securities.

(iv) To negotiate loans of every description.

(v) To buy, make advances on, or sell all descriptions of freehold, leasehold, or other properties, and all descriptions of produce or merchandise, and stocks, shares, bonds, mortgages, debentures, or obligations.

(vi) To re-issue any stock or shares or other securities with or without the guarantee of the company.

(vii) To transact business as merchants, capitalists, promoters, and financial and monetary agents both in England and elsewhere.

(viii) To procure capital for any company in any country, formed for the purpose of carrying into effect any object connected with land, such as companies formed for the purposes of agriculture, land credit, and various dealings in real estate, and to issue the capital of such companies, and to subscribe for, purchase, dispose of, and otherwise deal in the shares, bonds, and securities of such companies, or any other securities on real estate.

(ix) To act as managers or to direct the management of state domains, of the property and estates of communes, corporations, foundations, or private persons, either in the capacity of stewards or receivers, or in that of lessees or tenants, with power of advancing at a discount all or any of the accruing rents, royalties, or incomings.

(x) To transact on commission the general business of a land agent.

(xi) To make advances upon, hold in trust, issue on commission, sell, or dispose of, any of the securities before enumerated, or to act as agent for any of the above or the like purposes.

(xii) To take over or enter into contracts, British or foreign, and to execute the same, or to let the same to sub-contractors, also to become surety for the due execution by any contractors of the works, whether British or foreign, contracted for by them; and to indemnify any person or persons who may be nominated by the company to undertake any such suretyships.

(xiii) To purchase, advance money upon, and otherwise deal with reversionary, contingent, and other interests in real and personal property.

(xiv) to carry on any other business which may seem to the Company capable of being conducted directly or indirectly for the benefit of the Company.

(xv) To make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

(xvi) To acquire by any means the whole or any part of the assets, and to undertake the whole or any part of the liabilities, of any person carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be carried on in connection therewith, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon.

(xvii) To acquire and hold shares or other interests in or securities of any other company and otherwise invest and deal with the moneys of the Company.

(xviii) To lend money or give credit to such person on such terms as may seem expedient.

(xix) To borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, the discharge by the Company or any other person of any obligation or liability.

(xx) To guarantee the performance of any obligation by any person whatsoever.

(xxi) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

(xxii) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions licences or authorisations of any government, state or municipality, Provisional Order or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its Members.

(xxiii) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

(xxiv) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company, or any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(xxv) To procure the Company to be registered or recognised in any part of the world.

(xxvi) To promote any other company for the purpose of acquiring all or any of the property and/or undertaking

any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.

(xxvii) To dispose by any means of the whole or any part of the assets of the Company.

(xxviii) To distribute among the Members of the Company in kind any assets of the Company.

(xxix) To do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(xxx) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom, or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is limited.

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

* By a Special Resolution, passed on 3rd October 1979 the authorised share capital of the Company was increased to £1,000,000 by the creation of 999,900 new Ordinary Shares of £1 each.

By a Special Resolution passed on 23rd August 1983 the authorised share capital of the company was increased so as to consist of £1,000,100 divided into 1,000,000 Deferred Shares of £1 each and 100 Ordinary Shares of £1 each.

By a Special Resolution passed on 21st December 1984 the authorised share capital of the Company was increased so as to consist of £1,130,100 divided into 130,100 Ordinary Shares of £1 each and 1,000,000 Deferred Shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares take by each Subscriber.
Leon Neal 34 Hill Crest Tunbridge Wells Kent Accountant	One
Margaret Rose Mountford Flat 7 89 Lancaster Road London W1 Solicitor	One

DATED this 4th day of April 1979.

WITNESS to the above signatures:-

Andrew Griffiths
76c Grand Parade
London N4

Articled Clerk

THE COMPANIES ACTS, 1948 TO 1983

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

HORTICULTURAL AND BOTANICAL (HOLDINGS) LIMITED

(Adopted pursuant to a Special Resolution of the Company
passed on 17th December, 1979)

1. The regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 as amended by Part III of the Eighth Schedule to the Companies Act 1967 (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these regulations.

2. Regulations 24, 53, 75, 77, 89 to 98 (inclusive) 106, 131, 133 and 134 in Part I of Table A and regulation 5 in Part II of Table A shall not apply to the Company.

