

# G

COMPANIES FORM No. 12

# 12

## Statutory Declaration of compliance with requirements on application for registration of a company

Please do not  
write in  
this margin

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

To the Registrar of Companies

For official use

For official use

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

[ ] [ ] [ ] [ ]

2551144

Name of company

\* insert full  
name of Company

\* ALLIANCE CAPITAL MANAGEMENT LIMITED

I, JOHN LINDSAY SIMPSONof BARRINGTON HOUSE, 59-67 GRESHAM STREET,  
LONDON EC2V 7JA

† 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,

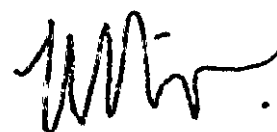
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1835

Declared at BARRINGTON HOUSE,  
59-67 GRESHAM STREET,  
LONDON EC2V 7JA

Declarant to sign below

the FIFTH day of OCTOBEROne thousand nine hundred and NINETYbefore me MARK STAMP

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



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

Linklaters & Paines  
Barrington House,  
59-67 Gresham St.,  
London EC2V 7JA

REF: PHH

For official Use

New Companies Section

Post room

G

COMPANIES FORM No. 10

10

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

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 block lettering

Name of company

\* insert full name  
of company

\* ALLIANCE CAPITAL MANAGEMENT LIMITED

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

155 BISHOPS GATE	
LONDON	
Postcode EC3M 3XS	

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

X

Linklaters & Paines	
Barrington House	
59-67 Gresham Street	
London	
Postcode EC2V 7JH	

Number of continuation sheets attached (see note 1)

Presentor's name address and  
reference (if any)

Linklaters & Paines  
Barrington House  
59-67 Gresham St.  
London EC2V 7JH

For official Use

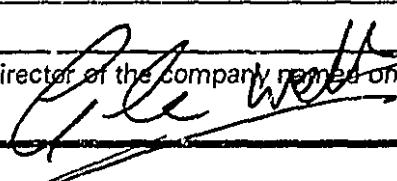
General Section

Post room

Ref PHH

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) <b>GLENN WELLMAN</b>		Business occupation <b>PORTFOLIO MANAGER</b>	
Previous name(s) (note 3)		Nationality <b>BRITISH</b>	
Address (note 4) <b>15 COLLEGE ROAD</b>		Date of birth (where applicable) (note 6) <b>N/A</b>	
<b>DULWICH</b>			
<b>LONDON</b>	Postcode <b>SE21</b>		
Other directorships † <b>ALLIANCE INTERNATIONAL HEALTH CARE FUND</b>			
<b>ALLIANCE INTERNATIONAL TECHNOLOGY FUND</b>			
I consent to act as director of the company named on page 1			
Signature 		Date <b>5th October 1990</b>	

† 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	

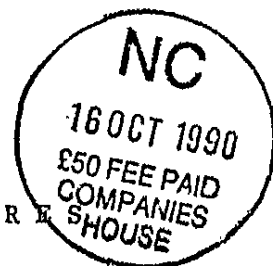
Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Postcode			
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	



100

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARE



MEMORANDUM OF ASSOCIATION

OF

2551144

ALLIANCE CAPITAL MANAGEMENT LIMITED

1. The Company's name is "ALLIANCE CAPITAL MANAGEMENT LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-

(A) To carry on all or any of the businesses of an investment management company including without limitation to the generality of the foregoing:-

(i) to promote, establish, manage, regulate and carry on either alone or in conjunction with others, investment, unit or other trusts or pools of funds or any funds concerning any property whether real or personal including any right or interest therein or any shares, stocks, debentures, debenture stocks, mortgages, bonds, loans, obligations and securities of any kind issued or guaranteed by any company, corporation or undertaking of whatever nature and wheresoever constituted, or carrying on business, and shares, stocks, debentures, debenture stocks, mortgages, bonds, loans, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, trusts, supreme, municipal, local or other authority or body of whatever nature whether at home or abroad; and

