

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

Name of company

* insert full
name of Company

* CIC UK HOLDINGS LIMITED

I, Sally Rachel Offord

of 45 Eagle Heights, Falcon Road, Battersea, London, SW11 2LJ.

† 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 43 Fetter Lane
London EC4A 1NA

Declarant to sign below

the 11th day of February
One thousand nine hundred and ninety three
before me Philip J. Moss

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

SR Offord.

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

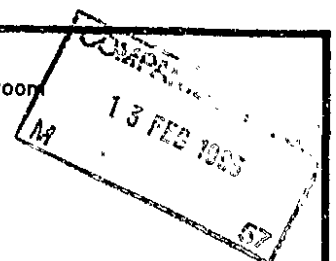
ERNST & YOUNG

Rolls House
7 Rolls Buildings
Fetter Lane
London EC4A 1NH

CFC/OMBS/SRO

For official Use
New Companies Section

Post room





10

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

This form should be completed in black.

CN	2792480	For official use	E
Company name (in full) CIC UK HOLDINGS LIMITED			

Registered office of the company on incorporation.

RO	Rolls House, 7 Rolls Buildings,		
	Fetter Lane,		
Post town	London,		
County/Region			
Postcode	EC4A 1NH		

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

☐

Name	
RA	
Post town	
County/Region	
Postcode	

Number of continuation sheets attached

☐

To whom should Companies House direct any enquiries about the information shown in this form?

Ernst & Young (C F Charge)	
Rolls House, 7 Rolls Buildings, Fetter Lane,	
London,	Postcode EC4A 1NH
Telephone 071 928 2000	Extension 1121

Company Secretary (See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

CS			
	Sally Rachel		
	Offord		
	None		
	None		
AD	45 Eagle Heights		
	Falcon Road		
	Post town	Battersea	
	County/Region	London	
	Postcode	SW11 2LJ	Country England
I consent to act as secretary of the company named on page 1			
Signed	SR Offord		Date 10.2.93

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CD			
	Colin Frederick		
	Charge		
	None		
	None		
AD	1D Tower Road		
	Post town	Epping	
	County/Region	Essex	
	Postcode	CM16 5EN	Country England
	Date of birth	DO 1 0 0 6 4 5	Nationality NA British
	Business occupation	OC Chartered Secretary	
	Other directorships	OD	
I consent to act as director of the company named on page 1			
Signed	of Charge		Date 10.2.93

Directors (continued)

(see notes 1 - 5)

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CD	
AD	
Post town	
County/Region	
Postcode	
Country	
Nationality	NA
DO	
OC	
OD	
I consent to act as director of the company named on page 1	
Signed	Date

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers	Date
---	------

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed	<i>SR Offord</i>	Date	10.2.93
Signed	<i>of charge</i>	Date	10.2.93
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	

2792480

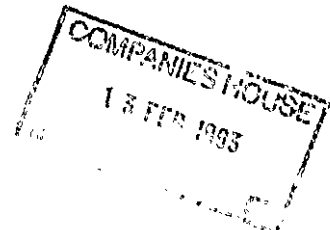
THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

CIC UK HOLDINGS LIMITED



- 1 The company's name is "CIC UK Holdings Limited."
- 2 The company's registered office is to be situated in England.
- 3 The company's objects are:-

121981

(A) (i) To carry on the business of a Holding Company in all its branches and to acquire by purchase lease concession grant licence or otherwise deal in such businesses options rights privileges land buildings leases underleases stocks shares debentures bonds obligations securities reversionary interests annuities policies of assurance and other property and rights and interests in property as the Company shall deem fit and generally to hold manage develop lease sell or dispose of the same and to vary any of the investments of the Company and to enter into assist or participate in financial commercial mercantile industrial and other transactions undertakings and business of every description and to co-ordinate the policy and administration of any subsidiary companies or any companies of which this Company is a Member or which are in any manner controlled by this Company.

(ii) To carry on the business of the provision of finance, credit and financial facilities generally and financial business and financial operations of all kinds.

(iii) To carry on the business of claims settling agents and of insurance and assurance adjusters and to act in that capacity for insurance and assurance companies, and to represent any and all companies, firms or individuals engaged in the said business, including fire, life, sickness, accident, guarantee, fidelity, indemnity, bond, casualty and automobile insurance and assurance, and to accept, receive and pay any commissions or remuneration for services rendered.

(B) To carry on any other trade or business which may seem to the company capable of being conveniently carried on in connection with the objects specified in sub-clause (A) hereof.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the company's business or any branch or department thereof.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the company's business, and for the purposes of or in connection with the borrowing or raising of money by the company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the company by a trust deed or other assurances.

(G) To issue and deposit any securities which the company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the company or of its customers or other persons or corporations having dealings with the company, or in whose businesses or undertakings the company is interested, whether directly or indirectly.

(H) To receive money on deposit or loan upon such terms as the company may approve, and to guarantee the obligations and contracts, of customers and others.

(I) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the company receiving any consideration or advantages direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the company's holding or subsidiary company as defined by section 736 of the Companies Act 1985, or otherwise associated with the company in business and whether or not this company receives directly or indirectly any consideration or advantage therefrom.

