



THE COMPANIES ACTS 1948 TO 1980

Form No 41a

Declaration of compliance with the requirements on application for registration of a company

Pursuant to section 3(5) of the Companies Act 1980

41a

Please do not write in this binding margin

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

*Insert full name of company

For official use

Company number

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

1804506 / 1

Name of company

RICHMOND ENERGY RESOURCES LIMITED

I, IAN MOSS

of NAVIGATION HOUSE, ONE ALDGATE, LONDON EC3N 1AA

do solemnly and sincerely declare that I am A SOLICITOR OF THE SUPREME COURT ENGAGED IN THE FORMATION

of RICHMOND ENERGY RESOURCES LIMITED

and that all the requirements of the Companies Acts 1948 to 1980 in respect of the registration of the said company and of matters precedent 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 Irongate House Dukin Place
London EC3N 1AA

Signature of Declarant

the 16th day of March

One thousand nine hundred and eighty four

before me J.S. Jenkins (J.S. Jenkins)

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

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

Watson Farley & Williams
Navigation House
One Aldgate
London EC3N 1AA

Ref: IMM/2841

For official use

New companies section

Post room



262817/C

Statement on formation of a company to be incorporated with limited liability under the Companies Act 1948

PUC1

Pursuant to Part V of the Finance Act 1973

Please do not write in this binding margin

For official use Company number

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

1804506 2

Please do not write in the space below. For Inland Revenue use only

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

Name of company

RICHMOND ENERGY RESOURCES Limited*

*delete if inappropriate

†Distinguish between ordinary, preference, etc.

A Nominal Capital	£ 100		
Description of shares†	Ordinary		
B Nominal value of each share	£1	£	£
C Number of shares taken on incorporation	2		
D Total amount payable on each (including premium if any)	£1	£	£
E Amount paid or due and payable on each	£1	£	£
F Total amount paid or due and payable in respect of C	£2		
G Capital duty payable on F at £1 per £100 or part of £100	£1		



Notes

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

If amounts are contributed otherwise than in cash, that fact with full particulars must be stated and attached to this form.

☐

Please tick box if attached

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

*delete as appropriate

Signed Edmund J. J. J.

[Director] [Secretary]†

Date 16-3-84

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

Watson Farley & Williams
Navigation House
One Aldgate
London EC3N 1AA

IMM/2841

For official use
Capital section

Post room



Williams
260514
251.50

20.3.84

(0061Y)

No. X

PLC

12

1804506
B

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

RICHMOND ENERGY RESOURCES LIMITED

1. The name of the Company is "RICHMOND ENERGY RESOURCES LIMITED".

2. The registered office of the Company will be situated in England and Wales.

3. The objects for which the Company is established are:-

(A) To carry on all or any of the businesses of brokers and consultants in oil trading and trading in futures including without limitation undertaking barter arrangements connected with dealings in oil, dealing in stocks and shares and acting as general merchants and traders, cash and credit traders, manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors and shippers of, and dealers in all products, goods, wares, merchandise and produce of every description, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers,



williams
2605/4
£51.00

warehousemen, discount traders, mail order specialists, shippers, traders, shipping and forwarding agents, capitalists and financiers either on the Company's own account or otherwise; haulage and transport contractors, operators, hirers and lessors of and dealers in vehicles, craft, plant, machinery, tools and equipment of all kinds; and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any businesses or undertakings as may be thought desirable.

- (B) To purchase, take on lease or in exchange, hire or otherwise acquire and hold, for any estate or interest, and manage any lands, buildings, servitudes, easements, rights, privileges, concessions, machinery, plant, stock-in-trade and any heritable or moveable real or personal property of any kind.
- (C) To purchase or otherwise acquire any patents, brevets d'invention, licences, concessions, copyrights, trade marks, designs and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention, process or development which may seem to the Company capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, to use, exercise, develop, grant licences in respect of or otherwise turn to account any of the same and with a view to the working and development of the same to carry on any business whatsoever, whether manufacturing or otherwise, which the Company may think calculated directly or indirectly to achieve these objects.
- (D) To form, promote, subsidise and assist companies, syndicates or other bodies of all kinds and to issue on commission or otherwise underwrite, subscribe for and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures or other capital or securities or obligations of any such companies, syndicates or other bodies, and to pay or provide for brokerage commission and underwriting in respect of any such issue.
- (E) To enter into partnerships or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions or otherwise with any person or company for the purpose of carrying on business within any of the objects of the Company.
- (F) To carry on any other business which may seem to the Company capable of being conveniently carried on in

connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

- (G) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for any of the purposes of the Company.
- (H) To develop, work, improve, manage, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, to surrender or accept surrender of any lease or tenancy or rights, and to sell the property, business or undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for cash or shares, debentures or securities of any other company.
- (I) To construct, erect, maintain, alter, replace or remove any buildings, works, offices, erections, plant, machinery, tools, or equipment as may seem desirable for any of the businesses or in the interests of the Company, and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with in connection with any of the Company's objects.
- (J) To manage and conduct the affairs of any companies, firms and persons carrying on business of any kind whatsoever, and in any part of the world.
- (K) To enter into, carry on and participate in financial transactions and operations of all kinds and to take any steps which may be considered expedient for carrying into effect such transactions and operations including, without prejudice to the generality of the foregoing, borrowing and lending money and entering into contracts and arrangements of all kinds.
- (L) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue (whether at par or at a premium or discount and for such consideration as the Company may think fit) of bonds, debentures or debenture stock (payable to bearer or otherwise), mortgages or charges, perpetual or otherwise, and, if the Company thinks fit, charged upon all or any of the Company's property (both present and future) and undertaking including its uncalled capital and further, if so thought fit, convertible into any stock or shares of the Company or any other company, and collaterally or further to secure any obligations of the Company by a trust deed or other assurance.

