

THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with the
requirements of the Companies Acts 1948 to 1976
on application for registration of a companyPursuant to section 15(2) of the Companies Act 1948
as amended by the Companies Act 1976Please do not
write in this
binding marginPlease 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

Company number

1515647

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Name of Company

TOWERGATE UNDERWRITING AGENCIES	Limited*
---------------------------------	----------

of GEORGE EDWARD STEWART
RUAR DEAN, HOOK END ROAD, HOOK END,
BREATHWOOD, ESSEX CM15 0HA

do solemnly and sincerely declare that I am, a person named in the
statement delivered under section 21 of the Companies Act 1976
as a Secretary of
Towergate Underwriting Agencies 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 Plantation House
in the City of London
the 24th day of July
One thousand nine hundred and eighty

before me R. K. Gindera
A Commissioner for Oaths†

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

For official use
General section

Post room

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091683/5
50-
THE COMPANIES ACTS 1948 to 1976.

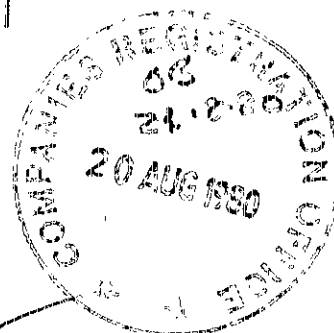
COMPANY LIMITED BY SHARES.

1515647/3

Memorandum of Association

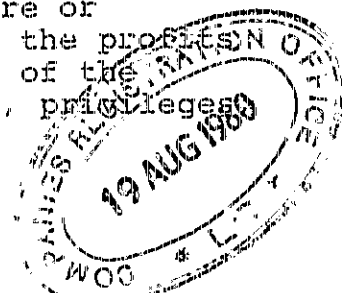
OF

TOWERGATE UNDERWRITING AGENCIES LIMITED



1. The name of the Company is TOWERGATE UNDERWRITING AGENCIES LIMITED
2. The registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) To carry on business as underwriting agents and insurance brokers and agents in all classes of insurance and as insurance advisers, pension advisers and consultant assessors, valuers, surveyors and average adjusters and mortgage brokers, and to undertake the provision of hire purchase and credit sale finance and to act as factors.
 - (B) To act as agents or sub-agents for underwriting members of Lloyd's and Lloyd's syndicates in all classes of insurance business and to act as brokers and agents for any individual, firm, association, syndicate, company or corporation carrying on the business of insurance or re-insurance in any of its branches (including the provision or underwriting of policies or contracts for life or other annuities or endowment policies or any other contracts or policies of a like nature) and to act as managers for any insurance company, syndicate, club or association, or any individual underwriter in connection with its or his business (wherever the same may be carried on) or any branch of the same, and to carry on any business of insurance or re-insurance of a kind not hereinafter expressly prohibited.
 - (C) To accumulate capital for any of the purposes of the Company, and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally, and to admit any class or other section of those who insure or have any dealings with the Company to any share in the profits thereof or in the profits of any particular branch of the Company's business, or to any other special rights, privileges, advantages and benefits.

E. FRESSCO & AN. REGISTRATIONS
25 35 CITY ROAD
LONDON EC1Y 2ED



- (D) To invest any moneys of the Company not required for the purposes of its business in such investments or securities as may be thought expedient.
- (E) To purchase, take in exchange or otherwise acquire and hold ships and vessels or any shares in ships or vessels, and also shares, stocks and securities (whether fully paid up or not) of any companies possessed of or interested in any ships or vessels, and to maintain, repair, improve, alter, sell, exchange or let out on hire or charter or otherwise deal with or dispose of any ships, vessels, shares, stocks, or securities as aforesaid.
- (F) To carry on all or any of the businesses of shipowners, ship brokers, managers of shipping, property, freight contractors, carriers by land and sea, bargeowners, lightermen, forwarding agents, storekeepers, warehousemen, wharfingers and dock proprietors.
- (G) To grow, produce, manufacture, buy, sell and deal in produce, merchandise, goods and property of every description whatsoever and as planters, manufacturers, merchants, agents, brokers or otherwise howsoever.
- (H) To become surety in and to execute any bail-bond or guarantee in lieu of bail or any other bond or guarantee for whatever purpose the same may be required.
- (I) To carry on the business of a salvage company or association in all its branches and operations of every nature in any way connected with salvage, and to act as agents or managers of any salvage company or association or of any branch thereof.
- (J) To establish or promote any insurance company, club or association whatsoever (whether on the mutual principle or otherwise) in any part of the world.
- (K) To carry on, conduct, create, assist or participate in any capacity in commercial, industrial and financial undertakings, businesses and operations of every kind in any part of the world.
- (L) To pay, satisfy or compromise any claims made against the Company which it may seem expedient to pay, satisfy or compromise notwithstanding that the same may not be valid in law.
- (M) To carry on any other trade or business whatsoever which can, in the opinion of the Company, be advantageously or conveniently carried on by the Company by way of extension of or in connection with any such business as aforesaid or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights.

- N) To secure or undertake in any way (and in particular by the creation and issue of debentures and mortgages) the repayment of money lent or advanced to or the liabilities incurred by any person, firm or company and to guarantee either by personal obligation or by mortgaging or charging all or any part of the undertaking property and assets both present and future (including uncalled capital) of the Company, or by both such methods, the performance of any contract or obligation of any person, firm or company whatsoever.
- (O) To acquire and undertake the whole or any part of the business, goodwill and assets of any person firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire any interest in, amalgamate with or enter into any arrangements for sharing profits or for co-operation or mutual assistance with any such person, firm or company, and to give or accept by way of consideration for any of the acts or things aforesaid or for any property acquired, any shares, debentures or securities that may be agreed upon, and to hold and retain or sell mortgages and deal with any shares, debentures or securities so received.
- (P) To take or otherwise acquire and hold shares, stocks, debentures or other securities of or interests in any other company having objects altogether or in part similar to those of this Company or carrying on or about to carry on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (Q) To purchase, to hold, to take on lease or in exchange, hire or otherwise acquire, any real or personal property which the Company may think necessary or convenient for the purposes of its business.
- (R) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid shares, or by the issue of securities, or partly in one mode and partly in another, and generally on such terms as may be determined.
- (S) To enter into any contracts or agreements and to give any guarantees, undertakings and securities which the Committee of Lloyd's may require to be entered into and which may seem conducive to the Company's objects or any of them.
- (T) To do all acts necessary or expedient for carrying on in all foreign country or in any part of Her Majesty's Dominions any business of the Company necessary or expedient to be there carried on or which may in any other respects seem necessary or convenient for the transaction of the business of the Company.

- (U) To apply for, promote and obtain any Act of Parliament or law of any foreign legislative authority or the licence or consent of any authority for enabling the Company to carry out its objects or any of them or for conferring on the Company any additional power, or for modifying these presents, or for any other purpose which may seem expedient or to oppose any Bills, proceedings or applications which may be thought to be directly or indirectly prejudicial to the Company.
- (V) To borrow or raise or secure the payment of money by Mortgage, or by the issue of debentures or debenture stock, perpetual or otherwise, or in such other manner as the Company shall think fit, and for the purposes aforesaid or for any other lawful purpose, to charge all or any of the Company's property or assets, present and future, including its uncalled capital, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (W) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
- (X) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers of the Company or to employees or ex-employees of the Company or its predecessors in business or the wives, widows, families and dependents of any such persons and to support or subscribe to any charitable or public institutions, clubs, societies or funds.
- (Y) To purchase, subscribe for or otherwise acquire and to hold, sell or deal in any manner in the shares, debentures or securities of any company whether fully paid up or not, and (whether with limited or unlimited liabilities) in the United Kingdom or elsewhere.
- (Z) To distribute among the Members of the Company in kind any property of the Company and in particular any shares, debentures or securities of other companies belonging to the Company or of which this Company may have power of disposing.
- (AA) To lend money on any terms that may be thought fit to any persons or corporations to give any guarantees that may be deemed expedient and to apply the funds of the Company for the provision of deposits at Lloyd's for candidates for election to and for members of and annual subscribers to Lloyd's.
- (BB) To enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interests, with any person or persons or corporation engaged or interested or about to become engaged or interested in the carrying on or conduct of any business or enterprises which this Company is authorised to carry on or conduct or from which this Company would or might derive any benefit whether direct or indirect.
- (CC) To promote, subsidise and assist companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may

seem directly or indirectly calculated to benefit the Company, and to pay the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment, registration and advertising of any such company and the issue of its capital or securities and to take and otherwise acquire, hold and dispose of shares, debentures and other securities in or of any such company, or to subsidise or assist any such company and to guarantee the payment of such debentures or securities of any such company, and the interest thereof, and the payment of the capital of, and of the dividends payable upon the stocks or shares of any such company.





- (DD) To remunerate any persons, firms association or companies for services rendered or to be rendered in or about the promotion of the Company or of any company promoted by the Company or the conduct of the business of the Company or of any company promoted by the Company, or for subscribing or agreeing to subscribe, whether absolutely or conditionally, or for procuring or agreeing to procure subscriptions, whether absolute or conditional, for shares, debentures or other securities of the Company, or any company promoted by the Company, or for guaranteeing the payment of any such debentures or securities or the interest thereon, such remuneration to be either wholly or partly in cash, or for fully or partly paid shares or other securities of the Company, or to be paid in such other manner as the Company may determine.
- (EE) To amalgamate with any other company or companies.
- (FF) To sell or dispose of the undertaking, property and assets of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and in particular for shares, (fully or partly paid up), debentures, debenture stock or securities of any other company whether promoted by this Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (GG) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, or otherwise and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees, subsidiary companies or otherwise.
- (HH) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

The objects set forth in any sub-clause of this clause shall not, except when the context expressly so require, be in any wise limited or restricted by reference to or inference from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary to the objects mentioned in the first sub-clause of this clause, but the Company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world, and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause. Provided that nothing herein contained shall empower the Company to carry on the business of insurance or to grant annuities within the meaning of the Insurance Companies Acts, 1958 or of any Act amending, extending or re-enacting the same, or to reinsure any risk under class of business to which this Act applies.

4. The liability of the Members is limited.

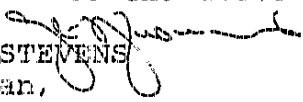
5. The Share Capital of the Company is £15,100 divided into 15,100 shares of £1 each.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of 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
 BRYAN CYRIL PEERS 40, Cherry Tree Road East Finchley, London N2 9QL Underwriting Member of Lloyd's.	 ONE "B" VOTING SHARE
 MARGARET MARY BROOKS 23, West Common Way, Harpenden, Hertfordshire. Underwriting Member of Lloyd's.	 ONE "B" VOTING SHARE

DATED the 24th day of JULY 1980

WITNESS to the above signatures:


GEORGE STEVENS
Ruar Dean,
Hook End Road,
Hook End
Brentwood
Essex CM15 0HA

Chartered Accountant.

THE COMPANIES ACTS 1948 to 1976.

COMPANY LIMITED BY SHARES.

Articles of Association

1515647/4

OF

TOWERGATE UNDERWRITING AGENCIES LIMITED

PRELIMINARY

1. The Company is a Private Company and accordingly the regulations contained in Part I and Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A") shall apply to the Company subject to the exclusions and modifications hereinafter contained.

2. Regulations 3, 23, 24, 52, 58, 75, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96 and 97 of Part I of Table A and regulation 4 of Part II of Table A shall not apply to the Company.

SHARES

3. The Capital of the Company is £15,100 divided into 100 "A" voting shares of £1 each and 15,000 "B" voting shares of £1 each. The holders of the "B" voting shares shall be entitled to receive the whole of the profits resolved to be distributed from time to time by way of dividend. The holders of the "A" voting shares shall rank in a winding up as regards return of capital pari passu with the holders of the "B" voting shares but the holders of the "A" voting shares shall not be entitled to any further right to participate in the surplus assets of the Company.

4. The shares shall be at the disposal of the Directors who may allot, grant options over or otherwise deal with or dispose of them subject to regulation 2 of Part II of Table A to such persons, at such times and generally on such terms and conditions as they think proper, but so that no shares shall be issued at a discount, except in accordance with Section 57 of the Act. Provided that unless otherwise sanctioned by the Committee of Lloyd's, no allotment of any shares shall be made to any person who is not a member of Lloyd's if immediately after such allotment the proportion of "A" and "B" voting shares then beneficially held by members of Lloyd's would be less than three quarters of the issued "A" and "B" voting shares.

5. All shares in the Company must be held by the shareholders for their own beneficial interest or for the interest of any person or persons so approved by the Committee of Lloyd's.

6. Subject to the provisions of Section 58 of the Act any preference shares may with the sanction of an Ordinary Resolution be issued upon the terms that they are, or at the option of the Company are to be liable, to be redeemed.

7. The lien conferred by regulation 11 of Part I of Table A shall attach to fully paid-up shares and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of several joint holders.

TRANSFER OF SHARES

8. (a) Subject to the provisions hereinafter contained any member may transfer all or any of his shares by instrument of transfer, but every transfer must be in writing in the usual common form or in such other form as the Directors may approve, and must be lodged at the Registered Office of the Company, accompanied by the certificate of the shares to be transferred, and such other evidence as the Directors may require to prove the title of the intending transferor.

(b) In regulation 3 of Part II of Table A the following words shall be added "but notwithstanding the foregoing the Directors shall refuse to register any transfer which would have the effect of more than one quarter of the issued "A" and "B" voting shares being held beneficially by persons not Members of Lloyd's, unless otherwise sanctioned by the Committee of Lloyd's."

PROCEEDINGS AT GENERAL MEETING

9. All business shall be deemed special that is transacted at any Extraordinary General Meeting. All business that is transacted at an Annual General Meeting shall also be deemed special, with the exception of declaring a dividend, the consideration of the accounts and balance sheet and the reports of the Directors and auditors and any other documents annexed to the balance sheet, the election of Directors and auditors and other officers in the place of those retiring, the fixing of the remuneration of the auditors, the voting of remuneration or extra remuneration to the Directors and any other business which under these Articles or the Statutes ought to be transacted at an Annual General Meeting.

10. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is before (or on the declaration of the result of the show of hands) demanded by the Chairman or any member or members present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show

of hands been carried or carried unanimously or by a particular majority or lost and an entry to this effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

DIRECTORS

11. (a) Until otherwise determined by the Company in General Meeting the number of the Directors shall be not less than one or more than six. The first Directors shall be BRYAN CYRIL PEERS, MARGARET MARY BROOKS, and TERENCE JOHN DOOLEY.

(b) No person shall be eligible to become or remain a Director of the Company unless he is a Member of Lloyd's or his appointment has been approved in writing by the Committee of Lloyd's.

12. The Directors may grant special remuneration to any Director who, being called upon, shall render any special or extra services to the Company, or go or reside abroad in connection with the conduct of any of the affairs of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration (if any) as a Director, and may be payable by way of a lump sum, participation in profits or otherwise as the Directors shall determine.

BORROWING POWERS

13. The whole of the proviso to regulation 79 of Part I of Table A shall be omitted.

POWERS AND DUTIES OF DIRECTORS

14. Without restricting the generality of their powers the Directors may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been directors of or employed by or in the service of the Company or of any company which is a subsidiary company of or allied or associated with the Company or any such subsidiary and to the wives, widows, children and other relatives and dependents of any such persons and may set up, establish, support and maintain pension, superannuation and other funds or schemes (whether contributory or non-contributory) and make payments towards insurance or other payments (either in connection with any such fund or scheme or otherwise) for the benefit of such persons or any of them or any class of them, and so that any Director shall be entitled to receive and retain for his own benefit any such pension, annuity, gratuity, allowance or other benefit (whether under any such fund or scheme or otherwise) and as a Director may vote in respect of the exercise of any of the powers by this Article conferred upon the Directors, notwithstanding that he is or may be or become interested therein.

DISQUALIFICATION OF DIRECTORS

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

- (1) If by notice in writing to the Company, he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of Section 182 of the Act.
- (3) If he is prohibited from being a Director by an order made under any of the provisions of Section 188 of the Act.
- (4) If he becomes of unsound mind.
- (5) If he ceases to be a Member of Lloyd's.

16. Section 185 of the Act relating to the age limit of Directors shall not apply to the Company.

APPOINTMENT OF DIRECTORS

17. The Directors shall have power from time to time and at any time to appoint any person to be a Director but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles.

MANAGING DIRECTOR

18. The second sentence of regulation 107 shall be omitted, but the appointment of a managing director shall be automatically determined if he cease from any cause to be a Director.

NOTICES


19. The persons mentioned in paragraph (b) of regulation 134 of Part I of Table A (being the persons on whom the ownership of a share devolves as personal representative or trustee in bankruptcy of a Member) shall not, unless and until they become members of the Company, be entitled to receive notices of meetings of the Company or to attend and vote at such meetings.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS



BRYAN CYRIL PEERS,
40 Cherry Tree Road,
East Finchley,
London N2 9QL

Underwriting Member
of Lloyd's.

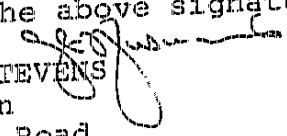


MARGARET MARY BROOKS,
23 West Common Way,
Harpenden,
Hertfordshire.

Underwriting Member
of Lloyd's.

Dated the 24th day of July 1980

WITNESS to the above signatures:



GEROGE STEVENS
Ruar Dean
Hook End Road
Hook End
Brentwood
Essex CM15 0HA

Chartered Accountant.



Please do not
write in this
binding margin



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

* delete if
inappropriate

THE COMPANIES ACTS 1948 TO 1976

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

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

Form No 1

1

Company number

1515647/5

Name of Company

TOWERGATE UNDERWRITING AGENCIES	Limited*
---------------------------------	----------

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

26/30 ARTILLERY LANE
BISHOPSCOTE
LONDON E1 7LT

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

Express Company Registrations Limited,
City Road,
London, EC1Y 2DE

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):

Chert Brookgate Ins Ltd
16/7

For official use
General section

Post room

Supplied by
Express Co. Registrations Ltd.
City Road, London EC1

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)	(Miss) MARGARET MARY BROOKS	Business occupation	Underwriting member of Lloyd's
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	23 West Common Way Harpenden, Herts	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
Brookgate Investments Ltd Towergreen Ltd			
Brooks & Dooley (Underwriting) Ltd Inwood Brooks & Lees Ltd			
Craggate Underwriting Agencies Ltd			
Towergate Investments Ltd			
I hereby consent to act as director of the company named on page 1			
Signature	M.H. Brooks	Date	24/7/80

Name (note 2)	BRYAN CYRIL PEERS	Business occupation	Underwriting member of Lloyd's
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	40 Cherry Tree Road London W2 9QH	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
Brookgate Investments Ltd Towergreen Ltd			
Brooks & Dooley (Underwriting) Ltd B.C. Lees & Co Ltd			
Craggate Underwriting Agencies Ltd Inwood Brooks & Lees Ltd			
Towergate Investments Ltd			
I hereby consent to act as director of the company named on page 1			
Signature	B. Peers	Date	24/7/80

Name (note 2)	TERENCE JOHN DOOLEY	Business occupation	Underwriting member of Lloyd's
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	23 The Drive Esher, Surrey	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
Brookgate Investments Ltd			
Brooks & Dooley (Underwriting) Ltd			
Craggate Underwriting Agencies Ltd			
Lindsey Underwriting Agencies Ltd			
I hereby consent to act as director of the company named on page 1			
Signature	T. Dooley	Date	24/7/80

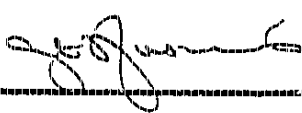
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binding margin



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.

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:

Name (notes 2 & 7)	GEORGE EDWARD STEVENS	
Former name(s) (note 3)		
Address (notes 4 & 7)	RUAB DEAN, HOOK END ROAD, HOOK END, BRENTWOOD ESSEX CM15 9HA	
I hereby consent to act as secretary of the company named on page 1		
Signature		Date 24/7/80

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  [Subscriber] [Agent]† Date 24/7/80

EXPRESS COMPANY REGISTRATIONS ...
25-35 CITY ROAD,
LONDON EC1Y 2ED

Signature  [Subscriber] [Agent]† Date 24/7/80

FILE COPY



CERTIFICATE OF INCORPORATION

No. 1515647

I hereby certify that

TOWERGATE UNDERWRITING AGENCIES 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

3RD SEPTEMBER 1980

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

E. A. WILSON

Assistant Registrar of Companies

1515647/17

Extract of the Minutes of an Extraordinary Meeting of Towergate Underwriting Agencies Limited held at 52 Lime Street, London EC3 on 9th April 1985

It was RESOLVED that the following be passed as a Special Resolution:

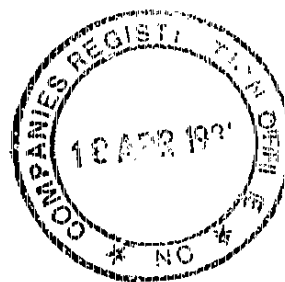
" That the name of the Company be changed to Alston Brockbank Agencies Limited. "

OK

Certified to be a true extract.


G. E. STEVENS
Secretary

Co. Number
1515647



inv 240
207546

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1515647 118

I hereby certify that

TOWERGATE UNDERWRITING AGENCIES LIMITED

having by special resolution changed its name, is now
incorporated under the name of
ALSTON BROCKBANK AGENCIES LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 8TH MAY 1985

C. Israel

MRS. C. ISRAEL
an authorised officer

Φ 4 Φ 1 12

No. 1515647 / 25

THE COMPANIES ACT 1985

ALSTON BROCKBANK AGENCIES LIMITED

RESOLUTIONS

(passed 27th May 1986)

AT AN Extraordinary General Meeting of the above-named Company duly convened and held at Block D, 1st Floor Plantation House, 31-35 Fenchurch Street, London EC3 on the 27th day of May 1986 the following Resolutions were duly passed, Resolution No.1 as an Ordinary Resolution and Resolutions Nos.2, 3, 4, 5 and No.6 as Special Resolutions:-

ORDINARY RESOLUTION NO.1

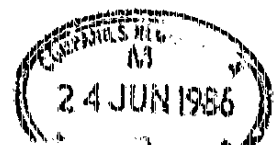
That the capital of the Company be increased to £100,000 by the creation of 84,900 Ordinary Shares of £1 each.

SPECIAL RESOLUTION NO.2

The capital of the Company at the date of this Resolution is £100,000 divided into 100,000 Shares of £1 each and Clause 5 of the Memorandum of Association be amended accordingly.

SPECIAL RESOLUTION NO.3

That the Memorandum of Association of the Company be amended by deleting sub-clause (AA) of Clause 3 thereof and by substituting in lieu thereof the following new sub-clause 3 (AA):-



"To lend money to any company, firm or person on any terms that may be thought fit and to give all kinds of indemnities and guarantees and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such indemnity or guarantee, and whether or not it is given in connection with or pursuant to the attainment of the objects herein stated; to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture, stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary company as defined by Section 736 of the Companies Act 1985, or otherwise associated with the Company in business; and to apply the funds of the Company for the provision of deposits at Lloyd's for candidates for election to and for the members of and annual subscribers to Lloyd's."

SPECIAL RESOLUTION NO.4

That the capital of the Company be reorganised by the conversion of all its present classes of share, namely "A" Voting Shares of £1 each and "B" Voting Shares of £1 each into one class of ordinary shares of £1 each

SPECIAL RESOLUTION NO.5

That contingently upon the passing of the above mentioned Ordinary Resolution to increase the capital of the Company and the Special Resolution No.4 reorganising the capital

of the Company the present Articles of Association of the Company shall no longer apply and that in lieu thereof the new Articles of Association a copy whereof has been signed by Mr J.G. Alston for the purpose of identification, be adopted as the Articles of Association of the Company.

SPECIAL RESOLUTION NO.6

That, in accordance with the recommendation of the Directors, the sum of £15,000 being part of the amount standing to the credit of the Profit and Loss Account, be capitalised and that the Directors be and are hereby authorised and directed to appropriate and apply the said sum of £15,000 in paying up in full 15,000 Ordinary shares of £1 each of the Company and to allot and distribute such ordinary shares, credited as fully paid, to and among the persons who, immediately prior to this meeting, were registered holders of the 'B' voting shares of £1 each (now converted by Special Resolution Number 4 passed earlier at this meeting to ordinary shares of £1 each) in the proportion of one new ordinary share of £1 each for each 'B' voting share of £1 each then held by them respectively.

Certified a true copy

..........
DIRECTOR

No. 1515647

THE COMPANIES ACT, 1985

ALSTON BROCKBANK AGENCIES LIMITED


EXTRAORDINARY RESOLUTION PASSED AT
THE MEETING OF HOLDERS OF "B" VOTING SHARES
OF THE COMPANY HELD ON 27TH MAY, 1986

AT AN Extraordinary General Meeting of the holders of the "B" Voting Shares of £1 of the above named Company duly convened and held at Block D, 1st Floor, Plantation House, 31-35 Fenchurch Street, London EC3M 3DX on the 27th day of May 1986 the following resolution was duly passed as an Extraordinary Resolution:-

EXTRAORDINARY RESOLUTION

This meeting of the holders of the "B" Voting Shares of £1 each hereby sanctions every variation and modification of the special rights attached to the said "B" Voting Shares in the capital of the Company to be effected by the passing of the Special Resolution numbered 4 set out in the Notice convening the Extraordinary General Meeting of the Company for the 27th day of May 1986, a print of which Notice has been laid before this meeting and subscribed by the Chairman thereof for the purpose of identification, and declares that if the said Resolution shall be passed as aforesaid the same shall be binding on all the holders of the said "B" Voting Shares.

Certified a true copy

.....

DIRECTOR



No. 1515647

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

ALSTON BROCKBANK AGENCIES LIMITED
(as amended or adopted by Special Resolutions
passed 27th May 1986)

No. 1515647

THE COMPANIES ACT 1985

ALSTON BROCKBANK AGENCIES LIMITED

RESOLUTIONS

(passed 27th May 1986)

AT AN Extraordinary General Meeting of the above-named Company duly convened and held at Block D, 1st Floor Plantation House, 31-35 Fenchurch Street, London EC3 on the 27th day of May 1986 the following Resolutions were duly passed, Resolution No.1 as an Ordinary Resolution and Resolutions Nos.2, 3, 4, 5 and No.6 as Special Resolutions:-

ORDINARY RESOLUTION NO.1

That the capital of the Company be increased to £100,000 by the creation of 84,900 Ordinary Shares of £1 each.

SPECIAL RESOLUTION NO.2

The capital of the Company at the date of this Resolution is £100,000 divided into 100,000 Shares of £1 each and Clause 5 of the Memorandum of Association be amended accordingly.

SPECIAL RESOLUTION NO.3

That the Memorandum of Association of the Company be amended by deleting sub-clause (AA) of Clause 3 thereof and by substituting in lieu thereof the following new sub-clause 3(AA):-

"To lend money to any company, firm or person on any terms that may be thought fit and to give all kinds of indemnities and guarantees and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such indemnity or guarantee, and whether or not it is given in connection with or pursuant to the attainment of the objects herein stated; to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture, stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary company as defined by Section 736 of the Companies Act 1985, or otherwise associated with the Company in business; and to apply the funds of the Company for the provision of deposits at Lloyd's for candidates for election to and for the members of and annual subscribers to Lloyd's."

SPECIAL RESOLUTION NO.4

That the capital of the Company be reorganised by the conversion of all its present classes of share, namely "A" Voting Shares of £1 each and "B" Voting Shares of £1 each into one class of ordinary shares of £1 each

SPECIAL RESOLUTION NO.5

That contingently upon the passing of the above mentioned Ordinary Resolution to increase the capital of the Company and the Special Resolution No.4 reorganising the capital

of the Company the present Articles of Association of the Company shall no longer apply and that in lieu thereof the new Articles of Association a copy whereof has been signed by Mr J.G. Alston for the purpose of identification, be adopted as the Articles of Association of the Company.

SPECIAL RESOLUTION NO.6

That, in accordance with the recommendation of the Directors, the sum of £15,000 being part of the amount standing to the credit of the Profit and Loss Account, be capitalised and that the Directors be and are hereby authorised and directed to appropriate and apply the said sum of £15,000 in paying up in full 15,000 Ordinary shares of £1 each of the Company and to allot and distribute such ordinary shares, credited as fully paid, to and among the persons who, immediately prior to this meeting, were registered holders of the 'B' voting shares of £1 each (now converted by Special Resolution Number 4 passed earlier at this meeting to ordinary shares of £1 each) in the proportion of one new ordinary share of £1 each for each 'B' voting share of £1 each then held by them respectively.

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

ALSTON BROCKBANK AGENCIES LIMITED

(as amended by Special Resolution passed
27th May 1986)

1. The name of the Company is ALSTON BROCKBANK AGENCIES LIMITED *
2. The registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (a) To carry on business as underwriting agents and insurance brokers and agents in all classes of insurance and as insurance advisers, pension advisers and consultant assessors, valuers, surveyors and average adjusters and mortgage brokers, and to undertake the provision of hire purchase and credit sale finance and to act as factors.
 - (b) To act as agents or sub-agents for underwriting members of Lloyd's and Lloyd's syndicates in all classes of insurance business and to act as brokers and agents for any individual, firm, association, syndicate, company or corporation carrying on the

* By Certificate of Incorporation on Change of Name dated the 8th May 1985 the name of the Company was changed from Towergate Underwriting Agencies Limited to its present name

business of insurance or re-insurance in any of its branches (including the provision or underwriting of policies or contracts for life or other annuities or endowment policies or any other contracts or policies of a like nature) and to act as managers for any insurance company, syndicate, club or association, or any individual underwriter in connection with its or his business (wherever the same may be carried on) or any branch of the same, and to carry on any business of insurance or re-insurance of a kind not hereinafter expressly prohibited.