(ii) to act either alone, or in conjunction with others, as trustee, nominee or manager of, or depositary for, any investment, unit or other trusts or any fund and shares, stocks, debentures, debenture stocks, mortgages, bonds, loans, obligations and securities, and issue certificates or instruments evidencing the right or title of any person, partnership, body of persons or corporation, or the bearer of any such certificates or instruments, to a proportionate share or interest in any such shares, stocks, debentures, debenture stocks, mortgages, bonds, loans, obligations or securities or any property, right or interest therein; and

£50/Bard/P1/020297

(iii) to provide investment advice, rendering all types of financial advisory services including financial, structural and strategic advice and to carry on the business of advising and reporting on all and any form of investment, investment fund, investment vehicle, investment project or investment service of whatsoever nature; measuring, monitoring, analysing, preparing and compiling any information, statistics or other material of whatsoever nature relating to the same; and

(iv) to act either alone, or in conjunction with others, as a broker and dealer in securities and other financial investments, to subscribe for, underwrite, purchase or otherwise acquire and hold or sell, exercise, write or otherwise dispose of and to deal in shares, stocks, bonds, certificates of deposit, debentures, warrants, financial futures, commodities, currencies, options, rights, obligations, and all other securities or financial investments of any nature whatsoever or any right or interest therein.

(B) To carry on any other business or activity of any nature whatsoever which may seem to the Directors to be capable of being conveniently or advantageously carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view directly or indirectly to enhancing the value of or to rendering profitable or more profitable any of the Company's assets or utilising its skills, know-how or expertise.

(C) 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.

(D) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments or securities.

(E) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks, copyrights or other exclusive or non-exclusive rights of any kind and to develop and turn to account and deal with the same in such manner as may be thought fit and to make experiments and tests and carry on all kinds of research work.

(F) To build, construct, alter, remove, replace, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works, plants, factories, wharves, jetties, roads, buildings, structures or facilities of all kinds, whether for the purposes of the Company or for sale, letting or hire to or in return for any consideration from any company, firm or person, and to contribute to or assist in or carry out any part of any such operation.

(G) To amalgamate or enter into partnership or any joint venture or profit/loss-sharing arrangement or other association with any company, firm, person or body.

(H) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm, person or body carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.

(I) To promote, or join in the promotion of, any company, whether or not having objects similar to those of the Company.

(J) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other securities of any description.

(K) To advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit and with or without security.

(L) To guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by all or any such methods, for the performance of any contracts or obligations, and the payment of capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities, of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business.

(M) To issue any securities which the Company has power to issue for any other purpose by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company.

(N) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for shares or other securities, whether fully or partly paid up.

(O) To procure the registration, recognition or incorporation of the Company in or under the laws of any territory outside England.

(P) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any purpose which may be considered likely directly or indirectly to further the interests of the Company or of its members.

(Q) To establish and maintain or contribute to any pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any individuals who are or were at any time in the employment or service of the Company or of any company which is its holding company or is a subsidiary of the Company or any such holding company or otherwise is allied to or associated with the Company, or who are or were at any time directors or officers of the Company or of any such other company, and the wives, widows, families and dependants of any such individuals; to establish and subsidise or subscribe to any institutions, associations, clubs or funds which may be considered likely to benefit any such persons or to further the interests of the Company or of any such other company; and to make payments for or towards the insurance of any such persons.

(R) To establish and maintain or contribute to any scheme for the acquisition by trustees of shares in the Company or its holding company to be held by or for the benefit of employees (including any director holding a salaried employment or office) of the Company or (so far as for the time being permitted by law) any of the Company's subsidiaries and to lend money (so far as aforesaid) to any such employees to enable them to acquire shares of the Company or its holding company and to formulate and carry into effect any scheme for sharing profits with any such employees.

(S) (i) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees or auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund and (ii) to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability.

(T) To distribute among members of the Company in specie or otherwise, by way of dividend or bonus or by way of reduction of



capital, all or any of the property or assets of the Company, or any proceeds of sale or other disposal of any property or assets of the Company, with and subject to any incident authorised and consent required by law.

