

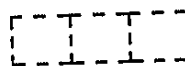
**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use For official use



2446622

Name of company

* ECHB 16 LIMITED

I, ROMAN SURMA

of EDWARDS GELDARD HOLLIS BRIGGS, OBECKE HOUSE,
47 BRIDGE STREET, DERBY, DE1 3LB†Delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of
the above company and of matters precedent and incidental to it 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 64 Fenchurch

Aldersgate

the 16th day of November

One thousand nine hundred and Eighty Nine

before me Peter H. Rogers

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

Declarant to sign below

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

EDWARDS GELDARD HOLLIS BRIGGS
SOLICITORS
OBECKE HOUSE
47 BRIDGE STREET
DERBY
DE1 3LB
REF: RS

For official use
New Companies Section

Post room

**Statement of first directors
and secretary and intended
situation of registered office****10**Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

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

Name of company

* EGHB 16 LIMITED

* insert full name
of company

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

OBECHÉ HOUSE	
47 BRIDGE STREET	
DERBY	Postcode DE1 3LS

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

EDWARDS GELDARD HOLLIS BRIGGS	
OBECHÉ HOUSE	
47 BRIDGE STREET	
DERBY	Postcode DE1 3LS

Number of continuation sheets attached (see note 1)

Presenter's name address and
reference (if any):Form F101 (No. 10)
© Fourmat Publishing
27 & 28 St Albans Place
London N1 0NX
July 1985EDWARDS GELDARD HOLLIS
BRIGGS

SOLICITORS

OBECHÉ HOUSE
47 BRIDGE STREET
DERBYFor 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 (note 2) are as follows:

Please do not write in this margin

Name (note 3) ST. ANDREWS COMPANY SERVICES LIMITED		Business occupation DIRECTOR
Previous name(s) (note 3)		Nationality UK REGISTERED
Address (note 4) 16 ST. ANDREWS CRESCENT CARDIFF		Date of birth (where applicable) (note 6)
	Postcode CF1 3RD	
Other directorships † NONE		
I consent to act as director of the company named on page 1		
Signature <i>[Signature]</i>		Date 15/11/1984
FOR AND BEHALF OF ST. ANDREWS COMPANY SERVICES LIMITED		

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable) (note 6)
	Postcode	
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable) (note 6)
	Postcode	
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

2446622

MEMORANDUM OF ASSOCIATION

of

EGHB 16 LIMITED

1. The name of the Company is EGHb 16 Limited
2. The registered office of the Company will be situate 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 electrical and electronic engineers advisors and consultants in and designers, organisers, installers, project managers, commissioners, implementors, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors and shippers of, licensors and dealers in computers, control, data acquisition, measuring, and automation equipment, devices and systems, data processing, peripheral electronic, mechanical, automotive and computerised systems and services of all kinds and all other types of device, apparatus, appliances, techniques, systems and services for use in measurement, industrial manufacture, production or commercial operations of any kind; and to provide training for all kinds of electronic, computerised or automotive systems and services; and as general engineers, stationers, printers, publishers, advertising agents and contractors, general merchants and traders; and to manufacture, buy, sell, lease, rent or licence and deal in all materials, equipment and technology necessary or useful for carrying on the foregoing businesses or any of them, or likely to be required by customers of or any person having dealings with the Company; 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 such businesses or undertakings as may be thought desirable

- (b) to subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities or investments of any nature whatsoever, and any options or rights in respect thereof, and to buy and sell foreign exchange
- (c) to acquire by any means any real or personal property or rights whatsoever
- (d) to carry on any other trade or business which may in the opinion of the Board of Directors of the Company be capable of being conducted directly or indirectly for the benefit of the Company
- (e) to make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire
- (f) to acquire by any means the whole or any part of the assets, and to undertake the whole or any part of the liabilities, of any person carrying on or proposing to carry on a business which the Company is authorised to carry on or which can be carried on in connection therewith, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures,

or other securities or rights that may be agreed upon

- (g) to acquire and hold shares or other interests in or securities of any other company and otherwise invest and deal with the moneys of the Company
- (h) to lend money or give credit to such persons on such terms as may seem expedient
- (i) to borrow and raise money in any manner and to secure by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, the discharge of any obligation or liability by the Company or any other person or company (whether or not that company is the Company's holding company, as defined by the Section 736 of the Companies Act 1985 or a subsidiary of such holding company)
- (j) to advance and lend money or give credit on such terms as may seem expedient and with or without security to customers and others
- (k) to enter into contracts or deeds of indemnity and suretyships of all kinds and to secure, undertake or guarantee payment of money or the performance of any obligations of any person or company (whether or not that company is the Company's holding company as defined by Section 736 of the Company's Act 1985 or subsidiary of such holding company)
- (l) to purchase or otherwise acquire to take over and undertake :-
 - (i) all or any part of the business, property, liabilities and transactions of any person or company carrying on any business, the carrying on of which is calculated to benefit the company or to advance its interest or which is possessed of property suitable for the purposes of the Company ;
 - (ii) shares (including any redeemable shares) in itself whether such are registered in the names of the holders thereof or issued by way of renounceable letters of allotment to the persons entitled to be offered the same

- (m) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments
- (n) to apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government state or municipality, Provisional Order or Licence of the Department or Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its Members
- (o) to enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority corporation, company or person any charters, contracts, decrees, rights privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions
- (p) to establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company, or any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any other company as aforesaid, or of any such persons

as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid

- (q) to procure the Company to be registered or recognised in any part of the world
- (r) to promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid
- (s) to dispose by any means of the whole of any part of the assets of the Company
- (t) to distribute among the members of the Company in kind any assets of the Company
- (u) to do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise
- (v) to control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest to provide secretarial administrative technical commercial and other services and facilities of all kinds for any such company or companies to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies
- (w) subject to the Companies Act 1985 to give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance specified in section 152 of the Companies Act 1985

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

And it is hereby declared that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company

4. The liability of the members is limited.
5. The share capital of the Company is £1,000 divided into 1,000 Ordinary Shares of £1 each

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER.
--	--

ST. ANDREWS COMPANY SERVICES LIMITED 16 St. Andrews Crescent Cardiff CF1 3RD	One
---	-----

R. Surma 
Authorised Signatory.

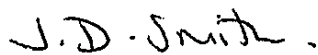
CRESCENT HILL LIMITED 16 St. Andrews Crescent Cardiff CF1 3RD	One
--	-----

J. Byrne 
Authorised Signatory.

DATED this 15 day of November 1989

W I T N E S S to the above signatures:-

J.D. SMITH
47 Bridge Street
Derby
DE1 3LB



Trainee Solicitor

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

EGHB 16 LIMITED

PRELIMINARY

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the articles hereinafter contained shall be the regulations of the Company

SHARE CAPITAL

2. (a) Subject to the Act and these articles, the directors shall have authority to exercise any power of the Company to offer allot or otherwise dispose of any shares in the Company, or any relevant securities (as defined by the Act), to such persons, at such times and generally on such terms and conditions as they think proper save in so far as the Company in general meeting shall have varied, renewed or revoked the the said authority.
- (b) The directors shall, subject to section 80 of the Act be authorised to make any offer or allotment of shares in the Company, or grant any right to subscribe for, or to convert any securities into, shares in the Company up to the amount of the authorised share capital of the Company at the date of the adoption of these articles and such limitations shall constitute the maximum amount of the relevant securities which at any time remain to be allotted by the directors hereunder.