- (c) To accumulate capital for any of the purposes of the Company, and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally, and to admit any class or other section of those who insure or have any dealings with the Company to any share in the profits thereof or in the profits of any particular branch of the Company's business, or to any other special rights, privileges, advantages and benefits.
- (d) To invest any monies of the Company not required for the purpose of its business in such investments or securities as may be thought expedient.
- (e) To purchase, take in exchange or otherwise acquire and hold ships and vessels or any shares in ships or vessels, and also shares, stocks and securities (whether fully paid up or not) of any companies possessed of or interested in any ships or vessels, and to maintain, repair, improve, alter sell, exchange or let out on hire or charter or otherwise deal with or dispose of any ships, vessels, shares, stocks, or securities as aforesaid.

- (f) To carry on all or any of the businesses of shipowners, ship brokers, managers of shipping, property, freight contractors carriers by land and sea, bargeowners, lighterman, forwarding agents, storekeepers, warehousemen, wharfingers, and dock proprietors.
- (g) To grow, produce, manufacture, buy, sell and deal in produce, merchandise, goods and property of every description whatsoever and as planters, manufacturers, merchants, agents, brokers or otherwise howsoever.
- (h) To become surety in and to execute any bail-bond or guarantee in lieu of bail or any other bond or guarantee for whatever purpose the same may be required.
- (i) To carry on the business of a salvage company or association in all its branches and operations of every nature in any way connected with salvage, and to act as agents or managers of any salvage company or association or of any branch thereof.
- (j) To establish or promote any insurance company, club or association whatsoever (whether on the mutual principle or otherwise) in any part of the world.
- (k) To carry on, conduct, create, assist or participate in any capacity in commercial, industrial and financial undertakings, businesses and operations of every kind in any part of the world.
- (l) To pay, satisfy or compromise any claims made against the Company which it may seem expedient to pay, satisfy or compromise notwithstanding that the same may not be valid in law.
- (m) To carry on any other trade or business whatsoever which can, in the opinion of the Company, be advantageously or conveniently

carried on by the Company by way of extension of or in connection with any such business as aforesaid or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights.

- (n) To secure or undertake in any way (and in particular by the creation and issue of debentures and mortgages) the repayment of money lent or advanced to or the liabilities incurred by any person, firm or company and to guarantee either by personal obligation or by mortgaging or charging all or any part of the undertaking property and assets both present and future (including uncalled capital) of the Company, or by both such methods, the performance of any contract or obligation of any person, firm or company whatsoever.
- (o) To acquire and undertake the whole or any part of the business, goodwill and assets of any person firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire any interest in, amalgamate with or enter into any arrangements for sharing profits or for co-operation or mutual assistance with any such person, firm or company, and to give or accept by way of consideration for any of the acts or things aforesaid or for any property acquired, any shares, debentures or securities that may be agreed upon, and to hold and retain or sell mortgages and deal with any shares, debentures or securities so received.

- (p) To take or otherwise acquire and hold shares, stocks, debentures or other securities of or interests in any other company having objects altogether or in part similar to those of this Company or carrying on or about to carry on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (q) To purchase, to hold, to take on lease or in exchange, hire or otherwise acquire, any real or personal property which the Company may think necessary or convenient for the purposes of its business.
- (r) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid shares, or by the issue of securities, or partly in one mode and partly in another, and generally on such terms as may be determined.
- (s) To enter into any contracts or agreements and to give any guarantees, undertakings and securities which the Committee of Lloyd's may require to be entered into and which may seem conducive to the Company's objects or any of them.
- (t) To do all acts necessary or expedient for carrying on in all foreign country or in any part of Her Majesty's Dominions any business of the Company necessary or expedient to be there carried on or which may in any other respects seem necessary or convenient for the transaction of the business of the Company.
- (u) To apply for, promote and obtain any Act of Parliament or law of any foreign legislative authority or the licence or consent of any authority for enabling the Company to carry out its objects or any of them or for conferring on the Company any additional power, for modifying these presents, or for

any other purpose which may seem expedient or to oppose any Bills, proceedings or applications which may be thought to be directly or indirectly prejudicial to the Company.

- (v) To borrow or raise or secure the payment of money by Mortgage, or by the issue of debentures or debenture stock, perpetual or otherwise, or in such other manner as the Company shall think fit, and for the purposes aforesaid or for any other lawful purpose, to charge all or any of the Company's property or assets, present and future, including its uncalled capital, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (w) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange warrants, debentures and other negotiable or transferable instruments.
- (x) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers of the Company or to employees or ex-employees of the Company or its predecessors in business or the wives, widows, families and dependents of any such persons and to support or subscribe to any charitable or public institutions, clubs societies or funds.
- (y) To purchase, subscribe for or otherwise acquire and to hold, sell or deal in any manner in the shares, debentures or securities of any company whether fully paid up or not, and (whether with limited or unlimited liabilities) in the United Kingdom or elsewhere.
- (z) To distribute among the Members of the Company in kind any property of the Company and in particular any shares, debentures or securities of other companies belonging to

the Company or of which this Company may have power of disposing.

(aa) To lend money to any company, firm or person on any terms that may be thought fit and to give all kinds of indemnities and guarantees and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such indemnity or guarantee, and whether or not it is given in connection with or pursuant to the attainment of the objects herein stated; to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture, stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary company as defined by Section 736 of the Companies Act 1985, or otherwise associated with the Company in business; and to apply the funds of the Company for the provision of deposits at Lloyd's for candidates for election to and for the members of and annual subscribers to Lloyd's.

(bb) To enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interests, with any person or persons or corporation engaged or interested or about to become engaged or interested in the carrying on or conduct of any business or enterprises which this Company is authorised

to carry on or conduct or from which this Company would or might derive any benefit whether direct or indirect.

(cc) To promote, subsidise and assist companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to pay the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment, registration and advertising of any such company and the issue of its capital or securities and to take and otherwise acquire, hold and dispose of shares, debentures and other securities in or of any such company, or to subsidise or assist any such company and to guarantee the payment of such debentures or securities of any such company, and the interest thereof, and the payment of the capital of, and of the dividends payable upon the stocks or shares of any such company.

(dd) To remunerate any persons, firm association or companies for services rendered or to be rendered in or about the promotion of the Company or of any company promoted by the Company or the conduct of the business of the Company or of any company promoted by the Company, or for subscribing or agreeing to subscribe, whether absolutely or conditionally, or for procuring or agreeing to produce subscriptions, whether absolute or conditional, for shares, debentures or other securities of the Company, or any company promoted by the Company or for guaranteeing the payment of any such debentures or securities or the interest thereon, such remuneration to be either wholly or partly in

cash, or for fully or partly paid shares or other securities of the Company, or to be paid in such other manner as the Company may determine.

- (ee) To amalgamate with any other company or companies.
- (ff) To sell or dispose of the undertaking, property and assets of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock or securities of any other company whether promoted by this Company for the purpose or not, and to improve, manage, develop, exchange lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (gg) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, or otherwise and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees, subsidiary companies or otherwise.
- (hh) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

The objects set forth in any sub-clause of this clause shall not, except when the context expressly so require, be in any wise limited or restricted by reference to or inference from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary to the objects mentioned in the first sub-clause of this clause, but the Company shall have full power to exercise all or any of the powers conferred by any part of this clause in any

part of the world, and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause. Provided that nothing herein contained shall empower the Company to carry on the business of insurance or to grant annuities within the meaning of the Insurance Companies Acts, 1958 or of any Act amending, extending or re-enacting the same, or to reinsure any risk under class of business to which this Act applies.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100,000 divided into 100,000 shares of £1 each.*

* See Special Resolution No.2 passed 27th May 1986.

THE COMPANIES ACTS 1985

A PRIVATE COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION
OF
ALSTON BROCKBANK AGENCIES LIMITED

1. The Regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter referred to as "Table A") shall apply to the Company except Clauses 3, 8, 24 64 and 87 of Table A which shall not apply to the Company. The remaining Clauses of Table A as hereinafter modified together with the following shall be the Articles of Association of the Company.

2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any Shares in or Debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any Shares in or Debentures of the Company with a view to all or any of those Shares or Debentures being offered for sale to the public.

SHARES

3. The Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80(2) of the Act) of the Company to such persons and generally on such terms and in such manner as they think fit.

4. (i) The general authority conferred by Article 3 hereof shall extend to all relevant securities of the Company from time to time unissued during the currency of

such authority. The said general authority shall expire on the fifth anniversary of the date of the passing of the Special Resolution adopting these new Articles of Association.

(ii) The Directors shall be entitled under the general authority conferred by Article 3 hereof to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.

5. Section 89(1) of the Act shall not apply to any allotment of Shares in the Company.

6. Subject to the provisions of Part V of the Act the Company may:-

(A) issue any Shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof;

(B) purchase its own Shares (including any redeemable Shares);

(C) make a payment in respect of the redemption or purchase under Section 159 or (as the case may be) Section 162 of the Act of any of its Shares otherwise than out of its distributable profits or the proceeds of a fresh issue of Shares.

7. The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid Share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that Share and the Company shall also have a first and paramount lien on all Shares (whether fully paid or not) standing registered in the name of any Member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any

time declare any Share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a Share shall extend to all dividends payable thereon.

GENERAL MEETINGS

8. Clause 41 of Table A shall be read and construed as if the last sentence ended with the words ", and if at the adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting, the meeting shall be dissolved".

DIRECTORS

9. (a) Unless and until the Company in General Meeting shall otherwise determine, there shall not be any limitation as to the number of Directors. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A.

(b) The Directors of the Company at the date of the passing of the Special Resolution adopting these new Articles of Association are JACK GORDON ALSTON, MARGARET MARY BROOKS, BRYAN CYRIL PEERS, MARK ELLWOOD BROCKBANK, GEORGE EDWARD STEVENS, MICHAEL REID HOLLAND AND STEWART PAUL ETHERIDGE.

10. A Director shall not be required to hold any Share qualification but he shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company.

11. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue Debentures, Debenture Stock, and

other Securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

12. A Director 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 reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 of Table A shall be modified accordingly.

13. The Directors may grant special remuneration to any Director who, being called upon, shall render any special or extra services to the Company, or go or reside abroad in connection with the conduct of any of the affairs of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration (if any) as a Director, and may be payable by way of a lump sum, participation in profits or otherwise as the Directors shall determine.

POWERS AND DUTIES OF DIRECTORS

14. Without restricting the generality of their powers the Directors may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been directors of or employed by or in the service of the Company or of any company which is a subsidiary company of or allied or associated with the Company or any such subsidiary and to the wives, widows, children and other relatives and dependents of any such persons and may set up, establish, support and maintain pension, superannuation and other funds or schemes (whether contributory or non-contributory) and make payments towards insurance or other payments (either in connection with any such fund or scheme or otherwise) for the benefit

of such persons or any of them or any class of them, and so that any Director shall be entitled to receive and retain for his own benefit any such pension, annuity, gratuity, allowance or other benefit (whether under any such fund or scheme or otherwise) and as a Director, may vote in respect of the exercise of any of the powers by this Article conferred upon the Directors, notwithstanding that he is or may be or become interested therein.

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

DEFINITIONS

16. (1) /a) The expression "the Special Articles" means this Article and the articles numbered and sub-titled respectively:

- 17. Special Provisions relating to Share Capital
- 18. Qualifying Persons
- 19. Beneficial Ownership
- 20. Substantial Shareholding
- 21. Special Provisions relating to the Transfer of Shares
- 22. Suspension of Voting Rights
- 23. Special Provisions relating to Directors
- 24. Special Provisions relating to the Disqualification of Directors
- 25. Directors' Powers to Delegate

(b) The words standing in the first column of the following table bear in the Special Articles the meanings set opposite them respectively in the second column:

the Byelaw	The Underwriting Agents Byelaw (No.4 of 1984) made under Lloyds' Act 1982
the Committee	the Committee of Lloyd's
default notice	has the meaning given to it in Article 22 (Suspension of Voting Rights)
excess shares	has the meaning in paragraph 2(c) of Article (18) (Qualifying Person)
non-qualifying person	a person who is not a qualifying person or who is by virtue of the Special Articles deemed to be, or to be treated as, a non-qualifying person
non-qualifying shares	allotted shares which are not qualifying shares
permitted maximum	has the meaning in paragraph (1) (a) of Article (18) (Qualifying Persons)
qualifying person	a person who is a qualifying annual subscriber or a qualifying underwriting member or a qualifying working member (other than any such person to whom paragraph (2) (d) of Article 18 (Qualifying Persons) applies) or, in relation to a special share,

	the person who is the holder of such share
qualifying shares	shares for the time being held (or by virtue of the Special Articles, treated as held) by qualifying persons
register	register of members of the Company
special share	has the meaning in paragraph (1) (c) of Article (18) (Qualifying Persons)
these Articles	the articles of association of the Company for the time being in force (including the Special Articles)
the 1982 Act	Lloyd's Act 1982

(c) The following expressions bear in the Special Articles the meanings given to them respectively by the Byelaw:

active underwriter
interest
qualifying annual subscriber
qualifying underwriting member
qualifying working member

(2) Unless the context otherwise requires, any word or expression not defined in paragraph 1(b) of this Article or in the Byelaw to which a meaning is given by section 2(1) of the 1982 Act has the same meaning in the Special Articles.

(3) Any requirement in the Special Articles for any agreement, consent or approval on the part of the Committee is to be read as a requirement for such agreement, consent or approval to be given in writing before the act, event or state of affairs for which such agreement, consent or approval is needed is done or occurs. Any such agreement, consent or approval may be given on such terms and conditions and for such period as the Committee thinks fit and may be revoked by the Committee at any time.

(4) The provisions of the Special Articles apply notwithstanding anything to the contrary in any other provision of these Articles.

(5) References herein to any statute are to any statutory re-enactment or modification thereof for the time being in force.

SPECIAL PROVISIONS RELATING TO SHARE CAPITAL

17(1) The capital of the Company at the date on which these Articles are adopted is £100,000 divided into 100,000 Ordinary shares of £1 each of which 15,000 are issued and fully paid.

(2) The Company must not, without the consent of the Committee, reduce its share capital whether by cancelling or purchasing or redeeming any of its shares or otherwise howsoever.

(3) On a show of hands, every member who is present in person has one vote and, on a poll, every member has one vote for each share of which he is the holder.

QUALIFYING PERSONS

18(1) (a) For the purpose of the Special Articles,

"permitted maximum" means one-third of the total voting power conferred by all the shares for the time being allotted by the Company or such other fraction thereof as the Committee may approve.

(b) The directors must not, without the consent of the Committee, allot or issue any share or register any form of transfer or nomination or accept any renunciation of a letter of allotment relating to any share or permit the registration of any person by virtue of his having become entitled to a share on the death or bankruptcy of its holder if as a result thereof the voting power conferred by the shares held by non-qualifying persons would exceed the permitted maximum.

(c) Any share may, with the consent of the Committee, be registered in the name of a non-qualifying person notwithstanding that the voting power conferred by the shares held by non-qualifying persons would (apart from the provisions of this sub-paragraph (c)) exceed the permitted maximum. Any share so registered (in the Special Articles called a "special share") is for the purpose of the Special Articles to be treated as held by a qualifying person unless or until the consent of the Committee determines.

(d) The directors must enter in separate parts of the register particulars of:-

- (i) qualifying shares (other than special shares);
- (ii) non-qualifying shares;
- (iii) special shares.

If, at any time, it appears to the directors that the particulars of any share in any part of the register ought to be in another part of the register, they must forthwith

transfer such particulars to the appropriate part of the register.

18(2) (a) A person desiring to be registered as the holder of any share must (whether or not he is registered as the holder of some other share) prior to registration, execute and deliver to the Company a declaration:

- (i) stating whether or not he is a qualifying person;
- (ii) confirming that (unless and to the extent that the Committee otherwise agrees) he has, and will retain, the entire interest in every share registered or proposed to be registered in his name for himself only; and
- (iii) specifying the names of any holders of shares in the Company whose holdings would fall to be aggregated with any shares registered in his name by virtue of paragraph (2) of Article 20 (Substantial Shareholdings) if he had been the holder of the shares proposed to be registered in his name at the date of the declaration and the numbers of shares then held by such persons respectively.

(b) The directors may, and if the Committee so requires, they must, by written notice require a person desiring to be registered as the holder of any share to give them such further information or evidence, supported (if the directors or the Committee so require) by a statutory declaration, as the directors or (in the case of a direction by the Committee) the Committee may consider necessary or desirable for the purpose of determining whether such person is a qualifying person and whether (unless the Committee otherwise agrees) he has and will retain the entire interest in every share registered in his name for himself only.

(c) The directors must not register a person as the holder of a share if either he has not executed and delivered a declaration complying with sub-paragraph (a) of this paragraph (1) or the Committee directs them not to register such person. The directors may in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share or to recognise any renunciation of an allotment notwithstanding the execution and delivery of any such declaration or the absence of any such direction. This sub-paragraph (c) is subject to the provisions of paragraph (4) of Article 21 (Special Provisions relating to the Transfer of Shares).

(d) A person as respects whom either the directors or (if he is a person to whom a direction made by the Committee under sub-paragraph (b) of this paragraph (1) relates) the Committee is not satisfied that he is a qualifying person is to be treated for the purposes of the Special Articles as being a non-qualifying person.

(e) The Company must:

- (i) if any transfer relating to a share is lodged with the Company for registration, forthwith give notice in writing to the Committee specifying the particulars contained in such transfer;
- (ii) deliver promptly to the Committee a copy of every declaration and every other document delivered to the Company under sub-paragraph (a), and if applicable, sub-paragraph (b), of this paragraph (2);
- (iii) if any transfer relating to a share is registered, forthwith give notice in writing to the Committee stating that the same has been registered; and

- (iv) give to the Committee immediate notice in writing of every other change (whenever made) to any of the particulars contained in the register,

and the company must not register any transfer of any share for a period of fourteen days after sub-paragraphs (i) and (ii) hereof have been complied with in relation to such transfer.

(3) (a) If, at any time, the directors have reason to believe that the voting power conferred by the shares held by non-qualifying persons may exceed, without the consent of the Committee, the permitted maximum, or if at any time the directors are so requested by the Committee, they must, by written notice require any member of the Company whom they or the Committee consider may not be a qualifying person to give to them such information or evidence, supported (if the directors or the Committee so require) by a statutory declaration, as the directors or the Committee may consider necessary or desirable for the purpose of determining whether or not such member of the Company is a qualifying persons.

(b) If:

- (i) at any time, the directors have reasonable grounds for believing that any member of the Company has failed within fourteen days of the service of such notice to comply with the notice given to him pursuant to this paragraph (3); or
- (ii) any member of the Company, having responded within such period to such notice, has failed to satisfy the directors or (where the notice was given at the request of the Committee) the Committee that he is a qualifying person,

such member is to be treated for the purposes of the Special Articles as a non-qualifying person.

(c) If, at any time, the voting power conferred by the shares registered in the names of non-qualifying persons exceeds, without the consent of the Committee, the permitted maximum, the directors must, as soon as practicable after becoming aware of such fact, determine (unless the Committee otherwise agrees) the shares so registered ("excess shares") the voting power conferred by which so exceeds the permitted maximum, and exercise the powers conferred by Article (21) (Special Provisions relating to the Transfer of Shares) and Article (22) (Suspension of Voting Rights) in respect of such shares. The directors may in their absolute discretion and without assigning any reason therefor determine whether any particular shares are excess shares but in so determining, they must so far as practicable have regard to the order of date in which particulars of shares registered in the names of non-qualifying persons were registered in that part of the register allocated to shares so registered.

(4) Unless the Committee otherwise agrees, the directors must not allot or issue any one share to more than one person, register any form of transfer or nomination in favour of more than one person, accept any renunciation of a letter of allotment relating to any share in favour of more than one person or permit the registration of more than one person by virtue of his having become entitled to a share on the death or bankruptcy of its holder.

(5) There must not, without the consent of the Committee, be conferred on any person, whether by virtue of the holding of a share or otherwise, the right to prevent or affect the exercise by the directors or the Company in general meeting of any of their or its powers, without the consent or concurrence of such person.

(6) The Company does not have power to issue share warrants to bearer.

BENEFICIAL OWNERSHIP

19. Without prejudice to Articles 18 (Qualifying Persons) and 20 (Substantial Shareholdings):

(1) Unless and to the extent that the Committee otherwise agrees, each holder must retain the entire interest in every share registered in his name for himself only and he must not create or permit to be created or to subsist any interest in the share in favour of any other person.

(2) Notwithstanding paragraph (1) of this Article:

(a) a member entitled to vote may appoint one or more proxies but the instrument appointing a proxy must be in writing under the hand of the appointor or, if the appointor is a body corporate, under its seal (if any) or under the hand of an officer duly authorised (but so that the directors are to be entitled to require evidence of the authority of such officer) and a vote given by proxy on a particular resolution may not be treated as valid or effective unless the instrument appointing such proxy relates only to the meeting at which that resolution is to be considered and either:

(i) such instrument specified whether the proxy is to vote for or against such resolution; or

(ii) such resolution is for an amendment to any resolution in respect of which the proxy has been directed to vote (either for or against); or

(iii) such resolution is a motion for an adjournment or for the appointment of a chairman;

(b) a corporation which is a member of the Company may subject to, and in accordance with, any other provision of these Articles exercise the powers conferred by section 375 of the Act to appoint a person as its representative but the directors are to be entitled to require evidence of the authority of such representative.

SUBSTANTIAL SHAREHOLDINGS

20. (1) No person may, except to the extent that the Committee otherwise agrees, be the holder of shares carrying more than ten per cent of the voting power conferred by shares of the Company, or be the holder of more than ten per cent of the nominal value of the shares of any class of the Company.

(2) In determining whether such limit of ten per cent has been exceeded by any person ("the shareholder"), there must be aggregated with the shares registered in the name of the shareholder and treated as held by him, shares registered in the names of the persons who, in relation to him, are the persons referred to in:

(a) section 12(1)(c) of the 1982 Act if the shareholder is a body corporate;

(b) section 12(1)(e) (but excluding the proviso to that section) of the 1982 Act if the shareholder is an individual; and

(c) section 12(1)(d) of the 1982 Act if the shareholder is a member of a partnership,
provided that:

- (i) references in section 12(1)(c) and (d) to a director or a partner are to be treated, in the case of a director or partner who is an individual, as including the persons mentioned in section 12(1)(e) of the 1982 Act; and
- (ii) this paragraph (2) does not require any share to be taken into account more than once in determining whether the limit of ten per cent has been exceeded.

SPECIAL PROVISIONS RELATING TO THE TRANSFER OF SHARES

21. (1) If:

- (a) any person is, without the agreement of the Committee, a joint holder of any share; or
- (b) any shares become excess shares; or
- (c) without the consent of the Committee, any person has an interest in a share other than the holder thereof except by reason only of the occurrence of an event specified in sub-paragraph (a) of paragraph (3) of this Article; or
- (d) any consent, agreement or approval given by the Committee with respect to a share is revoked or expires or terminates or there is a breach by any holder of any undertaking given to the Committee; or
- (e) any holder is in breach of Article 20 (Substantial Shareholdings),

the directors must, unless the Committee agrees otherwise, as soon as practicable give a notice in writing complying with paragraph (4) of this Article to the person who is the holder concerned or the holder of the shares concerned with respect to the shares to which this paragraph (1) applies provided always that in a case where sub-paragraph (e) hereof applies but the shares in question are held by more than one person, such notice need only be given to such holders as the directors may in their absolute discretion and without assigning any reason therefor determine for the purpose of remedying the breach of Article 20 (Substantial Shareholdings) and their determination is conclusive.

(2) Paragraph (1) of this Article applies, unless the Committee otherwise agrees, to all the shares in the Company registered (whether solely or jointly with some other person(s)) in the name of the holder on whom notice under such paragraph is required to be served provided that:

- (a) if paragraph (1) of this Article applies to such holder by reason only of his being a joint holder of any share, without the consent of the Committee, such paragraph applies (subject to sub-paragraph (d) of this proviso) only to shares so held;
- (b) if paragraph (1) of this Article applies to such holder by reason only that he is the holder of excess shares such paragraph applies (subject to sub-paragraph (d) of this proviso) only to such excess shares;
- (c) if paragraph (1) of this Article applies to such holder by reason only that, without the consent of the Committee, another person has an interest in any share held by him, such paragraph (1) applies only to the share registered in his name in which

another person has, without the consent of the Committee, an interest;

(d) if the Committee so agrees before the expiration of fourteen days from the date of the notice given pursuant to paragraph (1) of this Article, such paragraph (1) shall apply by virtue of such notice to some only of the shares to which it would otherwise apply by reason of sub-paragraphs (b) or (c) of this proviso;

(e) if paragraph (1) of this Article applies to such holder by virtue only of sub-paragraph (c) thereof, such paragraph (1) applies (subject as aforesaid) only to such number or value of the shares of each class held by him as the directors may in their absolute discretion and without assigning any reason therefor determine for the purpose of remedying the breach of Article 20 (Substantial Shareholdings) and their determination is conclusive.

(3) If:

(a) any holder (being an individual) dies; or

(b) any holder (being an individual) is adjudicated bankrupt; or (being a body corporate) enters into liquidation or has a receiver or administrator appointed of its shares in the Company or (whether a body corporate or an individual) makes any arrangement or composition with his creditors generally or anything analogous to any of the events specified in this sub-paragraph (b) occurs under the laws of any applicable jurisdiction; or

(c) a default notice has been served on any holder and has not been withdrawn,

the directors may, and at the direction of the Committee they must, give a notice in writing complying with paragraph (4) of this Article to the holder of such shares with respect to such of the shares held by him (whether solely or jointly) as may be specified in such notice but no direction may be given by the Committee in the case of sub-paragraph (a) or (b) hereof until the expiry of sixty days from the date on which occurred the event by virtue of which such sub-paragraph first applied.

(4) (a) In this paragraph (4), the following expressions bear the meanings set opposite them respectively below:

accepted shares	shares in respect of which an accepting member accepts (or under the terms of the offer is deemed to accept) such offer
accepting member	a member to whom an offer is made pursuant to sub-paragraph (f) hereof and who accepts such offer
compliance declaration	a declaration complying with paragraph (2) of Article 18 (Qualifying Persons)
compulsory purchase notice	a notice complying with sub-paragraph (b) (ii) hereof
compulsory transfer notice	a notice complying with sub-paragraph (b) (i) hereof

fair value	fair value certified in accordance with paragraph (6) of this Article
member's nominee	a person specified by the notified member in pursuance of sub-paragraph (e) (i) hereof
notified member	a holder on whom a notice is served pursuant to paragraph (1) or (3) of this Article
person qualified to hold shares	person in whose name the directors could, under the provisions of the Special Articles, register the shares in question at the time when it is anticipated that they would be so registered (if registered at all)
purchaser	a person to whom, under the provisions of this Article, shares are to be transferred
relevant shares	in relation to a compulsory transfer notice or a compulsory purchase notice, the shares to which such notice relates and in relation to a notified member, the shares to which the notice served on him pursuant to paragraph (1)

or (3) of this Article relates.

(b) A notice served pursuant to paragraph (1) or (3) of this Article must require either:

(i) that the relevant shares be transferred at their fair value; or

(ii) that the relevant shares be sold to the Company at their fair value.

No notice may be given which requires the relevant shares to be sold to the Company unless:

(aa) the Committee has given its consent to such purchase;

(bb) the relevant shares are to be purchased out of distributable profits or the proceeds of a fresh issue of shares; and

(cc) the requirements of section 162 of the Act are satisfied.

(c) A compulsory transfer notice must, unless sub-paragraph (f) hereof applies, specify the name of the person who is nominated by the directors as the person to whom the relevant shares are to be transferred by the notified member. Such person must be a person qualified to hold the relevant shares and he must, prior to the despatch of the compulsory transfer notice, have executed and delivered to the Company a compliance declaration in respect of the relevant shares and he must not be a person who the Committee does not consent to be the holder of the relevant shares.

(d) The notified member must, unless sub-paragraph (f) hereof applies, within fourteen days of

the service on him of a compulsory transfer notice, or, if the requirements of paragraphs (i) and/or (ii) but not the requirements of paragraphs (iii) and/or (iv) of sub-paragraph (e) hereof are fulfilled, within forty-two days of such service (or such longer period as the directors may by writing determine), execute and deliver to the Company a form of transfer transferring the relevant shares to the person named in the compulsory transfer notice at their fair value and provided that such person has duly paid for such shares, the directors must register such transfer.

(e) If:

- (i) within seven days of the service on him of the compulsory transfer notice, the notified member by notice in writing to the Company specifies the name of some other person as the person to whom the relevant shares are to be transferred; and
- (ii) the member's nominee is a person qualified to hold the relevant shares and within fourteen days of the giving by the notified member of the notice referred to in sub-paragraph (i) hereof, the member's nominee has executed and delivered to the Company a compliance declaration in respect of the relevant shares; and
- (iii) the Committee has not within a further fourteen days after the expiry of the period of fourteen days mentioned in sub-paragraph (ii) hereof directed the directors not to register the relevant shares in the name of the member's nominee; and
- (iv) the directors have not within the further period of fourteen days mentioned in

sub-paragraph (iii) hereof determined that the relevant shares should not be registered in the name of the member's nominee,

the notified member must, within seven days of the expiration of such period of fourteen days, execute and deliver to the Company a form of transfer transferring the relevant shares to the member's nominee at their fair value and provided that the member's nominee has duly paid for such shares, the directors must register such transfer.

(f) If these Articles provide that:

(i) before transferring a share of the same class as the relevant shares, a member must in any circumstances offer such share to some or all of the other members; and

(ii) the directors must before nominating a person to be a transferee of relevant shares, offer such shares to such members (excluding the notified member) at their fair value,

the director must offer the relevant shares to such members excluding the notified member at their fair value and sub-paragraph (d) hereof does not apply. If, within fourteen days of the service on him of a notice containing such offer, a member to whom such offer is made:

(i) accepts such offer; and

(ii) executes and delivers to the Company a compliance declaration in respect of the accepted shares,

and if within a period of fourteen days after the expiry of such first-mentioned fourteen days:

(aa) the Committee has not directed the directors not to register the accepted shares in his name; and

(bb) the directors have not determined that the accepted shares should not be registered in his name,

the directors must serve a notice on the notified member specifying the name of the accepted member and the number of accepted shares, and the notified member must, within fourteen days of the service on him of such notice, execute and deliver to the Company a form of transfer transferring the accepted shares to the accepting member at their fair value and provided that such member has duly paid for such shares, the directors must register such transfer.

