

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

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

Please do not write
in this margin

To the Registrar of Companies

For official use

For official use

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--

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

Name of Company

* Insert full name
of company.

* ALNERY NO. 1314 LIMITED

I, RICHARD MARK SLYNN

of 9 CHEAPSIDE, LONDON EC2V 6AD

† Delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
[person named as secretary or director 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 Bank of America House
25 Cannon Street
London EC4

Declarant to sign below

the 9th day of NovemberOne thousand nine hundred and Ninety - Threebefore me James Murphy


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

A Commissioner for Oaths‡

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

Allen & Overy
9 Cheapside
London EC2V 6AD
Ref. DWS

For official use

New companies section

Post room



OYEZ
CHA1

10

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

This form should be completed in black.

Company name (in full)

CN	For official use <input type="checkbox"/>
ALNERY NO, 13/4 LIMITED	

Registered office of the company on
incorporation.

RO	9 CHEAPSIDE
Post town	LONDON
County/Region	
Postcode	EC2V 6AD

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	ALLEN & OVERY	
RA	9 CHEAPSIDE	
Post town	LONDON	
County/Region		
Postcode	EC2V 6AD	

Number of continuation sheets attached

☐

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

D. W. STEWART	
ALLEN & OVERY	
9 CHEAPSIDE, LONDON	Postcode EC2V 6AD
Telephone 071 248 9898	Extension 3056


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	ALNERY INCORPORATIONS NO.1 LIMITED	
AD	9 CHEAPSIDE	
Post town LONDON		
County/Region		
Postcode EC2V 6AD Country ENGLAND		
I consent to act as secretary of the company named on page 1 for and on behalf of Alnery Incorporations No.1 Limited		
Signed 		Date 9 NOV 1993

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

CD	ALNERY INCORPORATIONS NO.1 LIMITED	
AD	9 CHEAPSIDE	
Post town LONDON		
County/Region		
Postcode EC2V 6AD Country ENGLAND		
DO	<input type="text"/>	Nationality NA
OC		
OD		
I consent to act as director of the company named on page 1 for and on behalf of Alnery Incorporations No.1 Limited		
Signed 		Date 9 NOV 1993

* Voluntary details

Consent signature

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**

ALNERY INCORPORATIONS NO.2 LIMITED

AD

9 CHEAPSIDE

Post town LONDON

County/Region

Postcode EC2V 6AD

Country ENGLAND

DONationality **NA****OC****OD**

I consent to act as director of the company named on page 1
for and on behalf of Alnery Incorporations No.2 Limited

Signed

Date - 9 NOV 1994

Delete if the form
is signed by the
subscribers.

Allen & Overy

Signature of agent on behalf of all subscribers

Date 15 OCT 1994

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

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date



THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

ALNERY NO, 1314 LIMITED

1. The Company's name is "Alnery No.1314 Limited". 2873036
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
 - (1) to carry on business as a general commercial company;
 - (2) to carry on any trade or business whatsoever;
 - (3) to do all such things as are, in the opinion of the directors, incidental or conducive to the carrying on of any trade or business by it;
 - (4) to do all such things as the directors consider to be desirable or for the benefit of the Company;
 - (5) to guarantee in any manner, or to enter into any indemnity or other arrangement in relation to, the discharge, observance or performance of any liabilities of any person, including, but without limitation, any body corporate which is a holding company, a subsidiary or a fellow subsidiary of the Company and to secure any such guarantee, indemnity or arrangement or the discharge, observance and performance of any liabilities of any person by any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, including its uncalled capital;
 - (6) to give any financial assistance that may lawfully be given in connection with the acquisition of shares in the Company or any other company which is its holding company;
 - (7) to sell, transfer or otherwise dispose of all or any part of the undertaking, assets and liabilities of the Company;
 - (8) to provide or arrange for any pension, lump sum payment, gratuity, life, health, accident and other insurance and other benefit (pecuniary or otherwise) of any kind to or for the benefit of any individual who is or has been a director of, or employed by, or who provides or has provided services to or for,

162156

the Company or any body corporate which is or has been a subsidiary, holding company or fellow subsidiary of the Company or otherwise connected with the Company or any predecessor in business of the Company or of any such subsidiary, holding company or fellow subsidiary or connected company and to or for the benefit of any present or former spouse, child or other relative or dependant of such individual or any other person who has or formerly had with any such individual any such connection as the directors may specify; and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangement of any kind which the directors may approve;