- (c) The period within which the said authority to allot relevant securities may be exercised shall be limited to five years, commencing from the adoption of these articles.
- (d) Any offer or agreement in respect of relevant securities which is made prior to the expiration of such authority and in all other respects within the terms of such authority, shall be authorised to be made notwithstanding that such offer or agreement would or might require relevant securities to be allotted after the expiration of such authority and, accordingly, the directors may at any time allot any relevant securities in pursuance of such offer or agreement.
- (e) The authority conferred upon the directors to allot relevant securities may at any time, by ordinary resolution of the Company in general meeting, be revoked, varied or renewed (whether or not it has been previously reviewed hereunder) for a further period not exceeding five years.
- (f) In accordance with section 91 of the Act, section 89 (1) section 90 (1) to (5) and section 90 (6) shall not apply to the Company.

VARIATION OF RIGHTS

3. Unless otherwise provided by the rights attached to any shares, those rights shall be deemed to be varied by the reduction of the capital paid up on the shares and by the allotment of further shares ranking in priority for payment of a dividend or in respect of capital or which confer on the holders voting rights more favourable than those conferred by such first mentioned shares, but shall not otherwise be deemed to be varied by the creation or issue of further shares.

LIEN

4. The Company shall have a first and paramount lien on every share (whether fully paid or not) registered in the name of any person indebted or under any liability to the Company, whether registered in his sole name or jointly with one or more others, for all monies presently payable by him or by his estate to the Company. Clause 8 in Table A shall be varied accordingly.

CALLS ON SHARES AND FORFEITURE

5. There shall be added to the end of the first sentence of Clause 18 in Table A the words "and any costs and expenses incurred by the directors as a result of such non-payment"

TRANSFER OF SHARES

6. The words "and, unless the share is fully paid, by or on behalf of the transferee" shall be deleted from Clause 23 in Table A.

7. The directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of any share, whether or not it is a fully paid share. Accordingly the first sentence of Clause 24 in Table A shall not apply to the Company.

GENERAL MEETINGS

8. In the first sentence of Clause 37 in Table A there shall be substituted for the word "eight" the word "six".

NOTICE OF GENERAL MEETINGS

9. In Clause 38 in Table A the words "or a resolution appointing a person as a director" shall not apply to the Company.

PROCEEDINGS AT GENERAL MEETINGS

10. If a meeting of the Company is adjourned under the provisions of Clause 41 in Table A and a quorum is not present at such adjourned meeting within fifteen minutes from the time appointed for the meeting, one person entitled to be counted in a quorum present at the meeting shall be a quorum.

NUMBER OF DIRECTORS

11. Unless otherwise determined by ordinary resolution the number of directors shall not be subject to any maximum and the minimum number of directors shall be one. In the event of the minimum number of directors fixed by or pursuant to the articles being one, a sole director shall have authority to exercise all the powers and discretions by the articles expressed to be vested in the directors generally. Clause 64 in Table A shall not apply to the Company and Clause 89 shall be amended accordingly.

BORROWING POWERS

12. The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to section 80 of the Act to grant any mortgage, charge or security over its undertaking, property or 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.

APPOINTMENT AND RETIREMENT OF DIRECTORS

13. The directors shall not be required to retire by rotation. Clauses 73-78 and Clause 18 in Table A shall not apply to the Company and Clauses 67 and 79 in Table A shall be amended accordingly.

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

DISQUALIFICATION AND REMOVAL OF DIRECTORS

15. The office of a director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs.

PROCEEDINGS OF DIRECTORS

16. For the purposes of determining whether a quorum is present at a meeting of directors and of voting at such a meeting a director or alternate director in contact with the meeting by telephone telex or telefax shall be deemed to be present thereat. Clauses 88 and 89 in Table A shall be amended accordingly and Clause 90 shall not apply to the Company.

17. Provided that he has disclosed to the directors the nature and extent of any material interest of his in accordance with Clause 85 in Table A, a director may vote 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 the quorum when any such contract or arrangement is under consideration. Accordingly Clauses 94-98 in Table A shall not apply to the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ST ANDREWS COMPANY SERVICES LIMITED
16 St Andrews Crescent
Cardiff
CF1 3RD


.....
Authorised Signatory

CRESCENT HILL LIMITED
16 St Andrews Crescent
Cardiff
CF1 3RD


.....
Authorised Signatory

DATED this 15th day of November 1989

W I T N E S S to the above signatures:-

J.D. SMITH
TRAINEE SOLICITOR
EDWARDS GELDARD HOWIS BRIGGS
OBECKE HOUSE
47 BRIDGE STREET
DERBY

J.D. Smith.

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2446622

I hereby certify that

EGHB 16 LIMITED

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 27 NOVEMBER 1989

Mrs. M. Moss
MRS. M. MOSS

an authorised officer



Company Number: 2446622

EGHB 16 LIMITED

Notice is hereby given that on the 30th day of November 1989 the following Special Resolution was passed in accordance with the Articles of Association of the Company by way of written resolution signed by all the members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company

SPECIAL RESOLUTION

THAT the name of the Company be and it is hereby changed to Williams Holdings Investments Limited

Filed with the Registrar of Companies
on 30th day of November 1989

... *Lomas Luma* ... FOR AND ON BEHALF
SECRETARY OF CRESCENT HILL
LIMITED



NW/PLO/011760

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2446622

I hereby certify that

EGHB 16 LIMITED

having by special resolution changed its name,

is now incorporated under the name of

WILLIAMS HOLDINGS INVESTMENTS LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 12 DECEMBER 1989


P. Davidson (Mrs)

an authorised officer

G

COMPANIES FORM No. 224

Notice of accounting reference date (to be delivered within 6 months of incorporation)

224

Please do not
write in
this margin

Pursuant to section 224 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

--	--	--	--	--	--

2446622

Name of company

* WILLIAMS HOLDINGS INVESTMENTS LIMITED

* Insert full name
of company

gives notice that the 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 along-
side should be
completed as in the
following examples:

Day Month

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

5 April
Day Month

0	5	0	4
---	---	---	---

30 June
Day Month

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

31 December
Day Month

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

† Delete as
appropriate

Signed

[Director][Secretary]† Date

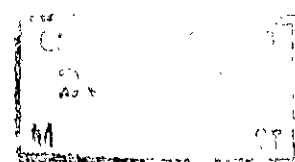
15/12/89

For and on behalf of:
WESTMAN'S SECURITIES LTD.
reference (if any):

For official Use

General Section

Post room



Company Number: 2446622

THE COMPANIES ACT 1985
SPECIAL RESOLUTIONS OF
WILLIAMS HOLDINGS INVESTMENTS LIMITED

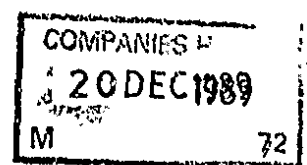
Notice is hereby given that on the 14th day of December 1989 the following Special Resolutions were passed in accordance with the Articles of Association of the Company by way of written resolution signed by all the members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company

SPECIAL RESOLUTIONS

- (1) THAT the Memorandum of Association of the Company be altered by the deletion of the whole of Clause 3 of its Memorandum of Association and by the substitution in lieu thereof of Clause 3 as set out in the accompanying document signed for identification purposes by us.
- (2) THAT the regulations contained in the accompanying document signed for identification purposes by us be and they hereby are adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.