(g) If:

(i) and to the extent that an offer made pursuant to sub-paragraph (f) hereof is not accepted; or

(ii) the accepting member does not duly execute or deliver a compliance declaration in respect of the relative accepted shares; or

(iii) the directors determine that accepted shares should not be registered in the name of the relative accepting member; or

(iv) the Committee directs the directors not to register accepted shares in the name of the relative accepting member; or

(v) any person to whom the notified member is under any provision of paragraph (4) of this Article bound to transfer relevant shares

fails to make payment of their fair value at the time stipulated by the directors,

the directors must, as soon as practicable, nominate some other person as the purchaser of the relevant shares in question. Such person must be a person qualified to hold such shares and he must, prior to being nominated, have executed and delivered to the Company a compliance declaration in respect thereof. The directors must serve a notice on the notified member specifying the name of the purchaser so nominated by them and the number of the relevant shares to be transferred to him. The notified member must within fourteen days of the service on him of such notice, execute and deliver to the Company a form of transfer transferring such shares in accordance therewith. Provided that the notified member is duly paid for such shares, the directors must register such transfer.

(h) If in any case a notified member having become bound so to do, fails to execute or deliver a transfer in accordance with and within the time allowed by this paragraph (4), the directors must authorise an officer of the Company to execute on behalf of the notified member a form of transfer for the relevant shares in question in favour of the purchaser and a form of transfer executed under such authority is valid and effective. The purchase money must be paid to the Company whose receipt is a good discharge, and paid over (without interest) by the Company to the notified member.

(5) In any case where a compulsory purchase notice is served on the notified member, the directors must draw up a draft contract of purchase which provides for completion for the purchase of the relevant shares on the expiration of seven days after the passing of the special resolution hereinafter mentioned and for the payment to the notified member of the purchase price therefor on completion. The notified member is deemed, by virtue of his having become a member of the Company, to have agreed:

- (a) to such contract; and
- (b) to have appointed any person nominated by the directors to execute such contract on his behalf; and
- (c) that he should deliver the relevant shares to the Company at completion.

The directors must convene a meeting to consider a special resolution to authorise such contract of purchase, and take all such steps as are necessary or desirable to be taken by them to ensure that such contract is duly approved, executed and carried into effect. Every member of the Company who being so entitled, votes (whether in person or by proxy) on such special resolution or any other resolution necessary to give effect thereto (whether a resolution of the Company or of the holders of any class of its shares) must vote in favour thereof.

(6) The auditors for the time being must certify the sum which, in their opinion is the fair value of the relevant shares. In so certifying, the auditors act as experts and not as arbitrators and their decision is final and binding. The cost of obtaining such auditors' certificate is to be borne by the Company.

(7) No share may be transferred to an infant, bankrupt or person of unsound mind.

SUSPENSION OF VOTING RIGHTS

22(1) In the Special Articles, the expression "default notice" means a notice stating that the holder of shares on whom it is served ("the relevant holder") is not entitled to attend or vote at any general or class meeting of the Company either personally or by proxy, or to be reckoned in a quorum in relation to any such meeting in

respect of any share specified in such notice. Upon service of a default notice in accordance with this Article, the relevant holder ceases to be so entitled. If a default notice is withdrawn in accordance with this Article, the relevant holder becomes entitled in respect of the shares specified in such notice to exercise such right as he had immediately before the service of the default notice to attend and vote (either in person or by proxy) at any general or class meeting of the Company either personally or by proxy and to be reckoned in the quorum in relation to any such meeting with effect from the date on which notice of such withdrawal is served upon him.

(2) The directors may at any time, and at the request of the Committee they must, by written notice require any holder of a share to give them such information or evidence, supported (if the directors or the Committee so require) by a statutory declaration, as the directors or the Committee may consider necessary or desirable for determining whether or not there is, or is to be, an infringement by any person with respect to such share of Article 19 (Beneficial Ownership) or Article 20 (Substantial Shareholdings) or of any condition imposed by, or undertaking given to, the Committee pursuant to any of the Special Articles.

(3) If:

- (a) at any time, the directors have reasonable grounds for believing that any holder has failed within fourteen days of the service of such notice to comply with the notice given to him pursuant to this Article; or
- (b) if any holder, having responded within such period of such notice, has failed to satisfy the directors, or (where the notice was given at the request of the Committee) the

Committee that there is, or is to be, no infringement with respect to any share held by him of Article 19 (Beneficial Ownership) or Article 20 (Substantial Shareholdings) or of any condition imposed by, or undertaking given to, the Committee pursuant to any of the Special Articles;

the directors may and, at the direction of the Committee, they must, as soon as practicable, without prejudice to Article 21 (Special Provisions relating to the Transfer of Shares) serve a default notice on the holder concerned specifying the shares to which such notice relates.

(4) Forthwith upon determining that any shares are excess shares, the directors must, unless the Committee otherwise agrees and without prejudice to Article (21) (Special Provisions relating to the Transfer of Shares), serve a default notice on the holder of such shares specifying such shares as the shares to which such notice relates.

(5) The directors must cause the register to have noted against the holder upon whom such a default notice has been served, details of such notice and the shares specified therein.

(6) A default notice is conclusive evidence against the member concerned that circumstances had arisen entitling the directors to serve such notice.

(7) Any notice which is given pursuant to this Article must be served in a manner in which a notice of meeting is authorised to be served by these Articles.

(8) A share specified in a default notice which has not been withdrawn by a further notice in writing may not be transferred except in accordance with Article 21 (Special Provisions relating to the Transfer of Shares). Upon

registration of the transfer in accordance with such Article of any such share the relative default notice is to be treated as withdrawn.

(9) A default notice once served may not be withdrawn unless:

- (a) it is served pursuant to paragraph (3) of this Article and the default to which it relates is capable of being remedied and is remedied to the satisfaction of the directors or (if the default notice was given at the direction of the Committee) the Committee within twenty-eight days of the service thereof; or
- (b) the Committee agrees.

SPECIAL PROVISIONS RELATING TO DIRECTORS

23(1) A person may not be appointed a director if and so long as the Company is registered as a managing agent under the Byelaw unless:

- (a) the Committee has given its consent to his appointment and the Company has received written notice to that effect; and
- (b) he is an underwriting member, annual subscriber or associate

and paragraphs (2), (3) and (4) of this Article take effect subject to this paragraph (1).

(2) At least two-thirds of the directors (other than alternate directors) for the time being must be qualifying working members; and accordingly, if and so long as, without the agreement of the Committee, two-thirds of the directors are not such members, the continuing director(s) may (if so authorised by these Articles apart from the

Special Articles) act for the purpose of increasing the number of directors so that two-thirds thereof are such members, or of summoning a general meeting of the Company for the purpose of appointing new directors, but for no other purpose.

(3) The directors must appoint to be a director of the Company (if such person is not already a director):

(a) an active underwriter chosen from each of the marine, non-marine, aviation and motor markets in which the Company manages syndicates provided that an active underwriter who acts on behalf of syndicates which operate in more than one such market may be chosen in respect of each market in which those syndicates operate; and

(b) unless the Committee otherwise agrees, the active underwriter of any syndicate managed by the Company which represents ten per cent or more of the total stamp capacity of the syndicates managed by the Company.

(4) Directors of the Company may be appointed or removed only by a resolution of either the Company in general meeting or the board, and the consent or concurrence of any person (other than the Committee) may not be required for the appointment or removal of a person as a director.

(5) A person is not eligible to be an alternate director unless he satisfies the criteria of the Committee as to suitability and the Company receives written notice to that effect, and a person is not eligible to be an alternate director for a director who is a qualifying working member unless he is also a qualifying working member.

(6) If the Articles other than the Special Articles expressly so provide, the chairman of the board of directors may in the case of an equality of votes have a second or casting vote at a meeting of the directors. Save as aforesaid, no director may have more than one vote at a meeting of the directors.

(7) If any resolution for the removal of a director is to be proposed at any general meeting of the Company, the directors or, in the case of a meeting requisitioned by members of the Company in accordance with section 368 of the Act, the requisitionists must send to the Committee a copy of the notice of such meeting at the same time as the same is sent to members of the Company and, in addition, the Company must send to the Committee a copy of any representations made pursuant to section 304 of the Act also at the same time as the same are sent to members of the Company. If copies of such representations are not sent to members of the Company because they are received too late, they must be sent by the Company to the Committee as soon as practicable after their receipt.

(8) It is necessary to give notice of a meeting of directors to every director including a director who is for the time being absent from the United Kingdom who has given to the secretary an address outside the United Kingdom for the purpose. Any notice of meeting required by this paragraph (8) to be sent to an address outside the United Kingdom must, if less than fourteen days' notice is given, be sent by telex, facsimile transmission, cable or telephone. Any such notice given by telephone must be confirmed as soon as possible thereafter by telex, facsimile transmission or cable. Any such notice authorised to be and given by post must be sent by prepaid-airmail (first class where appropriate).

(10) The quorum necessary for the transaction of the business of the directors is three. For the purposes of

determining whether a quorum exists, alternate directors must not be included.

SPECIAL PROVISIONS RELATING TO THE
DISQUALIFICATION OF DIRECTORS

24. By way of addition to any other provisions of these Articles providing for the disqualification of a director, the office of a director is vacated:

- (a) if the director becomes prohibited from being a director either by reason of an order made under any enactment or by reason of the occurrence of any other event in consequence of which he is by virtue of any enactment disqualified from being a director or anything analogous to any of the events specified in this paragraph (a) occurs under the law of any applicable jurisdiction; or
- (b) if the director is the subject of a direction of administrative suspension under the byelaw made under the 1982 Act dated 5th January 1983 entitled "Administrative Suspension", as amended from time to time, or the director is found guilty of misconduct under the byelaw made under 1982 Act dated 5th January 1983 entitled "Misconduct Penalties and Sanctions", as amended from time to time and, in either case, the Committee notifies the Company that such director is no longer permitted to be a director by reason of such direction or finding; or
- (c) if the director ceases to be an underwriting member, an annual subscriber or an associate without, in the case of an annual subscriber or an associate, thereupon becoming an underwriting member.

DIRECTORS' POWER TO DELEGATE

25. The powers of the directors are not capable of general delegation otherwise than to a managing director or with the approval of the Committee.

ALSTON A OF ASSOC
KJK2
Rev. 28.5.86

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

ALSTON BROCKBANK AGENCIES LIMITED
(as amended or adopted by
Special Resolutions passed
27th May 1986)

V

John A. [unclear]

Chairman of the meeting

V



COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[123]

1515647

Name of company

* ALSTON BROOKBANK AGENCIES LIMITED

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 27th May 1986 the nominal capital of the company has been
increased by £ 84,900 beyond the registered capital of £ 15,100

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

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

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

Please tick here if
continued overleaf

☐

† delete as
appropriate

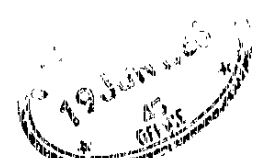
Signed

[Director][Secretary]† Date 27th May 1986

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

For official Use
General Section

Post room



G

COMPANIES FORM No. 225(1)

225(1)**Notice of new accounting reference date given during the course of an accounting reference period**

Please do not write in this margin

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

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

To the Registrar of Companies

For official use

Company number

1515647

*Insert full name of company

Name of company

* Alston Brockbank Agencies Limited

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

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	9
---	---	---	---

†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	9	1	9	8	8
---	---	---	---	---	---	---	---

See note 4c and complete as appropriate

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 *Al C. Brockbank*

[Director] [Secretary]† Date 28.9.88

Presentor's name, address and reference (if any):
Ref: GC/5367**ROSLING KING
2/3 HIND COURT
FLEET STREET
LONDON EC4A 3DL**For official use
General Section

Post room

COMPANIES REGISTRATION	
- 9 NOV 1988	
AM	50

No.1515647

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

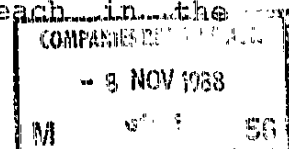
ALSTON BROCKBANK AGENCIES LIMITED

At an Extraordinary General Meeting of the Company duly convened on 28th September 1988 the following Resolution was passed as a Special Resolution.

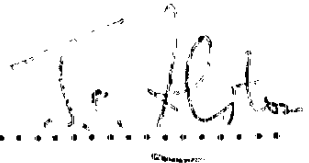
SPECIAL RESOLUTION

THAT:

- (1) the authorised share capital of the Company be increased from £160,000 to £160,100 by the creation of 100 new "A" Shares of £1.00 each having attached to them the rights conferred on "A" Shares by the new Articles of Association referred to in paragraph (3) of this Resolution;
- (2) each of the Ordinary Shares in the capital of the Company be and it is hereby converted into a 'B' Share of £1.00 having attached to it the rights conferred on 'B' Shares by the new Articles of Association referred to in paragraph (3) of this Resolution;
- (3) the Regulations contained in the printed document submitted to this meeting, and for the purpose of identification signed by the Chairman, be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all the existing Articles thereof;
- (4) for the purposes of paragraph (2) of this Resolution the directors are hereby unconditionally and generally authorised for the purposes of section 80 of the Companies Act 1985 to allot 100 'A' Ordinary Shares of £1.00 each in the



capital of the Company and the authority contained in this paragraph shall expire on 31st December 1988.


.....
Chairman

Presented by:

Rosling King,
2/3 Hind Court,
Fleet Street,
London EC4A 3DL.

Ref: GC/5367



COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

1515647

Name of company

* ALSTON BROCKBANK AGENCIES LIMITED

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 28th September 1988 the nominal capital of the company has been
increased by £ 100 beyond the registered capital of £ 160,000.

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

A copy of the resolution authorising the increase is attached.5

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

The new shares will each be "A" Voting Shares of £1-00 each,
each having the rights attaching and being subject to the
restrictions in the new Articles of Association.

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

Please tick here if
continued overleaf

--

Signed *Yak & Bralbank*

Designation ~~Director~~ Date 28.9.88

PRINTED AND SUPPLIED BY

Jordans

JORDANS & SONS LIMITED
20, GERRARD STREET, EAST
LONDON, E2 8JL
TELEPHONE 01-253 4141
TELEGRAMS: JORDANS L



Presenter's name address and
reference (if any):
Ref: GC/5367

**ROSLING KING
2/3 HIND COURT
FLEET STREET
LONDON EC4A 3DL**

For official Use
General Section

Post room

COMM.	
- 8 NOV 1988	
M	OFFICE 56

(Ref: 1517E07H/docs/PC4)

~~{DRAFT DATED 11/08/88}~~

Company Number 1515647

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

-OF-

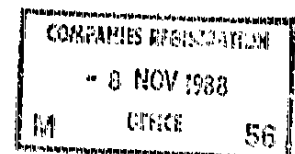
ALSTON BROCKBANK AGENCIES LIMITED

(adopted by Special Resolution passed on 1988)

INTERPRETATION

- (1) In these Articles the words in Column 1 shall where the context admits bear the meaning assigned to them in Column 2:

<u>Column 1</u>	<u>Column 2</u>
"the Companies Acts"	The Companies Act 1985 The Companies Securities (Insider Dealing) Act 1985 and The Business Names Act 1985
"the 1985 Act"	The Companies Act 1985
"Table A"	Table A as prescribed by the Companies (Tables A to F) Regulations 1985 in force as at the date of adoption of these Articles
" "A" Shares"	the "A" Voting Non-Participating Shares of £1 in the Company each having the rights set out in these Articles and "A" Shareholder shall be construed accordingly



"B" Shares"	the "B" Non-Voting Participating Shares of £1 in the Company each having the rights set out in these Articles and "B" Shareholder shall be construed accordingly
"Bylaw 4"	Lloyd's Underwriting Agents bylaw number 4 of 84 (as amended)
"Share"	a share of the Company (of any class) and shareholder shall be construed accordingly
"paid up capital"	in respect of allotted share capital of the Company that part which is paid up or credited as paid up
"Register"	the register of members of the Company
"Lloyd's"	the Society incorporated by the Lloyd's Act 1871
"the Lloyd's Act"	the Lloyd's Act 1982
"Lloyd's Byelaw"	any byelaw made or to be made under the Lloyd's Act
"the Council"	the Council of Lloyd's and any delegate of the powers of the Council of Lloyd's
"the Syndicate"	the Syndicate or Syndicates at Lloyd's for which the Company acts as Managing Agent with the permission of Lloyd's
"the Special Articles"	Articles 3, 6, 9, 10, 11, 12, 15(3), 20, 21, 26, 27(3), 28 and 29(2)
"Default Notice"	a notice given by the Directors pursuant to Article 20

"Qualifying Person" a person who is a Qualifying Annual Subscriber or a Qualifying Underwriting Member or a Qualifying Working Member (as defined in Byelaw 4) excluding any person who is deemed by the provisions of paragraphs (c) and (g) of Sub-Article 9(3) not to be a Qualifying Person

"Auditors" the auditors for the time being of the Company

- (2) The following expressions shall where the context admits bear the meaning assigned by Byelaw 4

"Active Underwriter"

"associated with a Lloyd's Broker"

"Interest"

"Qualifying Annual Subscriber"

"Qualifying Underwriting Member"

"Qualifying Working Member"

- (3) Unless the context otherwise requires, words and expressions defined in Section 2(1) of the Lloyd's Act shall bear the same meaning when used in these Articles

- (4) Any provision in these Articles which requires any agreement, consent or approval on the part of the Council

(a) shall be construed as requiring such agreement, consent or approval to be given in writing before the act, event or state of affairs for which such agreement, consent or approval is needed is done or occurs which such agreement, consent, or approval may be given on such terms and conditions and for such period as the Council thinks fit and may be revoked by the Council at any time and

(b) shall have effect only during the time the Company is on the Register of Approved Underwriting Agents

(or such Register as may be substituted therefor)
at Lloyd's

- (5) References in these Articles to any statute or any Lloyd's Byelaw are to any re-enactment or modification thereof for the time being in force

PRELIMINARY

1. The Company is a private company and the regulations contained or incorporated in Table A shall apply to the Company except to the extent that they are excluded or varied by or are inconsistent with these Articles which together with the said regulations shall constitute the Articles of Association of the Company
2. The following regulations of Table A shall not apply to the Company: 24, 25, 29, 30, 31, 40, 64, 73, 74, 75, 76, 77, 80, 81, 89 and 93

LLOYD'S REQUIREMENTS

3. (1) The Special Articles shall only apply so long as the name of the Company is on the Register of Approved Underwriting Agents (or such Register as may be substituted therefor) at Lloyd's during which time they shall override any other provision in these Articles inconsistent therewith
(2) No provision of these Articles shall be amended without the prior approval of the Committee

(This Article 3 is a Special Article)

SHARE CAPITAL

4. (1) The share capital of the Company at the date of adoption of these Articles is £160,100 divided into 100 "A" Voting Non-Participating Shares of £1 each and 160,000 "B" Non-Voting Participating Shares of £1 each having the rights and being subject to the restrictions set out in these Articles

(2) The "A" Shares shall confer upon the "A" Shareholders no right to participate in any dividend or other distribution of the Company but shall:-

- (a) only carry the right in a winding-up or other return of capital to repayment pari passu with the "B" Shares of the paid up capital thereon without further or other right to participate in any surplus assets of the Company; and
- (b) confer on the holders thereof the right to receive notices of and to attend and (subject to Article 20) vote at all general meetings of the Company provided that while the Special Articles apply to the Company only holders of "A" shares who are Qualifying Persons shall be entitled to vote by virtue of such "A" Shares and
- (c) confer on all holders the right to receive notices of and to attend and vote at all meetings of the "A" Shareholders as a class

(3) The "B" Shares shall confer upon the "B" Shareholders the right to participate in all dividends and other distributions of the Company and shall:-

- (a) carry the right in a winding-up or other return of capital to repayment pari passu with the "A" Shares of the paid up capital thereon and to participate to the exclusion of the "A" Shares in any surplus assets of the Company; and

- (b) carry the right to receive notices of and to attend at all Annual General Meetings of the Company, but shall carry no right to receive notices of or to attend any other general meeting of the Company unless the business of that meeting includes business in which a "B" Shareholder may vote; and
 - (c) save as otherwise agreed by the Council carry no right to vote at any general meeting on a show of hands or on a poll except:
 - (i) the right to vote for or against any resolution which may be proposed for the winding-up of the Company or for selling or disposing of (otherwise than in the ordinary course of business) the undertaking or assets of the Company or part thereof; or
 - (ii) the right to vote for or against any resolution affecting the rights attached to the "B" Shares; or
 - (iii) the right to vote on a resolution for the appointment or removal of a maximum of two non-Executive Directors in accordance with and subject to Sub-Articles 27(3) and 29(2); or
 - (iv) if (and only if) the Special Articles do not then apply, the right to vote on any resolution proposed as a Special Resolution
 - (d) carry the right to vote at any meeting of the "B" Shareholders as a class
- (4) No share, other than an "A" Share or a "B" Share, shall confer any right to receive notice of or attend or vote at any general meeting of the Company

(The provisions of Regulations 54 (votes) and 117 (winding-up) of Table A shall be deemed modified accordingly)

VARIATION OF SHARE CAPITAL

5. (1) Except with the sanction of an extraordinary resolution of the "B" Shareholders any new Shares created upon an increase of capital shall be "B" Shares and shall rank pari passu with the "B" Shares then in existence.

(2) Except with the sanction of an extraordinary resolution of the "A" Shareholders in the case of "A" Shares and of an extraordinary resolution of the "B" Shareholders in the case of "B" Shares:

- (a) upon any issue of "A" Shares after the date of adoption of these Articles such Shares shall first be offered to the "A" Shareholders in proportion, as nearly as may be, to the nominal value of "A" Shares respectively held by them;
- (b) upon any issue of "B" Shares after the date of adoption of these Articles such Shares shall first be offered to the "B" Shareholders in proportion, as nearly as may be, to the nominal value of "B" Shares respectively held by them

In each case the Directors may limit a time within which such offer shall be open to acceptance and Shares not taken up within the specified time by the person to whom they are first offered shall be offered to the other holders of Shares of the same class before being offered to persons not already holding Shares of that class. Any offer of Shares in accordance with this Sub-Article (2) shall be subject to the Special Articles if then applicable

(3) Subject to the Special Articles (when applicable) and the provisions of the Companies Acts the Company shall have power to purchase or redeem any of its own Shares. (Regulations 3 and 35 of Table A shall be deemed modified accordingly)

(4) The provisions of Sections 89(1) and 90(1) to (6) inclusive of the 1985 Act ("pre-emption provisions on allotment") shall not apply to any issue of Shares after the date of adoption of these Articles

(5) Subject to the foregoing provisions of this Article 5 and to the Special Articles, the Directors shall have power until the fifth anniversary of the date of adoption of these Articles (or such later date as may from time to time validly be fixed by the Company in general meeting) to allot, create options over or otherwise deal with the unissued Shares of the Company as they shall in their discretion think fit. The maximum amount of relevant securities (as defined in Section 80(2) of the 1985 Act) which the directors may allot, grant options or subscription or conversion rights over, create, deal with or otherwise dispose of in accordance with this Article shall be an amount equal to the nominal value of unissued shares of the Company for the time being or such other amount as shall be authorised by the Company in general meeting

6. SPECIAL PROVISIONS RELATING TO VARIATION OF SHARE CAPITAL

(1) The Company shall not:

- (a) issue share warrants to bearer; or
- (b) without the consent of the Council :-

- (i) create any class of Share other than an "A" Share or a "B" Share
- (ii) confer or permit to be conferred on any person whether by virtue of the holding of a Share or otherwise the right to prevent or affect the exercise by the Directors or the Company in general meeting of any of their or its powers

without the consent or concurrence of
such person

(2) The Company shall not without the consent of the Council reduce its share capital whether by cancelling, purchasing or redeeming any of its Shares or otherwise howsoever and Regulations 3,34 and 35 of Table A shall be deemed modified accordingly

(This Article 6 is a Special Article)

LIEN

7. Regulation 8 of Table A shall apply as if:

- (a) the words "(not being a fully paid share)" were omitted;
- (b) there were inserted at the end of the first sentence the words "or otherwise owing to the Company by the holder thereof";

CALLS

8. Regulation 12 of Table A shall apply as if the words "and except as agreed between the Company and any member in the case of the Shares held by him" were inserted immediately after the words "terms of allotment"

ELIGIBILITY TO HOLD SHARES

9. (1) The Directors shall not allot or issue an "A" Share to, or register any form of transfer or nomination or any renunciation of a letter of allotment relating to an "A" Share in favour of a person who is not a Qualifying Person or permit the registration of

any such person by virtue of his having become entitled to an "A" Share on the death or bankruptcy of its holder

(a) if as a result of and pursuant to any such action by the Directors more than one third of the "A" Shares would be held by persons who are not Qualifying Persons; or

(b) unless the Council gives its consent to such person being the holder of an "A" Share and, if the Council should so require, such person has given to the Council an undertaking in such form as the Council may specify

(2) The Directors shall not allot or issue a "B" Share to, or register any form of transfer or nomination or any renunciation of a letter of allotment relating to a "B" Share in favour of any person or permit the registration of any person as the holder of any such Share by virtue of his having become entitled thereto on the death or bankruptcy of its holder unless the Council gives its consent to such person being the holder of a "B" Share and, if the Council should so require, such person has given to the Council an undertaking in such form as the Council may specify

(3) (a) A person desiring to be registered as the holder of any Share must (whether or not he is registered as the holder of some other Share) prior to registration, execute and deliver to the Company a declaration:

- (i) stating whether or not he is a Qualifying Person;
- (ii) confirming that (unless and to the extent that the Council otherwise agrees) he has, and will retain the

- entire interest in every Share registered or proposed to be registered in his name for himself only; and
- (iii) specifying the names of any holders of Shares in the Company whose holdings would fall to be aggregated with any Shares registered in his name by virtue of Sub-Article (2) of Article 11 ("Substantial Shareholdings") if he had been the holder of the Shares proposed to be registered in his name at the date of the declaration and the number of Shares then held by such persons respectively
- (b) A Qualifying Person desiring to be registered as the holder of an "A" Share must (unless he has already done so in respect of "A" Shares already held by him) prior to registration, execute and deliver to the Company an undertaking that if he subsequently ceases to be a Qualifying Person and as a result the proportion of "A" shares which is held by Qualifying Persons falls below two thirds he shall sell all "A" Shares held by him in accordance with Article 12 and an acknowledgement that if he fails to do so within twenty one (21) days of ceasing to be a Qualifying Person the Directors shall be entitled (but not bound) to serve a Transfer Notice in respect of those Shares.
- (c) A holder of an "A" Share who becomes a Qualifying Person subsequent to becoming holder of that Share shall continue to be treated for the purposes of the Special Articles as not being a Qualifying Person until such time as he shall have executed and delivered to the Company

- (i) a declaration stating that he has become a Qualifying Person
 - (ii) an undertaking and acknowledgement in the form specified in paragraph (b) of this Sub-Article 9(3)
- (d) The Directors may, and if the Council requires, they shall, by written notice require a person desiring to be registered as the holder of any Share or a person making a declaration pursuant to paragraph (b) of this Sub-Article 9(3) to give them such further information or evidence, supported (if the Directors or the Council so require) by a statutory declaration, as the Directors or (in the case of a direction by the Council) the Council may consider necessary or desirable for the purpose of determining whether such person is a Qualifying Person and whether (unless the Council otherwise agrees) he has and will retain the entire interest in every Share registered in his name for himself only
- (e) The Directors shall not register a person as the holder of a Share if either he has not executed and delivered a declaration complying with paragraph (a) of this Sub-Article 9(3) or the Council directs them not to register such person
- (f) The Directors shall not register a person as holder of an "A" Share if he has not executed and delivered an undertaking and acknowledgement complying with paragraph (b) of this Sub-Article 9(3)
- (g) A person as respects whom either the Directors or, (if he is a person to whom a direction made by the Council under paragraph (d) of this Sub-Article 9(3) relates) the

Council, is not satisfied that he is a Qualifying Person, is to be treated for the purposes of the Special Articles as not being such a person

(h) The Company must:

- (i) if any transfer relating to a Share is lodged with the Company for registration, forthwith give notice in writing to the Council specifying the particulars contained in such transfer;
- (ii) deliver promptly to the Council a copy of every declaration and every other document delivered to the company under paragraphs (a) (b) (c) and if applicable, paragraph (d) of this Sub-Article 9(3);
- (iii) if any transfer relating to a Share is registered, forthwith give notice in writing to the Council stating that the same has been registered; and
- (iv) give to the Council immediate notice in writing of every other change (whenever made) to any of the particulars contained in the Register, and the Company shall not register any transfer of any Share for a period of twenty one days after paragraphs (i) and (ii) hereof have been complied with in relation to such transfer

- (4) (a) If, at any time the Directors have reason to believe that the holder of an "A" Share who has made a declaration under either paragraph (a) or (c) of Sub-Article 9(3) stating that he is a Qualifying Person is no longer a Qualifying Person or if, at any time, the Directors are so requested by the Council, they shall by written notice require such "A" Shareholder to give to them such information

or evidence, supported (if the Directors or the Council so require) by a statutory declaration, as the Directors or the Council may consider necessary or desirable for the purpose of determining whether or not such "A" Shareholder is a Qualifying Person

(b) If:

- (i) at any time, the Directors have reasonable grounds for believing that any such "A" Shareholder has failed within fourteen days of the service of such notice to comply with the notice given to him pursuant to this Sub-Article 9(4); or
- (ii) any "A" Shareholder having responded within such period to such notice, has failed to satisfy the Directors or (where the notice was given at the request of the Council) the Council, that he is a Qualifying Person;

the provisions of paragraph (g) of Sub-Article 9(3) shall apply and the "A" Shareholder shall be treated for the purposes of the Special Articles as not being a Qualifying Person