(U) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, subsidiary companies or otherwise, and either alone or in conjunction with others.

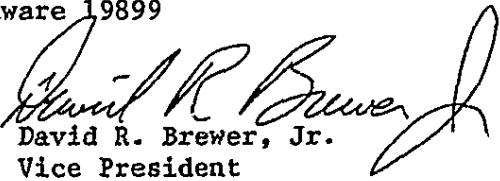
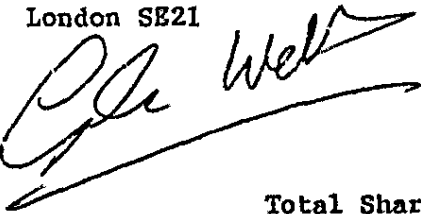
(V) To do all such other things as may be considered to be incidental or conducive to any of the above objects.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

4. The liability of the members is limited.


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

WE, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS	Number of Shares taken by each Subscriber
1. ALLIANCE CAPITAL MANAGEMENT CORPORATION OF DELAWARE 100 West 10th Street Wilmington Delaware 19899 USA By:  David R. Brewer, Jr. Vice President	One
2. GLENNWELLMAN 15 College Road Dulwich London SE21 	One
Total Shares taken:	Two

DATED 5 October , 1990

WITNESS to the above Signatures:--

  
JON GROOM  
12 Bouverie Lodge  
Beckenham  
Kent

THE COMPANIES ACT 1985

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C O M P A N Y   L I M I T E D   B Y   S H A R E S

---

ARTICLES OF ASSOCIATION

OF

ALLIANCE CAPITAL MANAGEMENT LIMITED

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PRELIMINARY

1. The regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (as amended so as to affect companies first registered on the date of incorporation of the Company) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or Articles of Association. References herein to Regulations are to Regulations in the said Table A unless otherwise stated.

SHARE CAPITAL

2. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

3. Subject to Sections 80 and 80A of the Companies Act 1985 and to the terms of any elective resolution in force under Section 379A of the Companies Act 1985, all unissued shares shall be at the disposal of the

Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper and Section 89(1) of the Companies Act 1985 shall not apply.

#### GENERAL MEETINGS

4 Subject to Sections 366A and 379A of the Act and to the terms of any elective resolution in force under those Sections, an Annual General Meeting shall be held not more than eighteen months after the incorporation of the Company and subsequently once in every year, at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Directors. All other General Meetings shall be called Extraordinary General Meetings. Regulation 36 shall be extended accordingly.

#### NOTICE OF GENERAL MEETINGS

5. In the case of a general meeting of the Company other than an Annual General Meeting short notice of the meeting may be given if (subject to the terms of any elective resolution in force under Section 369(4), 378(3) and 379A of the Companies Act 1985) it is so agreed by a majority in number of the members having a right to attend and vote thereat being a majority together holding not less than ninety-five per cent. in nominal value of the shares giving that right. Regulation 38(b) shall be modified accordingly.

#### PROCEEDINGS AT GENERAL MEETINGS

6. In the case of a corporation a resolution in writing may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 53 shall be extended accordingly. Regulation 53 (as extended) shall apply mutatis mutandis to resolutions in writing of any class of members of the Company.

7. An instrument appointing a proxy (and, where it is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the Secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding, the meeting or adjourned meeting or poll. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. Regulation 62 shall not apply.

#### NUMBER OF DIRECTORS

8. Subject as hereinafter provided the Directors shall not be less than one in number. Regulation 64 shall be modified accordingly.

#### ALTERNATE DIRECTORS

9. An alternate Director shall be entitled to receive notices of meetings of the Directors and of any committee of the Directors of which his appointor is a member and shall be entitled to attend and vote as a Director and be counted in the quorum at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles. Regulations 66 and 69 shall not apply.