- (9) to support and subscribe to any institution or association which may be for the benefit of the Company or its directors or employees or connected with any town or place where the Company carries on business, and to support and subscribe to any charitable or public object whatsoever and to make donations to bodies, associations or causes with political objects;
- (10) to act as trustee, personal representative, director or agent of any kind and for any purpose;
- (11) to exercise any power of the Company for any consideration of any kind or for no consideration;

and it is declared that:

- (a) this clause shall be interpreted in the widest and most general manner and without regard to the *eiusdem generis* rule or any other restrictive principle of interpretation;
- (b) each of the above subclauses shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other subclause;
- (c) each subclause is without prejudice to the generality of the objects and powers conferred by any other subclause and no subclause shall be in any way limited or restricted by reference to or inference from any other subclause;
- (d) in this clause:
 - (i) "assets" includes property, rights and interests of every description, whether present or future, actual or contingent and wherever situate;
 - (ii) "dispose of", in relation to an asset, includes surrendering or extinguishing it, and also creating or

granting it or any interest or right out of or in respect of it;

(iii) "liabilities" includes debts and obligations of every description, whether present or future, actual or contingent; and

(iv) "person" includes any partnership or other body of persons, whether corporate or unincorporate, and any country, territory, public authority and international organisation.

4. The liability of each member is limited.

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

I, the subscriber to this memorandum of association, wish to form a company pursuant to this memorandum; and I agree to take the number of shares shown opposite my name.

Name and address of subscriber

Number of shares
taken by
subscriber

Alnery Incorporations No.1 Limited
9 Cheapside
London EC2V 6AD

1

D.W. Stewart
for and on behalf of
Alnery Incorporations
No.1 Limited

Total shares taken

1

Dated 4th November, 1993.

Witness to the above signature:

A.J. Cantwell
9 Cheapside
London EC2V 6AD

A. J. Cantwell

THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
ALNERY NO. 1314 LIMITED

PRELIMINARY

1. Except as otherwise provided in these articles, the regulations contained in Table A shall apply to the Company. For the purposes of these articles, Table A means 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.
- 2.(1) In these articles, unless the contrary intention appears:
 - (a) the "Statutes" means the Act and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Act; and
 - (b) words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations.
- (2) Headings to these articles are inserted for convenience and shall not affect construction.

SHARE CAPITAL

- 3.(1) The directors are generally and unconditionally authorised, in accordance with section 80 of the Act, to exercise all the powers of the Company to allot relevant securities up to a maximum nominal amount of £99.
- (2) The authority contained in paragraph (1) shall expire on the day five years after the date of the incorporation of the Company but the Company may, before the authority expires, make an offer or agreement which would or might require relevant securities to be allotted after it expires.
- (3) Section 89(1) of the Act (which regulates the power to allot equity securities, as defined in section 94 of the Act) is excluded.

SHAREHOLDERS' RESOLUTIONS

4. A resolution in writing signed or approved by letter, facsimile, telegram or telex by or on behalf of all the members of the Company who would be entitled to vote on it if it had been proposed at a general meeting or at a meeting of any class of members of the Company shall be as valid and effectual as if it had been passed at a general meeting or at such class meeting (as the case may be) duly convened and held. The resolution may be contained in one document or in several documents in like form each stating the terms of the resolution accurately and signed by or on behalf of one or more of the members. This article is in addition to, and not limited by, the provisions in sections 381A, 381B and 381C of the Act. Regulation 53 of Table A shall not apply.
- 5.(1) A general meeting or a meeting of any class of members of the Company may consist of a conference between members some or all of whom are in different places provided that each member who participates is able:
 - (a) to hear each of the other participating members addressing the meeting; and
 - (b) if he so wishes, to address all of the other participating members simultaneously,
 whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods.
- (2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of members required to form a quorum.
- (3) A meeting held in this way is deemed to take place at the place where the largest group of participating members is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.
- (4) A resolution put to the vote of a meeting shall be decided by each member indicating to the chairman (in such manner as the chairman may direct) whether the member votes in favour of or against the resolution or abstains. Regulation 46 of Table A shall be amended accordingly.
- (5) References in this article to members shall include their duly appointed proxies and, in the case of corporate members, their duly authorised representatives.