- (5) There must not without the consent of the Council be conferred on any person, whether by virtue of the holding of a share or otherwise, the right to prevent or affect the exercise by the directors or the Company in general meeting of any of their or its powers, without the consent or concurrence of such person

(This Article 9 is a Special Article)

JOINT OWNERSHIP : BENEFICIAL OWNERSHIP OF SHARES

10. (1) This Article 10 shall be without prejudice to Articles 9 ("Eligibility to hold Shares"), 11 ("Substantial Shareholdings") and 12 ("Compulsory Sale and Transfer")

(2) Unless the Council otherwise agrees, the Directors shall not allot or issue any one Share to more than one person, register any form of transfer or nomination in favour of more than one person, register any renunciation of a letter of allotment relating to any Share in favour of more than one person or permit the registration as Shareholder of more than one person by virtue of his having become entitled to a Share on the death or bankruptcy of its holder

(3) Unless and to the extent that the Council otherwise agrees, each holder must retain the entire interest in every Share registered in his name for himself only and he must not create or permit to be created or to subsist any interest in the Share in favour of any other person

(4) Notwithstanding Sub-Article 10(3) above :-

(a) a member entitled to vote may appoint one or more proxies in accordance with Regulation 59 of Table A but the instrument appointing the proxy must be in writing under the hand of the appointor or, if the appointor is a body corporate, under its seal (if any) or under the hand of an officer duly authorised (but so that the Directors are to be entitled to require evidence of the authority of such officer) and a vote given by proxy on a particular resolution may not be treated as valid or effective unless the instrument appointing such proxy relates only to the meeting at which that resolution is to be considered and either:

- (i) such instrument specifies whether the proxy is to vote for or against such resolution; or
 - (ii) such resolution is for an amendment to any resolution in respect of which the proxy has been directed to vote either for or against; or
 - (iii) such resolution is a motion for an adjournment or for the appointment of a chairman;
- (b) a corporation which is a member of the Company may subject to, and in accordance with, any other provision of these Articles exercise the powers conferred by section 375(1)(a) of the 1985 Act to appoint a person as its representative but the Directors are to be entitled to require evidence of the authority of such representative

(This Article 10 is a Special Article)

SUBSTANTIAL SHAREHOLDINGS

11. (1) No person may, except to the extent that the Council otherwise agrees, be the holder of more than ten per cent of the nominal value of the Shares of any class of the Company or the holder of more than ten per cent of the votes exercisable by the members of the Company for the time being
- (2) In determining whether such limit of ten per cent has been exceeded by any person ("the Shareholder"), there must be aggregated with the Shares registered in the name of the Shareholder and treated as held by him, Shares registered in the names of the persons who, in relation to him, are the persons referred to in:
- (a) section 12(1)(c) of the Lloyd's Act, if the Shareholder is a body corporate;

- (b) section 12(1)(a) (but excluding the proviso to that section) of the Lloyd's Act, if the Shareholder is an individual; and
- (c) section 12(1)(d) of the Lloyd's Act, if the Shareholder is a member of a partnership,

provided that:

- (i) references in section 12(1)(c) and (d) of the Lloyd's Act to a Director or a partner are to be treated, in the case of a Director or partner who is an individual, as including the persons mentioned in section 12(1)(e) of the Lloyd's Act; and
- (ii) this Sub-Article 11(2) does not require any Share to be taken into account more than once in determining whether the limit of ten per cent has been exceeded

(This Article 11 is a Special Article)

COMPULSORY SALE AND TRANSFER OF SHARES

12. (1) If:

- (a) any person is, without the agreement of the Council, a joint holder of any Share; or
- (b) the holder of an "A" Share who is a Qualifying Person ceases to be a Qualifying Person and as a result the proportion of "A" Shares which is held by Qualifying Persons falls below two thirds; or
- (c) without the consent of the Council, any person has an interest in a Share other than the holder thereof except by reason only of the occurrence of an event specified in paragraph (a) of Sub-Article 12(3); or

- (d) any consent, agreement or approval given by the Council with respect to a Share is revoked or expires or terminates or there is a breach by any holder of any undertaking given to the Council or
- (e) any holder is in breach of Article 11 ("Substantial Shareholdings"),

the Directors shall, unless the Council agrees otherwise, as soon as practicable give a Transfer Notice complying with Sub-Article 12(4) to the person who is the holder concerned or the holder of the Shares concerned with respect to the Shares to which this Sub-Article 12(1) applies provided always that in a case where paragraph (e) above applies but the Shares in question are held by more than one person, such notice need only be given to such holders as the Directors may in their absolute discretion and without assigning any reason therefor determine for the purpose of remedying the breach of Article 11 ("Substantial Shareholdings") and their determination shall be conclusive.

(2) Sub-Article 12(1) applies, unless the Council otherwise agrees, to all the Shares in the Company registered (whether solely or jointly with some other person(s)) in the name of the holder on whom notice under such Sub-Article is required to be served provided that:

- (a) if Sub-Article 12(1) applies to such holder by reason only of his being a joint holder of any Share without the consent of the Council, such paragraph applies (subject to paragraph (d) of this proviso) only to Shares so held;
- (b) if Sub-Article 12(1) applies to such holder by reason only that he is the holder of an "A" Share and that as a result of his ceasing to be a Qualifying Person the proportion of the "A" Shares held by Qualifying Persons has fallen below two

- thirds, such Sub-Article applies only to the "A" Shares registered in his name;
- (c) if Sub-Article 12(1) applies to such holder by reason only that, without the consent of the Council, another person has an interest in any Share held by him, such Sub-Article applies only to the Share registered in his name in which another person has, without the consent of the Council an interest;
 - (d) if the Council so agrees before the expiration of fourteen days from the date of the notice given pursuant to Sub-Article 12(1), such Sub-Article shall apply by virtue of such notice to some only of the Shares to which it would otherwise apply by reason of paragraphs (b) or (e) of this proviso;
 - (e) if Sub-Article 12(1) applies to such holder by virtue only of paragraph (e) thereof, such Sub-Article applies (subject as aforesaid) only to such number or value of the Shares of each class held by him as the Directors may in their absolute discretion and without assigning any reason therefor determine for the purpose of remedying the breach of Article 11 ("Substantial Shareholdings") and their determination shall be conclusive
- (3) If:
- (a) any Shareholder (being an individual) dies; or
 - (b) any Shareholder (being an individual) is adjudicated bankrupt, or (being a body corporate) enters into liquidation or has a receiver or administrator appointed of its Shares in the Company or (whether a body corporate or an individual) makes any arrangement or composition with his creditors generally or anything analogous to any of the events specified in this sub-paragraph (b) occurs under the laws of any applicable jurisdiction; or

- (c) a Default Notice has been served in accordance with Article 20 on any Shareholder and has not been withdrawn

the Directors may, and at the direction of the Council they shall, give a Transfer Notice, complying with Sub-Article 12(4) to the holder of such Shares with respect to such of the Shares held by him (whether solely or jointly) as may be specified in such Transfer Notice but no direction may be given by the Council in the case of paragraph (a) or (b) hereof until the expiry of sixty days from the date on which occurred the event by virtue of which such paragraph first applied

- (4) (a) In this Sub-Article 12(4), the following expressions bear the meanings set opposite them respectively below:

"Acceptor"	a person to whom Transfer Shares are offered pursuant to this Sub-Article 12(4) and who accepts such offer
"Accepted Shares"	Transfer Shares which are accepted by a person to whom they are offered pursuant to this Sub-Article 12(4)
"Board Nominee"	a person nominated by the Directors, being a person eligible to be registered as holder of Transfer Shares
"Fair Value"	the fair value of Transfer Shares as determined in accordance with paragraphs (d) and (e) of this Sub-Article 12(4) ("Transfer of Shares")

"person eligible to hold Transfer Shares" a person in whose name Transfer Shares may be registered without breaching at the anticipated time of registration any provisions of these Articles (including the Special Articles)

"Transferor" a person to whom a Transfer Notice is given pursuant to this Article 12

"Transferor's Nominee" a person nominated by the Transferor by notice in writing to the Company as a person to whom Transfer Shares may be offered under paragraph (h) of this Sub-Article 12(4)

"Transfer Notice" a notice in writing given by the Directors to a holder or joint holder of Shares requiring either that the Shares specified therein be transferred at Fair Value or be sold to the Company at Fair Value

"Transfer Shares" the Shares specified in a Transfer Notice being Shares to which Sub-Article 12(1) or Sub-Article 12(3) apply

(b) A Transfer Notice shall specify the Shares to which it relates and must require either:

(i) that the Transfer Shares be transferred at their Fair Value; or

- (ii) that the Transfer Shares be sold to the Company at their Fair Value;

Provided that no Transfer Notice may be given which requires Transfer Shares to be sold to the Company unless:

- (aa) the Council has given its consent to such purchase;
 - (bb) the Transfer Shares are to be purchased out of distributable profits or, the proceeds of a fresh issue of Shares; and
 - (cc) the applicable requirements of Chapter VII of Part V of the 1985 Act are satisfied
- (c) Except where a Transfer Notice validly requires that Transfer Shares shall be sold to the Company, the Directors shall offer the Transfer Shares for sale at their Fair Value to members of the Company other than the Transferor in accordance with the remaining provisions of this Sub-Article 12(4).
 - (d) The Fair Value of Transfer Shares which are "B" Shares shall be fixed by agreement between the Transferor and the Directors or, failing agreement, shall be such sums as the Auditors, (or failing whom a chartered accountant agreed between the Transferor and the Directors or, in default, a chartered accountant nominated by the Chairman, or a deputy Chairman of Lloyd's) may determine and certify to be the fair value thereof. The Fair Value of Transfer Shares which are "A" Shares shall be the amount equal to the paid up capital thereon.
 - (e) When any person (being a chartered accountant or the Auditors) shall make a determination of Fair Value of Transfer Shares for the purposes of this Article 12 ("the Valuer") he shall act as an

expert and not as an arbitrator and the provisions of the Arbitration Act 1950 (as amended) shall not apply. The Valuer shall have regard to such matters relating to the affairs of the Company as he may in his discretion think fit and neither the Transferor nor the Directors shall be entitled to inquire into or challenge the basis on which the valuation was made. The Valuer's fees shall be borne by the Company except as prohibited by law.

- (f) The Directors shall in the case where "B" Shares are comprised in a Transfer Notice then within 7 days after the Fair Value has been fixed by agreement or valuation and in the case of the "A" Shares alone then within 7 days after the giving of the Transfer Notice offer the Transfer Shares as follows:
 - (i) Transfer Shares which are "B" Shares shall be offered in writing to the "B" Shareholders of the Company other than the Transferor in proportion to their respective holdings of "B" Shares and the Directors shall enquire of each "B" Shareholder whether he wishes to acquire any Transfer Shares not taken up by the persons to whom they are first being offered. Any such Transfer Shares not accepted within 14 days (or such extended period as the Directors may reasonably fix) by the person to whom they were first offered shall then be offered to those "B" Shareholders who have expressed an interest in acquiring the same to the intent that no Transfer Shares which are "B" Shares shall be available for transfer to any person who is not already a holder of "B" Shares while any existing "B" Shareholder is willing to take up and pay for them and to the further intent that as between the "B" Shareholders

competing for Transfer Shares on offer such Transfer Shares shall be allocated between the competing members in proportion to the respective number of "B" Shares in the Company already held by them (including Transfer Shares previously accepted by them). The rights of pre-emption conferred by this paragraph (f)(i) of Sub-Article 12(4) may be waived by or varied with the consent of all holders of "B" Shares for the time being in issue

- (ii) In the case of Transfer Shares which are "A" Shares the Directors shall offer the same to such persons eligible under the Articles to hold "A" Shares as the holders of the majority of the issued "A" Shares may have nominated in writing or failing such nomination as the Directors may determine
- (g) Transfer Shares not accepted by the persons to whom they have been offered in accordance with the foregoing procedure may be offered at their Fair Value to such persons eligible to hold the same as the Directors think fit until the 42nd day after their Fair Value has been fixed by valuation or agreement or in the case of a Transfer Notice relating only to "A" Shares until the 42nd day after service of such Transfer Notice.
- (h) If there are not Acceptors for all the Transfer Shares within 42 days after their Fair Value has been fixed by valuation or agreement or in the case of a Transfer Notice relating only to "A" Shares within 42 days after service of such Transfer Notice the Directors shall offer the Transfer Shares:

- (i) to any Transferor's Nominee who is eligible to hold the Transfer Shares or some of them, and
 - (ii) thereafter, as respects any unsold Transfer Shares, to one or more Board Nominees as the Directors may decide
- (i) If thereafter,
- (i) and to the extent that offers of Transfer Shares made by the Directors are not accepted; or
 - (ii) the Acceptor does not duly execute or deliver a compliance declaration under paragraph (a) of Sub-Article 9(3) in respect of the Accepted Shares; or
 - (iii) the Acceptor (being a Qualifying Person) does not execute and deliver an undertaking and acknowledgement under paragraph (b) of Sub-Article 9(3) in respect of any Accepted Shares which are "A" Shares; or
 - (iv) the Council directs the Directors not to register Accepted Shares in the name of the relative Acceptor; or
 - (v) any person to whom the Transferor is under any provision of this Sub-Article 12(4) bound to transfer Shares fails to make payment of their Fair Value at the time stipulated by the Directors,

the Directors shall, as soon as practicable, offer the Transfer Shares in question to some other Board Nominee willing to accept and pay for the same. Such person must be a person qualified to hold such shares and he must, prior to being nominated, have executed and delivered to the Company a declaration under Paragraph (a) Sub-Article 9(3) and (if he is a Qualifying Person and such Shares are "A" Shares) an

undertaking and acknowledgement under Paragraph (b) of Sub-Article 9(3) in respect thereof. The Directors shall in such case serve a notice on the Transferor specifying the name of the Board Nominee and the number of the Transfer Shares to be transferred to him and the Transferor shall within fourteen days of the service on him of such notice, execute and deliver to the Company a form of transfer transferring such Shares in accordance therewith

(j) Subject to:

(i) compliance by the Acceptor with the provisions of these Articles (including the Special Articles) relating to the holding of Shares and obtaining registration of transfer of Shares;

(ii) any direction of the Council; and

(iii) payment by the Acceptor of the Fair Value thereof,

the Transferor shall at the written request of the Directors execute and deliver to the Company one or more forms of transfer as may be required for transfer of Accepted Shares to the Acceptor thereof and if the Transferor shall fail to do so within 14 days of service of the request the Directors shall authorise an officer of the Company as the agent of the Transferor to execute a transfer of the Accepted Shares to the Acceptor which transfer shall be valid and effective and the Company may itself receive and give a good receipt for the purchase price and register the Acceptor as holder of the Accepted Shares whereupon the Acceptor shall become indefeasibly entitled thereto. In such case the Transferor shall be obliged to deliver up the certificate for the Accepted Shares against delivery whereof he shall be entitled to receive the purchase price without interest and a balance certificate for the unsold Shares (if any) comprised within the certificate so surrendered

(5) In any case where a Transfer Notice requires the Transferor to sell Transfer Shares to the Company, the Director must draw up a draft contract of purchase which provides for completion of the purchase of the relevant Transfer Shares on the expiration of seven days after the passing of the special resolution hereinafter mentioned and for the payment to the Transferor of the purchase price therefor on completion. The Transferor is deemed, by virtue of his having become a member of the Company, to have agreed:

- (a) to such contract; and
- (b) to have appointed any person nominated by the Directors to execute such contract on his behalf; and
- (c) to deliver the relevant Transfer Shares to the Company at completion

The Directors shall convene a meeting to consider a special resolution to authorise such contract of purchase, and take all such steps as are necessary or desirable to be taken by them to ensure that such contract is duly approved, executed and carried into effect. Every member of the Company who being so entitled, votes (whether in person or by proxy) on such special resolution or any other resolution necessary to give effect thereto (whether a resolution of the Company or of the holders of any class of its Shares) must vote in favour thereof

(This Article 12 is a Special Article)

TRANSFER OF SHARES

13. (1) (a) No Share shall be transferred to an infant, bankrupt or a person who is a patient within the meaning of the Mental Health Acts or to any person who is prohibited by these Articles from holding such Share

- (b) The instrument of transfer of any Share shall be executed by or on behalf of the transferor who shall be deemed to remain the holder of such Share until the name of the transferee is entered in the Register in respect thereof and the Directors may refuse to register the transfer of a Share (i) on which the Company has a lien or (ii) unless the certificate of such Share and other evidence satisfactory to the Directors of the right to make the transfer is produced to the Directors (Regulation 23 of Table A shall be deemed modified accordingly)
- (c) The Directors shall register a transfer of a Share in the Company if (and only if) it is made in accordance with the preceding Article 12 or this Article 13 or where applicable the succeeding Article 14. (Regulation 24 of Table A does not apply)

(2) Subject to the Special Articles when applicable and any requirement of the Council thereunder and to all other provisions of these Articles relating to the acquisition and holding of Shares in the Company

- (a) an "A" Share may be transferred with the consent in writing of the Directors to any person
- (b) a "B" Share may be transferred to any person

TRANSMISSION OF SHARES

14. (1) Subject to the provisions of these Articles governing the holding of shares in the Company and to Article 12 ("Compulsory Sale and Transfer of Shares") a person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the Directors and subject (in

the case of an "A" Share) to the consent of the Directors under Article 13(2) elect either to be registered himself as holder of the Share or to have some person nominated by him registered as the transferee thereof

(2) Pending transfer of the Share under Sub-Article 14(1) or the giving of a compulsory Transfer Notice under Article 12 a person becoming entitled to a Share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the Shares except that he shall not be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company

(Regulations 29, 30 and 31 of Table A do not apply)

PROCEEDINGS AT GENERAL MEETINGS

15. (1) No business shall be transacted by any general meeting of the Company unless a quorum of members is present at the time when the meeting proceeds to business; the quorum at a general meeting of the Company shall be three "A" Shareholders present in person or by proxy except that in the case of a general meeting convened to consider a resolution on which a "B" Shareholder is entitled to vote, a quorum in relation to that resolution shall be three Shareholders present in person or by proxy and entitled to vote thereon

(2) Subject to Sub-Article 15(3) on a show of hands every "A" Shareholder present in person or by proxy at a general meeting shall have one vote and on a poll

every "A" Shareholder who is present in person or by proxy shall have one vote for each "A" Share of which he is the holder

(3) If at any time whilst the Special Articles apply to the Company more than one third of the votes exercisable by the holders for the time being of "A" Shares would (were it not for the provisions of this Sub-Article) be exercisable by persons who are not Qualifying Persons each "A" Share held by a person who is not a Qualifying Person shall carry the number of votes equal to:

Q

 $2 \times NQ$

where "Q" equals the number of relevant "A" Shares held by persons who are Qualifying Persons

"NQ" equals the number of relevant "A" Shares held by persons who are not Qualifying Persons;

and for this purpose each "A" Share in issue shall be counted as a relevant "A" Share except any "A" Share

- (i) the registered holder of which is dead or has been adjudicated bankrupt;
- (ii) which is specified in a Default Notice pursuant to Article 20 ("Suspension of Voting Rights") which has not been withdrawn; or
- (iii) the registered holder of which is, by virtue of some other provision of these Articles or by reason of an order of court of competent jurisdiction prohibited from voting Provided this sub-paragraph (iii) does not apply to Shares held by a member in respect of whom an order has been made by any competent court by reason of the mental disorder of such member

if and so long as the court has authorised some other person to vote on that member's behalf

(This Sub-Article 15(3) is a Special Article)

16. On every resolution on which "B" Shareholders are entitled to vote in general meeting, every "B" Shareholder present in person or by proxy shall on a show of hands have one vote and on a poll one vote for each share of which he is the holder
17. An instrument of proxy which has not been deposited at the registered office of the Company shall nevertheless be treated as valid if before any vote is cast by the person named therein the instrument of proxy is produced to the chairman of the relevant meeting. Regulation 62 of Table A shall be deemed modified accordingly.
18. There is no Article 18.

CLASS GENERAL MEETINGS

19. (1) The provisions of these Articles relating to general meetings shall apply to separate general meetings of a class of Shareholders except that:-
 - (a) at every separate general meeting of a class of Shareholders on a show of hands every member of the class present in person or by proxy shall have one vote and on a poll every member of the class shall have one vote for each Share of that class of which he is the holder;
 - (b) if any such separate general meeting as is referred to in paragraph (a) above is adjourned by reason that a quorum is not present then if a quorum shall not be present within half an hour

from the time appointed for such adjourned meeting the holder or holders of Shares of the class who are present shall be a quorum

(2) Regulation 53 of Table A shall apply to every class resolution

SUSPENSION OF VOTING RIGHTS

20. (1) In this Article 20 and in Article 12, the expression "Default Notice" means a notice stating that the holder of Shares on whom it is served ("the relevant holder") is not entitled to attend or vote at any general or class meeting of the Company either personally or by proxy or to be reckoned in a quorum in relation to any such meeting in respect of any Share specified in such notice. Upon service of Default Notice in accordance with this Article, the relevant holder ceases to be so entitled. If a Default Notice is withdrawn in accordance with this Article, the relevant holder becomes entitled in respect of the Shares specified in such notice to exercise such right as he had immediately before the service of the Default Notice to attend and vote (either in person or by proxy) at any general or class meeting of the Company either personally or by proxy and to be reckoned in the quorum in relation to any such meeting with effect from the date on which notice of such withdrawal is served upon him

(2) The Directors may at any time and at the request of the Council, they shall, by written notice require any holder of a Share to give them such information or evidence supported (if the Directors or the Council so require) by a statutory declaration as the Directors or the Council may consider necessary or desirable for determining whether or not there is or is to be an

infringement by any person with respect to such share of Article 10 ("Beneficial Ownership") or Article 11 ("Substantial Shareholdings") or of any condition imposed by, or undertaking given to, the Council pursuant to any of the Special Articles

(3) If:

- (a) at any time, the Directors have reasonable grounds for believing that any holder has failed within fourteen days of the service of such notice to comply with the notice given to him pursuant to this Article 20; or
- (b) any holder, having responded within such period of such notice, has failed to satisfy the Directors, or (where the notice was given at the request of the Council) the Council, that there is no or is to be no infringement with respect to any share held by him of Article 10 ("Beneficial Ownership") or Article 11 ("Substantial Shareholdings") or of any condition imposed by, or undertaking given to, the Council pursuant to any of the Special Articles; or
- (c) the Directors become aware that the holder of an "A" Share who was a Qualifying Person has ceased to be a Qualifying Person, and as a result the proportion of "A" shares which is held by Qualifying Persons falls below two thirds,

the Directors may and, at the direction of the Council, they shall as soon as practicable, without prejudice to Article 12 ("Compulsory Sale and Transfer of Shares"), serve a Default Notice on the holder concerned specifying the Shares to which such notice relates

(4) The Directors shall cause the Register to have noted against the relevant holder details of such Default Notice and the Shares specified therein.

(5) A Default Notice shall be conclusive evidence against the relevant holder that circumstances had arisen entitling the Directors to serve such notice

(6) Any Default Notice which is given pursuant to this Article 20 shall be served in a manner in which a notice of meeting is authorised to be served by Regulations 111 to 116 inclusive of Table A

(7) A Share specified in a Default Notice which has not been withdrawn by a further notice in writing may not be transferred except in accordance with Article 12 ("Compulsory Sale and Transfer of Shares"). Upon registration of the transfer in accordance with Article 12 of any such Share the relative Default Notice is to be treated as withdrawn

(8) A Default Notice once served may not be withdrawn unless:

- (a) it is served pursuant to Sub-Article (3) of this Article and the default to which it relates is capable of being remedied and is remedied to the satisfaction of the Directors, or (if the Default Notice was given at the direction of the Council) the Council, prior to service pursuant to Article 12 of a Transfer Notice in respect of the Shares specified therein; or
- (b) the Council agrees

(This Article 20 is a Special Article)

SPECIAL QUALIFICATIONS OF DIRECTORS

21. Unless the Council otherwise agrees:-

- (1) A person shall not be appointed a Director unless:

- (a) he shall have been approved by the Council to hold such office and the Company shall have received written notice to that effect; and
 - (b) he is an underwriting member, annual subscriber, or associate (as defined by the Lloyd's Act).
- The succeeding Sub-Articles 21(2), (3) and (4) shall take effect subject to this Sub-Article 21(1)

(2) At least two-thirds of the Directors (other than alternate Directors) for the time being shall be Qualifying Working Members. If and so long as without the agreement of the Council two-thirds of the Directors shall not be such members, the continuing Director(s) may act for the purposes of increasing the number of Directors so that two-thirds thereof shall be such members or of summoning a general meeting of the Company, but for no other purpose

(3) Without prejudice to Regulations 78 and 79 of Table A as amended by these Articles the Directors shall appoint to be a Director of the Company (if such person is not already a Director):

- (a) an Active Underwriter chosen from each of the marine, non-marine, aviation and motor markets in which the Company manages Syndicates provided that the same Active Underwriter may be chosen in respect of more than one market provided that he operates as such in each relevant market; and
- (b) unless the Council otherwise agrees, the Active Underwriter of any Syndicate which represents ten per cent or more of the total stamp capacity of the Syndicates managed by the Company

(4) Directors of the Company may be appointed subject to Sub-Article 27(3) only by a resolution of either the Company in general meeting or the board of Directors and removed only by a resolution of the

Company in general meeting in accordance with Sections 303 and 304 of the 1985 Act or by disqualification and the consent or concurrence of any person (other than the Council) shall not be required for the appointment or removal of a person as a Director

(5) A person is not eligible to be an alternate Director unless he satisfies the criteria of the Council as to suitability and the Company receives written notice to that effect, and a person is not eligible to be an alternate Director for a Director who is a Qualifying Working Member unless the proposed alternate is also a Qualifying Working Member.

(6) If any resolution for the removal of a Director is to be proposed at any general meeting of the Company, the Directors, or, in the case of a meeting requisitioned by members of the Company in accordance with section 368 of the 1985 Act, the requisitionists, shall send to the Council a copy of the notice of such meeting at the same time as the notice is sent to members of the Company, and, in addition, the Company must send to the Council a copy of any representations made pursuant to section 304 of the 1985 Act at the same time as the representations are sent to members of the Company. If copies of such representations are not sent to members of the Company because they are received too late, they must be sent by the Company to the Council as soon as practicable after their receipt.

(7) It is necessary to give notice of a meeting of Directors to every Director including a Director who is for the time being absent from the United Kingdom who has given to the Secretary an address either within or outside the United Kingdom for the purpose. Any notice of meeting required by this Sub-Article 21(7) to be sent to an address outside the United Kingdom must, if less than fourteen days' notice is given, be sent by telex, facsimile transmission, cable or telephone. Any

such notice given by telephone must be confirmed as soon as possible by telex, facsimile transmission or cable. Any such notice authorised to be and given by post must be sent by prepaid airmail (first class where appropriate)

(This Article 21 is a Special Article)

NUMBER OF DIRECTORS

22. Subject to Article 21 ("Special Qualifications of Directors") when applicable the number of Directors may be fixed by the Company in general meeting and until so fixed there shall be not less than two Directors and a sole Director shall only be entitled to act for the purposes specified in Regulation 90 of Table A.

REMUNERATION AND INTERESTS OF DIRECTORS

23. The right of an executive Director to remuneration fixed by the Directors under Regulation 84 of Table A shall be in addition to any remuneration fixed by the Company in general meeting under Regulation 82 of Table A
24. Subject to the provisions of Part X of the 1985 Act a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be

remunerated therefor. Notwithstanding his interest a Director may vote on any matter in which he has declared to the Board in writing that he is interested (whether or not such interest conflicts with that of the Company) and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him for any such interest to the extent that such interest has been declared as aforesaid

(Regulations 94 to 98 of Table A shall be construed accordingly.)

25. Regulation 86 of Table A shall apply as if the words "and these Articles" were inserted after "regulation 85"

DIRECTOR'S POWERS TO DELEGATE

26. The powers of the Directors are not capable of general delegation otherwise than to a Managing Director or with the approval of the Council. (Regulations 71 and 72 of Table A shall be deemed modified accordingly.)
(This Article 26 is a Special Article)

APPOINTMENT OF DIRECTORS

27. (1) Regulation 78 of Table A shall apply as if the last words commencing "and may also determine" were deleted therefrom
- (2) Regulation 79 of Table A shall apply as if the last two sentences were deleted therefrom
- (3) Subject to compliance with Article 21 and to delivery to the Council of an undertaking in such

form as the Council shall require the holders of the "B" Shares shall be entitled from time to time by Ordinary Resolution of the "B" Shareholders as a class to appoint two non-executive Directors

(This Sub-Article 27(3) is a Special Article)

DISQUALIFICATION OF DIRECTORS

28. By way of addition to any other provision of these Articles providing for the disqualification of a Director, the office of a Director shall be vacated:-

- (a) if the Director is the subject of a direction or administrative suspension under any Lloyd's Byelaw or the Director is found guilty of misconduct under any Lloyd's Byelaw and in either case, the Council notifies the Company that such Director is no longer permitted to be a Director by reason of such direction or finding or
- (b) if the Director ceases to hold the qualification for appointment as Director contained in Sub-Article 22(1)

(This Article 28 is a Special Article)

29. (1) The office of Director shall be vacated if the Director:

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) becomes prohibited from being a Director either by reason of an order made under any enactment or by reason of the occurrence of any other event in consequence of which he is by virtue of any enactment disqualified from being a Director or anything analogous to any of the events specified in this paragraph (b) occurs under the law of any applicable jurisdiction; or

(c) he is, or may be, suffering from mental disorder and either:-

- (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (d) resigns his office by notice in writing to the Company, or
- (e) is removed from office in accordance with Section 303 of the 1985 Act

(2) Holders of "B" Shares shall be entitled by virtue of such "B" Shares to vote on a resolution for the removal of any non-executive director appointed pursuant to Sub-Article 27(3) .