- (M) To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets and rights present and future and uncalled capital of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to capital, principal, premiums, interest, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company whatsoever including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by section 154 of the Companies Act 1948) of the Company or of the Company's holding company [or is controlled by the same person or persons as control the Company] or is otherwise associated with the Company in its business.
- (N) To grant indemnities of every description and to undertake obligations of every description.
- (O) To make, draw, accept, indorse and negotiate bills of exchange or other negotiable instruments and to receive money on deposit or loan.
- (P) To pay all or any expenses incurred in connection with the formation and promotion and incorporation of the Company and to pay commission to and remunerate any person or company for services rendered in underwriting or placing, or assisting to underwrite or place, any of the shares in the Company's capital or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (Q) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as the Company may determine.
- (R) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

- (S) While the Company remains a private company, to:-
- (i) remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him, it or them of shares or securities of the Company credited as paid in full or in part or otherwise; and
 - (ii) give financial assistance (within the meaning of Companies Act 1981, section 42(8)) where the acquisition of shares in question is or was an acquisition of shares in the Company or (if the Company is a subsidiary of another private company) in that other company.
- (T) To make loans or donations to such persons and in such cases (and in the case of loans either of cash or of other assets) as the Company may think directly or indirectly conducive to any of its objects or otherwise expedient.
- (U) To distribute among the members in specie any property of the Company or any proceeds of sale, disposal or realisation of any property of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (V) To subscribe for, purchase or otherwise acquire, take, hold, or sell any shares or stock, bonds, debentures or debenture stock, or other securities or obligations of any company and to invest or lend any of the moneys of the Company not immediately required for its operations in such manner, with or without security, and whether at home or abroad, as the Company may think fit.
- (W) To amalgamate with any other company whose objects are or include objects similar to those of the Company and on any terms whatsoever.
- (X) To procure the Company to be registered or recognised in any country or place abroad.
- (Y) To obtain any provisional or other order or Act of Parliament of this country or of the legislature of any other State for enabling the Company to carry any of its objects into effect, or for effecting any modifications of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceeding or application which may seem calculated, directly or indirectly, to prejudice the Company's interests.
- (Z) To appoint any person or persons, firm or firms, company or companies to be the attorney or agent of the Company

and to act as agents, managers, secretaries, contractors or in similar capacity.

- (AA) To insure the life of any person who may, in the opinion of the Company, be of value to the Company as having or holding for the Company interests, goodwill or influence or other assets and to pay the premiums on such insurance.
- (BB) To establish and maintain or procure the establishment and maintenance of contributory or non-contributory pension or superannuation funds for the benefit of the persons referred to below, to grant emoluments, pensions, allowances, donations, gratuities and bonuses to such persons and to make payments for or towards insurance on the life or lives of such persons; to establish, subsidise, subscribe to or otherwise support any institution, association, society, club, other establishment, or fund, the support of which may, in the opinion of the Company, be calculated directly or indirectly to benefit the Company or any such persons, or may be connected with any place where the Company carries on business; to institute and maintain any institution, association, society, club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or such persons; to join, participate in and subsidise or assist any association of employers or employees or any trade association; and to prescribe or guarantee money for charitable or benevolent objects or for any public, general or useful object or for any exhibition; the said persons are any persons who are or were at any time in the employment or service of the Company or of any company which is for the time being the holding company or a subsidiary (both as defined by section 154 of the Companies Act 1948) of the Company or of the Company's holding company or is otherwise associated with the Company in its business or who are or were at any time directors or officers of the Company or of such other company as aforesaid, and holding or who held any salaried employment or office in the Company or such other company, and the wives, widows, families or dependants of any such persons.
- (CC) To take, make, execute, enter into, commence, carry on, prosecute or defend all steps, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements and schemes, and to do all other acts, matters and things which shall at any time appear conducive or expedient for the advantage or protection of the Company.
- (DD) To do all or any of the above things in any part of the world and either as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others.

- (EE) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that:-

- (i) the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed; and
- (ii) the objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation should be given thereto and they shall not, except where the context expressly so requires, be in any way limited or restricted by application of the *eiusdem generis* rule or by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company; none of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have full power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

4. The liability of the members is limited. ✓

5. The share capital of the Company is £100 divided into 100 Shares of £1 each. ✓

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

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

Number of
Shares taken
by each
Subscriber
(in words)


Anthony Kim Walkling
Navigation House,
One Aldgate,
London EC3N 1AA



One (1) ✓

Solicitor

Ian Mark Moss,
Navigation House,
One Aldgate,
London EC3N 1AA



One (1) ✓

Solicitor

DATED this 16th day of March, 1984 ✓

WITNESS to the above Signatures:-

Deirdre Moore ✓

Deirdre Moore
Navigation House
One Aldgate
London EC3N 1AA

Solicitor

(0062Y)

1804506/4

No.