10. An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions

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

#### DELEGATION OF DIRECTORS' POWERS

11. In addition to the powers to delegate contained in regulation 72 the Directors may delegate any of their powers to any committee consisting of one or more Directors and any one or more co-opted persons. Insofar as any such power is so delegated any reference in the regulations or articles to the exercise by the Directors of such power shall be read and construed as if it were a reference to such committee. The Directors may authorise the co-option to a committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee but so that (i) the number of co-opted members shall be less than one-half of the total number of members of the committee and (ii) no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are Directors. Regulation 72 shall be modified accordingly.

#### APPOINTMENT AND RETIREMENT OF DIRECTORS

12. The Directors shall not be subject to retirement by rotation and references thereto in Regulations 73 to 80 shall be disregarded.

#### DISQUALIFICATION AND REMOVAL OF DIRECTORS

13. The office of a Director shall be vacated in any of the events specified in Regulation 81 and also if he shall in writing offer to resign and the Directors shall resolve to accept such offer.

## REMUNERATION OF DIRECTORS

14. Any Director who serves on any committee, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise as the Directors may determine. Regulation 82 shall be extended accordingly.

## PROCEEDINGS OF DIRECTORS

15. Notice of meetings shall be given to a Director notwithstanding that he is absent from the United Kingdom. Directors may participate in a meeting of the Directors by means of a conference telephone or similar communications equipment provided all Directors participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at the meeting.

16. On any matter in which a Director is in any way interested he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence thereof. Regulations 94 to 98 shall not apply.

## INSURANCE

17. Without prejudice to the provisions of Regulation 87, the Directors shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Directors, officers, employees or auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which employees of the

Company or of any other such company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any other such company, subsidiary undertaking or pension fund; for the purposes of this Article "holding company" and "subsidiary undertaking" shall have the same meanings as in the Companies Act 1989.

#### NOTICES

18. The Company may give any notice to a member personally or by sending it by first class airmail in a prepaid envelope addressed to the member at his registered address (or such other address as the member may by written notice give to the Company (hereafter referred to as a "Notified Address")), by telex, by facsimile transmission or by telecopier. 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 or Notified Address is not within the United Kingdom shall be entitled to have notices given to him at that registered address or Notified Address, as applicable, and shall not be obliged to give to the Company an address within the United Kingdom for such purpose. Regulation 112 shall not apply.

19. A notice sent by prepaid first class airmail shall be deemed to be given at the expiration of 10 days after the envelope containing it was posted. Notices sent by telex, facsimile transmission or by telecopier shall be deemed to be given at the time of transmission. Regulation 115 shall be modified accordingly.



## INDEMNITY

20. Subject to the provisions of and so far as may be permitted by law, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company out of its own funds against all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court. Regulation 118 shall not apply.

## OVERRIDING PROVISIONS

21. Whenever Alliance Capital Management Corporation of Delaware (hereinafter called "the Parent"), or any subsidiary undertaking of the Parent, shall be the holder of not less than 90 per cent. of the issued Ordinary Shares the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as against all other provisions of these Articles:-

21.1 the Parent may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed but so that in the case of a Managing Director his removal from office shall be deemed an act of the

Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company;

21.2 no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Parent; and

21.3 any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent may by notice to the Company from time to time prescribe.

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

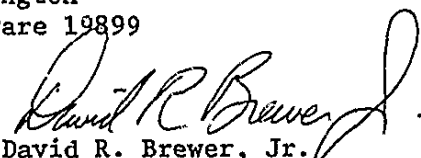
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NAMES AND ADDRESSES OF SUBSCRIBERS

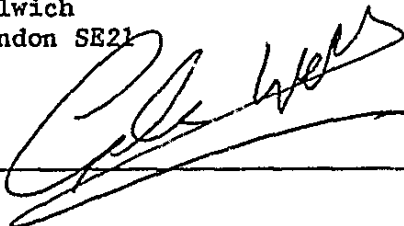
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ALLIANCE CAPITAL MANAGEMENT CORPORATION  
OF DELAWARE  
100 West 10th Street  
Wilmington  
Delaware 19899  
USA