VOTES OF MEMBERS

- 6.(1) A proxy appointed by a member of the Company under section 372 of the Act may vote on a show of hands as well as on a poll, but no person present shall be entitled to more than one vote on a show of hands except as provided in regulation 50 of Table A. Regulation 54 of Table A shall be amended accordingly.

- (2) The instrument appointing a proxy and any authority under which it is executed (or such copy of the instrument or the authority or both as the directors may approve) may be deposited at the place where the meeting or adjourned meeting is to be held at any time before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. This provision is in addition and without prejudice to the provisions of paragraphs (a), (b) and (c) of regulation 62 and the last provision of regulation 62 shall be modified accordingly.

DIRECTORS

- 7.(1) The holders of a majority of the ordinary shares in the Company in issue may appoint any person as a director of the Company and may remove any director. Any appointment or removal shall be made in writing signed by the holders of the majority of the ordinary shares in the Company in issue and, in the case of a body corporate holding any of those shares, the signature of any officer or other duly appointed representative shall suffice. Any appointment or removal shall take effect when it is lodged at the office or produced at any meeting of the directors.
- (2) In addition to the circumstances set out in regulation 81 of Table A the office of a director shall be vacated if he is removed from that office in accordance with this article.
- (3) The directors may appoint any person who is willing to act to be a director, either to fill a casual vacancy or as an additional director.
- (4) The directors shall not be subject to retirement by rotation and regulations 73 to 80 (inclusive) and the last sentence of regulation 84 of Table A shall not apply.
- 8.(1) No director shall vacate his office or be ineligible for re-appointment as a director, nor shall any person be ineligible for appointment as a director, by reason only of his having attained a particular age.
- (2) No special notice is required of any resolution appointing or approving the appointment of such a director nor is any notice required to state the age of the person to whom the resolution relates.

ALTERNATE DIRECTORS

- 9.(1) In addition to the persons mentioned in regulation 65 of Table A, any director may appoint a director of any holding company of the Company or of any other subsidiary of that holding company or any person approved by a majority of the other directors to act as an alternate director.
- (2) An alternate director shall be entitled to receive notice of all meetings of directors, to attend and to vote at any meeting at which

the director appointing him is not personally present and at that meeting to exercise and discharge all the functions, powers and duties of his appointor as a director and for the purposes of the proceedings at that meeting the provisions of these articles shall apply as if he was a director. Regulation 66 of Table A shall not apply.

- (3) Every person acting as alternate director shall have one vote for each director for whom he acts as alternate, in addition to his own vote if he is also a director, but he shall count as only one for the purpose of determining whether a quorum is present. The last sentence of each of regulation 88 and 89 of Table A shall not apply.
- (4) Any person appointed as an alternate director shall vacate his office as an alternate director if the director by whom he has been appointed ceases to be a director or removes him or on the happening of any event which, if he is or were a director, causes or would cause him to vacate that office. Regulation 67 of Table A shall not apply.
- (5) An alternate director shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of the director appointing him. Regulation 69 of Table A shall not apply.

POWERS OF DIRECTORS

- 10.(1) The powers of the directors mentioned in regulation 87 of Table A shall be exercisable as if the word "executive" (which appears before the word "office") were deleted.
- (2) Without prejudice to any other of their powers, the directors may exercise any of the powers conferred by the Statutes to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or any of its subsidiaries.

PROCEEDINGS OF DIRECTORS

11. Provided that he has disclosed to the directors the nature and extent of any material interest of his, a director may vote as a director on a resolution concerning any matter in which he has, directly or indirectly, an interest or duty and, if he votes, his vote shall be counted and he shall be counted in the quorum when that resolution or matter is under consideration. Regulations 94 to 96 (inclusive) of Table A shall not apply.
12. Notices of meetings of the directors shall be given to all directors and to any alternate directors appointed by them. Regulation 88 of Table A shall be amended accordingly.

13. Regulation 93 of Table A (written resolutions of directors) shall apply as if the word "signed" included "approved by letter, facsimile, telegram or telex".
- 14.(1) A meeting of the directors may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able:
- (a) to hear each of the other participating directors addressing the meeting; and
 - (b) if he so wishes, to address all of the other participating directors simultaneously,
- whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods.
- (2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of directors required to form a quorum, subject to the provisions of article 11.
- (3) A meeting held in this way is deemed to take place at the place where the largest group of participating directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.