Filed with the Registrar of Companies
on 14th day of December 1989

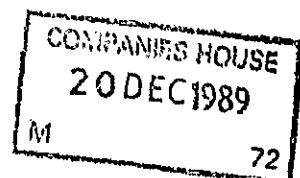
.....
For and on behalf of
CRESCENT HILL LIMITED
SECRETARY



MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF

WILLIAMS HOLDINGS INVESTMENTS LIMITED

DATE OF INCORPORATION: 27th November 1989
REGISTERED NUMBER: 2446622



Company Number: 2446622

WH.INVEST.M.O.A.RS.14.12

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

WILLIAMS HOLDINGS INVESTMENTS LIMITED

(Adopted by a Special Resolution of
the Company dated 14th day of December 1989)

1. The name of the Company is "Williams Holdings Investments Limited" *
 2. The registered office of the Company will be situate in England
 3. The objects for which the Company is established are:-
 - (a) (i) To carry on the business of a holding company and for that purpose to acquire and hold either in the name of the Company or in that of any nominee or nominees shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities or investments of any kind or nature whatsoever and any options or rights in respect thereof or interests therein issued or guaranteed by any individual person, association, partnership, company or corporate body (whether with limited or unlimited liability, constituted or carrying on any business in any part of the world) or by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world and from time to time to dispose of, vary and deal with the same.
 - (ii) To acquire any such shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities or investments of any kind or nature whatsoever and any
- * 1. The Company was incorporated as a private company limited by shares on 27th November 1989 in the name of EGHB 16 Limited.
2. The name of the Company was changed to Williams Holdings Investments Limited on 12th December 1989.

options or rights in respect thereof or interests therein by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicate or otherwise and whether or not fully paid up, to subscribe for the same subject to such terms and conditions (if any) as may be thought fit and to exercise and enforce all or any rights or powers conferred by or arising therefrom or incidental thereto including (without prejudice to the generality of the foregoing) all such powers of veto or control as may be conferred or be capable of exercise whether by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof or otherwise.

- (iii) To co-ordinate, finance, manage, administer, control, supervise, direct or plan all or any part of the businesses and/or operations and/or activities of any kind or nature whatsoever of all or any companies or corporate bodies (whether with limited or unlimited liability and whether now or hereafter formed, constituted, incorporated or acquired in any part of the world) controlled directly or indirectly by the Company or in which the Company is interested whether as a shareholder or otherwise and whether directly or indirectly and to provide managerial and other executive, supervisory and consultancy services for or in relation to any such company or corporate body upon such terms as may be thought fit.
- (b) to subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities or investments of any nature whatsoever, and any options or rights in respect thereof, and to buy and sell foreign exchange
- (c) to acquire by any means any real or personal property or rights whatsoever
- (d) to carry on any other trade or business which may in the opinion of the Board of Directors of the Company be capable of being conducted directly or indirectly for the benefit of the Company
- (e) to make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire

- (f) to acquire by any means the whole or any part of the assets, and to undertake the whole or any part of the liabilities, of any person carrying on or proposing to carry on a business which the Company is authorised to carry on or which can be carried on in connection therewith, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon
- (g) to acquire and hold shares or other interests in or securities of any other company and otherwise invest and deal with the moneys of the Company
- (h) to lend money or give credit to such persons on such terms as may seem expedient including without prejudice to the generality of the foregoing the making of interest free and unsecured loans:-
 - (i) to the Company's holding company (as defined in Section 736 of the Companies Act 1985); or
 - (ii) to a subsidiary (as defined in the said Section 736 of the said Act) of such holding company;

notwithstanding the fact that the Company may not receive any consideration or advantage, direct or indirect from the giving of such loan or loans
- (i) to borrow and raise money in any manner and to secure by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, the discharge of any obligation or liability by the Company or any other person or company (whether or not that company is the Company's holding company, as defined by the Section 736 of the Companies Act 1985 or a subsidiary (as defined in the said Section 736 of the said Act) of such holding company)
- (j) to advance and lend money or give credit on such terms as may seem expedient and with or without security to customers and others and to receive money on deposit or loan upon any terms
- (k) to enter into contracts or deeds of indemnity and suretyships of all kinds and to secure, undertake or guarantee payment of money or the performance of any obligations of any

person or company (whether or not that company is the Company's holding company as defined by Section 736 of the Company's Act 1985 or subsidiary (as defined in the said Section 736 of the said Act) of such holding company) notwithstanding the fact that the Company may not receive any consideration or advantage, direct or indirect from entering into such guarantee or other arrangement or transaction contemplated herein

- (l) to purchase or otherwise acquire to take over and undertake:-
 - (i) all or any part of the business, property, liabilities and transactions of any person or company carrying on any business, the carrying on of which is calculated to benefit the company or to advance its interest or which is possessed of property suitable for the purposes of the Company;
 - (ii) shares (including any redeemable shares) in itself whether such are registered in the names of the holders thereof or issued by way of renounceable letters of allotment to the persons entitled to be offered the same
- (m) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments
- (n) to apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government, state or municipality, Provisional Order or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its Members
- (o) to enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions

- (p) to establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company, or any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid
- (q) to procure the Company to be registered or recognised in any part of the world
- (r) to promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid
- (s) to sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any company purchasing the same
- (t) to distribute among the members of the Company in kind any assets of the Company
- (u) to control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest to provide secretarial administrative technical commercial and other services and facilities of all kinds for any such company or companies to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies

- (v) subject to the Companies Act 1985 to give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance specified in section 152 of the Companies Act 1985
- (w) to do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise
- (x) to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them

And it is hereby declared that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company

4. The liability of the Members is limited

5. The share capital of the Company is £1,000 divided into 1,000 Ordinary Shares of £1.00 each *

* **Note**

The authorised share capital of the Company on incorporation was £1,000 divided into 1,000 ordinary shares of £1.00 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.
--	--

ST. ANDREWS COMPANY SERVICES LIMITED 16 St. Andrews Crescent Cardiff CF1 3RD	One
---	-----

R. Surma
Authorised Signatory

CRESCENT HILL LIMITED 16 St. Andrews Crescent Cardiff CF1 3RD	One
--	-----

J. Byrne
Authorised Signatory

DATED the 15th day of November 1989

WITNESS to the above signatures:

J.D. Smith
47 Bridge Street
Derby
DE1 3LB

Trainee Solicitor

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of -

WILLIAMS HOLDINGS INVESTMENTS LIMITED

(Adopted by a Special Resolution of the Company dated
14th day of December 1989)

INTERPRETATION

1. No regulations set out in any statute or statutory instrument concerning companies shall apply as regulations or articles of the Company and these Articles shall be the regulations of the Company

In these articles:-

"the Act" means the Companies Act 1985 and any modification or re-enactment thereof

"Approved Persons" means each of Williams Management Services Ltd and Westminster Securities Ltd or any other person as nominated from time to time by the ultimate holding company

"the Articles" means the Articles of the Company

"the board" means the board of directors from time to time of the Company or the directors present at a meeting of the directors at which a quorum is present

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect

"executed" includes any mode of execution

"the holder" in relation to shares means the member whose name is entered in the register of members as the holder of the shares

"office" means the registered office of the Company

"the seal" means the common seal of the Company

"secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary

"ultimate holding company" means Williams Holdings PLC registered number 585729

"the United Kingdom" means Great Britain and Northern Ireland

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.