*3. (A) The share capital of the Company at the date of the adoption of this Article is £1,130,100 divided into 130,000 Ordinary Shares of £1 each (hereinafter in this Article called the "Ordinary Shares") and 1,000,100 Deferred Shares of £1 each (hereinafter in this Article called the "Deferred Shares").

(B) The respective rights and privileges attached to the Ordinary Shares and the Deferred Shares are as follows:-

(1) As regards income the profits which the Company may determine to distribute in respect of any financial year shall be distributed amongst the holders of the ordinary Shares in proportion to the amounts paid up on the Ordinary Shares held by them respectively. The holders of the Deferred Shares shall not be entitled to participate in any such profits.

* Altered pursuant to a Special Resolution passed on 21st December, 1984.

(2) As regards capital on a return of assets on liquidation or otherwise the assets of the Company available for distribution amongst the Members shall be applied:-

(a) first in repaying the amounts paid up on the Ordinary Shares;

(b) secondly in paying the sum of £50,000,000 to the holders of the Ordinary Shares in proportion to the number of such Shares held by them respectively;

(c) thirdly in repaying the amount paid up on the Deferred Shares; and

(d) fourthly as to any balance in payment to the holders of Ordinary Shares in proportion to the number of such Shares held by them respectively.

(3) As regards voting the Deferred Shares shall not confer on the holders thereof the right to receive notice of or to attend or vote either in person or by proxy at any General Meeting of the Company.

4. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every Member, who (being an individual) is present in person or (being a corporation) is present by a representative or proxy not himself being a Member, shall have one vote, and on a poll every Member who is present in person or by proxy shall have one vote for every £1 in nominal amount of preference or ordinary capital of which he is the holder.

5. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.

6. Unless and until otherwise determined by the Company in general meeting the Directors shall not be less than two in number.

7. A Member or Members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors, either as an addition to the existing Directors or to fill any vacancy, and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

8. The Directors shall have power at any time, and from time to time, to appoint any person or persons to be a Director or Directors, either to fill a casual vacancy or as an addition to the existing Directors.

9. The Company may at any time and from time to time by Ordinary Resolution appoint any person or persons to be a Director or Directors, either to fill a casual vacancy or as an addition to the existing Directors and, without prejudice to the provisions of the Act, may at any time remove a Director from office, provided that any such removal shall be without prejudice to any claim such Director may have for breach of any contract of service between him and the Company.

10. No person shall be disqualified from being or becoming a Director by reason of his attaining or having attained the age of 70 or any other age.

11. The proviso to regulation 79 in Part I of Table A shall not apply to the Company.

12. Each Director shall have the power from time to time to appoint with the approval of the Board of Directors (such approval not to be unreasonably withheld) any person to act as alternate Director in his place at all meetings, in all proceedings in which, and on all occasions when he shall not himself act; and on such appointment being made the alternate Director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. An alternate Director shall be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall ipso facto vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this clause shall be effected in writing under the hand of the Director making the same and shall take effect on delivery to the registered office of the Company. The remuneration of an alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such part (if any) of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.

13. A Director and alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.

14. The words "and every Director present at any meeting of Directors or committee of Directors shall sign

his name in a book to be kept for that purpose" at the end of regulation 86 in Part I of Table A shall not apply to the Company.

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

16. A resolution in writing signed by all the Directors shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors, but so that the expression "Director" in this Article shall not include an alternate Director.

17. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

18. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a Member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

19. Notice of every General meeting shall be given in any manner hereinbefore authorised to:-

(a) every Member;

(b) every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a Member; and

(c) the Auditor for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

LEON NEAL
34 Hill Crest,
Tunbridge Wells,
Kent.

Accountant.

MARGARET ROSE MOUNTFORD
Flat 7,
89 Lancaster Road,
London W11.

Solicitor.

DATED this 4th day of April, 1979.

WITNESS to the above signatures:-

ANDREW GRIFFITHS
75c Grand Parade,
London W4.

Articled Clerk.