By:

  
David R. Brewer, Jr.  
Vice President

GLEN WELLMAN  
15 College Road  
Dulwich  
London SE21

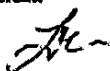


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DATED 5 October , 1990

WITNESS to the above Signatures:-

JON GROOM  
12 Bouverie Lodge  
Beckenham  
Kent



G26PHH0030

00000018

18 10 90

**FILE COPY**



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


No. 2551144

I hereby certify that

**ALLIANCE CAPITAL MANAGEMENT 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 23 OCTOBER 1990

  
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

[ ] [ ] [ ] [ ]

2551144

Name of company

\* ALLIANCE CAPITAL MANAGEMENT LIMITED

\* insert full name  
of companygives 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  
expressed as in the  
following examples

Day Month

31 12

5 April  
Day Month

05 04

30 June  
Day Month

30 06

5 December  
Day Month

31 12

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

Signed

Designation

Secretary

Date 19.11.90

Presenter's name address and  
reference (if any):dunklators + Paris  
(Ref. EP)  
Barrington House  
59. Grosvenor St  
London EC2V 7JAFor official Use  
General SectionSTAT PLUS HOUSE  
RECEIVED

27 NOV 1990 28 NOV 1990

M

6

No. 2551144

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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ORDINARY RESOLUTION

OF

ALLIANCE CAPITAL MANAGEMENT LIMITED

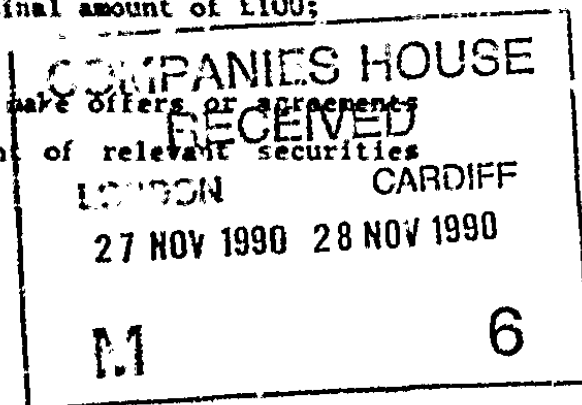
AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on 19 November 1990 at 155 Bishopsgate London EC2M 3XS the following Resolution was duly passed as an Ordinary Resolution:-

ORDINARY RESOLUTION

THAT:-

1.1 the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for the period of five years from the date of the passing of this Resolution all the powers of the Company to allot relevant securities up to the aggregate nominal amount of £100;

1.2 by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period; and



1.3 words and expressions defined in or for the purposes of the said Section 80 shall have the same meanings in this Resolution.

*Col Well*  
.....  
Chairman

# 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

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2551144

Name of company

\* ALLIANCE CAPITAL MANAGEMENT LIMITED

\* insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 6th December 1990 the nominal capital of the company has been  
increased by £ 249,900 beyond the registered capital of £ 100

§ the copy must be  
printed on 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

☐

Insert  
Stamp  
Secretary  
Approved  
Alternative  
Presentation  
Required  
to stand as  
ally to the

Signed

*AL*

Designation Secretary

Date 12 Dec 1990

Presenter's name address and  
reference (if any)

Linklaters & Paine (UK) Ltd  
Barrington House  
59-67 Gresham Street  
LONDON  
EC2A 3JA

For official use  
General Section

COMPANY  
FILE

LONDON  
19 DEC 1990

M



No. 2551144

THE COMPANIES ACTS 1985 - 1989

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COMPANY LIMITED BY SHARES

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RESOLUTIONS

OF

ALLIANCE CAPITAL MANAGEMENT LIMITED

The following Resolutions were passed by the above-named Company in accordance with the Articles of Association of the Company on 6th December 1990.

ORDINARY RESOLUTIONS

1 THAT the authorised share capital of the Company be increased from £100 to £250,000 by the creation of 249,900 Ordinary Shares of £1 each.