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

RICHMOND ENERGY RESOURCES LIMITED

PRELIMINARY

1. In these Articles and in Table A:-

"the Act" means the Companies Act 1948 as amended by the other Acts which, together therewith, may by reason of section 119(2) of the Companies Act 1981 be cited together as the Companies Acts 1948 to 1981.

"Table A" means Table A in the First Schedule to the Act.

"the Statutes" means the Companies Acts 1948 to 1981 (and any statutory amendment or replacement thereof) and every other Act for the time being in force concerning companies and affecting the Company.

2. (A) Subject as hereinafter provided, the regulations contained in Table A shall apply to the Company.

(B) Regulations 3, 23, 24, 75, 77, 79, 87 to 94 inclusive, 128, 128A and 136 of Table A shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

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

4. (A) Subject to the provisions of paragraph (B) of this Article and to any directions which may be given by the Company in General Meeting, the Directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of section 14(10) of the Companies Act 1980) and without prejudice to the generality of the foregoing any shares hereafter created shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons (including the Directors themselves) on such terms and at such times as they may think proper, provided that no shares shall be issued at a discount.

(B) The maximum nominal amount of share capital 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 £10,000 or such other amount as shall be authorised by the Company in General Meeting.

(C) The authority conferred on the Directors by paragraphs (A) and (B) of this Article shall expire on the day preceding the fifth anniversary of the date of incorporation of the Company.

(D) Subject to the provisions of the Statutes, the Company may purchase any of its own shares.

(E) Subject to the provisions of the Statutes, the Company may make a payment in respect of any purchase pursuant to paragraph (D) of this Article of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

5. The provisions of section 17(1) of the Companies Act 1980 shall not apply to the Company.

LIEN

6. The lien conferred by regulation 11 of Table A shall apply to all shares of the Company whether fully paid or not 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. The said regulation 11 shall be modified accordingly.

TRANSFER OF SHARES

7. 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.

8. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee and regulation 22 of Table A shall be modified accordingly.

9. The Company shall not charge transfer or registration fees and the reference to a fee in regulation 25 of Table A shall be disregarded.

PROCEEDINGS AT GENERAL MEETINGS

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

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

12. A proxy shall be entitled to vote on a show of hands and regulation 62 of Table A shall be modified accordingly.

13. Any such resolution in writing as is referred to in regulation 73A of Table A may consist of several documents in a like form each signed by one or more of the members (or their duly authorised representatives) in that regulation referred to. In the case of a corporation a director or the secretary thereof shall be deemed to be a duly authorised representative for this purpose.

DIRECTORS

14. (A) The Company shall have not less than two Directors nor more than four Directors.

(B) The first Directors shall be appointed in writing by completion of the statement required to be delivered for registration by section 21 of the Companies Act 1976.

15. A Director shall not be required to hold any qualification shares in the Company, but nevertheless shall be entitled to attend and speak at any General Meeting and at any separate General Meeting of the holders of any class of shares in the capital of the Company.

16. (A) The words "unless the Company otherwise direct" at the end of regulation 78 of Table A shall be deleted.

(B) The words "and unless so fixed shall be two" at the end of the regulation 99 of Table A shall be deleted.

BORROWING POWERS

17. The Directors may exercise all the powers of the Company to borrow or raise money or to guarantee and to mortgage or charge its undertaking, property, assets and rights and uncalled capital or any part thereof and, subject to the provisions of the Statutes, to create and issue debentures, debenture stock, mortgages, charges and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

18. Subject to the provisions of the Statutes, 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 is interested 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 advantage accruing to him. Regulation 84 of Table A shall be modified accordingly.

19. It shall not be necessary for the Directors to sign a book recording their attendances at meetings of Directors and regulation 86 of Table A shall be modified accordingly.

20. The Directors may exercise all the powers of the Company contained in Clause 3 (BB) of the Memorandum of Association of the Company.

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

21. (A) Without prejudice to the powers of the Company under section 184 of the Act to remove a Director by Ordinary Resolution, the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors either as additional Directors or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its directors and shall take effect upon lodgment at the registered office of the Company.

- (B) The office of a Director shall be vacated:-
- (i) if by notice in writing to the Company he resigns the office of Director;
 - (ii) if he shall for more than 6 months have been absent without permission of the Directors from meetings of the Directors held during that period, unless he shall have appointed an alternate Director who has not been similarly absent during such period;
 - (iii) if he becomes bankrupt or enters into any arrangement with his creditors;
 - (iv) if he is prohibited from being a Director by an order made under any provision of the Act;
 - (v) if he becomes of unsound mind;
 - (vi) if he is removed from office under regulation 96 of Table A; or
 - (vii) if he is removed from office under paragraph (A) of this Article.

ROTATION OF DIRECTORS

22. The Directors shall not be liable to retire by rotation, and accordingly in each of the regulations 95 and 97 of Table A the second sentence thereof shall be deleted.

ALTERNATE DIRECTORS

23. (A) Each Director shall have the power to nominate any other Director or any person approved for that purpose by Resolution of the Directors to act as alternate Director at meetings of the Director in his place during his absence and, at his discretion, to revoke such nomination.