(3) The Directors shall not retire from office by rotation (Regulations 73 to 77 inclusive of Table A do not apply) and each Director shall hold office until such office is vacated in accordance with these Articles

(Sub-Article 29(2) is a Special Article)

PROCEEDINGS OF DIRECTORS

30. (1) The chairman of the board of Directors shall in the case of an equality of votes have a second or casting vote at a meeting of the Directors. Save as

aforesaid no Director may have more than one vote at a meeting of the Directors unless he is also acting as alternate Director.

(2) The quorum necessary for the transaction of the business of the Directors is two or if greater one half the number of Directors for the time being in office. For the purposes of determining whether a quorum exists, alternate Directors must not be included at any time when the Special Articles apply to the Company

(3) It shall not be necessary for the purpose of a Directors' meeting that all participants be present at the same place provided that the Directors counted in the quorum are all in contact with each other for the purpose of the meeting whether in person or by radio or telephone or other instantaneous means of oral communication

31. A resolution in writing signed or approved by letter facsimile transmission telex or cable by any two Directors and each other Director or his alternate shall be as valid and effective as if it had been passed at a meeting of the Directors duly convened and held and when signed may consist of several documents each signed or approved as aforesaid by one or more of the Directors (or as the case may be, by their alternates). Such resolution shall be deemed effectively passed at the time of notification (by any means) of the last of the signatures to the registered office or the Secretary of the Company

(Regulation 93 of Table A does not apply)

ALTERNATE DIRECTORS

32. (1) The power of appointment of alternate Directors shall be subject to the Special Articles if applicable

(2) An appointment of an alternate shall be effected by notification (by any means) given to the Company by the Director making such appointment and the alternate Director shall vacate such office if disqualified or if his appointment is revoked in writing by the appointing Director or if the appointing Director himself ceases to be a Director

(Regulations 65 and 68 of Table A shall be deemed modified accordingly)

INDEMNITY

33. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about or in connection with the execution of the duties of his office, including any liability incurred by him in defending any proceedings, (whether civil or criminal) in which judgment is given in his favour or in which he is acquitted, or in connection with any application under Section 727 of the 1985 Act in which relief is granted to him by the Court. No Director or other officer of the Company shall be liable for any loss, damage or liability which may accrue to or be incurred by the Company in the execution of or in relation to the duties of his office. This regulation shall only have effect in so far as its provisions are not rendered void by Section 310 of the 1985 Act.

No.1515647

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

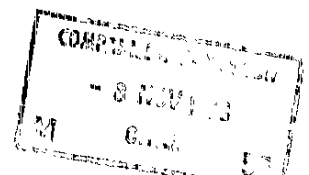
ALSTON BROCKBANK AGENCIES LIMITED

At an Extraordinary General Meeting of the Company duly convened on 27th September 1988 the following Resolution was passed as a Special Resolution.


SPECIAL RESOLUTION

THAT:

- (1) the authorised share capital of the Company be increased from £100,000 to £160,000 by the creation of 60,000 new Ordinary Shares of £1.00 each ranking pari passu in all respects with the existing Ordinary Shares in the capital of the Company;
- (2) upon the recommendation of the Directors the sum of £60,000 being part of the sum standing to the credit of the Revenue Reserves in the Books of the Company be capitalised and that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied in paying up in full at par 60,000 new unissued Ordinary Shares of £1.00 each and accordingly the Directors be authorised and directed to appropriate allot and distribute the same credited as fully paid up to and amongst the members on the register at the close of business on 26th September 1988, in the proportion of 3 new Ordinary Shares of £1.00 each for every 5 Ordinary Shares of £1.00 each of which they are the holders at the time and date aforesaid;



- (3) for the purposes of paragraph (2) of this Resolution the directors are hereby unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot 60,000 Ordinary Shares of £1.00 each in the capital of the Company by way of capitalisation of reserves and otherwise in the manner described in paragraph (2) of this Resolution and the authority contained in this paragraph shall expire on 31st December 1988.


Chairman

Presented by:

Rosling King,
2/3 Hind Court,
Fleet Street,
London EC4A 3DL.

Ref: GC/5367



COMPANIES FORM No. 123
**Notice of increase
in nominal capital**

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

*Insert full name
of company

To the Registrar of Companies

For official use Company number

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

1515647

Name of company

* ALSTON BROCKBANK AGENCIES LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 27th September 1988 the nominal capital of the company has been increased by £ 60,000 beyond the registered capital of £ 100,000.

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

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

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

Pari passu with the existing ordinary shares of the Company

Please tick here if
continued overleaf

☐

§Delete as
appropriate

Signed

[Signature]

[Director] ~~SECRETARY~~ Date 28th September 1988

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

REF: GC/5367

**ROSING KING
2/3 HIND COURT
FLEET STREET
LONDON EC4A 3DL**

For official use
General section

Post room

COMPANIES REGISTRATION
- 8 NOV 1988
M OFFICE 56



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crinascott Street, London SE1 5TS

Companies G123

1985 Edition
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Company No. 1515647

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

ALSTON BROCKBANK AGENCIES LIMITED

(Passed the 23rd day of June 1989)

At an Extraordinary General Meeting of the Shareholders of the Company duly convened and held at 18 Rood Lane, London EC3 on the 23rd day of June 1989, the following resolution was proposed and passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

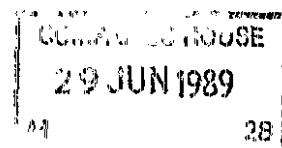
"THAT the regulations contained in the printed document produced at this meeting and signed for the purposes of identification only by the Chairman thereof be and the same are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company."

The above being certified as correct.



CHAIRMAN

(1517E121/DOCS/PC4)



Company Number 1515647

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-OF-

ALSTON BROCKBANK AGENCIES LIMITED *

(adopted by Special Resolution passed on 1989)

INTERPRETATION

- (1) In these Articles the words in Column 1 shall where the context admits bear the meaning assigned to them in Column 2:

<u>Column 1</u>	<u>Column 2</u>
"the Companies Acts"	The Companies Act 1985, The Companies Securities (Insider Dealing) Act 1985 and The Business Names Act 1985
"the 1985 Act"	The Companies Act 1985
"Table A"	Table A as prescribed by regulations made under Section 8 of the 1985 Act in force as at the date of adoption of these Articles
" "A" Shares"	the "A" Voting Non-Participating Shares of £1 in the Company each having the rights set out in these Articles and "A" Shareholder shall be construed accordingly

* The Company was incorporated on 3rd September 1980 as Torgate Underwriting Agencies Limited. The present name was adopted by Special Resolution passed on 9th April 1988

COMPANIES ACT 1985
29 JUN 1989

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" "B" Shares"	the "B" Non-Voting Participating Shares of £1 in the Company each having the rights set out in these Articles and "B" Shareholder shall be construed accordingly
"Share"	a share of the Company (of any class) and shareholder shall be construed accordingly
"paid up capital"	in respect of allotted share capital of the Company that part which is paid up or credited as paid up
"Register"	the register of members of the Company
"Lloyd's"	the Society incorporated by the Lloyd's Act 1871
"the Lloyd's Act"	the Lloyd's Act 1982
"Lloyd's Byelaw"	any byelaw made or to be made under the Lloyd's Act
"Byelaw 4"	Lloyd's Underwriting Agents Byelaw (No.4 of 1984)
"the Council"	the Council of Lloyd's and any delegate of the powers of the Council of Lloyd's
"the Syndicate"	the Syndicate or Syndicates at Lloyd's for which the Company acts as Managing Agent with the permission of Lloyd's
"the Special Articles"	Articles 3, 6, 9, 10, 11, 12, 15(3), 20, 21, 26, 27(3), 28 and 29(2)
"Default Notice"	a notice given by the Directors pursuant to Article 20
"Qualifying Person"	a person who is a Qualifying Annual Subscriber or a Qualifying Underwriting Member or a Qualifying Working Member (as defined in Byelaw 4) excluding any person who is deemed by the provisions of paragraphs (c) and (g) of Sub-Article 9(3) not to be a Qualifying Person

"Auditors" the auditors for the time
being of the Company

- (2) The following expressions shall where the context admits bear the meaning assigned by Byelaw 4

"Active Underwriter"

"associated with a Lloyd's Broker"

"Interest"

"Qualifying Annual Subscriber"

"Qualifying Underwriting Member"

"Qualifying Working Member"

- (3) Unless the context otherwise requires, words and expressions defined in Section 2(1) of the Lloyd's Act shall bear the same meaning when used in these Articles

- (4) Any provision in these Articles which requires any agreement, consent or approval on the part of the Council

(a) shall be construed as requiring such agreement, consent or approval to be given in writing before the act, event or state of affairs for which such agreement, consent or approval is needed is done or occurs which such agreement, consent, or approval may be given on such terms and conditions and for such period as the Council thinks fit and may be revoked by the Council at any time and

(b) shall have effect only during the time the Company is on the Register of Approved Underwriting Agents (or such Register as may be substituted therefor) at Lloyd's

- (5) References in these Articles to any statute or any Lloyd's Byelaw are to any re-enactment or modification thereof for the time being in force

PRELIMINARY

1. The Company is a private company and the regulations contained or incorporated in Table A shall apply to the Company except to the extent that they are excluded or varied by or are inconsistent with these Articles which together with the said regulations shall constitute the Articles of Association of the Company
2. The following regulations of Table A shall not apply to the Company: 24, 25, 29, 30, 31, 40, 64, 73, 74, 75, 76, 77, 80, 81, 89 and 93

LLOYD'S REQUIREMENTS

3. (1) The Special Articles shall only apply so long as the name of the Company is on the Register of Approved Underwriting Agents (or such Register as may be substituted therefor) at Lloyd's during which time they shall override any other provision in these Articles inconsistent therewith
- (2) No provision of these Articles shall be amended without the prior approval of the Committee

(This Article 3 is a Special Article)

SHARE CAPITAL

4. (1) The share capital of the Company at the date of adoption of these Articles is £610,000 divided into 100 "A" Voting Non-Participating Shares of £1 each and 130,000 "B" Non-Voting Participating Shares of £1 each having the rights and being subject to the restrictions set out in these Articles
- (2) The "A" Shares shall confer upon the "A" Shareholders no right to participate in any

dividend or other distribution of the Company but shall:-

- (a) only carry the right in a winding-up or other return of capital to repayment pari passu with the "B" Shares of the paid up capital thereon without further or other right to participate in any surplus assets of the Company; and
 - (b) confer on the holders thereof the right to receive notices of and to attend and (subject to Articles 15 and 20) vote at all general meetings of the Company; and
 - (c) confer on all holders the right to receive notices of and to attend and vote at all meetings of the "A" Shareholders as a class
- (3) The "B" Shares shall confer upon the "B" Shareholders the right to participate in all dividends and other distributions of the Company and shall:-
- (a) carry the right in a winding-up or other return of capital to repayment pari passu with the "A" Shares of the paid up capital thereon and to participate to the exclusion of the "A" Shares in any surplus assets of the Company; and
 - (b) carry the right to receive notices of and to attend at all Annual General Meetings of the Company, but shall carry no right to receive notices of or to attend any other general meeting of the Company unless the business of that meeting includes business on which a "B" Shareholder may vote; and

(c) save as otherwise agreed by the Council carry no right to vote at any general meeting on a show of hands or on a poll except:

- (i) the right to vote for or against any resolution which may be proposed for the winding-up of the Company or for selling or disposing of (otherwise than in the ordinary course of business) the undertaking or assets of the Company or part thereof; or
- (ii) the right to vote for or against any resolution affecting the rights attached to the "B" Shares; or
- (iii) the right to vote on a resolution for the appointment or removal of a maximum of two non-Executive Directors in accordance with and subject to Sub-Articles 27(3) and 29(2); or
- (iv) if (and only if) the Special Articles do not then apply, the right to vote on any resolution proposed as a Special Resolution

(d) carry the right to vote at any meeting of the "B" Shareholders as a class

(4) No share, other than an "A" Share or a "B" Share, shall confer any right to receive notice of or attend or vote at any general meeting of the Company

(The provisions of Regulations 54 (votes) and 117 (winding-up) of Table A shall be deemed modified accordingly)

VARIATION OF SHARE CAPITAL

5. (1) Except with the sanction of an extraordinary resolution of the "B" Shareholders any new Shares

created upon an increase of capital shall be "B" Shares and shall rank pari passu with the "B" Shares then in existence.

- (2) Except with the sanction of an extraordinary resolution of the "A" Shareholders in the case of "A" Shares and of an extraordinary resolution of the "B" Shareholders in the case of "B" Shares:

- (a) upon any issue of "A" Shares after the date of adoption of these Articles such Shares shall first be offered to the "A" Shareholders in proportion, as nearly as may be, to the nominal value of "A" Shares respectively held by them;
- (b) upon any issue of "B" Shares after the date of adoption of these Articles such Shares shall first be offered to the "B" Shareholders in proportion, as nearly as may be, to the nominal value of "B" Shares respectively held by them

In each case the Directors may limit a time within which such offer shall be open to acceptance and Shares not taken up within the specified time by the person to whom they are first offered shall be offered to the other holders of Shares of the same class before being offered to persons not already holding Shares of that class. Any offer of Shares in accordance with this Sub-Article (2) shall be subject to the Special Articles if then applicable

- (3) Subject to the Special Articles (when applicable) and the provisions of the Companies Acts the Company shall have power to purchase or redeem any of its own Shares. (Regulation 3 of Table A shall be deemed modified accordingly)

- (4) The provisions of Sections 89(1) and 90(1) to (6) inclusive of the 1985 Act ("pre-emption provisions on allotment") shall not apply to any issue of Shares after the date of adoption of these Articles
- (5) Subject to the foregoing provisions of this Article 5 and to the Special Articles, the Directors shall have power until the fifth anniversary of the date of adoption of these Articles (or such later date as may from time to time validly be fixed by the Company in general meeting) to allot, create options over or otherwise deal with the unissued Shares of the Company as they shall in their discretion think fit. The maximum amount of relevant securities (as defined in Section 80(2) of the 1985 Act) which the directors may allot, grant options or subscription or conversion rights over, create, deal with or otherwise dispose of in accordance with this Article shall be an amount equal to the nominal value of unissued shares of the Company for the time being or such other amount as shall be authorised by the Company in general meeting

6. SPECIAL PROVISIONS RELATING TO VARIATION OF SHARE CAPITAL

- (1) The Company shall not:
- (a) issue share warrants to bearer; or
 - (b) without the consent of the Council :-
 - (i) create any class of Share other than an "A" Share or a "B" Share
 - (ii) confer or permit to be conferred on any person whether by virtue of the holding of a Share or otherwise the right to

prevent or affect the exercise by the Directors or the Company in general meeting of any of their or its powers without the consent or concurrence of such person

- (2) The Company shall not without the consent of the Council reduce its share capital whether by cancelling, purchasing or redeeming any of its Shares or otherwise howsoever and Regulations 3,34 and 35 of Table A shall be deemed modified accordingly

(This Article 6 is a Special Article)

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7. Regulation 8 of Table A shall apply as if:

- (a) the words "(not being a fully paid share)" were omitted;
- (b) there were inserted at the end of the first sentence the words "or otherwise owing to the Company by the holder thereof";
- (c) the third sentence were omitted

CALLS

8. Regulation 12 of Table A shall apply as if the words "and except as agreed between the Company and any member in the case of the Shares held by him" were inserted immediately after the words "terms of allotment"

ELIGIBILITY TO HOLD SHARES

9. (1) The Directors shall not allot or issue an "A"

Share to, or register any form of transfer or nomination or accept any renunciation of a letter of allotment relating to an "A" Share in favour of a person who is not a Qualifying Person or permit the registration of any such person by virtue of his having become entitled to an "A" Share on the death or bankruptcy of its holder

- (a) if as a result of and pursuant to any such action by the Directors more than one third of the "A" Shares would be held by persons who are not Qualifying Persons
 - (b) unless the Council gives its consent to such person being the holder of an "A" Share and, if the Council should so require, such person has given to the Council an undertaking in such form as the Council may specify
- (2) The Directors shall not allot or issue a "B" Share to, or register any form of transfer or nomination or accept any renunciation of a letter of allotment relating to a "B" Share in favour of any person or permit the registration of any person as the holder of any such Share by virtue of his having become entitled thereto on the death or bankruptcy of its holder unless the Council gives its consent to such person being the holder of a "B" Share and, if the Council should so require, such person has given to the Council an undertaking in such form as the Council may specify
- (3) (a) A person desiring to be registered as the holder of any Share must (whether or not he is registered as the holder of some other Share) prior to registration, execute and

deliver to the Company a declaration:

- (i) stating whether or not he is a Qualifying Person;
 - (ii) confirming that (unless and to the extent that the Council otherwise agrees) he has, and will retain the entire interest in every Share registered or proposed to be registered in his name for himself only; and
 - (iii) specifying the names of any holders of Shares in the Company whose holdings would fall to be aggregated with any Shares registered in his name by virtue of Sub-Article (2) of Article 11 ("Substantial Shareholdings") if he had been the holder of the Shares proposed to be registered in his name at the date of the declaration and the number of Shares then held by such persons respectively
- (b) A Qualifying Person desiring to be registered as the holder of an "A" Share must (unless he has already done so in respect of "A" Shares already held by him) prior to registration, execute and deliver to the Company an undertaking that if he subsequently ceases to be a Qualifying Person he shall sell all "A" Shares held by him in accordance with Article 12 and an acknowledgement that if he fails to do so within twenty one (21) days of ceasing to be a Qualifying Person the Directors shall be entitled (but not bound) to serve a Transfer Notice in respect of those Shares.
- (c) A holder of an "A" Share who becomes a Qualifying Person subsequent to becoming holder of that Share shall continue to be

treated for the purposes of the Special Articles as not being a Qualifying Person until such time as he shall have executed and delivered to the Company

- (i) a declaration stating that he has become a Qualifying Person
 - (ii) an undertaking and acknowledgement in the form specified in paragraph (b) of this Sub-Article 9(3)
- (d) The Directors may, and if the Council requires, they shall, by written notice require a person desiring to be registered as the holder of any Share or a person making a declaration pursuant to paragraph (b) of this Sub-Article 9(3) to give them such further information or evidence, supported (if the Directors or the Council so require) by a statutory declaration, as the Directors or (in the case of a direction by the Council) the Council may consider necessary or desirable for the purpose of determining whether such person is a Qualifying Person and whether (unless the Council otherwise agrees) he has and will retain the entire interest in every Share registered in his name for himself only
- (e) The Directors shall not register a person as the holder of a Share if either he has not executed and delivered a declaration complying with paragraph (a) of this Sub-Article 9(3) or the Council directs them not to register such person
- (f) The Directors shall not register a person as holder of an "A" Share if he has not executed and delivered an undertaking and

acknowledgement complying with paragraph (b) of this Sub-Article 9(3)

(g) A person as respects whom either the Directors or, (if he is a person to whom a direction made by the Council under paragraph (d) of this Sub-Article 9(3) relates) the Council, is not satisfied that he is a Qualifying Person, is to be treated for the purposes of the Special Articles as not being such a person

(h) The Company must:

- (i) if any transfer relating to a Share is lodged with the Company for registration, forthwith give notice in writing to the Council specifying the particulars contained in such transfer;
- (ii) deliver promptly to the Council a copy of every declaration and every other document delivered to the company under paragraphs (a) (b) (c) and if applicable, paragraph (d) of this Sub-Article 9(3);
- (iii) if any transfer relating to a Share is registered, forthwith give notice in writing to the Council stating that the same has been registered; and
- (iv) give to the Council immediate notice in writing of every other change (whenever made) to any of the particulars contained in the Register, and the Company shall not register any transfer of any Share for a period of twenty one days after paragraphs (i) and (ii) hereof have been complied with in relation to such transfer

(4) (a) If, at any time the Directors have reason to believe that the holder of an "A" Share who has made a declaration under either paragraph (a) or (c) of Sub-Article 9(3) stating that he is a Qualifying Person is no longer a Qualifying Person or if, at any time, the Directors are so requested by the Council, they shall by written notice require such "A" Shareholder to give to them such information or evidence, supported (if the Directors or the Council so require) by a statutory declaration, as the Directors or the Council may consider necessary or desirable for the purpose of determining whether or not such "A" Shareholder is a Qualifying Person

(b) If:

- (i) at any time, the Directors have reasonable grounds for believing that any such "A" Shareholder has failed within fourteen days of the service of such notice to comply with the notice given to him pursuant to this Sub-Article 9(4); or
- (ii) any "A" Shareholder having responded within such period to such notice, has failed to satisfy the Directors or (where the notice was given at the request of the Council) the Council, that he is a Qualifying Person;

the provisions of paragraph (g) of Sub-Article 9(3) shall apply and the "A" Shareholder shall be treated for the purposes of the Special Articles as not being a Qualifying Person

- (5) There must not without the consent of the Council be conferred on any person, whether by virtue of the holding of a share or otherwise, the right to prevent or affect the exercise by the directors or the Company in general meeting of any of their or its powers, without the consent or concurrence of such person

(This Article 9 is a Special Article)

JOINT OWNERSHIP : BENEFICIAL OWNERSHIP OF SHARES

10. (1) This Article 10 shall be without prejudice to Articles 9 ("Eligibility to hold Shares"), 11 ("Substantial Shareholdings") and 12 ("Compulsory Sale and Transfer")
- (2) Unless the Council otherwise agrees, the Directors shall not allot or issue any one Share to more than one person, register any form of transfer or nomination in favour of more than one person, accept any renunciation of a letter of allotment relating to any Share in favour of more than one person or permit the registration as Shareholder of more than one person by virtue of his having become entitled to a Share on the death or bankruptcy of its holder
- (3) Unless and to the extent that the Council otherwise agrees, each holder must retain the entire interest in every Share registered in his name for himself only and he must not create or permit to be created or to subsist any interest in the Share in favour of any other person
- (4) Notwithstanding Sub-Article 10(3) above :-
- (a) a member entitled to vote may appoint one or more proxies in accordance with Regulation 59

of Table A but the instrument appointing the proxy must be in writing under the hand of the appointor or, if the appointor is a body corporate, under its seal (if any) or under the hand of an officer duly authorised (but so that the Directors are to be entitled to require evidence of the authority of such officer) and a vote given by proxy on a particular resolution may not be treated as valid or effective unless the instrument appointing such proxy relates only to the meeting at which that resolution is to be considered and either:

- (i) such instrument specifies whether the proxy is to vote for or against such resolution; or
 - (ii) such resolution is for an amendment to any resolution in respect of which the proxy has been directed to vote (either for or against); or
 - (iii) such resolution is a motion for an adjournment or for the appointment of a chairman;
- (b) a corporation which is a member of the Company may subject to, and in accordance with, any other provision of these Articles exercise the powers conferred by section 375(1)(a) of the 1985 Act to appoint a person as its representative but the Directors are to be entitled to require evidence of the authority of such representative

(This Article 10 is a Special Article)

SUBSTANTIAL SHAREHOLDINGS

11. (1) No person may, except to the extent that the Council otherwise agrees, be the holder of more

than ten per cent of the nominal value of the Shares of any class of the Company or the holder of more than ten per cent of the votes exercisable by the members of the Company for the time being

- (2) In determining whether such limit of ten per cent has been exceeded by any person ("the Shareholder"), there must be aggregated with the Shares registered in the name of the Shareholder and treated as held by him, Shares registered in the names of the persons who, in relation to him, are the persons referred to in:

- (a) section 12(1)(c) of the Lloyd's Act, if the Shareholder is a body corporate;
- (b) section 12(1)(e) (but excluding the proviso to that section) of the Lloyd's Act, if the Shareholder is an individual; and
- (c) section 12(1)(d) of the Lloyd's Act, if the Shareholder is a member of a partnership,

provided that:

- (i) references in section 12(1)(c) and (d) of the Lloyd's Act to a Director or a partner are to be treated, in the case of a Director or partner who is an individual, as including the persons mentioned in section 12(1)(e) of the Lloyd's Act; and
- (ii) this Sub-Article 11(2) does not require any Share to be taken into account more than once in determining whether the limit of ten per cent has been exceeded

(This Article 11 is a Special Article)

COMPULSORY SALE AND TRANSFER OF SHARES

12. (1) If:

- (a) any person is, without the agreement of the Council, a joint holder of any Share; or
- (b) the holder of an "A" Share who is a Qualifying Person ceases to be a Qualifying Person and as a result the proportion of "A" Shares which is held by Qualifying Persons falls below two thirds; or
- (c) without the consent of the Council, any person has an interest in a Share other than the holder thereof except by reason only of the occurrence of an event specified in paragraph (a) of Sub-Article 12(3); or
- (d) any consent, agreement or approval given by the Council with respect to a Share is revoked or expires or terminates or there is a breach by any holder of any undertaking given to the Council or
- (e) any holder is in breach of Article 11 ("Substantial Shareholdings"),

the Directors shall, unless the Council agrees otherwise, as soon as practicable give a Transfer Notice complying with Sub-Article 12(4) to the person who is the holder concerned or the holder of the Shares concerned with respect to the Shares to which this Sub-Article 12(1) applies provided always that in a case where paragraph (e) above applies but the Shares in question are held by more than one person, such notice need only be given to such holders as the Directors may in their absolute discretion and without assigning .

any reason therefor determine for the purpose of remedying the breach of Article 11 ("Substantial Shareholdings") and their determination shall be conclusive.

(2) Sub-Article 12(1) applies, unless the Council otherwise agrees, to all the Shares in the Company registered (whether solely or jointly with some other person(s)) in the name of the holder on whom notice under such Sub-Article is required to be served provided that:

- (a) if Sub-Article 12(1) applies to such holder by reason only of his being a joint holder of any Share without the consent of the Council, such paragraph applies (subject to paragraph (d) of this proviso) only to Shares so held;
- (b) if Sub-Article 12(1) applies to such holder by reason only that he is the holder of an "A" Share and that as a result of his ceasing to be a Qualifying Person the proportion of the "A" Shares held by Qualifying Persons has fallen below two thirds, such Sub-Article applies only to the "A" Shares registered in his name;
- (c) if Sub-Article 12(1) applies to such holder by reason only that, without the consent of the Council, another person has an interest in any Share held by him, such Sub-Article applies only to the Share registered in his name in which another person has, without the consent of the Council an interest;
- (d) if the Council so agrees before the expiration of fourteen days from the date of the notice given pursuant to Sub-Article 12(1), such Sub-Article shall apply by virtue

of such notice to some only of the Shares to which it would otherwise apply by reason of paragraphs (b) or (e) of this proviso;

- (e) if Sub-Article 12(1) applies to such holder by virtue only of paragraph (e) thereof, such Sub-Article applies (subject as aforesaid) only to such number or value of the Shares of each class held by him as the Directors may in their absolute discretion and without assigning any reason therefor determine for the purpose of remedying the breach of Article 11 ("Substantial Shareholdings") and their determination shall be conclusive

(3) If:

- (a) any Shareholder (being an individual) dies;
or
- (b) any Shareholder (being an individual) is adjudicated bankrupt, or (being a body corporate) enters into liquidation or has a receiver or administrator appointed of its Shares in the Company or (whether a body corporate or an individual) makes any arrangement or composition with his creditors generally or anything analogous to any of the events specified in this sub-paragraph (b) occurs under the laws of any applicable jurisdiction; or
- (c) a Default Notice has been served in accordance with Article 20 on any Shareholder and has not been withdrawn

the Directors may, and at the discretion of the Council they shall, give a Transfer Notice, complying with Sub-Article 12(4) to the holder of

such Shares with respect to such of the Shares held by him (whether solely or jointly) as may be specified in such Transfer Notice but no direction may be given by the Council in the case of paragraph (a) or (b) hereof until the expiry of sixty days from the date on which occurred the event by virtue of which such paragraph first applied

- (4) (a) In this Sub-Article 12(4), the following expressions bear the meanings set opposite them respectively below:

"Acceptor"	a person to whom Transfer Shares are offered pursuant to this Sub-Article 12(4) and who accepts such offer
"Accepted Shares"	Transfer Shares which are accepted by a person to whom they are offered pursuant to this Sub-Article 12(4)
"Board Nominee"	a person nominated by the Directors, being a person eligible to be registered as holder of Transfer Shares
"Fair Value"	the fair value of Transfer Shares as determined in accordance with paragraphs (d) and (e) of this Sub-Article 12(4) ("Transfer of Shares")
"person eligible to hold Transfer Shares"	a person in whose name Transfer Shares may be registered without breaching at the anticipated time of registration any provisions of

these Articles (including the Special Articles)

"Transferor"

a person to whom a Transfer Notice is given pursuant to this Article 12

"Transferor's Nominee"

a person nominated by the Transferor by notice in writing to the Company as a person to whom Transfer Shares may be offered under paragraph (d) of this Sub-Article 12(4)

"Transfer Notice"

a notice in writing given by the Directors to a holder or joint holder of Shares requiring either that the Shares specified therein be transferred at Fair Value or be sold to the Company at Fair Value

"Transfer Shares"

the Shares specified in a Transfer Notice being Shares to which Sub-Article 12(1) or Sub-Article 12(3) apply

(b) A Transfer Notice shall specify the Shares to which it relates and must require either:

- (i) that the Transfer Shares be transferred at their Fair Value; or
- (ii) that the Transfer Shares be sold to the Company at their Fair Value;

Provided that no Transfer Notice may be given which requires Transfer Shares to be sold to the

Company unless:

- (aa) the Council has given its consent to such purchase;
 - (bb) the Transfer Shares are to be purchased out of distributable profits or, the proceeds of a fresh issue of Shares; and
 - (cc) the applicable requirements of Chapter VII of Part V of the 1985 Act are satisfied
- (c) Except where a Transfer Notice validly requires that Transfer Shares shall be sold to the Company, the Directors shall offer the Transfer Shares for sale at their Fair Value to members of the Company other than the Transferor in accordance with the remaining provisions of this Sub-Article 12(4).
- (d) The Fair Value of Transfer Shares which are "B" Shares shall be fixed by agreement between the Transferor and the Directors or, failing agreement, shall be such sums as the Auditors, (or failing whom a chartered accountant agreed between the Transferor and the Directors or, in default, a chartered accountant nominated by the Chairman, or a deputy Chairman of Lloyd's) may determine and certify to be the fair value thereof. The Fair Value of Transfer Shares which are "A" Shares shall be the amount equal to the paid up capital thereon.
- (e) When any person (being a chartered accountant or the Auditors) shall make a determination of Fair Value of Transfer Shares for the purposes of this Article 12 ("the Valuer") he shall act as an expert and not as an arbitrator and the provisions of the Arbitration Act 1950 (as amended) shall not apply. The Valuer shall have regard to such matters relating to the affairs of the Company as

he may in his discretion think fit and neither the Transferor nor the Directors shall be entitled to inquire into or challenge the basis on which the valuation was made. The Valuer's fees shall be borne by the Company except as prohibited by law.