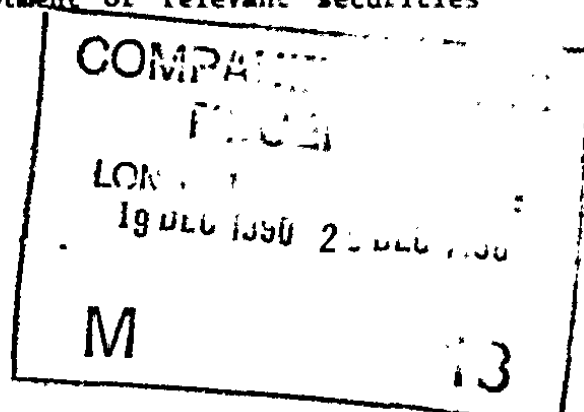
2 THAT:-

2.1 the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for the period of five years from the date of the passing of this Resolution all the powers of the Company to allot relevant securities up to the aggregate nominal amount of £250,000;


2.2 by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period; and

G14DOMS 23

LYNCH & PAINES  
BARRINGTON HOUSE 1 -  
55-57 GRESHAM STREET,  
LONDON EC2A 3EA



2.3 words and expressions defined in or for the purposes of the said Section 80 shall have the same meanings in this Resolution.

Signed: ..........  
Secretary



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

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2551144

Name of company

\* ALLIANCE CAPITAL MANAGEMENT LIMITED

\* insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 27 February 1991 the nominal capital of the company has been  
increased by £ 701,994 beyond the registered capital of £ 250,000.

§ 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

--

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

Signed

*Sal*

Designation: Secretary

Date 4/3/91

Pres. or's name address and  
reference (if any):

Linklaters & Paines  
Barrington House  
59-67 Gresham Street  
LONDON  
EC2V 7JA

*Doreen Samuels*

For official Use

General Section

Post room

Company No: 2551144

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS OF  
ALLIANCE CAPITAL MANAGEMENT LIMITED

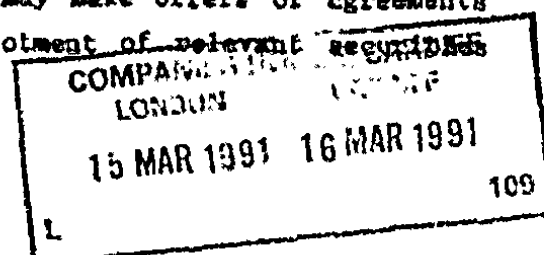
The following resolutions were passed by the above-named Company in accordance with the Articles of Association of the Company on 27th February, 1991.

1 AS AN ORDINARY RESOLUTION THAT the authorised share capital of the Company be increased by £701,994 to £951,994 by the creation of 701,994 Ordinary Shares of £1 each.

2 AS AN ORDINARY RESOLUTION THAT:-

2.1 the directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to allot for a period of 5 years from the date hereof relevant securities (as defined for the purposes of that Section) up to an aggregate nominal amount equal to the authorised but unissued share capital of the Company;

2.2 by such authority the directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period; and



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FROM LINLTERS PAINES NY

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NO.2

PAGE 8

2.3 words and expressions defined in or for the purposes of the said Section 80 shall have the same meanings in this resolution.

Dated: 27.03.71

.....

Jon Groom

(Secretary)

LINLTERS & PAINES  
BARRINGTON HOUSE,  
59-67 GRESHAM STREET,  
LONDON EC2V 7JA  
Tel 01-67700

G26PHH0073

No: 2551144

THE COMPANIES ACTS 1985 - 1989

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COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTION

OF

ALLIANCE CAPITAL MANAGEMENT LIMITED

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The following resolution was passed as a Special Resolution of the above-named company (the "Company") in accordance with the Articles of Association on 27 February 1991.

SPECIAL RESOLUTION

THAT the name of the Company be changed to "Alliance Capital Limited".