G

Please do not
write in this
binding margin



THE COMPANIES ACTS 1948 TO 1981

Notice of Increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

Form No. 10

10

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

To the Registrar of Companies

For official use

Company number

416

1430665

Name of Company

HORTICULTURAL AND BOTANICAL (HOLDINGS)

Limited

*delete if
inappropriate

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by ~~ordinary~~
~~extraordinary~~ [special] resolution of the company dated 21st December, 1984

the nominal capital of the company has been increased by the addition thereto of the sum of
£ 130,000 beyond the registered capital of £ 1,000,100

A printed copy of the resolution authorising the increase is forwarded herewith
The additional capital is divided as follows:

Note

This notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies
within 15 days
after the passing
of the resolution

Number of shares	Class of share	Nominal amount of each share
130,000	Ordinary	£1

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:

The respective rights and privileges attached to the
Ordinary Shares and the Deferred Shares are as
follows:-

Please tick here if
continued overleaf



Signed I. E. F. Stewart

[Director] [Secretary] ‡ Date 15/1/85

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

LINKLATERS & PAINES (TOGN)
Barrington House
59/67 Gresham Street
London
EC2V 7JA

For official use
General section

Post room



The conditions (eg. voting rights, dividend rights, winding up rights etc) subject to which the new shares have been or are to be issued (continued).

- (1) As regards income the profits which the Company may determine to distribute in respect of any financial year shall be distributed amongst the holders of the Ordinary Shares in proportion to the amounts paid up on the Ordinary Shares held by them respectively. The holders of the Deferred Shares shall not be entitled to participate in any such profits.
- (2) As regards capital on a return of assets on liquidation or otherwise the assets of the Company available for distribution amongst the Members shall be applied:
 - (a) first in repaying the amounts paid up on the Ordinary Shares;
 - (b) secondly in paying the sum of £50,000,000 to the holders of the Ordinary Shares in proportion to the number of such Shares held by them respectively;
 - (c) thirdly in repaying the amount paid up on the Deferred Shares; and
 - (d) fourthly as to any balance in payment to the holders of Ordinary Shares in proportion to the number of such Shares held by them respectively.
- (3) As regards voting the Deferred Shares shall not confer on the holders thereof the right to receive notice of or to attend or vote either in person or by proxy at any General Meeting of the Company.

G

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

225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

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

* Insert full name of company

Note
Please read notes 1 to 5 overleaf before completing this form

† delete as appropriate

See note 4c and complete as appropriate

To the Registrar of Companies

For official use

Company number

SA

1430865

Name of company

* HORTICULTURAL AND BOTANICAL
(HOLDINGS) LIMITED

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

Day Month

3 1 1 0

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

Day Month Year

3 1 1 0 1 9 8 5

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

The company is a [subsidiary][holding company][†] of _____

_____, company number _____

the accounting reference date of which is _____

Signed

[Signature]

[Director][Secretary][†] Date 28/10/85.

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

THE SECRETARY
33 CATHERINE STREET
LONDON
WC2B 5JA

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Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 6EE
TELEPHONE 01 253 3030
TELEX 261010



For official Use
General Section



Coopers
& Lybrand

Chartered Accountants

61 James's House, Charlotte Street
Manchester M1 4DQ

a member firm of
Coopers & Lybrand (International)

Telephone 051-2369941
Cables CoLybrand Manchester
Telex 667257

our reference 206

M.H. Gosling Esq.,
Reckitt & Colman PLC
Reckitt House
Stoneferry Road
Hull
HU8 8DD

1430 ⁸⁶5/61

16 October 1985

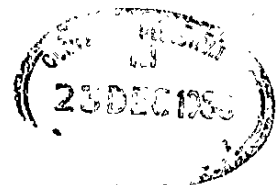
Dear Sir,

Horticultural and Botanical (Holdings) Limited and its subsidiaries

Further to our letter of 9 October 1985 tending our resignation as auditors of the above, we confirm that we have no claim against the company or its subsidiaries in respect of compensation for loss of office or any account whatsoever.