Heading and notes are included only for convenience and shall not affect meaning.

SHARE CAPITAL

- 2.1 Subject to the provisions of the Act and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine.
- 2.2 The share capital of the Company as at the date of the adoption of these Articles is £1,000 divided into 1,000 Ordinary Shares of £1.00 each.

REDEEMABLE SHARES

3. Subject to the provisions of the Act, shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder on such terms and in such manner as may be provided by the Articles.

Payment of commission

4. The Company may exercise the powers of paying commissions conferred by the Act. Subject to the provisions of the Act, any such commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one way and partly in the other.

Trusts not recognized

5. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and (except as otherwise provided by the Articles or by law) the Company shall not be bound by or recognise any interest in any share except an absolute right to the entirety thereof in the holder.

UNISSUED SHARES

- 6.1 Subject to the Act and to these Articles, the directors shall have authority to exercise any power of the Company to offer, allot or otherwise dispose of any shares in the Company, or any relevant securities, to such persons, at such times and generally on such terms and conditions as they think proper, save insofar as the Company in General Meeting shall have varied, renewed or revoked the said authority.
- 6.2 The directors shall subject to Section 80 of the Act be authorised to make any offer or allotment of shares in the Company, or grant any right to subscribe for, or to convert any securities into, shares in the Company up to the amount of the authorised share capital of the Company at the date of the adoption of these Articles and such limitation shall constitute the maximum amount of the relevant securities which at any time remain to be allotted by the directors hereunder.
- 6.3 The period within which the said authority to allot relevant securities may be exercised shall be limited to five years, commencing from the adoption of these Articles.
- 6.4 Any offer or agreement in respect of relevant securities, which is made prior to the expiration of such authority and in all other respects within the terms of such authority, shall be authorised to be made, notwithstanding that such offer or agreement would or might require relevant securities to be allotted after the expiration of such authority and, accordingly, the directors may at any time allot any relevant securities in pursuance of such offer or agreement.
- 6.5 The authority conferred upon the directors to allot relevant securities may at any time, by Ordinary Resolution of the Company in General Meeting, be revoked, varied or renewed (whether or not it has been previously renewed hereunder) for a further period not exceeding five years.

- 6.6 In accordance with Section 91 of the Act, Section 89 (1), Section 90 (1) to (5) and Section 90 (6) shall not apply to the Company.

VARIATION OF RIGHTS

7. Unless otherwise provided by the rights attached to any shares, those rights shall be deemed to be varied by the reduction of the capital paid up on the shares and by the allotment of further shares ranking in priority for payment of a dividend or in respect of capital or which confer on the holders voting rights more favourable than those conferred by such first mentioned shares, but shall not otherwise be deemed to be varied by the creation or issue of further shares.

SHARE CERTIFICATES

8. Every member shall be entitled without payment to one certificate for all the shares of each class held by him or several certificates each one for one or more of his shares upon payment for every certificate after the first of such reasonable sum as the directors may determine. Every certificate shall be sealed with the seal and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or the respective amounts paid up thereon. The Company shall not be bound to issue more than one certificate for shares held jointly by several persons and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them.
9. If a share certificate is defaced, worn-out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of the expenses reasonably incurred by the Company in investigating evidence as the directors may determine but otherwise free of charge, and (in the case of defacement or wearing-out), on delivery up of the old certificate.

LIEN

10. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The Company's lien on a share shall extend to all moneys payable in respect of it.
11. Subject to the other provisions of these Articles, the Company may sell in such manner as the directors determine to the member (if any) holding a majority in nominal value of the issued ordinary shares for the time being in the Company any share on which the Company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within fourteen clear days' after notice has been given to the holder of the share (or to the person entitled to it in

consequence of the death or bankruptcy of the holder) demanding payment and stating that if the notice is not complied with the shares may be sold.

12. To give effect to a sale the directors may authorise some person to execute an instrument of transfer of the shares sold to, or in accordance with the directions of, the purchaser. The title of the transferee to the shares shall not be affected by any irregularity in or invalidity of the proceedings in reference to the sale.
13. The net proceeds of sale, after payment of the costs, shall be applied in payment of so much of the sum for which the lien exists as is presently payable, and any residue shall (upon surrender to the Company for cancellation of the certificate for the shares sold and subject to a like lien for any moneys not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES AND FORFEITURE

14. Subject to the terms of allotment, the directors may make calls upon the members in respect of any moneys unpaid on their shares (whether in respect of nominal value or premium) and each member shall (subject to receiving at least fourteen clear days' notice specifying when and where payment is to be made) pay to the Company as required by the notice the amount called on his shares. A call may be required to be paid by instalments. A call may, before receipt by the Company of any sum due thereunder, be revoked in whole or in part and payment of a call may be postponed in whole or in part. A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect whereof the call was made.
15. A call shall be deemed to have been made at the time when the resolution of the directors authorising the call was passed.
16. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
17. If a call remains unpaid after it has become due and payable the person from whom it is due and payable shall pay interest on the amount unpaid from the day it became due and payable until it is paid at the rate fixed by the terms of allotment of the share or in the notice of the call or, if no rate is fixed, at the appropriate rate (as defined by the Act) but the directors may waive payment of the interest wholly or in part.
18. An amount payable in respect of a share on allotment or at any fixed date, whether in respect of nominal value or premium or as an instalment of a call, shall be deemed to be a call and if it is not

paid the provisions of the Articles shall apply as if that amount had become due and payable by virtue of a call.

19. Subject to the terms of allotment, the directors may make arrangements on the issue of shares for a difference between the holders on the amounts and times of payment of calls on their shares.
20. If a call remains unpaid after it has become due and payable the directors may give to the person from whom it is due not less than fourteen clear days' notice requiring payment of the amount unpaid together with any interest which may have accrued. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with the shares in respect of which the call was made will be liable to be forfeited.
21. If the notice is not complied with any share in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the directors and the forfeiture shall include all dividends or other moneys payable in respect of the forfeited shares and not paid before the forfeiture.
22. Subject to the provisions of the Act and the other provisions of these Articles, a forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors determine either to the person who was before the forfeiture the holder or (subject to the Act) to the Company or to the member (if any) holding a majority in nominal value of the issued ordinary shares for the time being in the Company and at any time before sale, re-allotment or other disposition, the forfeiture may be cancelled on such terms as the directors think fit. Where for the purposes of its disposal a forfeited share is to be transferred to any person the directors may authorise some person to execute an instrument of transfer of the share to that person.
23. A person any of whose shares have been forfeited shall cease to be a member in respect of them and shall surrender to the Company for cancellation the certificate for the shares forfeited but shall remain liable to the Company for all moneys which at the date of forfeiture were presently payable by him to the Company in respect of those shares with interest at the rate at which interest was payable on those moneys before the forfeiture or, if no interest was so payable, at the appropriate rate (as defined in the Act) from the date of forfeiture until payment but the directors may waive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal.
24. A statutory declaration by a director or the secretary that a share has been forfeited on a specified date shall be conclusive evidence of the Act stated in it as against all persons claiming to be entitled

to the share and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share and the person to whom the share is disposed of shall not be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings in reference to the forfeiture or disposal of the share.