Dated: *27 Feb 1991*

Signed: *[Signature]*

Jon Groom  
(Secretary)

*40/BB/P1/500428*

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2551144

I hereby certify that

**ALLIANCE CAPITAL MANAGEMENT LIMITED**

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

**ALLIANCE CAPITAL LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 3 APRIL 1991

*A. M. Evans.*  
1991

an authorised officer

**G**

COMPANIES FORM No. 123

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

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

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2551144
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Name of company

\* Alliance Capital Limited

\* insert full name  
of company§ the copy must be  
printed or in some  
other form approved  
by the registrar

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 15 November 1991 the nominal capital of the company has been  
increased by £ 1,400,000 beyond the registered capital of £ 951,994.

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:

The shares rank pari passu in all respects with the existing ordinary  
share capital of the Company.

Please tick here if  
continued overleaf

--

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

Signed

Designation‡

Solicitor

Date

15/11/91

Presenter's name address and  
reference (if any):  
Linklaters & Paines  
Barrington House  
59-67 Gresham Street  
London EC2V 7JA

(ref:PHH)

Tel: 071-606 7080

For official Use  
General Section

Post room



No. 2551144

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS  
of  
ALLIANCE CAPITAL LIMITED

The following resolutions were passed as Ordinary Resolutions of the above-named company (the "Company") in accordance with the Articles of Association on 15th November 1991.

ORDINARY RESOLUTIONS

1 The authorised share capital of the Company be increased from £951,994 to £2,351,994 by the creation of 1,400,000 Ordinary Shares of £1 each ranking pari passu in all respects with the existing ordinary share capital of the Company.

2 (a) The Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for the period of five years from the date of the passing of this Resolution all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £1,400,000;

(b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period; and

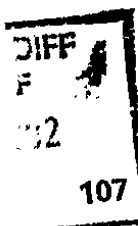
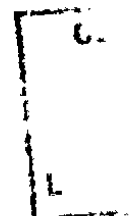
(c) words and expressions defined in or for the purposes of the said Section shall bear the same meanings in this Resolution.

.....  
Jon Groom  
(Secretary)

G17PHH 459

- 1 -

..... 15th November 1991  
Dated



No. 2551144

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS  
of  
ALLIANCE CAPITAL LIMITED

The following resolutions were passed as Ordinary Resolutions of the above-named company (the "Company") in accordance with the Articles of Association on 14th February 1992.

ORDINARY RESOLUTIONS

1 The authorised share capital of the Company be increased from £2,351,994 to £4,500,000 by the creation of 2,148,006 Ordinary Shares of £1 each ranking pari passu in all respects with the existing ordinary share capital of the Company.

2 (a) The Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for the period of five years from the date of the passing of this Resolution all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £2,148,006;

(b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period; and

(c) words and expressions defined in or for the purposes of the said Section shall bear the same meanings in this Resolution.

.....  
Jon Groom  
(Secretary)

..... 13th February 1992  
Dated

G17ART 1359





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

[ ] [ ] [ ] [ ]

2551144

Name of company

\* Alliance Capital Limited

\* insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 13 February 1992 the nominal capital of the company has been  
increased by £ 2,148,006 beyond the registered capital of £ 2,351,994

§ 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:

The shares rank pari passu in all respects with the existing  
ordinary share capital of the company.

Please tick here if  
continued overleaf

☐

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

Signed

Designation

Director

Date

13 Feb 1992

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

LINKATEKS & PALMES  
Barrington House  
59-67 Gresham Street  
London  
EC2V 6JA

For official use  
General Section

COMPANIES HOUSE, CARDIFF  
LONDON Post 1000  
25 FEB 1992 26 FEB 1992

104

COMPANIES HOUSE

FEB 1992

27

# 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  
(Address overleaf)

For official use

Company number

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123 456789
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Name of company

* <u>ABC COMPANY LIMITED</u>
------------------------------

\* insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 22 NOV 1985 the nominal capital of the company has been  
increased by £ 200,000 beyond the registered capital of £ 200,000.

§ 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

--

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

Signed

Designation‡

Date

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

For official Use  
General Section