Yours truly,

js



1985-10-14

19:21

PRICE WATERHOUSE LONDON

01 407 0545

02

Southwark Tower
32 London Bridge Street
London SE1 9SL

Telephone: 01-407 8989
Telex: 884657/S
Telecopier: 01-407 0545
01-407 2315

Price Waterhouse

14 October 1985

Reckitt & Colman plc
PO Box 22
Queens House
Paragon Street
Hull, HU1 3NY

For the attention of A Taylor Esq

Dear Sirs,

We give notice that we are resigning as auditors of the following companies with immediate effect:

Carters Tested Seeds Limited
R&G Cuthbert Limited
Samuel Dobie & Son Limited
Horticultural and Botanical (Holdings) Limited ✓
The Horticultural and Botanical Association, Limited

There are no circumstances associated with our resignation which we consider should be brought to the notice of the members or creditors of these companies.

Yours faithfully,

Price Waterhouse

AMC/SC

cc Ms D Irish, Slaughter & May
JA Sowerby, R&C Chiswick
AE Pearson, PW Leeds



KFC: 26296(F)(5)

No. 1430865

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

HORTICULTURAL AND BOTANICAL (HOLDINGS) LIMITED

(passed on 21 April 1988)

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at Hele Road, Torquay, Devon TQ2 7QJ on 21 April 1988 the following Resolution was duly passed as a Special Resolution of the Company:-

RESOLUTION

That the regulations contained in the printed document submitted to the Meeting and for the purposes of identification subscribed by the Chairman thereof are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of the Company.

.....
Chairman

Draft: 1.3.88
WPC: 26290(D)

W. Underhill

No. 1430865

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION

OF

HORTICULTURAL AND BOTANICAL (HOLDINGS) LIMITED

(Adopted by Special Resolution
passed on 21st April, 1988)

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985, as amended by The Companies (Tables A to F) (Amendment) Regulations 1985, shall apply to the Company. References herein to Table A are references to the said Table A. None of the regulations referred to in Section 31(8)(b) of the Companies Consolidation (Consequential Provisions) Act 1985 shall apply to the Company.
2. These Articles and those regulations incorporated herein shall take effect subject to the requirements of the Act and of every other Act for the time being in force affecting the Company (hereinafter referred to as "the Statutes").

SHARE CAPITAL

3. (A) Save as provided by contract or these Articles to the contrary and if and to the extent permitted by or pursuant to the Statutes (including, without limiting the foregoing, by any authority of the Company for the purposes of Section 80 of the Act), all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise deal with or dispose of the same to such persons, at such times and generally on such terms as they think proper.
- (B) The Directors are generally and unconditionally authorised (for the purposes of Section 80 of the Act) at any time or times during a period of five years from the date of the adoption of these Articles to allot, or to grant any right to subscribe for or to convert any security into, all or any of the unissued shares in the authorised share capital of the Company at such date.
- (C) At the expiry of such period of five years, the authority contained in paragraph (B) shall expire but such authority shall allow the Company to make an offer or agreement before the expiry of such authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of such authority and shall allow the Directors to allot shares and grant rights pursuant to any such offer or agreement as if such authority had not expired.
- (D) Section 89(1) of the Act (which regulates the power to allot equity securities, as defined in Section 94 of the Act) is excluded.

SHAREHOLDERS' RESOLUTIONS

4. A resolution in writing signed or approved by letter, telex, facsimile transmission or cable by all the members of the Company who would be entitled to vote upon it if it had been duly proposed at a general meeting or at a meeting of any class of members of the Company, or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a general meeting or at such class meeting of the Company

(as the case may be) duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys (or, in the case of a member which is a body corporate, by a Director thereof or by a duly appointed representative). Regulation 53 of Table A shall not apply.

VOTE OF MEMBERS

5. Any proxy appointed by a member of the Company in accordance with Section 372 of the Act shall be entitled to vote on a show of hands as well as on a poll, provided that no person present shall be entitled to more than one vote on a show of hands save as provided in Regulation 50 of Table A. Regulation 54 of Table A shall be deemed to be modified accordingly.