(f) The Directors shall in the case where "B" Shares are comprised in a Transfer Notice then within 7 days after the Fair Value has been fixed by agreement or valuation and in the case of the "A" Shares alone then within 7 days after the giving of the Transfer Notice offer the Transfer Shares as follows:

(i) Transfer Shares which are "B" Shares shall be offered in writing to the "B" Shareholders of the Company other than the Transferor in proportion to their respective holdings of "B" Shares and the Directors shall enquire of each "B" Shareholder whether he wishes to acquire any Transfer Shares not taken up by the persons to whom they are first being offered. Any such Transfer Shares not accepted within 14 days (or such extended period as the Directors may reasonably fix) by the person to whom they were first offered shall then be offered to those "B" Shareholders who have expressed an interest in acquiring the same to the intent that no Transfer Shares which are "B" Shares shall be available for transfer to any person who is not already a holder of "B" Shares while any existing "B" Shareholder is willing to take up and pay for them and to the further intent that as between the "B" Shareholders competing for Transfer Shares on offer such Transfer Shares shall be allocated between the competing members in proportion to the respective number of "B" Shares in the

Company already held by them (including Transfer Shares previously accepted by them). The rights of pre-emption conferred by this paragraph (f)(i) of Sub-Article 12(4) may be waived by or varied with the consent of all holders of "B" Shares for the time being in issue.

(ii) In the case of Transfer Shares which are "A" Shares the Directors shall offer the same to such persons eligible under the Articles to hold "A" Shares as the holders of (or persons entitled to) the majority of the issued "A" Shares may have nominated in writing or failing such nomination as the Directors may determine.

(g) Transfer Shares not accepted by the persons to whom they have been offered in accordance with the foregoing procedure may be offered at their Fair Value to such persons eligible to hold the same as the Directors think fit until the 42nd day after their Fair Value has been fixed by valuation or agreement or in the case of a Transfer Notice relating only to "A" Shares until the 42nd day after service of such Transfer Notice.

(h) If there are not Acceptors for all the Transfer Shares within 42 days after their Fair Value has been fixed by valuation or agreement or in the case of a Transfer Notice relating only to "A" Shares within 42 days after service of such Transfer Notice the Directors shall offer the Transfer Shares:

- (i) to any Transferor's Nominee who is eligible to hold the Transfer Shares or some of them, and
- (ii) thereafter, as respects any unsold Transfer Shares, to one or more Board Nominees as the Directors may decide

(i) If thereafter,

- (i) and to the extent that offers of Transfer Shares made by the Directors are not accepted; or
- (ii) the Acceptor does not duly execute or deliver a compliance declaration under paragraph (a) of Sub-Article 9(3) in respect of the Accepted Shares; or
- (iii) the Acceptor (being a Qualifying Person) does not execute and deliver an undertaking and acknowledgement under paragraph (b) of Sub-Article 9(3) in respect of any Accepted Shares which are "A" Shares; or
- (iv) the Council directs the Directors not to register Accepted Shares in the name of the relative Acceptor; or
- (v) any person to whom the Transferor is under any provision of this Sub-Article 12(4) bound to transfer Shares fails to make payment of their Fair Value at the time stipulated by the Directors,

the Directors shall, as soon as practicable, offer the Transfer Shares in question to some other Board Nominee willing to accept and pay for the same. Such person must be a person qualified to hold such shares and he must, prior to being nominated, have executed and delivered to the Company a compliance declaration under Paragraph (a) Sub-Article 9(3) and (if he is a Qualifying Person and such Shares are "A" Shares) an undertaking and acknowledgement under Paragraph (b) of Sub-Article 9(3) in respect thereof. The Directors shall in such case serve a notice on the Transferor specifying the name of the Board Nominee and the number of the Transfer Shares to be transferred to him and the Transferor shall within fourteen days of the service on him of such

notice, execute and deliver to the Company a form of transfer transferring such Shares in accordance therewith

(j) Subject to:

- (i) compliance by the Acceptor with the provisions of these Articles (including the Special Articles) relating to the holding of Shares and obtaining registration of transfer of Shares;
- (ii) any direction of the Council; and
- (iii) payment by the Acceptor of the Fair Value thereof,

the Transferor shall at the written request of the Directors execute and deliver to the Company one or more forms of transfer as may be required for transfer of Accepted Shares to the Acceptor thereof and if the Transferor shall fail to do so within 14 days of service of the request the Directors shall authorise an officer of the Company as the agent of the Transferor to execute a transfer of the Accepted Shares to the Acceptor which transfer shall be valid and effective and the Company may itself receive and give a good receipt for the purchase price and register the Acceptor as holders of the Accepted Shares whereupon the Acceptor shall become indefeasibly entitled thereto. In such case the Transferor shall be obliged to deliver up the certificate for the Accepted Shares against delivery whereof he shall be entitled to receive the purchase price without interest and a balance certificate for the unsold Shares (if any) comprised within the certificate so surrendered.

(5) In any case where a Transfer Notice requires the Transferor to sell Transfer Shares to the Company,

the Directors must draw up a draft contract of purchase which provides for completion of the purchase of the relevant Transfer Shares on the expiration of seven days after the passing of the special resolution hereinafter mentioned and for the payment to the Transferor of the purchase price therefor on completion. The Transferor is deemed, by virtue of his having become a member of the Company, to have agreed:

- (a) to such contract; and
- (b) to have appointed any person nominated by the Directors to execute such contract on his behalf; and
- (c) to deliver the relevant Transfer Shares to the Company at completion.

The Directors shall convene a meeting to consider a special resolution to authorise such contract of purchase, and take all such steps as are necessary or desirable to be taken by them to ensure that such contract is duly approved, executed and carried into effect. Every member of the Company who being so entitled, votes (whether in person or by proxy) on such special resolution or any other resolution necessary to give effect thereto (whether a resolution of the Company or of the holders of any class of its Shares) must vote in favour thereof

(This Article 12 is a Special Article)

TRANSFER OF SHARES

13. (1) (a) No Share shall be transferred to an infant, bankrupt or a person who is a patient within the meaning of the Mental Health Acts or to

any person who is prohibited by these Articles from holding such Share

(b) The instrument of transfer of any Share shall be executed by or on behalf of the transferor who shall be deemed to remain the holder of such Share until the name of the transferee is entered in the Register in respect thereof and the Directors may refuse to register the transfer of a Share (i) on which the Company has a lien or (ii) unless the certificate of such Share and other evidence satisfactory to the Directors of the right to make the transfer is produced to the Directors (Regulation 23 of Table A shall be deemed modified accordingly)

(c) The Directors shall register a transfer of a Share in the Company if (and only if) it is made in accordance with the preceding Article 12 or this Article 13 or where applicable the succeeding Article 14. (Regulation 24 of Table A does not apply)

(2) Subject to the Special Articles when applicable and any requirement of the Council thereunder and to all other provisions of these Articles relating to the acquisition and holding of Shares in the Company

(a) an "A" Share may be transferred with the consent in writing of the Directors to any person

(b) a "B" Share may be transferred to any person

TRANSMISSION OF SHARES

14. (1) Subject to the provisions of these Articles governing the holding of shares in the Company and

to Article 12 ("Compulsory Sale and Transfer of Shares") a person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the Directors and subject (in the case of an "A" Share) to the consent of the Directors under Article 13(2) elect either to be registered himself as holder of the Share or to have some person nominated by him registered as the transferee thereof

- (2) Pending transfer of the Share under Sub-Article 14(1) or the giving of a compulsory Transfer Notice under Article 12 a person becoming entitled to a Share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the Shares except that he shall not be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company

(Regulations 29, 30 and 31 of Table A do not apply)

PROCEEDINGS AT GENERAL MEETINGS

15. (1) No business shall be transacted by any general meeting of the Company unless a quorum of members is present at the time when the meeting proceeds to business; the quorum at a general meeting of the Company shall be two "A" Shareholders present in person or by proxy except that in the case of a general meeting convened to consider a resolution on which a "B" Shareholder is entitled to vote, a quorum in relation to that resolution shall be two Shareholders present in person or by proxy and entitled to vote thereon

- (2) Subject to Sub-Article 15(3) on a show of hands every "A" Shareholder present in person or by proxy at a general meeting shall have one vote and on a poll every "A" Shareholder who is present in person or by proxy shall have one vote for each "A" Share of which he is the holder
- (3) If at any time whilst the Special Articles apply to the Company more than one third of the votes exercisable by the holders for the time being of "A" Shares would (were it not for the provisions of this Sub-Article) be exercisable by persons who are not Qualifying Persons each "A" Share held by a person who is not a Qualifying Person shall carry the number of votes equal to:

Q

$2 \times NQ$

where "Q" equals the number of relevant "A" Shares held by persons who are Qualifying Persons

"NQ" equals the number of relevant "A" Shares held by persons who are not Qualifying Persons

and for this purpose each "A" Share in issue shall be counted as a relevant "A" Share except any "A" Share

- (i) the registered holder of which is dead or has been adjudicated bankrupt;
- (ii) which is specified in a Default Notice pursuant to Article 20 ("Suspension of Voting Rights") which has not been withdrawn; or
- (iii) the registered holder of which is, by virtue of some other provision of these Articles or by reason of an order of a court of competent jurisdiction prohibited from voting Provided this sub-paragraph (iii) does not apply to Shares held by a member in respect of whom an

order has been made by any competent court by reason of the mental disorder of such member if and so long as the court has authorised some other person to vote on that member's behalf

(This Sub-Article 15(3) is a Special Article)

16. On every resolution on which "B" Shareholders are entitled to vote in general meeting, every "B" Shareholder present in person or by proxy shall on a show of hands have one vote and on a poll one vote for each share of which he is the holder
17. An instrument of proxy which has not been deposited at the registered office of the Company shall nevertheless be treated as valid if before any vote is cast by the person named therein the instrument of proxy is produced to the chairman of the relevant meeting. Regulation 62 of Table A shall be deemed modified accordingly.
18. Regulation 53 of Table A shall be deemed amended by deletion of all words after "convened and held" and the addition of a second sentence reading:

"Such resolution may consist of several documents in like form each signed by one or more members or their duly authorised agents in which event the resolution shall be deemed passed upon notification (by any means) of signature to the registered office or the Secretary of the Company"

CLASS GENERAL MEETINGS

19. (1) The provisions of these Articles relating to general meetings shall apply to separate general

meetings of a class of Shareholders except that:-

- (a) at every separate general meeting of members of a class of Shareholders on a show of hands every member of the class present in person or by proxy shall have one vote and on a poll every member of the class shall have one vote for each Share of that class of which he is the holder;
 - (b) if any such separate general meeting as is referred to in paragraph (a) above is adjourned by reason that a quorum is not present then if a quorum shall not be present within half an hour from the time appointed for such adjourned meeting the holder or holders of Shares of the class who are present shall be a quorum
- (2) Regulation 53 of Table A as amended by these Articles shall apply to every class resolution

SUSPENSION OF VOTING RIGHTS

20. (1) In this Article 20 and in Article 12, the expression "Default Notice" means a notice stating that the holder of Shares on whom it is served ("the relevant holder") is not entitled to attend or vote at any general or class meeting of the Company either personally or by proxy or to be reckoned in a quorum in relation to any such meeting in respect of any Share specified in such notice. Upon service of Default Notice in accordance with this Article, the relevant holder ceases to be so entitled. If a Default Notice is withdrawn in accordance with this Article, the relevant holder becomes entitled in respect of the Shares specified in such notice to exercise such right as he had immediately before the service of

the Default Notice to attend and vote (either in person or by proxy) at any general or class meeting of the Company either personally or by proxy and to be reckoned in the quorum in relation to any such meeting with effect from the date on which notice of such withdrawal is served upon him

- (2) The Directors may at any time and at the request of the Council, they shall, by written notice require any holder of a Share to give such information or evidence supported (if the Directors or the Council so require) by a statutory declaration as the Directors or the Council may consider necessary or desirable for determining whether or not there is or is to be an infringement by any person with respect to such share of Article 10 ("Beneficial Ownership") or Article 11 ("Substantial Shareholdings") or of any condition imposed by, or undertaking given to, the Council pursuant to any of the Special Articles

- (3) If:

- (a) at any time, the Directors have reasonable grounds for believing that any holder has failed within fourteen days of the service of such notice to comply with the notice given to him pursuant to this Article 20; or
- (b) any holder, having responded within such period of such notice, has failed to satisfy the Directors, or (where the notice was given at the request of the Council) the Council, that there is no or is to be no infringement with respect to any share held by him of Article 10 ("Beneficial Ownership") or Article 11 ("Substantial Shareholdings") or of any condition imposed by, or undertaking given to, the Council pursuant to any of the

Special Articles; or

- (c) the Directors become aware that the holder of an "A" Share who was a Qualifying Person has ceased to be a Qualifying Person and as a result the proportion of "A" Shares which is held by Qualifying Persons falls below two-thirds,

the Directors may and, at the direction of the Council, they shall as soon as practicable, without prejudice to Article 12 ("Compulsory Sale and Transfer of Shares"), serve a Default Notice on the holder concerned specifying the Shares to which such notice relates

- (4) The Directors shall cause the Register to have noted against the relevant holder details of such Default Notice and the Shares specified therein.
- (5) A Default Notice shall be conclusive evidence against the relevant holder that circumstances had arisen entitling the Directors to serve such notice
- (6) Any Default Notice which is given pursuant to this Article 20 shall be served in a manner in which a notice of meeting is authorised to be served by Regulations 111 to 116 inclusive of Table A
- (7) A Share specified in a Default Notice which has not been withdrawn by a further notice in writing may not be transferred except in accordance with Article 12 ("Compulsory Sale and Transfer of Shares"). Upon registration of the transfer in accordance with such Article 12 of any such Share the relative Default Notice is to be treated as withdrawn

(8) A Default Notice once served may not be withdrawn unless:

(a) it is served pursuant to Sub-Article (3) of this Article and the default to which it relates is capable of being remedied and is remedied to the satisfaction of the Directors, or (if the Default Notice was given at the direction of the Council) the Council, prior to service pursuant to Article 12 of a Transfer Notice in respect of the Shares specified therein; or

(b) the Council agrees

(This Article 20 is a Special Article)

SPECIAL QUALIFICATIONS OF DIRECTORS

21. Unless the Council otherwise agrees:-

(1) A person shall not be appointed a Director unless:

(a) he shall have been approved by the Council to hold such office and the Company shall have received written notice to that effect; and

(b) he is an underwriting member, annual subscriber, or associate (as defined by the Lloyd's Act).

The succeeding Sub-Articles 21(2), (3) and (4) shall take effect subject to this Sub-Article 21(1)

(2) At least two-thirds of the Directors (other than alternate Directors) for the time being shall be Qualifying Working Members. If and so long as without the agreement of the Council two-thirds of

the Directors shall not be such members, the continuing Director(s) may act for the purposes of increasing the number of Directors so that two-thirds thereof shall be such members or of summoning a general meeting of the Company, but for no other purpose

(3) Without prejudice to Regulations 78 and 79 of Table A as amended by these Articles the Directors shall appoint to be a Director of the Company (if such person is not already a Director):

(a) an Active Underwriter chosen from each of the marine, non-marine, aviation and motor markets in which the Company manages Syndicates provided that an Active Underwriter who acts on behalf of Syndicates which operate in more than one such market may be chosen in respect of each market in which those Syndicates operate; and

(b) unless the Council otherwise agrees, the Active Underwriter of any Syndicate which represents ten per cent or more of the total stamp capacity of the Syndicates managed by the Company

(4) Directors of the Company may be appointed (subject to Sub-Article 27(3)) only by a resolution of either the Company in general meeting or the board of Directors and removed only by a resolution of the Company in general meeting in accordance with Sections 303 and 304 of the 1985 Act or by disqualification and the consent or concurrence of any person (other than the Council) shall not be required for the appointment or removal of a person as a Director

(5) A person is not eligible to be an alternate

Director unless he satisfies the criteria of the Council as to suitability and the Company receives written notice to that effect, and a person is not eligible to be an alternate Director for a Director who is a Qualifying Working Member unless the proposed alternate is also a Qualifying Working Member.

- (6) If any resolution for the removal of a Director is to be proposed at any general meeting of the Company, the Directors, or, in the case of a meeting requisitioned by members of the Company in accordance with section 368 of the 1985 Act, the requisitionists, shall send to the Council a copy of the notice of such meeting at the same time as the notice is sent to members of the Company, and, in addition, the Company must send to the Council a copy of any representations made pursuant to section 304 of the 1985 Act at the same time as the representations are sent to members of the Company. If copies of such representations are not sent to members of the Company because they are received too late, they must be sent by the Company to the Council as soon as practicable after their receipt.
- (7) It is necessary to give notice of a meeting of Directors to every Director including a Director who is for the time being absent from the United Kingdom who has given to the Secretary an address either within or outside the United Kingdom for the purpose. Any notice of meeting required by this Sub-Article 21(7) to be sent to an address outside the United Kingdom must, if less than fourteen days' notice is given, be sent by telex, facsimile transmission, cable or telephone. Any such notice given by telephone must be confirmed as soon as possible by telex, facsimile transmission or cable. Any such notice authorised

to be and given by post must be sent by prepaid airmail (first class where appropriate)

(This Article 21 is a Special Article)

NUMBER OF DIRECTORS

22. Subject to Article 21 ("Special Qualifications of Directors") when applicable the number of Directors may be fixed by the Company in general meeting and until so fixed there shall be not less than two Directors and a sole Director shall only be entitled to act for the purposes specified in Regulation 90 of Table A.

REMUNERATION AND INTERESTS OF DIRECTORS

23. The right of an executive Director to remuneration fixed by the Directors under Regulation 84 of Table A shall be in addition to any remuneration fixed by the Company in general meeting under Regulation 82 of Table A.
24. Subject to the provisions of Part X of the 1985 Act a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a Director may vote on any matter in which he has declared to the Board in writing that he is interested (whether or not such interest conflicts with that of the Company) and be included for the purpose of a quorum at any meeting at which the same is considered

and he may retain for his own benefit all profits and advantages accruing to him for any such interest to the extent that such interest has been declared as aforesaid

(Regulations 94 to 98 of Table A shall be construed accordingly).

25. Regulation 86 of Table A shall apply as if the words "and these Articles" were inserted after "regulation 85"

DIRECTOR'S POWERS TO DELEGATE

26. The powers of the Directors are not capable of general delegation otherwise than to a Managing Director or with the approval of the Council. (Regulations 71 and 72 of Table A shall be deemed modified accordingly.)

(This Article 26 is a Special Article)

APPOINTMENT OF DIRECTORS

27. (1) Regulation 78 of Table A shall apply as if the last words commencing "and may also determine" were deleted therefrom
- (2) Regulation 79 of Table A shall apply as if the last two sentences were deleted therefrom
- (3) Subject to compliance with Article 21 and to delivery to the Council of an undertaking in such form as the Council shall require the holders of the "B" Shares shall be entitled from time to time by Ordinary Resolution of the "B" Shareholders as a class to appoint two non-executive Directors

(This Sub-Article 27(3) is a Special Article)

DISQUALIFICATION OF DIRECTORS

28. By way of addition to any other provision of these Articles providing for the disqualification of a Director, the office of a Director shall be vacated:-

(a) if the Director is the subject of a direction or administrative suspension under any Lloyd's Byelaw or the Director is found guilty of misconduct under any Lloyd's Byelaw and in either case, the Council notifies the Company that such Director is not longer permitted to be a Director by reason of such direction or finding or

(b) if the Director ceases to hold the qualification for appointment as Director contained in Sub-Article 21(1)

(This Article 28 is a Special Article)

29. (1) The office of Director shall be vacated if the Director:

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

(b) becomes prohibited from being a Director either by reason of an order made under any enactment or by reason of the occurrence of any other event in consequence of which he is by virtue of any enactment disqualified from being a Director or anything analogous to any of the events specified in this paragraph (b) occurs under the law of any applicable jurisdiction; or

(c) he is, or may be, suffering from mental

disorder and either:-

- (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator, bonis or other person to exercise powers with respect to his property or affairs; or
- (d) resigns his office by notice in writing to the Company, or
- (e) is removed from office in accordance with Section 303 of the 1985 Act.
- (2) Holders of "B" Shares shall be entitled by virtue of such "B" Shares to vote on a resolution for the removal of any non-executive director appointed pursuant to Sub-Article 27(3).
- (3) The Directors shall not retire from office by rotation (Regulations 73 to 77 inclusive of Table A do not apply) and each Director shall hold office until such office is vacated in accordance with these Articles

(Sub-Article 29(2) is a Special Article)

PROCEEDINGS OF DIRECTORS

30. (1) The chairman of the board of Directors shall in the case of an equality of votes have a second or

casting vote at a meeting of the Directors. Save as aforesaid no Director may have more than one vote at a meeting of the Directors unless he is also acting as alternate Director.

(2) The quorum necessary for the transaction of the business of the Directors is two or if greater one half the number of Directors for the time being in office. For the purposes of determining whether a quorum exists, alternate Directors must not be included at any time when the Special Articles apply to the Company

(3) It shall not be necessary for the purpose of a Directors' meeting that all participants be present at the same place provided that the Directors counted in the quorum are all in contact for the purpose of the meeting whether in person or by radio or telephone or other instantaneous means of communication

31. A resolution in writing signed or approved by letter facsimile transmission telex or cable by any two Directors and each other Director or his alternate shall be as valid and effective as if it had been passed at a meeting of the Directors duly convened and held and when signed may consist of several documents each signed or approved as aforesaid by one or more of the Directors (or as the case may be, by their alternates). Such resolution shall be deemed effectively passed at the time of notification (by any means) of the last of the signatures to the registered office or the Secretary of the Company

(Regulation 93 of Table A does not apply)

ALTERNATE DIRECTORS

32. (1) The power of appointment of alternate Directors shall be subject to the Special Articles if

applicable

- (2) An appointment of an alternate shall be effected by notification (by any means) given to the Company by the Director making such appointment and the alternate Director shall vacate such office if disqualified or if his appointment is revoked in writing by the appointing Director or if the appointing Director himself ceases to be a Director

(Regulations 65 and 68 of Table A shall be deemed modified accordingly)

EXECUTIVE DIRECTORS

33. (1) Subject to Special Article 26 the directors may from time to time appoint one or more directors to be the holder of any executive office, including but not limited to that of managing director, executive director, or assistant managing director, for such period, at such remuneration, with such duties and powers and upon such terms as it shall resolve, but no director holding any executive office shall be invested with any powers which the board of directors itself could not have exercised.
- (2) The remuneration of a director holding any executive office may be of any description and may include admission to, or continuance of membership of, any scheme or fund instituted, supported or financed by the Company for the provision of pensions, life insurance, share incentives, options or other benefits for employees or their dependants.
- (3) The board of directors may grant or give pensions, gratuities, annuities, or other benefits or

allowances to any director holding any executive office (or to his widow or dependants) whether on or after retirement or death and may make payments or contributions of any kind in connection therewith.

- (4) A director holding any executive office shall be subject to the same provisions as to removal as the other directors of the Company and if he ceases for any reason to hold the office of director, his appointment as holder of any executive office shall automatically determine, provided that such determination shall be without prejudice to any claim he may have for damages for breach of any contract of services between him and the Company.

INDEMNITY

34. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about or in connection with the execution of the duties of his office, including any liability incurred by him in defending any proceedings, (whether civil or criminal) in which judgment is given in his favour or in which he is acquitted, or in connection with any application under Section 727 of the 1985 Act in which relief is granted to him by the Court. No Director or other officer of the Company shall be liable for any loss, damage or liability which may accrue to or be incurred by the Company in the execution of or in relation to the duties of his office. This regulation shall only have effect in so far as its provisions are not rendered void by Section 310 of the 1985 Act.

Company No. 1515647

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

ALSTON BROCKBANK AGENCIES LIMITED

(Passed the 19th day of September 1989)

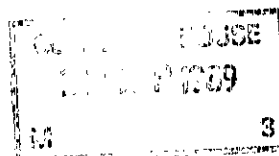
At an Extraordinary General Meeting of the Shareholders of the Company duly convened and held at 18 Rood Lane, London EC3 on the 19th day of September 1989, the following resolution was proposed and passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

"THAT the regulations contained in the printed document produced at this meeting and signed for the purposes of identification only by the Chairman thereof be and the same are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company."

The above being certified as correct.

CHAIRMAN



Company Number 1515647

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-OF-

ALSTON BROCKBANK AGENCIES LIMITED *

(adopted by Special Resolution passed on ~~23rd September 1988~~ 19th September 1989)

INTERPRETATION

- (1) In these Articles the words in Column 1 shall where the context admits bear the meaning assigned to them in Column 2:

Column 1

Column 2

"the Companies Acts"

The Companies Act 1985 The Companies Securities (Insider Dealing) Act 1985 and The Business Names Act 1985

"the 1985 Act"

The Companies Act 1985

"Table A"

Table A as prescribed by regulations made under Section 8 of the 1985 Act in force as at the date of adoption of these Articles

" "A" Shares"

the "A" Voting Non-Participating Shares of £1 in the Company each having the rights set out in these Articles and "A" Shareholder shall be construed accordingly

- * The Company was incorporated on 3rd September 1980 as Torgate Underwriting Agencies Limited. The present name was adopted by Special Resolution passed on 9th April 1988



[Handwritten signature]

" "B" Shares"	the "B" Non-Voting Participating Shares of £1 in the Company each having the rights set out in these Articles and "B" Shareholder shall be construed accordingly
"Share"	a share of the Company (of any class) and shareholder shall be construed accordingly
"paid up capital"	in respect of allotted share capital of the Company that part which is paid up or credited as paid up
"Register"	the register of members of the Company
"Lloyd's"	the Society incorporated by the Lloyd's Act 1871
"the Lloyd's Act"	the Lloyd's Act 1982
"Lloyd's Byelaw"	any byelaw made or to be made under the Lloyd's Act
"Byelaw 4"	Lloyd's Underwriting Agents Byelaw (No.4 of 1984)
"the Council"	the Council of Lloyd's and any delegate of the powers of the Council of Lloyd's
"the Syndicate"	the Syndicate or Syndicates at Lloyd's for which the Company acts as Managing Agent with the permission of Lloyd's
"the Special Articles"	Articles 3, 6, 9, 10, 11, 12, 15(3), 20, 21, 26, 27(3), 28 and 29(2)
"Default Notice"	a notice given by the Directors pursuant to Article 20
"Qualifying Person"	a person who is a Qualifying Annual Subscriber or a Qualifying Underwriting Member or a Qualifying Working Member (as defined in Byelaw 4) excluding any person who is deemed by the provisions of paragraphs (c) and (g) of Sub-Article 9(3) not to be a Qualifying Person

"Auditors" the auditors for the time
being of the Company

- (2) The following expressions shall where the context admits bear the meaning assigned by Byelaw 4

"Active Underwriter"

"associated with a Lloyd's Broker"

"Interest"

"Qualifying Annual Subscriber"

"Qualifying Underwriting Member"

"Qualifying Working Member"

- (3) Unless the context otherwise requires, words and expressions defined in Section 2(1) of the Lloyd's Act shall bear the same meaning when used in these Articles

- (4) Any provision in these Articles which requires any agreement, consent or approval on the part of the Council

(a) shall be construed as requiring such agreement, consent or approval to be given in writing before the act, event or state of affairs for which such agreement, consent or approval is needed is done or occurs which such agreement, consent, or approval may be given on such terms and conditions and for such period as the Council thinks fit and may be revoked by the Council at any time and

(b) shall have effect only during the time the Company is on the Register of Approved Underwriting Agents (or such Register as may be substituted therefor) at Lloyd's

- (5) References in these Articles to any statute or any Lloyd's Byelaw are to any re-enactment or modification thereof for the time being in force

PRELIMINARY

1. The Company is a private company and the regulations contained or incorporated in Table A shall apply to the Company except to the extent that they are excluded or varied by or are inconsistent with these Articles which together with the said regulations shall constitute the Articles of Association of the Company
2. The following regulations of Table A shall not apply to the Company: 24, 25, 29, 30, 31, 40, 64, 73, 74, 75, 76, 77, 80, 81, 89 and 93

LLOYD'S REQUIREMENTS

3. (1) The Special Articles shall only apply so long as the name of the Company is on the Register of Approved Underwriting Agents (or such Register as may be substituted therefor) at Lloyd's during which time they shall override any other provision in these Articles inconsistent therewith
- (2) No provision of these Articles shall be amended without the prior approval of the Committee

(This Article 3 is a Special Article)

SHARE CAPITAL

4. (1) The share capital of the Company at the date of adoption of these Articles is £160,100 divided into 100 "A" Voting Non-Participating Shares of £1 each and 160,000 "B" Non-Voting Participating Shares of £1 each having the rights and being subject to the restrictions set out in these Articles
- (2) The "A" Shares shall confer upon the "A" Shareholders no right to participate in any

dividend or other distribution of the Company but shall:-

- (a) only carry the right in a winding-up or other return of capital to repayment pari passu with the "B" Shares of the paid up capital thereon without further or other right to participate in any surplus assets of the Company; and
 - (b) confer on the holders thereof the right to receive notices of and to attend and (subject to Articles 15 and 20) vote at all general meetings of the Company; and
 - (c) confer on all holders the right to receive notices of and to attend and vote at all meetings of the "A" Shareholders as a class
- (3) The "B" Shares shall confer upon the "B" Shareholders the right to participate in all dividends and other distributions of the Company and shall:-
- (a) carry the right in a winding-up or other return of capital to repayment pari passu with the "A" Shares of the paid up capital thereon and to participate to the exclusion of the "A" Shares in any surplus assets of the Company; and
 - (b) carry the right to receive notices of and to attend at all Annual General Meetings of the Company, but shall carry no right to receive notices of or to attend any other general meeting of the Company unless the business of that meeting includes business on which a "B" Shareholder may vote; and

(c) save as otherwise agreed by the Council carry no right to vote at any general meeting on a show of hands or on a poll except:

- (i) the right to vote for or against any resolution which may be proposed for the winding-up of the Company or for selling or disposing of (otherwise than in the ordinary course of business) the undertaking or assets of the Company or part thereof; or
- (ii) the right to vote for or against any resolution affecting the rights attached to the "B" Shares; or
- (iii) the right to vote on a resolution for the appointment or removal of a maximum of two non-Executive Directors in accordance with and subject to Sub-Articles 27(3) and 29(2); or
- (iv) if (and only if) the Special Articles do not then apply, the right to vote on any resolution proposed as a Special Resolution

(d) carry the right to vote at any meeting of the "B" Shareholders as a class

(4) No share, other than an "A" Share or a "B" Share, shall confer any right to receive notice of or attend or vote at any general meeting of the Company

(The provisions of Regulations 54 (votes) and 117 (winding-up) of Table A shall be deemed modified accordingly)

VARIATION OF SHARE CAPITAL

5. (1) Except with the sanction of an extraordinary resolution of the "B" Shareholders any new Shares

created upon an increase of capital shall be "B" Shares and shall rank pari passu with the "B" Shares then in existence.