TRANSFER OF SHARES

25. The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the transferor and, the share whether fully paid or not, need not be executed by the transferee.
26. The directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of any share, whether or not it is a fully paid share. They may also refuse to register a transfer unless:-
 - 26.1 it is lodged at the office or at such other place as the directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer; and
 - 26.2 it is in respect of only one class of shares; and
 - 26.3 it is in favour of not more than four transferees.
27. If the directors refuse to register a transfer of a share, they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.
28. The registration of transfers of shares or of transfers of any class of shares may be suspended at such times and for such periods (not exceeding thirty days in any year) as the directors may determine.
29. No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting the title to any share.
30. The Company shall be entitled to retain any instrument of transfer which is registered, but any instrument of transfer which the directors refuse to register shall be returned to the person lodging it when the notice of the refusal is given.

TRANSMISSION OF SHARES

31. If a member dies the survivor or survivors where he was a joint holder, and his personal representatives where he was a sole holder or the only survivor of joint holders, shall be the only persons recognised by the Company as having any title to his interest; but nothing herein contained shall release the estate of a deceased member from any liability in respect of any share which had been jointly held by him.
32. A person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as the directors may properly require, elect either to become the holder of the share or to have some person nominated by him registered as the transferee. If he elects to become the holder he shall give notice to the Company to that effect. If he elects to have another person registered he shall execute an instrument of transfer of the share to that person. All the Articles relating to the transfer of shares shall apply to the notice or instrument of transfer as if it were an instrument of transfer executed by the member and the death or bankruptcy of the member had not occurred.
33. A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall have the rights to which he would be entitled if he were the holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to attend or vote at any meeting of the Company or at any separate meeting of the holders of any class of shares in the Company.

TRANSFER ON LIQUIDATION

34. A person entitled to any shares ("Liquidation Shares") in the Company in consequence of the liquidation of a member shall be bound at any time, if and when required by notice in writing ("Transfer Notice") by the Company so to do, to transfer the Liquidation Shares to the other members of the Company in proportion to numbers held by them respectively at the date of the Transfer Notice at a price per share fixed by the Auditors of the Company at a figure representing the fair value of the Liquidation Shares provided always that the Auditors shall take into account the maximum proportion of the votes at a General Meeting of the Company the Liquidation Shares could carry.

ALTERATION OF SHARE CAPITAL

35. The Company may by ordinary resolution:-
- 35.1 increase its share capital by new shares of such amount as the resolution prescribes;

- 35.2 consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- 35.3 subject to the provisions of the Act, sub-divide its shares, or any of them, into shares of smaller amount and the resolution may determine that, as between the shares resulting from the sub-division, any of them may have any preference or advantage as compared with the others; and
- 35.4 cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
36. Subject to the other provisions of these Articles, whenever as a result of a consolidation of shares any members would become entitled to fractions of a share, the directors may, on behalf of those members, sell the shares representing the fractions for the best price reasonably obtainable (subject to the provisions of the Act) to the Company or to the member (if any) holding a majority in nominal value of the issued ordinary shares for the time being in the Company and distribute the net proceeds of sale in due proportion among those members, and the directors may authorise some person to execute an instrument of transfer of the shares to, or in accordance with the directions of, the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity in or invalidity of the proceedings in reference to the sale.
37. Subject to the provisions of the Act, the Company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account in any way.

PURCHASE OF OWN SHARES

38. Subject to the provisions of the Act, the Company may purchase its own shares (including any redeemable shares) and, if it is a private company, make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the Proceeds of a fresh issue of shares.

GENERAL MEETINGS

39. All general meetings other than annual general meetings shall be called extraordinary general meetings.
40. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than six weeks after the receipt of the requisition. If there are not within the United

Kingdom sufficient directors to call a general meeting, any director or any member of the Company may call a general meeting.

NOTICE OF GENERAL MEETINGS

- 41.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:-
- 41.1.1 in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
- 41.1.2 in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.
- 41.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
- 41.3 Subject to any restrictions imposed on any shares, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors.
42. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

Quorum

43. No business shall be transacted at any meeting unless a quorum is present. Except as provided in relation to an adjourned meeting, two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

Procedure if quorum not present

44. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine. If at the adjourned meeting such a quorum is not present within fifteen minutes

from the time appointed for the meeting, one person entitled to be counted in a quorum present at the meeting shall be a quorum.

Chairman of General Meeting

45. The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.
46. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

Directors right to attend and speak

47. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the Company.

Adjournments

48. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place and which was left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

VOTING

Method of voting

- 49.1 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:--
- 49.1.1 by the chairman; or
- 49.1.2 by at least two members having the right to vote at the meeting; or

- 49.1.3 by a member or members representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting; or
- 49.1.4 by a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right;
- 49.2 A demand by a person as proxy or as duly authorised representative for a member shall be the same as a demand by the member.
50. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

Withdrawal of poll

51. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

Procedure if poll demanded

- 52.1 A poll shall be taken as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

When poll to be taken

- 52.2 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

Continuance of other business after poll demanded

53. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded.

Casting vote

54. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to have a casting vote in addition to any other vote he may have.

Resolution in writing

55. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

Right of member to vote

56. Subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or by proxy, or (being a corporation) is present by a duly authorised representative or proxy, shall have one vote and on a poll every member who is present in person or by a duly authorised representative or proxy shall have one vote for every share of which he is the holder.

Voting of joint holders

57. In the case of joint holders the vote of the senior who tenders a vote, being an individual in person or by proxy or (being a corporation) by duly authorised representative or proxy shall be accepted to the exclusion of the votes of the other joint holders; and seniority shall be determined by the order in which the names of the holders stand in the register of members.

Voting on behalf of an incapable member

58. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

No right to vote where sums overdue on shares

59. No member shall vote at any general meeting or at any separate meeting of the holders of any class of shares in the Company, either (being an individual) in person or by proxy or (being a corporation) by duly authorised representative or proxy in respect of any share held by him unless all moneys presently payable by him in respect of that share have been paid.
60. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made at such meeting shall be referred to the chairman whose decision shall be final and conclusive.

Votes on a poll

61. On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion.

PROXY

62. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney authorised in writing in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the appointor.
63. The instrument appointing a proxy and any authority under which it is executed or a copy, certified by a solicitor of the Supreme Court of Judicature or in some other way approved by the directors, shall be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting. Such instrument, authority or copy must be so deposited forty-eight hours (or such shorter time as the directors determine) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, twenty-four hours (or such shorter time as the directors determine) before the time appointed for the taking of the poll, and in default the instrument of proxy shall be invalid. When two or more valid but differing instruments of proxy are delivered in respect of the same share for use at the same meeting, the one which is last delivered (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the others as regards that share if the Company is unable to determine which was last delivered none of them shall be treated as valid in respect of that share. Deposit of an instrument of proxy shall not preclude a member from attending and voting at the meeting or at any adjournment thereof.

64. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

NUMBER OF DIRECTORS

65. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum and the minimum number of directors shall be one. In the event of the minimum number of directors fixed by or pursuant to these Articles being one, a sole director shall have authority to exercise all the powers and discretions by these Articles expressed to be vested in the directors generally.