DIRECTORS

6. (A) The holders for the time being of a majority of the Ordinary Shares of the Company for the time being in issue may from time to time appoint any person or persons as a Director or Directors of the Company and may remove any or all of the Directors for the time being. Any such appointment or removal shall be made in writing signed by the holder or holders for the time being of the majority of the Ordinary Shares of the Company for the time being in issue and, in the case of a body corporate holding any such shares, the signature of any one of its Directors or its duly appointed representative shall suffice. Any such appointment or removal shall take effect on and from the time at which it is lodged at the Office.
- (B) In addition to the circumstances set out in Regulation 81 of Table A the office of a Director shall be vacated if he is removed from that office in accordance with this Article.
- (C) The Directors shall have power at any time and from time to time to appoint any person who is willing to act to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

- (D) The Directors shall not be subject to retirement by rotation and Regulations 73 to 80 (inclusive) and the last sentence of Regulation 84 of Table A shall not apply.

7. [No Director shall vacate his office or be ineligible for re-appointment as a Director, nor shall any person be ineligible for appointment as a Director by reason only of his having attained any particular age nor shall special notice be required of any resolution appointing or approving the appointment of such a Director or any notice be required to state the age of the person to whom such resolution relates.]

ALTERNATE DIRECTORS

8. (A) In addition to the persons mentioned in Regulation 65 of Table A, any director may appoint a director of any holding company of the Company or of any other subsidiary of any such holding company or any person approved by a majority of the other Directors to act as alternate Director.
- (B) Any such person appointed as an alternate Director shall vacate his office as an alternate Director:-
- (i) if and when the Director by whom he has been appointed vacates office as a Director;
 - (ii) if the Director by whom he has been appointed removes him by written notice to the Company; or
 - (iii) in the event of any circumstances which, if he were a Director, would cause him to vacate his office as such.

Regulation 67 of Table A shall not apply.

POWERS OF DIRECTORS

9. (A) The powers of the Directors mentioned in Regulation 87 of Table A shall be exercisable as if the word "executive" (which appears before the word "office") were deleted.
- (B) Without prejudice to any other of their powers, the Directors may exercise any of the powers

conferred by Section 719 of the Act to make, for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries, provision in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or that subsidiary, notwithstanding that the exercise of any of such powers may not be in the best interests of the Company.

PROCEEDINGS OF DIRECTORS

10. A Director who is in any way directly or indirectly interested in any contract, transaction or arrangement or 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 317 of the Act. Subject to such disclosure, a Director may vote as a Director on any resolution concerning any matter in which he has, directly or indirectly, an interest or duty and, if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such resolution or matter is under consideration; and Regulations 94 to 96 of Table A shall not apply.
11. Notices of meetings of the Directors shall be given to all Directors and to any alternate Directors appointed by them. Regulations 66 and 88 of Table A shall be deemed to be amended accordingly.
12. Regulation 93 of Table A (written resolutions of Directors) shall apply as if the word "signed" included "approved by letter, telex, facsimile transmission or cable".

NOTICES

13. Regulation 112 of Table A shall apply as if the last sentence thereof were deleted [and Regulation 116 shall apply as if the words "within the United Kingdom" did not appear therein.].
14. Proof that:
 - (a) an envelope containing a notice was properly addressed, prepaid and posted (by first class post, where available); or

- (b) a telex or facsimile transmission setting out the terms of the notice was properly despatched

shall be conclusive evidence that the notice was given. A notice shall be deemed to be given [when the envelope containing it was so posted] [at the expiration of 24 hours after the envelope containing it was so posted] or, in the case of telex or facsimile transmission, when so despatched. Regulation 115 of Table A shall not apply.

THE COMPANIES ACTS 1948 to 1983

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

HORTICULTURAL AND BOTANICAL (HOLDINGS)
LIMITED

1. The name of the Company is "HORTICULTURAL AND BOTANICAL (HOLDINGS) LIMITED".*
 2. The registered office of the Company will be situate in England.
 3. The objects for which the Company is established are:-
 - (i) To establish companies and associations for the prosecution or execution of undertakings, works, projects or enterprises of any description, whether of a private or public character, in England or elsewhere, and to acquire, underwrite and dispose of shares and interests in such companies or associations, or in any other company or associations, or in the undertakings thereof.
 - (ii) To prosecute and execute directly, or by contributions or other assistance, any such or any other works, undertakings, projects,
- * By a Special Resolution passed on 3 October 1979 and with the consent of the Secretary of State for Trade and Industry, the name of the Company has been changed from Watling Ten Limited to Kemanokel (U.K.) Limited, with effect from 29 October 1979. By a Special Resolution passed on 23 August 1983 the name of the Company has been changed from Kemanokel (U.K.) Limited to The Horticultural and Botanical (Holdings) Limited, with effect from 10 October 1983.

or enterprises, in which, or for the prosecution whereof, or on the security whereof or of any profits or emoluments derivable therefrom, the Company shall have invested money, embarked capital, or engaged its credit.