(B) Any appointment or removal of an alternate Director shall be effected by an instrument in writing delivered at the registered office of the Company and signed by the appointor.

(C) An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notice of meetings of the Directors and to attend and vote at any such meeting and to perform thereat all the functions of his appointor. An alternate Director shall have one vote for each Director he represents, in addition to his own vote if he is a Director, but he shall not be counted more than once in the quorum. If his appointor is for the time being absent from the United Kingdom or otherwise not available the appointee's signature to

any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternative Director shall be deemed to be a Director for the purpose of signing instruments to which the seal is affixed and regulation 113 of Table A shall be modified accordingly. Save as aforesaid, an alternate Director shall not have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

(D) An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements with the Company and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration, except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

(E) An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director, provided that if any Director retires but is re-elected at the same Meeting, any appointment made by him pursuant to this Article which was in force immediately before his retirement shall remain in force.

PROCEEDINGS OF DIRECTORS

24. Any Director or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

25. The following sentence shall be added to regulation 102 of Table A: "Any committee shall have power unless the Directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a Director of the Company."

26. The written resolution referred to in regulation 106 of Table A may consist of several documents in a like form each signed by one or more of the Directors.

OFFICIAL SEAL FOR USE ABROAD

27. The Company may have an official seal for use abroad under the provisions of the Act, where and as the Directors shall determine, and the Company may by writing under the Common Seal appoint any agents or agent, committees or committee abroad to

be the duly authorised agents of the Company, for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the Common Seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

CAPITALISATION OF PROFITS AND RESERVES

28. The Company in General Meeting may on the recommendation of the Directors and subject to the proviso hereinafter contained resolve to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or profit and loss account or share premium account or any other amount which is available for distribution and is not required for payment of dividend on any shares carrying a preferential right to dividend and to resolve that such sum be applied either in or towards paying up any amounts for the time being unpaid on any shares held by the members of the Company who would have been entitled to such sum if distributed by way of dividend (assuming for this purpose only, and whether such is the case or not, that such sum could be distributed by way of dividend pursuant to the Statutes) or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution;

Provided that a share premium account or a capital redemption reserve and any reserve or profit and loss account which is not available for distribution may, for the purpose of this Article, only be applied in paying up in full unissued shares to be allotted to members of the Company as fully paid bonus shares.

NOTICES

29. Every Director of the Company and every alternate Director (other than a Director or alternate Director for the time being absent from the United Kingdom) shall be entitled to receive notices of general meetings in addition to the persons specified in regulation 134 of Table A.

INDEMNITY

30. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the court, and no Director or

other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by section 205 of the Act.

MISCELLANEOUS PROVISIONS WHERE MATERIAL
OVERSEAS INTERESTS EXIST

31. Table A shall be further modified as follows:
- (A) in regulation 49 the words "within the United Kingdom" shall be deleted;
 - (B) in regulation 98 the final sentence shall be deleted;
 - (C) regulations 131 and 133 shall be modified by the substitution of the words "to the address, if any, whether within or outside the United Kingdom" for the words "the address, if any, within the United Kingdom";
 - (D) in paragraph (a) of regulation 134 all words other than "every member" shall be deleted.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Anthony Kim Walkling,
Navigation House,
One Aldgate,
London EC3N 1AA




Solicitor

Ian Mark Moss,
Navigation House,
One Aldgate,
London EC3N 1AA



Solicitor

DATED this 16th day of March, 1984. 

WITNESS to the above signatures:-

Deirdre Moore 

Deirdre Moore
Navigation House
One Aldgate,
London EC3N 1AA

Solicitor

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

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

Name of Company

RICHMOND ENERGY RESOURCES

Company number

1804506

Limited*

* delete if
inappropriateThe intended situation of the registered office of the company
on incorporation is as stated below

KINGSBOURNE HOUSE, 229/231 HIGH HOLBORN, LONDON WC1V 7DA

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

WATSON FARLEY AND WILLIAMS, NAVIGATION HOUSE, ONE ALDGATE, LONDON EC3N 1AA

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 statementPresentor's name, address and
reference (if any):Watson Farley & Williams
Navigation House
One Aldgate
London EC3N 1AA

Ref: IMM/2841

For official use
General section

Post room



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

Please do not write in this binding margin

Name (note 2)	MATTHIAS KARL MAX RAPP	Business occupation	OIL TRADING REPRESENTATIVE
Former name(s) (note 3)	NONE	Nationality	SWEDISH
Address (note 4)	9 BURGHLEY ROAD, WIMBLEDON, LONDON SW19	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
STRAIGHT RUN LIMITED			
WIMBLEDON PETROLEUM SERVICES LIMITED			
I hereby consent to act as director of the company named on page 1			
Signature		Date 16/3/84	

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)	TOR CHRISTIAN GLEISNER	Business occupation	OIL CONSULTANT
Former name(s) (note 3)	NONE	Nationality	SWEDISH
Address (note 4)	47 COPSE HILL, WIMBLEDON, LONDON SW20	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
WIMBLEDON PETROLEUM SERVICES LIMITED			
STRAIGHT RUN LIMITED			
I hereby consent to act as director of the company named on page 1			
Signature		Date 16/3/84	

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

Please do not
write in this
binding margin



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)	BARBRO ANN KRISTIAN ERICSSON ✓
Former name(s) (note 3)	NONE
Address (notes 4 & 7)	THE GARDEN FLAT, 90 WESTBOURNE TERRACE, LONDON, W2
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>Barbro Ericsson</i> Date 16-3-84

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	<i>[Signature]</i>	[Subscriber] XXXX	Date	16/3/1984
Signature	<i>[Signature]</i>	[Subscriber] XXXX	Date	16/3/1984

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No.