APPOINTMENT OF DIRECTORS

66. The Approved Persons may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with these Articles as the maximum number of directors.
67. A member (or members) holding a majority in nominal value of the issued ordinary shares for the time being in the Company or the ultimate holding company of the Company shall have power from time to time and at any time to appoint any person or persons as a director or directors, either as an addition to the existing directors or to fill any vacancy and to remove from office any directors howsoever appointed.
68. Subject to the provisions of the Act either the member or members holding a majority in nominal value of the issued ordinary shares for the time being in the Company, or the ultimate holding company of the Company may appoint one or more director to the office of Managing Director or to any other executive office under the Company and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director on such terms and remuneration as they may determine. Any appointment of a director to an executive office shall determine if he ceases to be a director.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

69. The office of a director shall be vacated if:-
- 69.1 he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
- 69.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 69.3 he is, or may be, suffering from mental disorder and either:-
- 69.3.1 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
- 69.3.2 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
- 69.4 he resigns his office by notice to the Company; or
- 69.5 he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated.

NO ROTATION

70. The directors shall not be required to retire by rotation

NO AGE DISQUALIFICATION

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

POWERS OF DIRECTORS

72. Subject to the provisions of the Act, the memorandum and these Articles and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the directors by any other Article and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

73. The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to section 80 of the Act to grant any mortgage, charge or security over its undertaking, property or 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.

DELEGATION OF DIRECTORS' POWERS

74. The directors may delegate any of their powers, authorities and discretions to any committee consisting of such person or persons (whether a member or members of its body or not) as it thinks fit provided that the majority of the members of the committee are directors of the Company and that no meeting of the committee shall be quorate for the purpose of exercising any of its powers, authorities or discretions unless a majority of those present are directors of the Company. They may also delegate to any Managing Director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of directors so far as they are capable of applying.
75. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

ALTERNATE DIRECTORS

76. Any director (other than an alternate director) may appoint any Approved Persons willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.
77. An alternate director who is not absent from the United Kingdom shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to the same extent as but in lieu of, the director appointing him and shall be entitled to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate director.
78. An alternate director shall cease to be an alternate director if his appointor ceases to be a director.

79. Save as otherwise provided in these Articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own Act and defaults and he shall not be deemed to be the agent of the director appointing him.
- 80.1 An Approved Person may act as an alternate director to represent more than one director and shall in the absence of his appointor be entitled at meetings of the directors or any committee of the directors (in addition to his own vote if he is also a director) to one vote for each and every director whom he represents who is absent from such meeting and for the purpose of determining whether a quorum is present at meetings of directors or committees of directors he shall be counted in his own right if he is a director and separately for each and every director whom he represents who is absent from such meeting.
- 80.2 If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill health or is otherwise not available:-
- (i) the signature of an alternate director to a resolution in writing pursuant to Article 88; and
 - (ii) the agreement of an alternate director to any resolution pursuant to Article 89;
- shall be effective as the signature or agreement of his appointor.

PROCEEDINGS OF DIRECTORS

81. Subject to the other provisions of these Articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. Questions arising at a meeting shall be decided by a majority of votes of those present and subject to Article 80 each director present at a meeting shall have 1 vote and for this purpose a director in contact with the meeting by telephone telex or telefax shall be deemed to be present thereat. Provided that the member or members holding a majority in nominal value of the issued ordinary shares for the time being in the Company shall have the power to veto any resolution of the directors such veto 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 corporation signed by one of its directors on its behalf and shall take effect upon lodgment at the office.
82. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two and there shall be included in the quorum a director who is in contact with the meeting by telephone telex or telefax except that in the event of the minimum number of directors fixed by or pursuant to these Articles being one and for so long as there is only one director such quorum shall be one. An Approved Person being a director shall

(as provided in Article 80) for the purposes of the calculation of the quorum be counted in his own right and separately for each director not present for whom he has been appointed as an alternate director.

83. Notice of a board meeting shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in writing to him at his last known address given by him to the Company for this purpose in the United Kingdom. It shall not be necessary to give notice of a board meeting to any director who is for the time being absent from the United Kingdom or who has appointed an alternate director. A director may in any event waive notice of any meeting either prospectively or retrospectively.
84. The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting. The chairman shall be entitled to a second or casting vote.
85. All Act done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
86. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents whether by telex telefax or otherwise in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.
87. Notwithstanding Article 86 a resolution agreed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and such agreement may be communicated by telephone, telex or telefax.

DIRECTORS' INTERESTS

- 88.1 Subject to the provisions of the Act and of paragraph 88.11 of this article, no director or proposed or intending director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatever, nor shall any contract in which any director is in any way interested be liable to be avoided, nor shall any director who is so interested be liable to account to the company or the members for any remuneration, profit or other benefit realised by the contract by reason of the director holding that office or of the fiduciary relationship thereby established.
- 88.2 A director may hold any other office or place of profit with the Company (except that of auditor) in conjunction with his office of director for such period (subject to the provisions of the Act) and upon such other terms as the board may decide, and may be paid such extra remuneration for so doing (whether by way of salary, commission, participation in profits or otherwise) as the board may decide, and either in addition to or in lieu of any remuneration provided for by or pursuant to any other article.
- 88.3 A director of the Company may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested or as regards which it has any power of appointment, and shall not be liable to account to the Company or the members for any remuneration, profit or other benefit received by him as a director or officer of or from his interest in the other company. The board may also cause any voting power conferred by the shares in any other company held or owned by the Company or any power of appointment to be exercised in such manner in all respects as it thinks fit, including the exercise of the voting power or power of appointment in favour of the appointment of the directors or any of them as directors or officers of the other company, or in favour of the payment of remuneration to the directors or officers of the other company.
- 88.4 A director may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director.
- 88.5 A director shall not vote on or be counted in the quorum in relation to any resolution of the board concerning his own appointment, or the settlement or variation of the terms or the termination of his own appointment, as the holder of any office or place of profit with the Company or any other company in which the Company is interested but, where proposals are under consideration concerning the appointment, or the settlement or variation of the terms or the termination of the

appointment, of two or more directors to offices or places of profit with the Company or any other company in which the Company is interested, a separate resolution may be put in relation to each director and in that case each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution unless it concerns his own appointment or the settlement or variation of the terms or the termination of his own appointment or the appointment of another director to an office or place of profit with a company in which the Company is interested and the director seeking to vote or be counted in the quorum owns one per cent or more of it.

- 88.6 Save as in respect of a director being an Approved Person or as otherwise provided by these articles, a director shall not vote on, or be counted in the quorum in relation to, any resolution of the board in respect of any contract in which he is to his knowledge materially interested and, if he shall do so, his vote shall not be counted, but this prohibition shall not apply to any resolution concerning any of the following matters:-
- 88.6.1 the giving to him of any guarantee, indemnity or security in respect of money lent or obligations undertaken by him for the benefit of the company or any of its subsidiaries;
- 88.6.2 the giving to a third party of any guarantee, indemnity or security in respect of a debt or obligation of the Company or any of its subsidiaries for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security;
- 88.6.3 the subscription or purchase by him of shares, debentures or other securities of the Company pursuant to an offer or invitation to members or debenture holders of the Company, or any class of them, or to the public or any section of the public;
- 88.6.4 the underwriting by him of any shares, debentures or other securities of the Company or any of its subsidiaries;
- 88.6.5 any contract in which he is interested by virtue of his interest in shares or debentures or other securities of the Company or by reason of any other interest in or through the Company;
- 88.6.6 any contract concerning any other company (not being a company in which the director owns one per cent or more) in which he is interested directly or indirectly whether as an officer, shareholder, creditor or otherwise howsoever;
- 88.6.7 any contract concerning the adoption, modification or operation of a pension fund or retirement death or disability benefits scheme which relates both to directors and employees of the Company or of any of its subsidiaries and does not provide in respect of any director as such any privilege or advantage not accorded to the employees to which the fund or scheme relates; and