- (iii) To receive monies on deposit, current account, or otherwise, with or without allowance of interest, and to receive on deposit title deeds and other securities.
- (iv) To negotiate loans of every description.
- (v) To buy, make advances on, or sell all descriptions of freehold, leasehold, or other properties, and all descriptions of produce or merchandise, and stocks, shares, bonds, mortgages, debentures, or obligations.
- (vi) To re-issue any stock or shares or other securities with or without the guarantee of the Company.
- (vii) To transact business as merchants, capitalists, promoters, and financial and monetary agents both in England and elsewhere.
- (viii) To procure capital for any company in any country, formed for the purpose of carrying into effect any object connected with land, such as companies formed for the purposes of agriculture, land credit, and various dealings in real estate, and to issue the capital of such companies, and to subscribe for, purchase, dispose of, and otherwise deal in the shares, bonds, and securities of such companies, or any other securities on real estate.
- (iv) To act as managers or to direct the management of state domains, of the property and estates of communes, corporations, foundations, or private persons, either in the capacity of stewards or receivers, or in that of lessees or tenants, with power of advancing at a discount all or any of the accruing rents, royalties, or incomes.

- (x) To transact on commission the general business of a land agent.
- (xi) To make advances upon, hold in trust, issue on commission, sell, or dispose of, any of the securities before enumerated, or to act as agent for any of the above or the like purposes.
- (xii) To take over or enter into contracts, British or foreign, and to execute the same, or to let the same to sub-contractors, also to become surety for the due execution by any contractors of the works, whether British or foreign, contracted for by them; and to indemnify any person or persons who may be nominated by the Company to undertake any such suretyships.
- (xiii) To purchase, advance money upon, and otherwise deal with reversionary, contingent, and other interests in real and personal property.
- (xiv) To carry on any other business which may seem to the Company capable of being conducted directly or indirectly for the benefit of the Company.
- (xv) To make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (xvi) To acquire by any means the whole or any part of the assets, and to undertake the whole or any part of the liabilities, of any person carrying on or proposing to carry on any business which the Company is authorised to

carry on or which can be carried on in connection therewith, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon.

- (xvii) To acquire and hold shares or other interests in or securities of any other company and otherwise invest and deal with the moneys of the Company.
- (xviii) To lend money or give credit to such person on such terms as may seem expedient.
- (xix) To borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, the discharge by the Company or any other person of any obligation or liability.
- (xx) To guarantee the performance of any obligation by any person whatsoever.
- (xxi) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (xxii) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions licences or authorisations of any government, state or municipality, Provisional Order or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purposes which

may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its Members.

- (xxiii) To enter into any arrangements with any governments or authorities, (supreme, municipal, local or otherwise), or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (xxiv) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company, or any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and

to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (xxv) To promote the Company to be registered or recognised in any part of the world.
- (xxvi) To procure any other company for the purpose of acquiring all or any of the property and/or undertaking of any liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.
- (xxvii) To dispose by any means of the whole or any part of the assets of the Company.
- (xxviii) To distribute among the Members of the Company in kind any assets of the Company.
- (xxix) to do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (xxx) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom, or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is limited.
5. The share capital of the Company is £100, divided into one hundred shares of £1 each.*

* By a Special Resolution, passed on 3rd October, 1979 the authorised share capital of the Company was increased to £1,000,000 by the creation of 999,900 new Ordinary Shares of £1 each.

By a Special Resolution passed on 23rd August 1983 the authorised share capital of the Company was increased so as to consist of £1,000,100 divided into 1,000,000 Deferred Shares of £1 each and 100 Ordinary Shares of £1 each.

By a Special Resolution passed on 21st December 1984 the authorised share capital of the Company was increased so as to consist of £1,130,100 divided into 130,100 Ordinary Shares of £1 each and 1,000,000 Deferred Shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

Number of Shares
taken by each
Subscriber

LEON NEAL
34 Hill Crest
Tunbridge Wells
Kent

One

Accountant

MARGARET ROSE MOUNTEORD
Flat 7
89 Lancaster Road
London W1

One

Solicitor

DATED this 4th day of April 1979.