SEAL

- 15.(1) The Company may exercise the powers conferred by the Statutes with regard to having official seals and those powers shall be vested in the directors.
- (2) The directors shall provide for the safe custody of every seal which the Company may have.
- (3) A seal shall be used only by the authority of the directors or a duly authorised committee but that authority may consist of an instruction or approval given by letter, facsimile, telegram, telex or telephone by a majority of the directors or of the members of a duly authorised committee.
- (4) The directors may determine who shall sign any instrument to which a seal is applied, either generally or in relation to a particular instrument or type of instrument, and may also determine, either generally or in any particular case, that such signatures shall be dispensed with or affixed by some mechanical means.
- (5) Unless otherwise decided by the directors:

- (a) certificates for shares, debentures or other securities of the Company to which a seal is applied need not be signed; and
 - (b) every other instrument to which a seal is applied shall be signed by at least one director and the secretary or by at least two directors.
- (6) Regulation 6 of Table A shall be amended accordingly. Regulation 101 of Table A shall not apply.

NOTICES

16. Regulation 112 of Table A shall apply as if the last sentence were deleted and Regulation 116 shall apply as if the words "within the United Kingdom" did not appear.
17. Proof that:
- (a) an envelope containing a notice was properly addressed, prepaid and posted (by airmail or first class post, where available); or
 - (b) a telex or facsimile transmission setting out the terms of a notice was properly despatched

shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiry of 24 hours after the envelope containing it was so posted or, in the case of telex or facsimile transmission, when despatched. Regulation 112 of Table A shall be amended accordingly. Regulation 115 of Table A shall not apply.

INDEMNITY

18. Subject to the provisions of and to the extent permitted by the Statutes, every director, other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in the actual or purported execution or discharge of his duties or the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office, but:
- (a) this indemnity shall not apply to any liability to the extent that it is recovered from any other person; and
 - (b) the indemnity is subject to such officer or auditor taking all reasonable steps to effect such recovery, so that the indemnity shall not apply to the extent that an alternative right of recovery is capable of being enforced.

Regulation 118 of Table A shall not apply.

Name and address of subscriber

Alnery Incorporations No. 1 Limited
9 Cheapside
London EC2V 6AD

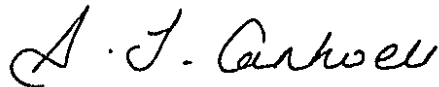


D.W. Stewart
for and on behalf of
Alnery Incorporations No. 1 Limited

Dated 4th November, 1993.

Witness to the above signature:

A.J. Cantwell
9 Cheapside
London EC2V 6AD



E28019001

Company No.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

ALNERY NO. 1314 LIMITED

Incorporated

, 19

Allen & Overy
9 Cheapside
London
EC2V 6AD

FILE COPY



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

No. 2873036

I hereby certify that

ALNERY NO. 1314 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 18 NOVEMBER 1993

A handwritten signature in dark ink, appearing to read 'J. PARRY', with the name 'J. PARRY' printed in a smaller font directly below it.

an authorised officer

201193
Lmg



Company number
2873036

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

of

ALNERY NO. 1514 LIMITED

(passed on 29th November, 1993)

The following resolution was duly passed as a special resolution of the company by the sole member of the company on 29th November, 1993:

That the name of the company be changed to ALDWICK RECRUITMENT LIMITED.

.....
for Alnery Incorporations
No. 1 Limited (sole member)



NW 078504
C/N 4002/2
(Amended)



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2873036

The Registrar of Companies for England and Wales hereby certifies that
ALNERY NO. 1314 LIMITED

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

ALDWICK RECRUITMENT LIMITED

Given at Companies House, London, the 30th November 1993

L. Mills
MRS L. MILLS

For The Registrar Of Companies



Company number
2873036

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

of

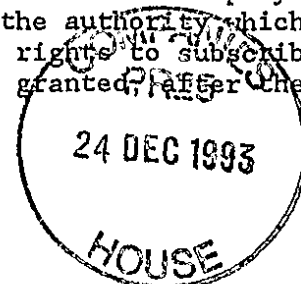
ALDWICK RECRUITMENT LIMITED

(passed on 20th December, 1993)


The following resolution was duly passed as a special resolution of the company by the sole member of the company on 20th December, 1993:

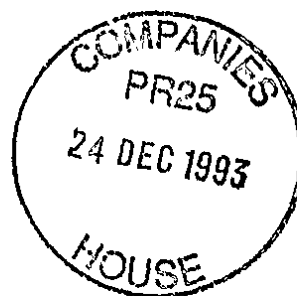
THAT:

- (1) the authorised share capital of the company be increased by £499,900 to £500,000 by the creation of an additional 499,900 ordinary shares of £1 each ranking pari passu in all respects as one class of shares with the existing shares in the capital of the company;
- (2) the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot, or to grant any right to subscribe for or to convert any security into, shares in the company up to a maximum nominal amount of £499,999 at any time or times during the period from the date of the passing of this resolution up to and including the fifth anniversary of the date of this resolution on which date the authority given by this resolution shall expire and such authority shall allow the company to make an offer or agreement before the expiry of the authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority; and



- (3) all previous authorities under section 80 of the Companies Act 1985 be revoked.


.....
AGB Recruitment Limited
(sole member)



2873036

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

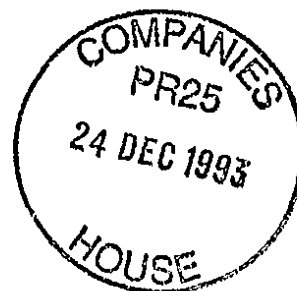
ARTICLES OF ASSOCIATION

OF

ALDWICK RECRUITMENT LIMITED

Incorporated 18th November, 1993

Allen & Overy
9 Cheapside
London
EC2V 6AD



Company number
2873036

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

ALDWICK RECRUITMENT LIMITED

1. The Company's name is "Aldwick Recruitment Limited".*
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
 - (1) to carry on business as a general commercial company;
 - (2) to carry on any trade or business whatsoever;
 - (3) to do all such things as are, in the opinion of the directors, incidental or conducive to the carrying on of any trade or business by it;
 - (4) to do all such things as the directors consider to be desirable or for the benefit of the Company;
 - (5) to guarantee in any manner, or to enter into any indemnity or other arrangement in relation to, the discharge, observance or performance of any liabilities of any person, including, but without limitation, any body corporate which is a holding company, a subsidiary or a fellow subsidiary of the Company and to secure any such guarantee, indemnity or arrangement or the discharge, observance and performance of any liabilities of any person by any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, including its uncalled capital;
 - (6) to give any financial assistance that may lawfully be given in connection with the acquisition of shares in the Company or any other company which is its holding company;

Note: * The Company was incorporated under the name of "Alnery No. 1314 Limited" and adopted its present name on 30th November, 1993.

- (7) to sell, transfer or otherwise dispose of all or any part of the undertaking, assets and liabilities of the Company;
- (8) to provide or arrange for any pension, lump sum payment, gratuity, life, health, accident and other insurance and other benefit (pecuniary or otherwise) of any kind to or for the benefit of any individual who is or has been a director of, or employed by, or who provides or has provided services to or for,

the Company or any body corporate which is or has been a subsidiary, holding company or fellow subsidiary of the Company or otherwise connected with the Company or any predecessor in business of the Company or of any such subsidiary, holding company or fellow subsidiary or connected company and to or for the benefit of any present or former spouse, child or other relative or dependant of such individual or any other person who has or formerly had with any such individual any such connection as the directors may specify; and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangement of any kind which the directors may approve;

- (9) to support and subscribe to any institution or association which may be for the benefit of the Company or its directors or employees or connected with any town or place where the Company carries on business, and to support and subscribe to any charitable or public object whatsoever and to make donations to bodies, associations or causes with political objects;
- (10) to act as trustee, personal representative, director or agent of any kind and for any purpose;
- (11) to exercise any power of the Company for any consideration of any kind or for no consideration;

and it is declared that:

- (a) this clause shall be interpreted in the widest and most general manner and without regard to the *eiusdem generis* rule or any other restrictive principle of interpretation;
- (b) each of the above subclauses shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other subclause;
- (c) each subclause is without prejudice to the generality of the objects and powers conferred by any other subclause and no subclause shall be in any way limited or restricted by reference to or inference from any other subclause;

- (d) in this clause:
- (i) "assets" includes property, rights and interests of every description, whether present or future, actual or contingent and wherever situate;
 - (ii) "dispose of", in relation to an asset, includes surrendering or extinguishing it, and also creating or granting it or any interest or right out of or in respect of it;
 - (iii) "liabilities" includes debts and obligations of every description, whether present or future, actual or contingent; and
 - (iv) "person" includes any partnership or other body of persons, whether corporate or unincorporate, and any country, territory, public authority and international organisation.
4. The liability of each member is limited.
5. The Company's share capital is £100 divided into 100 shares of £1 each.*

Note: * By special resolution passed on 20th December, 1993 the authorised share capital of the Company was increased to £500,000 by the creation of an additional 499,900 ordinary shares of £1 each.