- 88.6.8 any contract for the benefit of employees of the Company or of any of its subsidiaries under which he benefits in a similar manner as the employees and which does not accord to any director as such any privilege or advantage not accorded to the employees to whom the contract relates.
- 88.7 A company shall be deemed to be one in which a director owns one per cent or more if and so long as (but only if and so long as) he is (either directly or indirectly) the holder of or beneficially interested in one per cent or more of any class of the equity share capital of that company or of the voting rights available to members of that company. For the purpose of this paragraph of this article there shall be disregarded any shares held by the director as bare or custodian trustee and in which he has no beneficial interest, any shares comprised in a trust in which his interest is in reversion or remainder if and so long as some other person is entitled to receive the income of the trust and any shares comprised in an authorised unit trust scheme in which he is interested only as a unit holder.
- 88.8 Where a company in which a director owns one per cent or more is materially interested in a contract, he also shall be deemed materially interested in that contract.
- 88.9 If any question shall arise at any meeting of the board as to the materiality of the interest of a director (other than the chairman of the meeting) or as to the entitlement of any director (other than the chairman of the meeting) to vote or be counted in the quorum and the question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, the question shall be referred to the chairman of the meeting and his ruling in relation to the director concerned shall be conclusive except in a case where the nature or extent of his interest (so far as it is known to him) has not been fairly disclosed to the board. If any question shall arise in respect of the chairman of the meeting, the question shall be decided by a resolution of the board (for which purpose the chairman shall be counted in the quorum but shall not vote on the matter) and the resolution shall be conclusive except in a case where the nature or extent of the interest of the chairman (so far as it is known to him) has not been fairly disclosed to the board.
- 88.10 A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract with the Company shall declare the nature of his interest at the meeting of the board at which the question of entering into the contract is first taken into consideration, if he knows his interest then exists, or in any other case at the first meeting of the board after he knows that he is or has become so interested. For the purposes of this article, a general notice to the board by a director to the effect that (a) he is a member of a specified company or firm and is to be regarded as interested in any contract which may after the date of the notice be made with that company or

firm or (b) he is to be regarded as interested in any contract which may after the date of the notice be made with a specified person who is connected with him, shall be deemed to be a sufficient declaration of interest under this article in relation to any such contract; provided that no such notice shall be effective unless either it is given at a meeting of the board or the director takes reasonable steps to secure that it is brought up and read at the next board meeting after it is given.

- 88.11 References in this article to a contract include references to any proposed contract and to any transaction or arrangement whether or not constituting a contract.
- 88.12 Subject to the provisions of the Act, the Company may by ordinary resolution suspend or relax the provisions of this Article to any extent or ratify any contract not properly authorised by reason of a contravention of this article.
89. For the avoidance of doubt an Approved Person being a director may vote or be counted in the quorum of any meeting of the directors or committee of the directors in regard to any contract or arrangement in which he is interested or upon any matter arising thereout.

DIRECTORS' GRATUITIES AND PENSIONS

90. The Company may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

SECRETARY

91. Subject to Section 13 (5) of the Act the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

MINUTES

92. The directors shall cause minutes to be made in books kept for the purpose:—
- 92.1 of all appointments of officers made by the directors; and
- 92.2 of all proceedings at meetings of the Company, of the holders of any class of shares in the Company, and of the directors, and of committees of directors, including the names of the directors present at each such meeting; and

92.3 of all resolutions passed pursuant to either of Articles 86 and 87.

THE SEAL

93. The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

DIVIDENDS

Declaration of dividends by Company

94. Subject to the provisions of the Act, the Company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the directors.

Payment of interim dividends by board

95. Subject to the provisions of the Act, the directors may pay interim dividends if it appears to them that they are justified by the profits of the Company available for distribution. If the share capital is divided into different classes, the directors may pay interim dividends on shares which confer deferred or non-preferred rights with regard to dividend as well as on shares which confer preferred rights with regard to dividend, but no interim dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear. The directors may also pay at intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment. Provided the directors act in good faith they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on any shares having deferred or non-preferred rights.

Dividends paid according to amount and period paid-up

96. Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid. Subject as aforesaid, all dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid.

Dividends not in cash

97. A general meeting declaring a dividend may, upon the recommendation of the directors, direct that it shall be satisfied wholly or partly by the distribution of assets and, where any difficulty arises in

regard to the distribution, the directors may settle the same and in particular may issue fractional certificates and fix the value for distribution of any assets and may determine that cash shall be paid to any member upon the footing of the value so fixed in order to adjust the rights of members and may vest any assets in trustees.

Payment Procedure

98. Any dividend or other moneys payable in respect of a share may be paid by cheque sent by post to the registered address of the person entitled or, if two or more persons are the holders of the share or are jointly entitled to it by reason of the death or bankruptcy of the holder, to the registered address of that one of those persons who is the first named in the register of members or to such person and to such address as the person or persons entitled may in writing direct. Every cheque shall be made payable to the order of the person or persons entitled or to such other person as the person or persons entitled may in writing direct and payment of the cheque shall be a good discharge to the Company. Any joint holder or other person jointly entitled to a share as aforesaid may give receipts for any dividend or other moneys payable in respect of the share. In addition, any such dividend or other sum may be paid by any bank or other funds transfer system or such other means and to or through such person as the holder or joint holders may in writing direct, and the Company shall have no responsibility for any sums lost or delayed in the course of any such transfer or where it has acted on any such directions. Where a person is entitled by transmission to a share, any dividend or other sum payable by the Company in respect of the share may be paid as if he was a holder of the share.

No interest on dividend

99. No dividend or other moneys payable in respect of a share shall bear interest against the Company unless otherwise provided by the rights attached to the share.

Forfeiture of unclaimed dividends

100. Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by the Company.

ACCOUNTS

101. No member other than the member or members holding a majority in nominal value of the issued ordinary shares for the time being of the Company shall (as such) have any right of inspecting any accounting records or other book or documents of the Company except as conferred by statute or authorised by the directors or by ordinary resolution of the Company.

CAPITALISATION OF PROFITS

102. The directors may with the authority of an ordinary resolution of the Company:-
- 102.1 subject as hereinafter provided, resolve to capitalise any undivided profits of the Company not required for paying any preferential dividend (whether or not they are available for distribution) or any sum standing to the credit of the Company's share premium account or capital redemption reserve;
- 102.2 appropriate the sum resolved to be capitalised to the members in proportion to the nominal amounts of the shares (whether or not fully paid) held by them respectively which would entitle them to participate in a distribution of that sum if those shares were fully paid and that sum were then distributable and it were distributed by way of dividend and apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to that sum, and allot the shares or debentures credited as fully paid to those members, or as they may direct, in those proportions, or partly in one way and partly in the other: but the share premium account, the capital redemption reserve, and any profits which are not available for distribution may, for the purposes of this Article, only be applied in paying up unissued shares to be allotted to members credited as fully paid;
- 102.3 resolve that any shares so allotted to any member in respect of a holding by him of any shares which are not fully paid shall rank for dividend only to the extent that the latter shares rank for dividend;
- 102.4 make such provision by the issue of fractional certificates or by payment in cash or otherwise as they determine in the case of shares or debentures becoming distributable under this regulation in fractions; and
- 102.5 authorise any person to enter on behalf of all the members concerned into an agreement with the Company providing for the allotment to them respectively, credited as fully paid, of any shares or debentures to which they are entitled upon such capitalisation, any agreement made under such authority being binding on all such members.