WITNESS to the above signatures:

ANDREW GRIFFITHS
76c Grand Parade
London N4

Articled Clerk

HORTICULTURAL & BOTANICAL (HOLDINGS) LIMITED

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 33 Catherine Street, London on 18 April 1991 at 3.50pm to transact the following business:-

Ordinary Business:

1. To receive the Report of the Directors and Accounts to 31 October 1990.
2. To confirm the appointment of Mr R A B Grenfell as a Director of the Company.

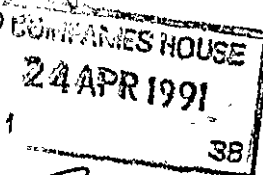
Special Business:

To consider and, if thought fit, pass the following Elective Resolutions which will be proposed as to Resolutions 3 and 4 as Elective Resolutions and as to Resolution 5 as a Special Resolution.

3. That the Company elects to dispense with the laying of Accounts and Reports before the Company in general meeting.
4. That the Company elects to dispense with the holding of Annual General Meetings.
5. That pursuant to Section 250 of the Companies Act 1985 the Company be exempt from the obligation to appoint Auditors.

Dated this 27th day of February 1991.

BY ORDER OF THE BOARD



.....
Secretary

Registered Office: 33 Catherine Street, London WC2B 5JA

NOTE: A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a Member of the Company.

HORTICULTURAL & BOTANICAL (HOLDINGS) LIMITED

Minutes of the Annual General Meeting of the above-named Company
held at 33 Catherine Street, London on 18 April 1991 at 3.50pm.

Present: Mr W Tudor John (In the Chair)
Mr R A B Grenfell
Mr D M Chelley (Secretary)

1. The Chairman announced that a quorum was present.
2. With the approval of the Members present the Notice of Meeting was taken as read.
3. The Auditors' Report on the Accounts of the Company for the period ended 31 October 1990 was duly read.
4. (a) The Chairman then proposed Resolution 1 set out in the Notice as an Ordinary Resolution.
(b) The Resolution was then put to the Meeting and on a show of hands was carried unanimously.
5. The Meeting confirmed unanimously the appointment of Mr R A B Grenfell as a Director of the Company.
6. The Chairman stated that it was proposed that the Company should adopt the Elective Regime provided for in the Companies Act 1985 (as amended by the Companies Act 1989) and that Resolutions 3 and 4 to be proposed at the Meeting were for this purpose and Resolution 5 was to exempt the Company from the obligation to appoint Auditors.
7. (a) The Chairman proposed Resolution 2 set out in the Notice as an Elective Resolution.
(b) The Resolution was then put to the Meeting and on a show of hands was carried unanimously.
8. (a) The Chairman proposed Resolution 3 set out in the Notice as an Elective Resolution.
(b) The Resolution was then put to the Meeting and on a show of hands was carried unanimously.
9. (a) The Chairman proposed Resolution 4 to set out in the Notice as a Special Resolution.
(b) The Resolution was then put to the Meeting and on a show of hands was carried unanimously.
10. There being no further business the Meeting then terminated.

W. Tudor John
.....
Chairman

G

COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period**225(1)**Please do not
write in this
margin

Pursuant to section 225(1) of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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

--	--	--	--

1430865

Name of company

. HORTICULTURAL AND BOTANICAL (HOLDINGS) LIMITED

* insert full name
of company

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

Day Month

3	0	0	6
---	---	---	---

Note
Please read notes
1 to 5 overleaf
before completing
this form† delete as
appropriate

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

Day Month Year

3	0	0	6	1	9	9	4
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If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

See note 4c and
complete as
appropriate

The company is a [subsidiary][holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

Signed

[Director][Secretary]† Date

30/6/94

Presenter's name address and
reference (if any):
Mr D M Chelley
Horticultural and Botanical
(Holdings) Limited
Hele Road
Torquay
Devon TQ2 7QJ

For official Use
General Section

Post room



AE1 QG2K-

171 RECEIPT DATE: 01/07/94