1804506

I hereby certify that

RICHMOND ENERGY RESOURCES LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the

29TH MARCH 1984

A handwritten signature in cursive script, appearing to read 'E. Jones.'.

MRS. E. J. JONES

an authorised officer

30/3/84

Form No. 2

A

THE COMPANIES ACTS 1948 TO 1980

Notice of accounting reference date

Pursuant to section 2(1) of the Companies Act 1976

2Please do not
write in this
binding margin

To the Registrar of Companies

For official use

Company number



Name of company

116

1804506

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

RICHMOND ENERGY RESOURCES LIMITED

Limited*

*delete if
inappropriate

hereby gives you notice in accordance with subsection (1) of section 2 of the Companies Act 1976 that the accounting reference date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

Important
The accounting
reference date
to be entered
alongside
should be
completed as
in the following
examples:

Please mark X in the box below if a public company

Day	Month
3	0 0 6

31 March

Day Month

3 1 0 3

5 April

Day Month

0 5 0 4

31 December

Day Month

3 1 1 2

Signed

Ann Ericsson

[Director] [Secretary]

Date

16-3-84

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

Watson Farley & Williams
Navigation House
One Aldgate
London EC3N 1AA

Ref: IMM/2841

For official use

General section

Post room



G

THE COMPANIES ACTS 1948 TO 1976

Notice of place where register of directors' interests in shares etc. is kept or of any change in that place

Pursuant to section 29(8) of the Companies Act 1967 as amended by the Companies Act 1976

27

Please do not write in this binding margin



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

To the Registrar of Companies

For official use

Company number

9

1804506

Name of company

RICHMOND ENERGY RESOURCES

Limited*

*delete if inappropriate

hereby gives you notice, in accordance with section 29(8) of the Companies Act 1967 as amended by the Companies Act 1976, that the register of directors' interests in shares in, or debentures of, the company or any other body corporate, being the company's subsidiary or holding company or a subsidiary of the company's holding company, is kept at:

NAVIGATION HOUSE (6TH FLOOR)

ONE ALDGATE

LONDON EC3N 1AA

†delete as appropriate

Signed

Sam Moss

[Director]

[Secretary]

† Date

22/4/85

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

Watson Farley & Williams
Navigation House
One Aldgate
London EC3N 1AA

Ref: IMM/3994

For official use
General section

Post room





COMPANIES FORM No. 353

353

Notice of place where register of members is kept or of any change in that place

Note: This notice is not required where the register is and has, since 1 July 1948, always been kept at the Registered Office

Please do not write in this margin

Pursuant to section 353 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

1115

1804506

Name of company

* RICHMOND ENERGY RESOURCES LIMITED

* Insert full name of company

gives notice that the register of members is [now] kept at:

PARK HOUSE (6TH FLOOR)	
165/177 THE BROADWAY	
WIMBLEDON	
LONDON	Postcode SW19 1AQ

† delete as appropriate

Signed

Tim Moss

[Director][Secretary]† Date 22.9.86

PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 1EE
TELEPHONE 01 253 3030
TELEX 261010



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

WATSON FARLEY & WILLIAMS
NAVIGATION HOUSE
ONE ALDGATE
LONDON EC3N 1AA

(IMM)

For official Use
General Section

Post room



G

COMPANIES FORM No. 325

325

Notice of place where register of directors' interests in shares etc. is kept or of any change in that place

Note: This notice is not required where the register is and has always been kept at the Registered Office

Please do not write in this margin

Pursuant to section 325 of and Schedule 13 paragraph 27 to 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

[116]

1804506

Name of company

* RICHMOND ENERGY RESOURCES LIMITED

* Insert full name of company

gives notice that the register of directors' interests in shares and/or debentures, which is kept by the company pursuant to section 325 of the above Act, is [now] kept at:

PARK HOURS (6th Floor)

165/177 THE BROADWAY

WIMBLEDON

LONDON

Postcode SW19 1AQ

† delete as appropriate

Signed

Alan Moss

{Director}{Secretary}† Date 22.9.86

PRINTED AND SUPPLIED BY

Jordans

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



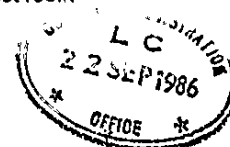
Presenter's name address and reference (if any):

WATSON FARLEY & WILLIAMS
NAVIGATION HOUSE
ONE ALDGATE
LONDON EC3N 1AA

(IMM)

For official Use
General Section

Post room



G

COMPANIES FORM No. 318

318

Notice of place where copies of directors' service contracts and any memoranda are kept or of any change in that place

Note: This notice is not required where the relevant documents are and have always been kept at the Registered Office