(2) Except with the sanction of an extraordinary resolution of the "A" Shareholders in the case of "A" Shares and of an extraordinary resolution of the "B" Shareholders in the case of "B" Shares:

(a) upon any issue of "A" Shares after the date of adoption of these Articles such Shares shall first be offered to the "A" Shareholders in proportion, as nearly as may be, to the nominal value of "A" Shares respectively held by them;

(b) upon any issue of "B" Shares after the date of adoption of these Articles such Shares shall first be offered to the "B" Shareholders in proportion, as nearly as may be, to the nominal value of "B" Shares respectively held by them

In each case the Directors may limit a time within which such offer shall be open to acceptance and Shares not taken up within the specified time by the person to whom they are first offered shall be offered to the other holders of Shares of the same class before being offered to persons not already holding Shares of that class. Any offer of Shares in accordance with this Sub-Article (2) shall be subject to the Special Articles if then applicable

(3) Subject to the Special Articles (when applicable) and the provisions of the Companies Acts the Company shall have power to purchase or redeem any of its own Shares. (Regulation 3 of Table A shall be deemed modified accordingly)

- (4) The provisions of Sections 89(1) and 90(1) to (6) inclusive of the 1985 Act ("pre-emption provisions on allotment") shall not apply to any issue of Shares after the date of adoption of these Articles
- (5) Subject to the foregoing provisions of this Article 5 and to the Special Articles, the Directors shall have power until the fifth anniversary of the date of adoption of these Articles (or such later date as may from time to time validly be fixed by the Company in general meeting) to allot, create options over or otherwise deal with the unissued Shares of the Company as they shall in their discretion think fit. The maximum amount of relevant securities (as defined in Section 80(2) of the 1985 Act) which the directors may allot, grant options or subscription or conversion rights over, create, deal with or otherwise dispose of in accordance with this Article shall be an amount equal to the nominal value of unissued shares of the Company for the time being or such other amount as shall be authorised by the Company in general meeting

6. SPECIAL PROVISIONS RELATING TO VARIATION OF SHARE CAPITAL

- (1) The Company shall not:
 - (a) issue share warrants to bearer; or
 - (b) without the consent of the Council :-
 - (i) create any class of Share other than an "A" Share or a "B" Share
 - (ii) confer or permit to be conferred on any person whether by virtue of the holding of a Share or otherwise the right to

prevent or affect the exercise by the Directors or the Company in general meeting of any of their or its powers without the consent or concurrence of such person

- (2) The Company shall not without the consent of the Council reduce its share capital whether by cancelling, purchasing or redeeming any of its Shares or otherwise howsoever and Regulations 3,34 and 35 of Table A shall be deemed modified accordingly

(This Article 6 is a Special Article)

LIEN

7. Regulation 8 of Table A shall apply as if:

- (a) the words "(not being a fully paid share)" were omitted;
- (b) there were inserted at the end of the first sentence the words "or otherwise owing to the Company by the holder thereof";
- (c) the third sentence were omitted

CALLS

8. Regulation 12 of Table A shall apply as if the words "and except as agreed between the Company and any member in the case of the Shares held by him" were inserted immediately after the words "terms of allotment"

ELIGIBILITY TO HOLD SHARES

9. (1) The Directors shall not allot or issue an "A"

Share to, or register any form of transfer or nomination or accept any renunciation of a letter of allotment relating to an "A" Share in favour of a person who is not a Qualifying Person or permit the registration of any such person by virtue of his having become entitled to an "A" Share on the death or bankruptcy of its holder

- (a) if as a result of and pursuant to any such action by the Directors more than one third of the "A" Shares would be held by persons who are not Qualifying Persons
 - (b) unless the Council gives its consent to such person being the holder of an "A" Share and, if the Council should so require, such person has given to the Council an undertaking in such form as the Council may specify
- (2) The Directors shall not allot or issue a "B" Share to, or register any form of transfer or nomination or accept any renunciation of a letter of allotment relating to a "B" Share in favour of any person or permit the registration of any person as the holder of any such Share by virtue of his having become entitled thereto on the death or bankruptcy of its holder unless the Council gives its consent to such person being the holder of a "B" Share and, if the Council should so require, such person has given to the Council an undertaking in such form as the Council may specify
- (3) (a) A person desiring to be registered as the holder of any Share must (whether or not he is registered as the holder of some other Share) prior to registration, execute and

deliver to the Company a declaration:

- (i) stating whether or not he is a Qualifying Person;
 - (ii) confirming that (unless and to the extent that the Council otherwise agrees) he has, and will retain the entire interest in every Share registered or proposed to be registered in his name for himself only; and
 - (iii) specifying the names of any holders of Shares in the Company whose holdings would fall to be aggregated with any Shares registered in his name by virtue of Sub-Article (2) of Article 11 ("Substantial Shareholdings") if he had been the holder of the Shares proposed to be registered in his name at the date of the declaration and the number of Shares then held by such persons respectively
- (b) A Qualifying Person desiring to be registered as the holder of an "A" Share must (unless he has already done so in respect of "A" Shares already held by him) prior to registration, execute and deliver to the Company an undertaking that if he subsequently ceases to be a Qualifying Person he shall sell all "A" Shares held by him in accordance with Article 12 and an acknowledgement that if he fails to do so within twenty one (21) days of ceasing to be a Qualifying Person the Directors shall be entitled (but not bound) to serve a Transfer Notice in respect of those Shares.
- (c) A holder of an "A" Share who becomes a Qualifying Person subsequent to becoming holder of that Share shall continue to be

treated for the purposes of the Special Articles as not being a Qualifying Person until such time as he shall have executed and delivered to the Company

- (i) a declaration stating that he has become a Qualifying Person
 - (ii) an undertaking and acknowledgement in the form specified in paragraph (b) of this Sub-Article 9(3)
- (d) The Directors may, and if the Council requires, they shall, by written notice require a person desiring to be registered as the holder of any Share or a person making a declaration pursuant to paragraph (b) of this Sub-Article 9(3) to give them such further information or evidence, supported (if the Directors or the Council so require) by a statutory declaration, as the Directors or (in the case of a direction by the Council) the Council may consider necessary or desirable for the purpose of determining whether such person is a Qualifying Person and whether (unless the Council otherwise agrees) he has and will retain the entire interest in every Share registered in his name for himself only
- (e) The Directors shall not register a person as the holder of a Share if either he has not executed and delivered a declaration complying with paragraph (a) of this Sub-Article 9(3) or the Council directs them not to register such person
- (f) The Directors shall not register a person as holder of an "A" Share if he has not executed and delivered an undertaking and

acknowledgement complying with paragraph (b) of this Sub-Article 9(3)

(g) A person as respects whom either the Directors or, (if he is a person to whom a direction made by the Council under paragraph (d) of this Sub-Article 9(3) relates) the Council, is not satisfied that he is a Qualifying Person, is to be treated for the purposes of the Special Articles as not being such a person

(h) The Company must:

- (i) if any transfer relating to a Share is lodged with the Company for registration, forthwith give notice in writing to the Council specifying the particulars contained in such transfer;
- (ii) deliver promptly to the Council a copy of every declaration and every other document delivered to the company under paragraphs (a) (b) (c) and if applicable, paragraph (d) of this Sub-Article 9(3);
- (iii) if any transfer relating to a Share is registered, forthwith give notice in writing to the Council stating that the same has been registered; and
- (iv) give to the Council immediate notice in writing of every other change (whenever made) to any of the particulars contained in the Register, and the Company shall not register any transfer of any Share for a period of twenty one days after paragraphs (i) and (ii) hereof have been complied with in relation to such transfer

(4) (a) If, at any time the Directors have reason to believe that the holder of an "A" Share who has made a declaration under either paragraph (a) or (c) of Sub-Article 9(3) stating that he is a Qualifying Person is no longer a Qualifying Person or if, at any time, the Directors are so requested by the Council, they shall by written notice require such "A" Shareholder to give to them such information or evidence, supported (if the Directors or the Council so require) by a statutory declaration, as the Directors or the Council may consider necessary or desirable for the purpose of determining whether or not such "A" Shareholder is a Qualifying Person

(b) If:

- (i) at any time, the Directors have reasonable grounds for believing that any such "A" Shareholder has failed within fourteen days of the service of such notice to comply with the notice given to him pursuant to this Sub-Article 9(4); or
- (ii) any "A" Shareholder having responded within such period to such notice, has failed to satisfy the Directors or (where the notice was given at the request of the Council) the Council, that he is a Qualifying Person;

the provisions of paragraph (g) of Sub-Article 9(3) shall apply and the "A" Shareholder shall be treated for the purposes of the Special Articles as not being a Qualifying Person

- (5) There must not without the consent of the Council be conferred on any person, whether by virtue of the holding of a share or otherwise, the right to prevent or affect the exercise by the directors or the Company in general meeting of any of their or its powers, without the consent or concurrence of such person

(This Article 9 is a Special Article)

JOINT OWNERSHIP : BENEFICIAL OWNERSHIP OF SHARES

10. (1) This Article 10 shall be without prejudice to Articles 9 ("Eligibility to hold Shares"), 11 ("Substantial Shareholdings") and 12 ("Compulsory Sale and Transfer")
- (2) Unless the Council otherwise agrees, the Directors shall not allot or issue any one Share to more than one person, register any form of transfer or nomination in favour of more than one person, accept any renunciation of a letter of allotment relating to any Share in favour of more than one person or permit the registration as Shareholder of more than one person by virtue of his having become entitled to a Share on the death or bankruptcy of its holder
- (3) Unless and to the extent that the Council otherwise agrees, each holder must retain the entire interest in every Share registered in his name for himself only and he must not create or permit to be created or to subsist any interest in the Share in favour of any other person
- (4) Notwithstanding Sub-Article 10(3) above :-
- (a) a member entitled to vote may appoint one or more proxies in accordance with Regulation 59

of Table A but the instrument appointing the proxy must be in writing under the hand of the appointor or, if the appointor is a body corporate, under its seal (if any) or under the hand of an officer duly authorised (but so that the Directors are to be entitled to require evidence of the authority of such officer) and a vote given by proxy on a particular resolution may not be treated as valid or effective unless the instrument appointing such proxy relates only to the meeting at which that resolution is to be considered and either:

- (i) such instrument specifies whether the proxy is to vote for or against such resolution; or
 - (ii) such resolution is for an amendment to any resolution in respect of which the proxy has been directed to vote (either for or against); or
 - (iii) such resolution is a motion for an adjournment or for the appointment of a chairman;
- (b) a corporation which is a member of the Company may subject to, and in accordance with, any other provision of these Articles exercise the powers conferred by section 375(1)(a) of the 1985 Act to appoint a person as its representative but the Directors are to be entitled to require evidence of the authority of such representative

(This Article 10 is a Special Article)

SUBSTANTIAL SHAREHOLDINGS

11. (1) No person may, except to the extent that the Council otherwise agrees, be the holder of more

than ten per cent of the nominal value of the Shares of any class of the Company or the holder of more than ten per cent of the votes exercisable by the members of the Company for the time being

- (2) In determining whether such limit of ten per cent has been exceeded by any person ("the Shareholder"), there must be aggregated with the Shares registered in the name of the Shareholder and treated as held by him, Shares registered in the names of the persons who, in relation to him, are the persons referred to in:

- (a) section 12(1)(c) of the Lloyd's Act, if the Shareholder is a body corporate;
- (b) section 12(1)(e) (but excluding the proviso to that section) of the Lloyd's Act, if the Shareholder is an individual; and
- (c) section 12(1)(d) of the Lloyd's Act, if the Shareholder is a member of a partnership,

provided that:

- (i) references in section 12(1)(c) and (d) of the Lloyd's Act to a Director or a partner are to be treated, in the case of a Director or partner who is an individual, as including the persons mentioned in section 12(1)(e) of the Lloyd's Act; and
- (ii) this Sub-Article 11(2) does not require any Share to be taken into account more than once in determining whether the limit of ten per cent has been exceeded

(This Article 11 is a Special Article)

COMPULSORY SALE AND TRANSFER OF SHARES

12. (1) If:

- (a) any person is, without the agreement of the Council, a joint holder of any Share; or
- (b) the holder of an "A" Share who is a Qualifying Person ceases to be a Qualifying Person and as a result the proportion of "A" Shares which is held by Qualifying Persons falls below two thirds; or
- (c) without the consent of the Council, any person has an interest in a Share other than the holder thereof except by reason only of the occurrence of an event specified in paragraph (a) of Sub-Article 12(3); or
- (d) any consent, agreement or approval given by the Council with respect to a Share is revoked or expires or terminates or there is a breach by any holder of any undertaking given to the Council or
- (e) any holder is in breach of Article 11 ("Substantial Shareholdings"),

the Directors shall, unless the Council agrees otherwise, as soon as practicable give a Transfer Notice complying with Sub-Article 12(4) to the person who is the holder concerned or the holder of the Shares concerned with respect to the Shares to which this Sub-Article 12(1) applies provided always that in a case where paragraph (e) above applies but the Shares in question are held by more than one person, such notice need only be given to such holders as the Directors may in their absolute discretion and without assigning

any reason therefor determine for the purpose of remedying the breach of Article 11 ("Substantial Shareholdings") and their determination shall be conclusive.

- (2) Sub-Article 12(1) applies, unless the Council otherwise agrees, to all the Shares in the Company registered (whether solely or jointly with some other person(s)) in the name of the holder on whom notice under such Sub-Article is required to be served provided that:
- (a) if Sub-Article 12(1) applies to such holder by reason only of his being a joint holder of any Share without the consent of the Council, such paragraph applies (subject to paragraph (d) of this proviso) only to Shares so held;
 - (b) if Sub-Article 12(1) applies to such holder by reason only that he is the holder of an "A" Share and that as a result of his ceasing to be a Qualifying Person the proportion of the "A" Shares held by Qualifying Persons has fallen below two thirds, such Sub-Article applies only to the "A" Shares registered in his name;
 - (c) if Sub-Article 12(1) applies to such holder by reason only that, without the consent of the Council, another person has an interest in any Share held by him, such Sub-Article applies only to the Share registered in his name in which another person has, without the consent of the Council an interest;
 - (d) if the Council so agrees before the expiration of fourteen days from the date of the notice given pursuant to Sub-Article 12(1), such Sub-Article shall apply by virtue

of such notice to some only of the Shares to which it would otherwise apply by reason of paragraphs (b) or (e) of this proviso;

- (e) if Sub-Article 12(1) applies to such holder by virtue only of paragraph (e) thereof, such Sub-Article applies (subject as aforesaid) only to such number or value of the Shares of each class held by him as the Directors may in their absolute discretion and without assigning any reason therefor determine for the purpose of remedying the breach of Article 11 ("Substantial Shareholdings") and their determination shall be conclusive

(3) If:

- (a) any Shareholder (being an individual) dies;
or
- (b) any Shareholder (being an individual) is adjudicated bankrupt, or (being a body corporate) enters into liquidation or has a receiver or administrator appointed of its Shares in the Company or (whether a body corporate or an individual) makes any arrangement or composition with his creditors generally or anything analogous to any of the events specified in this sub-paragraph (b) occurs under the laws of any applicable jurisdiction; or
- (c) a Default Notice has been served in accordance with Article 20 on any Shareholder and has not been withdrawn

the Directors may, and at the discretion of the Council they shall, give a Transfer Notice, complying with Sub-Article 12(4) to the holder of

such Shares with respect to such of the Shares held by him (whether solely or jointly) as may be specified in such Transfer Notice but no direction may be given by the Council in the case of paragraph (a) or (b) hereof until the expiry of sixty days from the date on which occurred the event by virtue of which such paragraph first applied

- (4) (a) In this Sub-Article 12(4), the following expressions bear the meanings set opposite them respectively below:

"Acceptor"	a person to whom Transfer Shares are offered pursuant to this Sub-Article 12(4) and who accepts such offer
"Accepted Shares"	Transfer Shares which are accepted by a person to whom they are offered pursuant to this Sub-Article 12(4)
"Board Nominee"	a person nominated by the Directors, being a person eligible to be registered as holder of Transfer Shares
"Fair Value"	the fair value of Transfer Shares as determined in accordance with paragraphs (d) and (e) of this Sub-Article 12(4) ("Transfer of Shares")
"person eligible to hold Transfer Shares"	a person in whose name Transfer Shares may be registered without breaching at the anticipated time of registration any provisions of

these Articles (including the Special Articles)

- "Transferor" a person to whom a Transfer Notice is given pursuant to this Article 12
- "Transferor's Nominee" a person nominated by the Transferor by notice in writing to the Company as a person to whom Transfer Shares may be offered under paragraph (d) of this Sub-Article 12(4)
- "Transfer Notice" a notice in writing given by the Directors to a holder or joint holder of Shares requiring either that the Shares specified therein be transferred at Fair Value or be sold to the Company at Fair Value
- "Transfer Shares" the Shares specified in a Transfer Notice being Shares to which Sub-Article 12(1) or Sub-Article 12(3) apply
- (b) A Transfer Notice shall specify the Shares to which it relates and must require either:
- (i) that the Transfer Shares be transferred at their Fair Value; or
 - (ii) that the Transfer Shares be sold to the Company at their Fair Value;

Provided that no Transfer Notice may be given which requires Transfer Shares to be sold to the

Company unless:

- (aa) the Council has given its consent to such purchase;
 - (bb) the Transfer Shares are to be purchased out of distributable profits or, the proceeds of a fresh issue of Shares; and
 - (cc) the applicable requirements of Chapter VII of Part V of the 1985 Act are satisfied
- (c) Except where a Transfer Notice validly requires that Transfer Shares shall be sold to the Company, the Directors shall offer the Transfer Shares for sale at their Fair Value to members of the Company other than the Transferor in accordance with the remaining provisions of this Sub-Article 12(4).
- (d) The Fair Value of Transfer Shares which are "B" Shares shall be fixed by agreement between the Transferor and the Directors or, failing agreement, shall be such sums as the Auditors, (or failing whom a chartered accountant agreed between the Transferor and the Directors or, in default, a chartered accountant nominated by the Chairman, or a deputy Chairman of Lloyd's) may determine and certify to be the fair value thereof. The Fair Value of Transfer Shares which are "A" Shares shall be the amount equal to the paid up capital thereon.
- (e) When any person (being a chartered accountant or the Auditors) shall make a determination of Fair Value of Transfer Shares for the purposes of this Article 12 ("the Valuer") he shall act as an expert and not as an arbitrator and the provisions of the Arbitration Act 1950 (as amended) shall not apply. The Valuer shall have regard to such matters relating to the affairs of the Company as

he may in his discretion think fit and neither the Transferor nor the Directors shall be entitled to inquire into or challenge the basis on which the valuation was made. The Valuer's fees shall be borne by the Company except as prohibited by law.

- (f) The Directors shall in the case where "B" Shares are comprised in a Transfer Notice then within 7 days after the Fair Value has been fixed by agreement or valuation and in the case of the "A" Shares alone then within 7 days after the giving of the Transfer Notice offer the Transfer Shares as follows:

- (i) Transfer Shares which are "B" Shares shall be offered in writing to the "B" Shareholders of the Company other than the Transferor in proportion to their respective holdings of "B" Shares and the Directors shall enquire of each "B" Shareholder whether he wishes to acquire any Transfer Shares not taken up by the persons to whom they are first being offered. Any such Transfer Shares not accepted within 14 days (or such extended period as the Directors may reasonably fix) by the person to whom they were first offered shall then be offered to those "B" Shareholders who have expressed an interest in acquiring the same to the intent that no Transfer Shares which are "B" Shares shall be available for transfer to any person who is not already a holder of "B" Shares while any existing "B" Shareholder is willing to take up and pay for them and to the further intent that as between the "B" Shareholders competing for Transfer Shares on offer such Transfer Shares shall be allocated between the competing members in proportion to the respective number of "B" Shares in the

Company already held by them (including Transfer Shares previously accepted by them). The rights of pre-emption conferred by this paragraph (f)(i) of Sub-Article 12(4) may be waived by or varied with the consent of all holders of "B" Shares for the time being in issue.

- (ii) In the case of Transfer Shares which are "A" Shares the Directors shall offer the same to such persons eligible under the Articles to hold "A" Shares as the holders of (or persons entitled to) the majority of the issued "A" Shares may have nominated in writing or failing such nomination as the Directors may determine.
- (g) Transfer Shares not accepted by the persons to whom they have been offered in accordance with the foregoing procedure may be offered at their Fair Value to such persons eligible to hold the same as the Directors think fit until the 42nd day after their Fair Value has been fixed by valuation or agreement or in the case of a Transfer Notice relating only to "A" Shares until the 42nd day after service of such Transfer Notice.
- (h) If there are not Acceptors for all the Transfer Shares within 42 days after their Fair Value has been fixed by valuation or agreement or in the case of a Transfer Notice relating only to "A" Shares within 42 days after service of such Transfer Notice the Directors shall offer the Transfer Shares:
 - (i) to any Transferor's Nominee who is eligible to hold the Transfer Shares or some of them, and
 - (ii) thereafter, as respects any unsold Transfer Shares, to one or more Board Nominees as the Directors may decide

(i) If thereafter,

- (i) and to the extent that offers of Transfer Shares made by the Directors are not accepted; or
- (ii) the Acceptor does not duly execute or deliver a compliance declaration under paragraph (a) of Sub-Article 9(3) in respect of the Accepted Shares; or
- (iii) the Acceptor (being a Qualifying Person) does not execute and deliver an undertaking and acknowledgement under paragraph (b) of Sub-Article 9(3) in respect of any Accepted Shares which are "A" Shares; or
- (iv) the Council directs the Directors not to register Accepted Shares in the name of the relative Acceptor; or
- (v) any person to whom the Transferor is under any provision of this Sub-Article 12(4) bound to transfer Shares fails to make payment of their Fair Value at the time stipulated by the Directors,

the Directors shall, as soon as practicable, offer the Transfer Shares in question to some other Board Nominee willing to accept and pay for the same. Such person must be a person qualified to hold such shares and he must, prior to being nominated, have executed and delivered to the Company a compliance declaration under Paragraph (a) Sub-Article 9(3) and (if he is a Qualifying Person and such Shares are "A" Shares) an undertaking and acknowledgement under Paragraph (b) of Sub-Article 9(3) in respect thereof. The Directors shall in such case serve a notice on the Transferor specifying the name of the Board Nominee and the number of the Transfer Shares to be transferred to him and the Transferor shall within fourteen days of the service on him of such

notice, execute and deliver to the Company a form of transfer transferring such Shares in accordance therewith

(j) Subject to:

- (i) compliance by the Acceptor with the provisions of these Articles (including the Special Articles) relating to the holding of Shares and obtaining registration of transfer of Shares;
- (ii) any direction of the Council; and
- (iii) payment by the Acceptor of the Fair Value thereof,

the Transferor shall at the written request of the Directors execute and deliver to the Company one or more forms of transfer as may be required for transfer of Accepted Shares to the Acceptor thereof and if the Transferor shall fail to do so within 14 days of service of the request the Directors shall authorise an officer of the Company as the agent of the Transferor to execute a transfer of the Accepted Shares to the Acceptor which transfer shall be valid and effective and the Company may itself receive and give a good receipt for the purchase price and register the Acceptor as holders of the Accepted Shares whereupon the Acceptor shall become indefeasibly entitled thereto. In such case the Transferor shall be obliged to deliver up the certificate for the Accepted Shares against delivery whereof he shall be entitled to receive the purchase price without interest and a balance certificate for the unsold Shares (if any) comprised within the certificate so surrendered.

- (5) In any case where a Transfer Notice requires the Transferor to sell Transfer Shares to the Company,

the Directors must draw up a draft contract of purchase which provides for completion of the purchase of the relevant Transfer Shares on the expiration of seven days after the passing of the special resolution hereinafter mentioned and for the payment to the Transferor of the purchase price therefor on completion. The Transferor is deemed, by virtue of his having become a member of the Company, to have agreed:

- (a) to such contract; and
- (b) to have appointed any person nominated by the Directors to execute such contract on his behalf; and
- (c) to deliver the relevant Transfer Shares to the Company at completion.