I, the subscriber to this memorandum of association, wish to form a company pursuant to this memorandum; and I agree to take the number of shares shown opposite my name.

Name and address of subscriber

Number of shares
taken by
subscriber

Alnery Incorporations No.1 Limited
9 Cheapside
London EC2V 6AD

1

D.W. Stewart
for and on behalf of
Alnery Incorporations
No.1 Limited

Total shares taken

1

Dated 4th November, 1993.

Witness to the above signature:

A.J. Cantwell
9 Cheapside
London EC2V 6AD

Company number
2873036

THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
ALDWICK RECRUITMENT LIMITED

PRELIMINARY

1. Except as otherwise provided in these articles, the regulations contained in Table A shall apply to the Company. For the purposes of these articles, Table A means 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.
- 2.(1) In these articles, unless the contrary intention appears:
 - (a) the "Statutes" means the Act and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Act; and
 - (b) words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations.
- (2) Headings to these articles are inserted for convenience and shall not affect construction.

SHARE CAPITAL

- 3.(1) The directors are generally and unconditionally authorised, in accordance with section 80 of the Act, to exercise all the powers of the Company to allot relevant securities up to a maximum nominal amount of £99.*
- (2) The authority contained in paragraph (1) shall expire on the day five years after the date of the incorporation of the Company but the Company may, before the authority expires, make an offer or agreement which would or might require relevant securities to be allotted after it expires.

Note: * By special resolution passed on 20th December, 1993 the authorised share capital of the Company was increased to £500,000 by the creation of an additional 499,900 ordinary shares of £1 each.

- (3) Section 89(1) of the Act (which regulates the power to allot equity securities, as defined in section 94 of the Act) is excluded.

SHAREHOLDERS' RESOLUTIONS

4. A resolution in writing signed or approved by letter, facsimile, telegram or telex by or on behalf of all the members of the Company who would be entitled to vote on it if it had been proposed at a general meeting or at a meeting of any class of members of the Company shall be as valid and effectual as if it had been passed at a general meeting or at such class meeting (as the case may be) duly convened and held. The resolution may be contained in one document or in several documents in like form each stating the terms of the resolution accurately and signed by or on behalf of one or more of the members. This article is in addition to, and not limited by, the provisions in sections 381A, 381B and 381C of the Act. Regulation 53 of Table A shall not apply.
- 5.(1) A general meeting or a meeting of any class of members of the Company may consist of a conference between members some or all of whom are in different places provided that each member who participates is able:
 - (a) to hear each of the other participating members addressing the meeting; and
 - (b) if he so wishes, to address all of the other participating members simultaneously,

whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods.
- (2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of members required to form a quorum.
- (3) A meeting held in this way is deemed to take place at the place where the largest group of participating members is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.

- (4) A resolution put to the vote of a meeting shall be decided by each member indicating to the chairman (in such manner as the chairman may direct) whether the member votes in favour of or against the resolution or abstains. Regulation 46 of Table A shall be amended accordingly.
- (5) References in this article to members shall include their duly appointed proxies and, in the case of corporate members, their duly authorised representatives.

VOTES OF MEMBERS

- 6.(1) A proxy appointed by a member of the Company under section 372 of the Act may vote on a show of hands as well as on a poll, but no person present shall be entitled to more than one vote on a show of hands except as provided in regulation 50 of Table A. Regulation 54 of Table A shall be amended accordingly.
- (2) The instrument appointing a proxy and any authority under which it is executed (or such copy of the instrument or the authority or both as the directors may approve) may be deposited at the place where the meeting or adjourned meeting is to be held at any time before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. This provision is in addition and without prejudice to the provisions of paragraphs (a), (b) and (c) of regulation 62 and the last provision of regulation 62 shall be modified accordingly.