Please do not
write in
this margin

Pursuant to section 318 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

117

1804506

Name of company

* RICHMOND ENERGY RESOURCES LIMITED

gives notice that copies of such of the directors' service contracts (or where they are not in writing written memoranda setting out the terms of such contracts) as are required to be kept by the company and to be open to the inspection of the members of the company are [now] kept at:

PARK HOUSE (6TH FLOOR)	
165/177 THE BROADWAY	
WIMBLEDON	
LONDON	Postcode SW19 1AQ

† delete as
appropriate

Signed

Alan Moss

[Director][Secretary]† Date 22.9.86

PRINTED AND SUPPLIED BY

Jordans

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



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

WATSON, FARLEY & WILLIAMS
NAVIGATION HOUSE
ONE ALDGATE
LONDON EC3N 1AA

(IMM)

For official Use
General Section

Post room



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

225(1)

Please do not
write in this
margin

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

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

To the Registrar of Companies

For official use

Company number

Name of company

1804506

* insert full name
of company

* RICHMOND ENERGY RESOURCES 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	4
---	---	---	---

† 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	4	1	9	8	7
---	---	---	---	---	---	---	---

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

See note 4c and
complete as
appropriate

~~The company is a [subsidiary][holding company] of~~

company number

~~the accounting reference date of which is~~

Signed

[Director]:[Secretary]† Date 26.9.86

PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 6CE
TELEPHONE 01 253 3030
TELEEX 281010



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

WATSON FARLEY & WILLIAMS
NAVIGATION HOUSE
ONE ALDGATE
LONDON EC3N 1AA

(IMM/5253)

For official Use
General Section

Post room



G**COMPANIES FORM No. 242****Notice of claim to extension of period allowed for laying and delivering accounts — overseas business or interests****242**

Pursuant to section 242 of the Companies Act 1985

Please do not write in this margin

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

* insert full name of company

† delete as appropriate

To the Registrar of Companies

For official use

Company number

[210]

[1804506]

Name of company

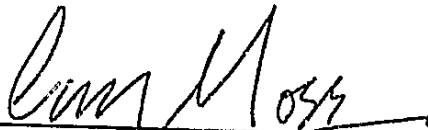
* **RICHMOND ENERGY RESOURCES LIMITED**

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company ~~ending~~ [which ended on]†

Day Month Year

3 0 0 4 1 9 8 6

Signed



[Director][Secretary]† Date 3.2.87

Notes

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 242(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 242(2).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 242(2).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

0 5 0 4 1 9 8 5

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

For official Use
General Section

Post room



**Notice of claim to extension of
period allowed for laying and
delivering accounts — oversea
business or interests**

Pursuant to section 242 of the Companies Act 1985

Please do not
write in this
marginPlease complete
legibly, preferably
in black type, or
bold block lettering* Insert full name
of company† delete as
appropriate

To the Registrar of Companies

For official use

Company number

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

1804506

Name of company

* RICHMOND ENERGY RESOURCES LIMITED

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company ~~ending~~ [which ended on]†

Day Month Year

3 0 0 6 1 9 8 6

Signed

Sam Moss

[Director][Secretary]† Date 14.4.87

Notes

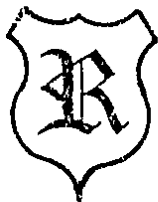
1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 242(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 242(2).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 242(2).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

0 5 0 4 1 9 8 5

Presenter's name address and
reference (if any):For official Use
General Section

Post room





Richmond Energy Resources Ltd.

COMPANY NUMBER: 1804506

THE COMPANIES ACTS 1985

ORDINARY RESOLUTION
OF

RICHMOND ENERGY RESOURCES LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened, and held at Grev Turegatan 13 A, 114 46 Stockholm, Sweden, on 16th February 1990 the following Resolution was duly passed:

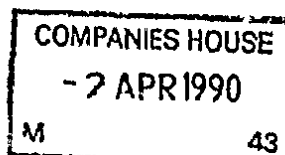
ORDINARY RESOLUTION

1. "THAT the authorised capital of the Company be increased from £100.00 to £100,000 by the creation of 99,900 additional shares of £1 each."
2. "Increase the number of Directors authorised by the Articles of Association to eight (8)."

CHAIRMAN

16th February 1990

.....



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 amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

--	--	--	--

1804506

Name of company

* RICHMOND ENERGY RESOURCES LIMITED

* insert full name of company

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

Day Month

3	1	1	2
---	---	---	---

Note
Please read notes 1 to 4 overleaf before completing this form

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

Day Month Year

3	1	1	2	1	9	9	0
---	---	---	---	---	---	---	---

† delete as appropriate

~~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 a notice extended by order of the Official Receiver under section 225(1) of the Companies Act 1985.~~

~~The company is a company registered in the United Kingdom.~~

~~The company is a company registered in the United Kingdom.~~

~~The company is a company registered in the United Kingdom.~~

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 a notice extended by order of the Official Receiver under section 225(1) 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 in force

Signed K Symonds Designation: SECRETARY Date 2.10.90

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

For official Use
General Section

COMPANIES HOUSE	
Post room	
24 NOV 1990	
M	74

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



SPECIAL RESOLUTION ON CHANGE OF NAME

COMPANIES ACTS

COMPANY NUMBER 1804506

COMPANY NAME RICHMOND ENERGY RESOURCES LIMITED

At an Extraordinary General Meeting of the members of the above named company, duly convened and held at:

Highlands House, 165/177 The Broadway

Wimbledon, LONDON SW19 1AQ

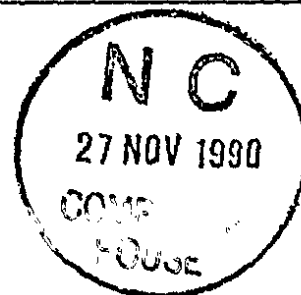
on the second day of October 1990.

the following Special Resolution was duly passed:

That the name of the Company be changed to:

NEW NAME RICHMOND CEMENT LIMITED

Signature: K Symmons
Secretary of the Company



Certified Copy

K Symmons

K. Symmons
Company Secretary

LP/40/049959
24 NOV 1990

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1804506

I hereby certify that

RICHMOND ENERGY RESOURCES LIMITED

having by special resolution changed its name,

is now incorporated under the name of

RICHMOND CEMENT LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 4 DECEMBER 1990

P. Bevan
P. BEVAN

an authorised officer

G

COMPANIES FORM No. 123

**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

1804506

Name of company

* RICHMOND CEMENT LIMITED

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 31 December 1990 the nominal capital of the company has been
increased by £ 400,000 beyond the registered capital of £ 100,000.

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:

Contained in the Special Resolution Papers of the
Same Date

Please tick here if
continued overleaf

--

† delete as
appropriate

Signed

h. Symonds

[Director][Secretary]† Date

31.12.90

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

LITTLEJOHN FRATON
1 PARK PLACE, CROMWELL RD
LONDON E14 4PL
071 987 5039

For official Use
General Section

Post room

COMPANIES HOUSE	
12 APR 1991	
M	32

THE COMPANIES ACT 1948 - 1981

RESOLUTIONS

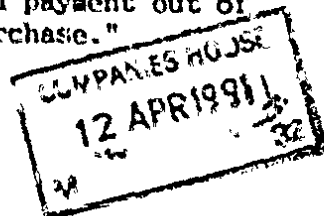
OF

RICHMOND CEMENT LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at S Vagen, 402 26 Gotenborg, Sweden on 31 December 1990, the following resolutions were duly passed, resolutions one and two as Ordinary Resolutions and resolutions 3, 4, 5 and 6 as Special Resolutions;

RESOLUTIONS

1. THAT the authorised share capital of the Company be increased from £100,000 divided into 100,000 shares of £1 each, to £500,000 divided into 500,000 shares of £1 each, by the creation of 400,000 additional shares of £1 each.
2. THAT the Directors be generally and unconditionally authorised pursuant to Section 80, Companies Act 1985, to allot relevant securities in the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution, at any time or times during the period of five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority.
3. THAT the Company's Articles of Association be altered by the deletion of Article 4(A) to 4(E) and the insertion of a new Article 4 as follows:
"4 Subject to the provisions of Part V of the Companies Act 1985, the company may
 - (1) pursuant to section 159 of that Act, issue shares which are to be redeemed or are liable to be redeemed at the option of the company or the shareholder, on such terms and in such manner as shall be provided by the articles of the company;
 - (2) pursuant to section 162 of that Act, purchase its own shares (including any redeemable shares);
 - (3) pursuant to section 171 of that Act, make a payment out of capital in respect of the redemption or purchase."

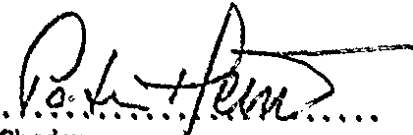


4. THAT the Company's Articles of Association be altered by the deletion of Article 3 and the insertion of a new Article 3(A) to (E), as follows,

- "3(A) The share capital of the Company at the date of the adoption of these Articles is £500,000 divided into 100,000 Ordinary Shares of £1 each and 400,000 Redeemable Ordinary Shares of £1 each. The Redeemable Ordinary shares shall, save as to the provisions for redemption hereinafter contained, rank pari passu with the Ordinary Shares of £1 each in the capital of the company.
- (B) The company may, subject to the provisions of the Companies Act 1985, at any time redeem the whole or any part of the redeemable ordinary shares upon giving to the shareholders whose shares are to be redeemed, not less than three months' notice in writing expiring at any time. The company shall not be entitled to redeem any redeemable ordinary share unless it is a fully paid share.
- (C) In the case of a partial redemption, the redeemable ordinary shares to be redeemed shall be selected by drawings to be made at such place and in such manner as the directors in their absolute discretion shall determine.
- (D) Any notice of redemption shall specify the particular shares to be redeemed, the date fixed for redemption and the place at which the certificates for such shares are to be presented for redemption. At the time and place so fixed, each holder thereof shall be bound to surrender to the company for cancellation the certificates for his shares which are to be redeemed for cancellation (together with a receipt for the moneys payable to him upon the redemption of such shares). Upon such surrender the company shall pay to him the amount due upon redemption. If any certificate so surrendered to the company shall include any redeemable ordinary shares not then to be redeemed, a fresh certificate for those shares shall be issued without charge.
- (E) There shall be paid on each redeemable ordinary share redeemed the amount paid up thereon".