NOTICES

103. Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of directors need not be in writing.
104. The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address.

In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.

105. If at any time by reason of suspension or curtailment of postal services within the United Kingdom the Company is unable effectively to convene a general meeting by notice sent through the post, a general meeting may be convened by a notice advertised in at least two daily newspapers with a national circulation and in that event the notice shall be deemed to have been served on all members and persons entitled by transmission who are entitled to have notice of the meeting served upon them, on the day when the advertisement has appeared in at least two such papers. If at least six clear days prior to the meeting the posting of notices to addresses throughout the United Kingdom has again become practicable, the Company shall send confirmation copies of the notice by post to the persons entitled to receive them.
106. A member present, either in person or by proxy, at any meeting of the Company or of the holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
107. Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register of members, has been duly given to a person from whom he derives his title.
108. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to have been given on the day following that on which the envelope containing it was posted unless it was sent by second class post in which case it shall be deemed to have been given on the day next but one after it was posted.
109. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending or delivering it, in any manner authorised by these Articles for the giving of notice to a member, addressed to them at the address, if any, within the United Kingdom supplied for that purpose. Until such an address has been supplied, a notice may be given in any manner in which it might have been given if the death or bankruptcy had not occurred.

DESTRUCTION OF DOCUMENTS

110. If the Company destroys:-
- 110.1 any share certificate which has been cancelled at any time after a period of one year has elapsed from the date of cancellation; or
- 110.2 any instruction concerning the payment of dividends or other moneys in respect of any share or any notification of change of name as address at any time after a period of two years has elapsed from the date the instruction or notification was recorded by the Company; or
- 110.3 any instrument of transfer of shares which has been registered at any time after a period of six years has elapsed from the date of registration; or
- 110.4 any other document on the basis of which any entry is made in the register at any time after a period of six years has elapsed from the date the entry was first made in the register in respect of it;

and the Company destroys the document in good faith and without express notice that its preservation was relevant to a claim, it shall be presumed irrebuttably in favour of the Company that every share certificate so destroyed was a valid certificate and was properly cancelled, that every instrument of transfer so destroyed was a valid and effective instrument of transfer and was properly registered and that every other document so destroyed was a valid and effective document and that any particulars of it which are recorded in the books or records of the Company were correctly recorded. Nothing contained in this Article shall be construed as imposing upon the Company any liability by reason only of the destruction of any document of the kind mentioned above before the relevant period mentioned in this Article has elapsed or of the fact that any other condition precedent to its destruction mentioned above has not been fulfilled. References in this Article to the destruction of any document include references to its disposal in any manner.

WINDING UP

111. If the Company is wound up, the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Act, divide among the members in specie the whole or any part of the assets of the Company and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he with the like sanction determines, but no member shall be compelled to accept any assets upon which there is a liability.

INDEMNITY

112. Subject to the provisions of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust provided that this Article shall only have effect in so far as its provisions are not avoided by the Section 310 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS.

NUMBER OF SHARES
TAKEN BY EACH
SUBSCRIBER.

ST. ANDREWS COMPANY SERVICES LIMITED
16 St. Andrews Crescent
Cardiff
CF1 3RD

One

R. Surma
Authorised Signatory

CRESCENT HILL LIMITED
16 St. Andrews Crescent
Cardiff
CF1 3RD

One

J. Byrne
Authorised Signatory

DATED the 15th day of November 1989

WITNESS to the above signatures:

J.D. Smith
47 Bridge Street
Derby
DE1 3LB

Trainee Solicitor

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

--	--	--	--

2446622

Name of company

* WILLIAMS HOLDINGS INVESTMENTS LIMITED

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 18th December 1989 the nominal capital of the company has been
increased by £ 299,999,000 beyond the registered capital of £ 1,000

§ 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 (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

19/12/89

For and on behalf of:
WESTMINSTER SECURITIES LTD.

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

Edwards Geldard Hollis Briggs
Obeche House
47 Bridge Street
DERBY DE1 3LB

Form F125 (No. 123)
© Format Publishing
27 & 28 St Albans Place
London N1 0NX
July 1985

For official Use
General Section

Post room



Company Number: 2446622

THE COMPANIES ACT 1985

**ORDINARY AND SPECIAL RESOLUTIONS OF
WILLIAMS HOLDINGS INVESTMENTS LIMITED**

Notice is hereby given that on the 19th day of December 1989 the following Ordinary and Special Resolutions were passed in accordance with the Articles of Association of the Company by way of written resolution signed by all the members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be and hereby is increased from £1,000 to £300,000,000 by the creation of an additional 299,999,000 Ordinary Shares of £1.00 each ranking pari-passu with the existing Ordinary Shares of £1.00 each
2. THAT pursuant to Section 80 of the Companies Act 1985, the directors of the Company be and they are hereby authorised generally and unconditionally to allot relevant securities (as defined in Section 80 of the Companies Act 1985) up to an aggregate nominal amount of £299,999,000 such authority to expire 5 years from the date of the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired

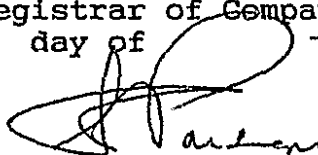
SPECIAL RESOLUTION

3. THAT the directors of the Company be and they are hereby empowered to allot equity securities (within the meaning of Section 94 of the Companies Act 1985) pursuant to the authority conferred by the resolution numbered 2 above as if Section 89(1) of the Companies Act 1985 did not apply to any such allotment provided that the power shall be limited to the allotment of equity securities up to the aggregate nominal amount of £299,999,000 and that the power shall expire 5 years from the date of the passing of this resolution

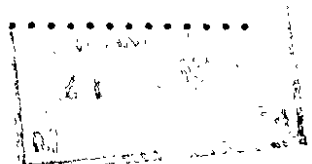
Filed with the Registrar of Companies
on 19th day of

December

1989



.....
SECRETARY



COMPANY NUMBER: 2446622

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS

of

WILLIAMS HOLDINGS INVESTMENTS LIMITED

Pursuant to Section 379A of the Act

Passed 11th day of September 1990

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held at Pentagon House, Sir Frank Whittle Road, Derby DE2 4XA on the 11th day of September 1990, the subjoined ELECTIVE RESOLUTIONS were duly passed viz:-

ELECTIVE RESOLUTIONS

- 1 THAT in accordance with the provisions of Section 252 of the Companies Act 1985 (as amended) the Company does hereby dispense with the laying of accounts and reports before the company in general meeting in respect of the year ending 31st December 1990 and subsequent financial years.
- 2 THAT in accordance with the provisions of Section 366A of the Companies Act 1985 (as amended) the Company does hereby dispense with the holding of the Annual General Meeting for 1991 and subsequent years.
- 3 THAT in accordance with the provisions of Section 386 of the Companies Act 1985 (as amended) the company does hereby dispense with the obligation to appoint auditors annually.

Dated 11th day of September 1990.

By Order of the Board

.....*arsen*.....

Secretary

Registered Office:
Pentagon House
Sir Frank Whittle Road
Derby DE2 4XA



Ref: GP186.Res