The Directors shall convene a meeting to consider a special resolution to authorise such contract of purchase, and take all such steps as are necessary or desirable to be taken by them to ensure that such contract is duly approved, executed and carried into effect. Every member of the Company who being so entitled, votes (whether in person or by proxy) on such special resolution or any other resolution necessary to give effect thereto (whether a resolution of the Company or of the holders of any class of its Shares) must vote in favour thereof

(This Article 12 is a Special Article)

TRANSFER OF SHARES

13. (1) (a) No Share shall be transferred to an infant, bankrupt or a person who is a patient within the meaning of the Mental Health Acts or to

any person who is prohibited by these Articles from holding such Share

- (b) The instrument of transfer of any Share shall be executed by or on behalf of the transferor who shall be deemed to remain the holder of such Share until the name of the transferee is entered in the Register in respect thereof and the Directors may refuse to register the transfer of a Share (i) on which the Company has a lien or (ii) unless the certificate of such Share and other evidence satisfactory to the Directors of the right to make the transfer is produced to the Directors (Regulation 23 of Table A shall be deemed modified accordingly)
 - (c) The Directors shall register a transfer of a Share in the Company if (and only if) it is made in accordance with the preceding Article 12 or this Article 13 or where applicable the succeeding Article 14. (Regulation 24 of Table A does not apply)
- (2) Subject to the Special Articles when applicable and any requirement of the Council thereunder and to all other provisions of these Articles relating to the acquisition and holding of Shares in the Company
- (a) an "A" Share may be transferred with the consent in writing of the Directors to any person
 - (b) a "B" Share may be transferred to any person

TRANSMISSION OF SHARES

14. (1) Subject to the provisions of these Articles governing the holding of shares in the Company and

to Article 12 ("Compulsory Sale and Transfer of Shares") a person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the Directors and subject (in the case of an "A" Share) to the consent of the Directors under Article 13(2) elect either to be registered himself as holder of the Share or to have some person nominated by him registered as the transferee thereof

- (2) Pending transfer of the Share under Sub-Article 14(1) or the giving of a compulsory Transfer Notice under Article 12 a person becoming entitled to a Share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the Shares except that he shall not be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company

(Regulations 29, 30 and 31 of Table A do not apply)

PROCEEDINGS AT GENERAL MEETINGS

15. (1) No business shall be transacted by any general meeting of the Company unless a quorum of members is present at the time when the meeting proceeds to business; the quorum at a general meeting of the Company shall be two "A" Shareholders present in person or by proxy except that in the case of a general meeting convened to consider a resolution on which a "B" Shareholder is entitled to vote, a quorum in relation to that resolution shall be two Shareholders present in person or by proxy and entitled to vote thereon

- (2) Subject to Sub-Article 15(3) on a show of hands every "A" Shareholder present in person or by proxy at a general meeting shall have one vote and on a poll every "A" Shareholder who is present in person or by proxy shall have one vote for each "A" Share of which he is the holder
- (3) If at any time whilst the Special Articles apply to the Company more than one third of the votes exercisable by the holders for the time being of "A" Shares would (were it not for the provisions of this Sub-Article) be exercisable by persons who are not Qualifying Persons each "A" Share held by a person who is not a Qualifying Person shall carry the number of votes equal to:

Q

2 x NQ

where "Q" equals the number of relevant "A" Shares held by persons who are Qualifying Persons

"NQ" equals the number of relevant "A" Shares held by persons who are not Qualifying Persons

and for this purpose each "A" Share in issue shall be counted as a relevant "A" Share except any "A" Share

- (i) the registered holder of which is dead or has been adjudicated bankrupt;
- (ii) which is specified in a Default Notice pursuant to Article 20 ("Suspension of Voting Rights") which has not been withdrawn; or
- (iii) the registered holder of which is, by virtue of some other provision of these Articles or by reason of an order of a court of competent jurisdiction prohibited from voting Provided this sub-paragraph (iii) does not apply to Shares held by a member in respect of whom an

order has been made by any competent court by reason of the mental disorder of such member if and so long as the court has authorised some other person to vote on that member's behalf

(This Sub-Article 15(3) is a Special Article)

16. On every resolution on which "B" Shareholders are entitled to vote in general meeting, every "B" Shareholder present in person or by proxy shall on a show of hands have one vote and on a poll one vote for each share of which he is the holder
17. An instrument of proxy which has not been deposited at the registered office of the Company shall nevertheless be treated as valid if before any vote is cast by the person named therein the instrument of proxy is produced to the chairman of the relevant meeting. Regulation 62 of Table A shall be deemed modified accordingly.
18. Regulation 53 of Table A shall be deemed amended by deletion of all words after "convened and held" and the addition of a second sentence reading:

"Such resolution may consist of several documents in like form each signed by one or more members or their duly authorised agents in which event the resolution shall be deemed passed upon notification (by any means) of signature to the registered office or the Secretary of the Company"

CLASS GENERAL MEETINGS

19. (1) The provisions of these Articles relating to general meetings shall apply to separate general

meetings of a class of Shareholders except that:-

- (a) at every separate general meeting of members of a class of Shareholders on a show of hands every member of the class present in person or by proxy shall have one vote and on a poll every member of the class shall have one vote for each Share of that class of which he is the holder;
 - (b) if any such separate general meeting as is referred to in paragraph (a) above is adjourned by reason that a quorum is not present then if a quorum shall not be present within half an hour from the time appointed for such adjourned meeting the holder or holders of Shares of the class who are present shall be a quorum
- (2) Regulation 53 of Table A as amended by these Articles shall apply to every class resolution

SUSPENSION OF VOTING RIGHTS

20. (1) In this Article 20 and in Article 12, the expression "Default Notice" means a notice stating that the holder of Shares on whom it is served ("the relevant holder") is not entitled to attend or vote at any general or class meeting of the Company either personally or by proxy or to be reckoned in a quorum in relation to any such meeting in respect of any Share specified in such notice. Upon service of Default Notice in accordance with this Article, the relevant holder ceases to be so entitled. If a Default Notice is withdrawn in accordance with this Article, the relevant holder becomes entitled in respect of the Shares specified in such notice to exercise such right as he had immediately before the service of

the Default Notice to attend and vote (either in person or by proxy) at any general or class meeting of the Company either personally or by proxy and to be reckoned in the quorum in relation to any such meeting with effect from the date on which notice of such withdrawal is served upon him

- (2) The Directors may at any time and at the request of the Council, they shall, by written notice require any holder of a Share to give them such information or evidence supported (if the Directors or the Council so require) by a statutory declaration as the Directors or the Council may consider necessary or desirable for determining whether or not there is or is to be an infringement by any person with respect to such share of Article 10 ("Beneficial Ownership") or Article 11 ("Substantial Shareholdings") or of any condition imposed by, or undertaking given to, the Council pursuant to any of the Special Articles

- (3) If:

- (a) at any time, the Directors have reasonable grounds for believing that any holder has failed within fourteen days of the service of such notice to comply with the notice given to him pursuant to this Article 20; or
- (b) any holder, having responded within such period of such notice, has failed to satisfy the Directors, or (where the notice was given at the request of the Council) the Council, that there is no or is to be no infringement with respect to any share held by him of Article 10 ("Beneficial Ownership") or Article 11 ("Substantial Shareholdings") or of any condition imposed by, or undertaking given to, the Council pursuant to any of the

Special Articles; or

- (c) the Directors become aware that the holder of an "A" Share who was a Qualifying Person has ceased to be a Qualifying Person and as a result the proportion of "A" Shares which is held by Qualifying Persons falls below two-thirds,

the Directors may and, at the direction of the Council, they shall as soon as practicable, without prejudice to Article 12 ("Compulsory Sale and Transfer of Shares"), serve a Default Notice on the holder concerned specifying the Shares to which such notice relates

- (4) The Directors shall cause the Register to have noted against the relevant holder details of such Default Notice and the Shares specified therein.
- (5) A Default Notice shall be conclusive evidence against the relevant holder that circumstances had arisen entitling the Directors to serve such notice
- (6) Any Default Notice which is given pursuant to this Article 20 shall be served in a manner in which a notice of meeting is authorised to be served by Regulations 111 to 116 inclusive of Table A
- (7) A Share specified in a Default Notice which has not been withdrawn by a further notice in writing may not be transferred except in accordance with Article 12 ("Compulsory Sale and Transfer of Shares"). Upon registration of the transfer in accordance with such Article 12 of any such Share the relative Default Notice is to be treated as withdrawn

(8) A Default Notice once served may not be withdrawn unless:

(a) it is served pursuant to Sub-Article (3) of this Article and the default to which it relates is capable of being remedied and is remedied to the satisfaction of the Directors, or (if the Default Notice was given at the direction of the Council) the Council, prior to service pursuant to Article 12 of a Transfer Notice in respect of the Shares specified therein; or

(b) the Council agrees

(This Article 20 is a Special Article)

SPECIAL QUALIFICATIONS OF DIRECTORS

21. Unless the Council otherwise agrees:-

(1) A person shall not be appointed a Director unless:

(a) he shall have been approved by the Council to hold such office and the Company shall have received written notice to that effect; and

(b) he is an underwriting member, annual subscriber, or associate (as defined by the Lloyd's Act).

The succeeding Sub-Articles 21(2), (3) and (4) shall take effect subject to this Sub-Article 21(1)

(2) At least two-thirds of the Directors (other than alternate Directors) for the time being shall be Qualifying Working Members. If and so long as without the agreement of the Council two-thirds of

the Directors shall not be such members, the continuing Director(s) may act for the purposes of increasing the number of Directors so that two-thirds thereof shall be such members or of summoning a general meeting of the Company, but for no other purpose

(3) Without prejudice to Regulations 78 and 79 of Table A as amended by these Articles the Directors shall appoint to be a Director of the Company (if such person is not already a Director):

(a) an Active Underwriter chosen from each of the marine, non-marine, aviation and motor markets in which the Company manages Syndicates provided that an Active Underwriter who acts on behalf of Syndicates which operate in more than one such market may be chosen in respect of each market in which those Syndicates operate; and

(b) unless the Council otherwise agrees, the Active Underwriter of any Syndicate which represents ten per cent or more of the total stamp capacity of the Syndicates managed by the Company

(4) Directors of the Company may be appointed (subject to Sub-Article 27(3)) only by a resolution of either the Company in general meeting or the board of Directors and removed only by a resolution of the Company in general meeting in accordance with Sections 303 and 304 of the 1985 Act or by disqualification and the consent or concurrence of any person (other than the Council) shall not be required for the appointment or removal of a person as a Director

(5) A person is not eligible to be an alternate

Director unless he satisfies the criteria of the Council as to suitability and the Company receives written notice to that effect, and a person is not eligible to be an alternate Director for a Director who is a Qualifying Working Member unless the proposed alternate is also a Qualifying Working Member.

- (6) If any resolution for the removal of a Director is to be proposed at any general meeting of the Company, the Directors, or, in the case of a meeting requisitioned by members of the Company in accordance with section 368 of the 1985 Act, the requisitionists, shall send to the Council a copy of the notice of such meeting at the same time as the notice is sent to members of the Company, and, in addition, the Company must send to the Council a copy of any representations made pursuant to section 304 of the 1985 Act at the same time as the representations are sent to members of the Company. If copies of such representations are not sent to members of the Company because they are received too late, they must be sent by the Company to the Council as soon as practicable after their receipt.
- (7) It is necessary to give notice of a meeting of Directors to every Director including a Director who is for the time being absent from the United Kingdom who has given to the Secretary an address either within or outside the United Kingdom for the purpose. Any notice of meeting required by this Sub-Article 21(7) to be sent to an address outside the United Kingdom must, if less than fourteen days' notice is given, be sent by telex, facsimile transmission, cable or telephone. Any such notice given by telephone must be confirmed as soon as possible by telex, facsimile transmission or cable. Any such notice authorised

to be and given by post must be sent by prepaid airmail (first class where appropriate)

(This Article 21 is a Special Article)

NUMBER OF DIRECTORS

22. Subject to Article 21 ("Special Qualifications of Directors") when applicable the number of Directors may be fixed by the Company in general meeting and until so fixed there shall be not less than two Directors and a sole Director shall only be entitled to act for the purposes specified in Regulation 90 of Table A.

REMUNERATION AND INTERESTS OF DIRECTORS

23. The right of an executive Director to remuneration fixed by the Directors under Regulation 84 of Table A shall be in addition to any remuneration fixed by the Company in general meeting under Regulation 82 of Table A.
24. Subject to the provisions of Part X of the 1985 Act a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a Director may vote on any matter in which he has declared to the Board in writing that he is interested (whether or not such interest conflicts with that of the Company) and be included for the purpose of a quorum at any meeting at which the same is considered

and he may retain for his own benefit all profits and advantages accruing to him for any such interest to the extent that such interest has been declared as aforesaid

(Regulations 94 to 98 of Table A shall be construed accordingly).

25. Regulation 86 of Table A shall apply as if the words "and these Articles" were inserted after "regulation 85"

DIRECTOR'S POWERS TO DELEGATE

26. The powers of the Directors are not capable of general delegation otherwise than to a Managing Director or with the approval of the Council. (Regulations 71 and 72 of Table A shall be deemed modified accordingly.)

(This Article 26 is a Special Article)

APPOINTMENT OF DIRECTORS

27. (1) Regulation 78 of Table A shall apply as if the last words commencing "and may also determine" were deleted therefrom
- (2) Regulation 79 of Table A shall apply as if the last two sentences were deleted therefrom
- (3) Subject to compliance with Article 21 and to delivery to the Council of an undertaking in such form as the Council shall require the holders of the "B" Shares shall be entitled from time to time by Ordinary Resolution of the "B" Shareholders as a class to appoint two non-executive Directors

(This Sub-Article 27(3) is a Special Article)

DISQUALIFICATION OF DIRECTORS

28. By way of addition to any other provision of these Articles providing for the disqualification of a Director, the office of a Director shall be vacated:-

- (a) if the Director is the subject of a direction or administrative suspension under any Lloyd's Byelaw or the Director is found guilty of misconduct under any Lloyd's Byelaw and in either case, the Council notifies the Company that such Director is not longer permitted to be a Director by reason of such direction or finding or
- (b) if the Director ceases to hold the qualification for appointment as Director contained in Sub-Article 21(1)

(This Article 28 is a Special Article)

29. (1) The office of Director shall be vacated if the Director:

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) becomes prohibited from being a Director either by reason of an order made under any enactment or by reason of the occurrence of any other event in consequence of which he is by virtue of any enactment disqualified from being a Director or anything analogous to any of the events specified in this paragraph (b) occurs under the law of any applicable jurisdiction; or
- (c) he is, or may be, suffering from mental

disorder and either:-

- (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator, bonis or other person to exercise powers with respect to his property or affairs; or
- (d) resigns his office by notice in writing to the Company, or
- (e) is removed from office in accordance with Section 303 of the 1985 Act.
- (2) Holders of "B" Shares shall be entitled by virtue of such "B" Shares to vote on a resolution for the removal of any non-executive director appointed pursuant to Sub-Article 27(3).
- (3) The Directors shall not retire from office by rotation (Regulations 73 to 77 inclusive of Table A do not apply) and each Director shall hold office until such office is vacated in accordance with these Articles

(Sub-Article 29(2) is a Special Article)

PROCEEDINGS OF DIRECTORS

30. (1) The chairman of the board of Directors shall in the case of an equality of votes have a second or

casting vote at a meeting of the Directors. Save as aforesaid no Director may have more than one vote at a meeting of the Directors unless he is also acting as alternate Director.

(2) The quorum necessary for the transaction of the business of the Directors is two or if greater one half the number of Directors for the time being in office. For the purposes of determining whether a quorum exists, alternate Directors must not be included at any time when the Special Articles apply to the Company

(3) It shall not be necessary for the purpose of a Directors' meeting that all participants be present at the same place provided that the Directors counted in the quorum are all in contact for the purpose of the meeting whether in person or by radio or telephone or other instantaneous means of communication

31. A resolution in writing signed or approved by letter facsimile transmission telex or cable by any two Directors and each other Director or his alternate shall be as valid and effective as if it had been passed at a meeting of the Directors duly convened and held and when signed may consist of several documents each signed or approved as aforesaid by one or more of the Directors (or as the case may be, by their alternates). Such resolution shall be deemed effectively passed at the time of notification (by any means) of the last of the signatures to the registered office or the Secretary of the Company

(Regulation 93 of Table A does not apply)

ALTERNATE DIRECTORS

32. (1) The power of appointment of alternate Directors shall be subject to the Special Articles if

applicable

- (2) An appointment of an alternate shall be effected by notification (by any means) given to the Company by the Director making such appointment and the alternate Director shall vacate such office if disqualified or if his appointment is revoked in writing by the appointing Director or if the appointing Director himself ceases to be a Director

(Regulations 65 and 68 of Table A shall be deemed modified accordingly)

EXECUTIVE DIRECTORS

33. (1) Subject to Special Article 26 the directors may from time to time appoint one or more directors to be the holder of any executive office, including but not limited to that of managing director, executive director, or assistant managing director, for such period, at such remuneration, with such duties and powers and upon such terms as it shall resolve, but no director holding any executive office shall be invested with any powers which the board of directors itself could not have exercised.
- (2) The remuneration of a director holding any executive office may be of any description and may include admission to, or continuance of membership of, any scheme or fund instituted, supported or financed by the Company for the provision of pensions, life insurance, share incentives, options or other benefits for employees or their dependants.
- (3) The board of directors may grant or give pensions, gratuities, annuities, or other benefits or

allowances to any director holding any executive office (or to his widow or dependants) whether on or after retirement or death and may make payments or contributions of any kind in connection therewith.

- (4) A director holding any executive office shall be subject to the same provisions as to removal as the other directors of the Company and if he ceases for any reason to hold the office of director, his appointment as holder of any executive office shall automatically determine, provided that such determination shall be without prejudice to any claim he may have for damages for breach of any contract of services between him and the Company.

INDEMNITY

34. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about or in connection with the execution of the duties of his office, including any liability incurred by him in defending any proceedings, (whether civil or criminal) in which judgment is given in his favour or in which he is acquitted, or in connection with any application under Section 727 of the 1985 Act in which relief is granted to him by the Court. No Director or other officer of the Company shall be liable for any loss, damage or liability which may accrue to or be incurred by the Company in the execution of or in relation to the duties of his office. This regulation shall only have effect in so far as its provisions are not rendered void by Section 310 of the 1985 Act.

Company Number: 1515647

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

Alston Brockbank Agencies Ltd

Passed on the 24th day of March 1992

At an Annual General Meeting of the Company duly convened and held at 18 Rood Lane, London, EC3M 8AP, on the 24th day of March 1992 the following Resolution was passed as an Ordinary Resolution of the Company:-

ORDINARY RESOLUTION

It was resolved that the company elect, in accordance with Section 379A of the Companies Acts, to dispense with the holding of annual general meetings in subsequent years in accordance with Section 366A of the Companies Acts.

The above is certified as correct.

[Signature]

CHAIRMAN



Company Number: 1515647

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

Alston Brockbank Agencies Ltd

Passed on the 24th day of April 1992

At an Extraordinary General Meeting of the Company duly convened and held at 18 Rood Lane, London, EC3M 8AP, on the 24th day of April 1992 the following Resolution was passed as an Ordinary Resolution of the Company:-

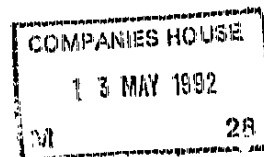
ORDINARY RESOLUTION

THAT the authorised share capital of the company be and is hereby increased to £250,100 by the creation of 90,000 "B" Non-Voting Participating Shares of £1 each in accordance with regulation 32(a) of Table A.

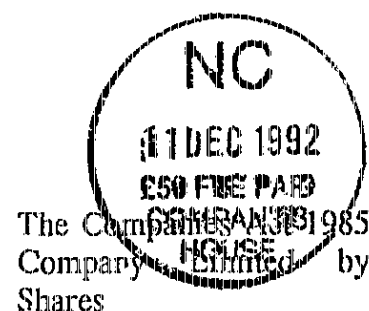
The above is certified as correct.

P. J. Stanton
.....

CHAIRMAN



Company No 1515647



201155745 AFR

SPECIAL RESOLUTION

of

ALSTON BROCKBANK AGENCIES LIMITED

Passed the 11th day of November 1992.

At an Extraordinary General Meeting of the company duly convened and held at:

18 Rood Lane, London, EC3M 8AP

the following Resolution was duly passed as a Special Resolution.

THAT the name of the company be changed to Brockbank Syndicate Management Limited with effect from 1st January 1993.



CHAIRMAN.....
T I Dale-Harris

FILE COPY



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 1515647

I hereby certify that

ALSTON BROCKBANK AGENCIES LIMITED

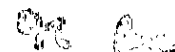
having by special resolution changed its name,

is now incorporated under the name of

BROCKBANK SYNDICATE MANAGEMENT LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 1 JANUARY 1993


M. L. JONES

an authorised officer

Company Number: 1515647

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

Brockbank Syndicate Management Ltd

Passed on the 23rd day of April 1993

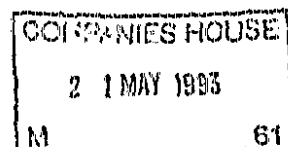
At an Extraordinary General Meeting of the Company duly convened and held at 18 Rood Lane, London, EC3M 8AP, on the 23rd day of April 1993 the following Resolution was passed as an Ordinary Resolution of the Company:-

ORDINARY RESOLUTION

THAT the authorised share capital of the company be and is hereby increased to £600,000 by the creation of 424,900 "B" Non-Voting Participating Shares of £1 each in accordance with regulation 32(a) of Table A.

The above is certified as correct.

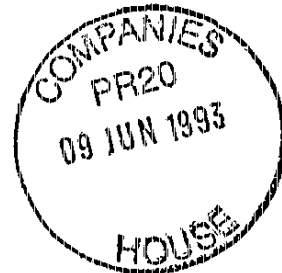

.....
CHAIRMAN



THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

OF

BROCKBANK SYNDICATE MANAGEMENT LIMITED



1. The name of the Company is BROCKBANK SYNDICATE MANAGEMENT LIMITED*
2. The registered office of the company will be situate in England.
3. The objects for which the Company is established are:-
 - (a) To carry on business as underwriting agents and insurance brokers and agents in all classes of insurance and as insurance advisers, pension advisers and consultant assessors, valuers, surveyors and average adjusters and mortgage brokers, and to undertake the provision of hire purchase and credit sale finance and to act as factors.
 - (b) To act as agents or sub-agents for underwriting members of Lloyd's and Lloyd's syndicates in all classes of insurance business and to act as brokers and agents for any individual, firm, association, syndicate, company or corporation carrying on the

* By Certificate of Incorporation on Change of Name dated the 8th May 1985 the name of the Company was changed from Towergate Underwriting Agencies Limited to its present name.

By Certificate of Incorporation on Change of Name dated the 1st January 1993 the name of the Company was changed from Alston Brockbank Agencies Limited to its present name.

business of insurance or re-insurance in any of its branches (including the provision or underwriting of policies or contracts for life or other annuities or endowment policies or any other contracts or policies of a like nature) and to act as managers for any insurance company, syndicate, club or association, or any individual underwriter in connection with its or his business (wherever the same may be carried on) or any branch of the same, and to carry on any business of insurance or re-insurance of a kind not hereinafter expressly prohibited.

- (c) To accumulate capital for any of the purposes of the Company, and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally, and to admit any class or other section of those who insure or have any dealings with the Company to any share in the profits thereof or in the profits of any particular branch of the Company's business, or to any other special rights, privileges, advantages and benefits.
- (d) To invest any monies of the Company not required for the purpose of its business in such investments or securities as may be thought expedient.
- (e) To purchase, take in exchange or otherwise acquire and hold ships and vessels or any shares in ships or vessels, and also shares, stocks and securities (whether fully paid up or not) of any companies possessed of or interested in any ships or vessels, and to maintain, repair, improve, alter sell, exchange or let out on hire or charter or otherwise deal with or dispose of any ships, vessels, shares, stocks, or securities as aforesaid.

- (f) To carry on all or any of the businesses of shipowners, ship brokers, managers of shipping, property, freight contractors carriers by land and sea, bargeowners, lighterman, forwarding agents, storekeepers, warehousemen, wharfingers, and dock proprietors.
- (g) To grow, produce, manufacture, buy, sell and deal in produce, merchandise, goods and property of every description whatsoever and as planters, manufacturers, merchants, agents, brokers or otherwise howsoever.
- (h) To become surety in and to execute any bail-bond or guarantee in lieu of bail or any other bond or guarantee for whatever purpose the same may be required.
- (i) To carry on the business of a salvage company or association in all its branches and operations of every nature in any way connected with salvage, and to act as agents or managers of any salvage company or association or of any branch thereof.
- (j) To establish or promote any insurance company, club or association whatsoever (whether on the mutual principle or otherwise) in any part of the world.
- (k) To carry on, conduct, create, assist or participate in any capacity in commercial, industrial and financial undertakings, businesses and operations of every kind in any part of the world.
- (l) To pay, satisfy or compromise any claims made against the Company which it may seem expedient to pay, satisfy or compromise notwithstanding that the same may not be valid in law.
- (m) To carry on any other trade or business whatsoever which can, in the opinion of the Company, be advantageously or conveniently

carried on by the Company by way of extension of or in connection with any such business as aforesaid or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights.

- (n) To secure or undertake in any way (and in particular by the creation and issue of debentures and mortgages) the repayment of money lent or advanced to or the liabilities incurred by any person, firm or company and to guarantee either by personal obligation or by mortgaging or charging all or any part of the undertaking property and assets both present and future (including uncalled capital) of the Company, or by both such methods, the performance of any contract or obligation of any person, firm or company whatsoever.
- (o) To acquire and undertake the whole or any part of the business, goodwill and assets of any person firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire any interest in, amalgamate with or enter into any arrangements for sharing profits or for co-operation or mutual assistance with any such person, firm or company, and to give or accept by way of consideration for any of the acts or things aforesaid or for any property acquired, any shares, debentures or securities that may be agreed upon, and to hold and retain or sell mortgages and deal with any shares, debentures or securities so received.

- (p) To take or otherwise acquire and hold shares, stocks, debentures or other securities of or interests in any other company having objects altogether or in part similar to those of this Company or carrying on or about to carry on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (q) To purchase, to hold, to take on lease or in exchange, hire or otherwise acquire, any real or personal property which the Company may think necessary or convenient for the purposes of its business.
- (r) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid shares, or by the issue of securities, or partly in one mode and partly in another, and generally on such terms as may be determined.
- (s) To enter into any contracts or agreements and to give any guarantees, undertakings and securities which the Committee of Lloyd's may require to be entered into and which may seem conducive to the Company's objects or any of them.
- (t) To do all acts necessary or expedient for carrying on in all foreign country or in any part of Her Majesty's Dominions any business of the Company necessary or expedient to be there carried on or which may in any other respects seem necessary or convenient for the transaction of the business of the Company.
- (u) To apply for, promote and obtain any Act of Parliament or law of any foreign legislative authority or the licence or consent of any authority for enabling the Company to carry out its objects or any of them or for conferring on the Company any additional power, for modifying these presents, or for

any other purpose which may seem expedient or to oppose any Bills, proceedings or applications which may be thought to be directly or indirectly prejudicial to the Company.

- (v) To borrow or raise or secure the payment of money by Mortgage, or by the issue of debentures or debenture stock, perpetual or otherwise, or in such other manner as the Company shall think fit, and for the purposes aforesaid or for any other lawful purpose, to charge all or any of the Company's property or assets, present and future, including its uncalled capital, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (w) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange warrants, debentures and other negotiable or transferable instruments.
- (x) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers of the Company or to employees or ex-employees of the Company or its predecessors in business or the wives, widows, families and dependents of any such persons and to support or subscribe to any charitable or public institutions, clubs societies or funds.
- (y) To purchase, subscribe for or otherwise acquire and to hold, sell or deal in any manner in the shares, debentures or securities of any company whether fully paid up or not, and (whether with limited or unlimited liabilities) in the United Kingdom or elsewhere.
- (z) To distribute among the Members of the Company in kind any property of the Company and in particular any shares, debentures or securities of other companies belonging to

the Company or of which this Company may have power of disposing.

(aa) To lend money to any company, firm or person on any terms that may be thought fit and to give all kinds of indemnities and guarantees and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such indemnity or guarantee, and whether or not it is given in connection with or pursuant to the attainment of the objects herein stated; to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture, stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary company as defined by Section 736 of the Companies Act 1985, or otherwise associated with the Company in business; and to apply the funds of the Company for the provision of deposits at Lloyd's for candidates for election to and for the members of and annual subscribers to Lloyd's.

(bb) To enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interests, with any person or persons or corporation engaged or interested or about to become engaged or interested in the carrying on or conduct of any business or enterprises which this Company is authorised

to carry on or conduct or from which this Company would or might derive any benefit whether direct or indirect.

(cc) To promote, subsidise and assist companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to pay the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment, registration and advertising of any such company and the issue of its capital or securities and to take and otherwise acquire, hold and dispose of shares, debentures and other securities in or of any such company, or to subsidise or assist any such company and to guarantee the payment of such debentures or securities of any such company, and the interest thereof, and the payment of the capital of, and of the dividends payable upon the stocks or shares of any such company.

(dd) To remunerate any persons, firm association or companies for services rendered or to be rendered in or about the promotion of the Company or of any company promoted by the Company or the conduct of the business of the Company or of any company promoted by the Company, or for subscribing or agreeing to subscribe, whether absolutely or conditionally, or for procuring or agreeing to produce subscriptions, whether absolute or conditional, for shares, debentures or other securities of the Company, or any company promoted by the Company or for guaranteeing the payment of any such debentures or securities or the interest thereon, such remuneration to be either wholly or partly in

cash, or for fully or partly paid shares or other securities of the Company, or to be paid in such other manner as the Company may determine.

- (ee) To amalgamate with any other company or companies.
- (ff) To sell or dispose of the undertaking, property and assets of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock or securities of any other company whether promoted by this Company for the purpose or not, and to improve, manage, develop, exchange lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (gg) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, or otherwise and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees, subsidiary companies or otherwise.
- (hh) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

The objects set forth in any sub-clause of this clause shall not, except when the context expressly so require, be in any wise limited or restricted by reference to or inference from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary to the objects mentioned in the first sub-clause of this clause, but the Company shall have full power to exercise all or any of the powers conferred by any part of this clause in any

part of the world, and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause. Provided that nothing herein contained shall empower the Company to carry on the business of insurance or to grant annuities within the meaning of the Insurance Companies Acts, 1958 or of any Act amending, extending or re-enacting the same, or to reinsure any risk under class of business to which this Act applies.

4. The liability of the Members is limited.
5. The Share Capital of the Company is £575,000 divided into 100,000 shares of £1 each.*

* See Special Resolution passed 23rd April 1993.

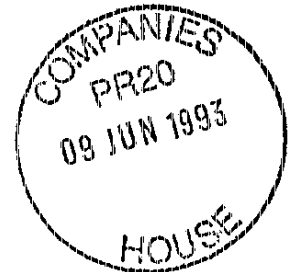
Company Number 1515647

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-OF-



BROCKBANK SYNDICATE MANAGEMENT LIMITED

(adopted by Special Resolution passed on 19th September 1989)

INTERPRETATION

- (1) In these Articles the words in Column 1 shall where the context admits bear the meaning assigned to them in Column 2:

Column 1

Column 2

"the Companies Acts"

The Companies Act 1985 The Companies Securities (Insider Dealing) Act 1985 and The Business Names Act 1985

"the 1985 Act"

The Companies Act 1985

"Table A"

Table A as prescribed by regulations made under Section 8 of the 1985 Act in force as at the date of adoption of these Articles.

"A" Shares"

the "A" Voting Non-Participating Shares of £1 in the Company each having the rights set out in these Articles and "A" Shareholder shall be construed accordingly.

- * The Company was incorporated on 3rd September 1980 as Towergate Underwriting Agencies Limited. The name Alston Brockbank Agencies Limited was adopted by Special Resolution passed on 9th April 1988. The present name was adopted by Special Resolution passed on 11th November 1993 to become effective from 1st January 1993.

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 as inserted by section 3 of the Companies Act 1989

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

* insert full name of company

Note
Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form.

† delete as appropriate

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

- 1. To the Registrar of Companies**
-
- (Address overleaf - Note 6)

Company number

1515647

Name of company

* BROCKBANK SYNDICATE MANAGEMENT LIMITED

- 2.**
- gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 1 1 2

- 3.**
- The current accounting reference period of the company is to be treated as
- ~~(shortened)~~
- [extended]† and
- ~~(is to be treated as having come to an end)~~
- [will come to an end]† on

Day Month Year

3 1 1 2 1 9 9 3

- 4.**
- If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][parent]† undertaking of

company number

the accounting reference date of which is

- 5.**
- If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on

and it is still in force.

- 6. Signed**

S. J. McNeill

Designation†

COMPANY SECRETARY

Date 9 AUGUST 1993

Presenter's name address
telephone number and reference (if any):THE BROCKBANK GROUP plc
18 ROAD LANE
LONDON
EC3M 8AP
GPmcm.For official use
D.E.B.

Company Number: 1515647

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

Brockbank Syndicate Management Ltd

Passed on the 23rd day of April 1993

At an Extraordinary General Meeting of the Company duly convened and held at 18 Rood Lane, London, EC3M 8AP, on the 23rd day of April 1993 the following Resolution was passed as an Ordinary Resolution of the Company:-

ORDINARY RESOLUTION

THAT the authorised share capital of the company be and is hereby increased to £675,000 by the creation of 424,900 "B" Non-Voting Participating Shares of £1 each in accordance with regulation 32(a) of Table A.

The above is certified as correct.




CHAIRMAN