5. THAT the Company's Articles of Association be altered by the removal of the word "four" from Article 14(A) and the insertion of the word "nine" in its place.

6. THAT all appointments and reappointments of directors of the Company made and all acts of the Directors done prior to the date of this resolution whilst the maximum number of Directors was in excess of that stated in the Company's Articles of Association, be and are hereby confirmed and ratified, notwithstanding any defects in any such appointment or appointments that might otherwise cause their validity to be in doubt.


Chairman

31/12 1990
Date



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

To the Registrar of Companies

For official use

Company number

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

[] [] [] []

1804506

Name of company

* RICHMOND CEMENT LIMITED

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 22nd October 1992 the nominal capital of the company has been
increased by £ 300,000 beyond the registered capital of £ 500,000.

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:

NEW SHARES TO RANK PARI PASSU WITH THOSE ORDINARY SHARES
ALREADY IN EXISTENCE

Please tick here if
continued overleaf

☐

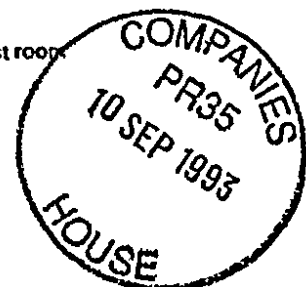
Signed

[Director][Secretary] Date 2.11.92

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

For official Use
General Section

Post room



† delete as
appropriate

COMPANY NUMBER 1804506

THE COMPANIES ACT 1985

ORDINARY RESOLUTIONS

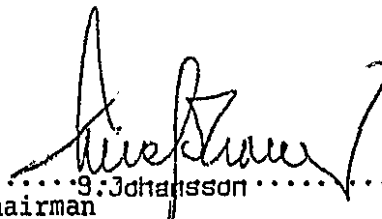
OF

RICHMOND CEMENT LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at Fardig Betong/Gothenburg on 22.10.92, the following resolutions were duly passed as Ordinary Resolutions of the Company.

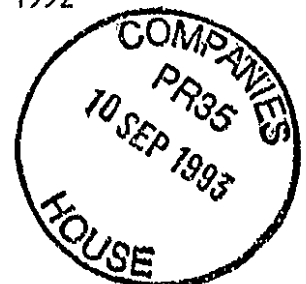
RESOLUTIONS

1. THAT the authorised share capital of the Company be increased from £500,000 divided into 100,000 Ordinary shares of £1 each and 400,000 Redeemable Ordinary shares of £1 each, to £800,000 divided into 400,000 Ordinary Shares of £1 each and 400,000 Redeemable Ordinary shares of £1 each, by the creation of 300,000 additional Ordinary shares of £1 each, the new shares to rank pari passu with those Ordinary Shares already in existence.
2. THAT the Directors be generally and unconditionally authorised pursuant to Section 80, Companies Act 1985, to allot relevant securities in the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution, at any time or times during the period of five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority.


.....9. Johansson.....
Chairman

22nd. October.....
Date

1992



G

COMPANIES FORM No. 123

**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number

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

1804506

Name of company

*Insert full name
of company

" RICHMOND CEMENT LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 19th April 1993 the nominal capital of the company has been
increased by £ 100,000 beyond the registered capital of £ 800,000.

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

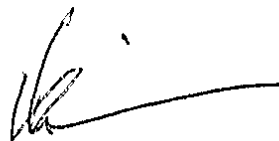
A copy of the resolution authorising the increase is attached.†

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:

New Shares to rank Pari Passu with those ordinary shares already
in existence.

Please tick here if
continued overleaf☐Insert Director,
Secretary,
Administrator,
Administrative
Receiver or Receiver
(Scotland) as
appropriate

Signed



Designation Secretary

Date 21.04.93

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

Victor Thiemann
Company Secretary
2, Delacourt Road
Blackheath
London SE3 8XA

Tel: 081 305 2663

For official use

General section

Post room



A9TTL25J

A24 RECEIPT DATE: 16/06/94



The Solicitors' Law Stationery Society plc, 24 Gray's Inn Road, London WC1X 8HR

Companies G123

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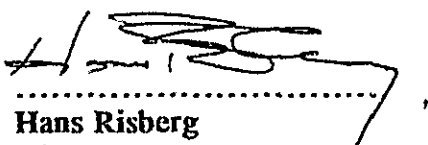
COMPANY NUMBER 1804506

THE COMPANIES ACT 1985
ORDINARY RESOLUTIONS
OF
RICHMOND CEMENT LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at AB Färdig Betong / Gothenborg on 19th April 1993, the following resolutions were duly passed as Ordinary Resolutions of the Company.

RESOLUTIONS

1. THAT the authorised share capital of the Company be increased from £800,000 divided into 400,000 Ordinary Shares of £1 each and 400,000 Redeemable Ordinary Shares of £1 each, to £900,000 divided into 500,000 Ordinary Shares of £1 each and 400,000 Redeemable Ordinary Shares of £1 each, the new shares to rank pari passu with those Ordinary Shares already in existence.
2. THAT the Directors be generally and unconditionally authorised pursuant to Section 80, Companies Act 1985, to allot relevant securities in the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution, at any time or times during the period of five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority.


.....
Hans Risberg
Director

19th April 1993



A9TTN25L

A24) RECEIPT DATE: 16/06/94