(J) To establish and maintain or procure the establishment and maintenance of non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or 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 for the time being the company's holding or subsidiary company as defined by section 736 of the Companies Act 1985, or otherwise associated with the company in business or who are or were at any time directors or officers of the company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the company or of any such 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.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital voting or otherwise, or by any securities which the company has power to issue, or partly in one mode and partly in another, and generally on such terms as the company may determine.

(N) To accept payment for any property or rights sold or otherwise dispose of or dealt with by the company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangements or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this company, and to acquire and hold or dispose of shares, stocks or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the company for such consideration as the company may think fit.

(S) To amalgamate with any other company whose objects are or include objects similar to those of this company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all of a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To subscribe or guarantee money for or organise or assist any national, local, charitable, benevolent, public, general or useful object, or for any exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the company or the interests of its members.

(U) To distribute among the members in specie any property of the company, or any proceeds of sale or disposal of any property of the company, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

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

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

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 paragraphs) shall be separate and distinct objects of the company and shall not be in anywise limited by reference to any other paragraph or the name of the company.

4. The liability of the members is limited.

5. The company's share capital is £10,000,000 divided into 10,000,000 ordinary shares of £1.00 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

Sally Rachel Offord
45 Eagle Heights
Falcon Road
Battersea
London SW11 2LJ

1

SROfford

Occupation: Company secretarial assistant

Colin Frederick Charge
1D Tower Road
Epping
Essex
CM16 5EN

1

CCharge

Occupation: Chartered secretary

Total shares taken 2

Dated the 10th day of February 1993

Witness to the above signature:-

Steve Mann
214 St Pauls Road
London
N1 2LL

Occupation: Company Secretary

STMann

THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
CIC UK HOLDINGS LIMITED
PRELIMINARY

1. The Regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter referred to as "Table A") shall apply to the company save in so far as they are excluded or varied hereby. Clauses 64, 73, 74, 75, 76, 77, 80, 95, 96, 97 and 98 of Table A shall not apply to the company, but (in addition to the remaining clauses of Table A) the following shall be the articles of association of the company.

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

SHARES

3. The initial share capital of the company is £10,000,000 divided into 10,000,000 ordinary shares of £1.00 each.

4. Section 89 (1) of the Companies Act 1985 shall not apply to any allotment of shares in the company.

5. The directors of the company are authorised to allot and dispose of or grant options over any relevant securities up to the maximum amount hereinafter laid down to such persons (including the directors themselves) on such terms and at such times as they may think proper, provided that no shares shall be issued at a discount. The maximum amount of relevant securities which may be allotted under the authority hereby conferred shall be that which would result in the issue of the 10,000,000 ordinary shares of £1.00 each in the capital of the company at incorporation. The authority hereby conferred shall expire five years after the date of incorporation of the company unless renewed by the company in general meeting before the date on which it would otherwise have expired.

6. The lien conferred by clause 8 of Table A shall attach to fully paid up shares, and to all shares registered in the name of any person indebted or under liability to the company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

GENERAL MEETINGS

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

DIRECTORS

8. Unless and until the company in general meeting shall otherwise determine there shall be no limitation as to the number of directors. The quorum necessary for the transaction of business by the directors may be fixed by the directors, and unless so fixed shall be two; and a person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum. If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by these articles.

9. The first director or directors of the company shall be the person or persons named in the statement delivered under section 10 of the Companies Act 1985.

10. A director may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising thereat, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and clause 94 of Table A shall be modified accordingly.

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

11. (A) Without prejudice to the powers of the company under section 303 of the Companies Act 1985 to remove a director by ordinary resolution, the holder or holders for the time being of more than one half of the issued ordinary shares of the company shall have the power from time to time and at any time to appoint any person or persons as a director or directors either as additional directors or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed by one of its directors on its behalf and shall take effect upon lodgment at the registered office of the company.

(B) The office of director shall be vacated:-

- (1) If by notice in writing to the company he resigns the office of director; or
- (2) If he shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated; or
- (3) If he becomes bankrupt or enters into any arrangement or composition with his creditors generally; or
- (4) If he is prohibited from being a director by an order made under any of the provisions of the Act; or
- (5) If he is, or may be, suffering from mental disorder and either:-
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for a admission under the Mental Health (Scotland) Act 1960, or

(ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

(6) If he is removed from office under section 303 of the Companies Act 1985; or

(7) If he is removed from office under clause 11(A) of these articles.

ROTATION OF DIRECTORS

12. The directors shall not be liable to retire by rotation and regulations 78, 79 and 84 of Table A shall be modified accordingly.

TRANSFER OF SHARES

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

NAMES AND ADDRESSES OF SUBSCRIBERS

Number of shares
taken by each subscriber

Sally Rachel Offord
45 Eagle Heights
Falcon Road
Battersea
London SW11 2LJ

1

S R Offord.

Occupation: Company secretarial assistant

Colin Frederick Charge
1D Tower Road
Epping
Essex
CM16 5EN

1

cf Charge

Occupation: Chartered secretary

Total shares taken 2

Dated the 10th day of February 1993

Witness to the above signatures:-

Steve Mann
214 St Pauls Road
London
N1 2LL

Occupation: Company Secretary

S Mann

FILE COPY



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

No. 2792480

I hereby certify that

CIC UK HOLDINGS 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 22 FEBRUARY 1993

M. RCSE
M. RCSE

an authorised officer