DIRECTORS

- 7.(1) The holders of a majority of the ordinary shares in the Company in issue may appoint any person as a director of the Company and may remove any director. Any appointment or removal shall be made in writing signed by the holders of the majority of the ordinary shares in the Company in issue and, in the case of a body corporate holding any of those shares, the signature of any officer or other duly appointed representative shall suffice. Any appointment or removal shall take effect when it is lodged at the office or produced at any meeting of the directors.
- (2) In addition to the circumstances set out in regulation 81 of Table A the office of a director shall be vacated if he is removed from that office in accordance with this article.
- (3) The directors may appoint any person who is willing to act to be a director, either to fill a casual vacancy or as an additional director.
- (4) The directors shall not be subject to retirement by rotation and regulations 73 to 80 (inclusive) and the last sentence of regulation 84 of Table A shall not apply.

- 8.(1) No director shall vacate his office or be ineligible for re-appointment as a director, nor shall any person be ineligible for appointment as a director, by reason only of his having attained a particular age.
- (2) No special notice is required of any resolution appointing or approving the appointment of such a director nor is any notice required to state the age of the person to whom the resolution relates.

ALTERNATE DIRECTORS

- 9.(1) In addition to the persons mentioned in regulation 65 of Table A, any director may appoint a director of any holding company of the Company or of any other subsidiary of that holding company or any person approved by a majority of the other directors to act as an alternate director.
- (2) An alternate director shall be entitled to receive notice of all meetings of directors, to attend and to vote at any meeting at which the director appointing him is not personally present and at that meeting to exercise and discharge all the functions, powers and duties of his appointor as a director and for the purposes of the proceedings at that meeting the provisions of these articles shall apply as if he was a director. Regulation 66 of Table A shall not apply.
- (3) Every person acting as alternate director shall have one vote for each director for whom he acts as alternate, in addition to his own vote if he is also a director, but he shall count as only one for the purpose of determining whether a quorum is present. The last sentence of each of regulation 88 and 89 of Table A shall not apply.
- (4) Any person appointed as an alternate director shall vacate his office as an alternate director if the director by whom he has been appointed ceases to be a director or removes him or on the happening of any event which, if he is or were a director, causes or would cause him to vacate that office. Regulation 67 of Table A shall not apply.
- (5) An alternate director shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of the director appointing him. Regulation 69 of Table A shall not apply.

POWERS OF DIRECTORS

- 10.(1) The powers of the directors mentioned in regulation 87 of Table A shall be exercisable as if the word "executive" (which appears before the word "office") were deleted.
- (2) Without prejudice to any other of their powers, the directors may exercise any of the powers conferred by the Statutes to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the

transfer to any person of the whole or part of the undertaking of the Company or any of its subsidiaries.

PROCEEDINGS OF DIRECTORS

11. Provided that he has disclosed to the directors the nature and extent of any material interest of his, a director may vote as a director on a resolution concerning any matter in which he has, directly or indirectly, an interest or duty and, if he votes, his vote shall be counted and he shall be counted in the quorum when that resolution or matter is under consideration. Regulations 94 to 96 (inclusive) of Table A shall not apply.
12. Notices of meetings of the directors shall be given to all directors and to any alternate directors appointed by them. Regulation 88 of Table A shall be amended accordingly.
13. Regulation 93 of Table A (written resolutions of directors) shall apply as if the word "signed" included "approved by letter, facsimile, telegram or telex".
14. (1) A meeting of the directors may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able:
 - (a) to hear each of the other participating directors addressing the meeting; and
 - (b) if he so wishes, to address all of the other participating directors simultaneously,

whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods.

 - (2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of directors required to form a quorum, subject to the provisions of article 11.
 - (3) A meeting held in this way is deemed to take place at the place where the largest group of participating directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.

SEAL

15. (1) The Company may exercise the powers conferred by the Statutes with regard to having official seals and those powers shall be vested in the directors.

- (2) The directors shall provide for the safe custody of every seal which the Company may have.
- (3) A seal shall be used only by the authority of the directors or a duly authorised committee but that authority may consist of an instruction or approval given by letter, facsimile, telegram, telex or telephone by a majority of the directors or of the members of a duly authorised committee.
- (4) The directors may determine who shall sign any instrument to which a seal is applied, either generally or in relation to a particular instrument or type of instrument, and may also determine, either generally or in any particular case, that such signatures shall be dispensed with or affixed by some mechanical means.
- (5) Unless otherwise decided by the directors:
 - (a) certificates for shares, debentures or other securities of the Company to which a seal is applied need not be signed; and
 - (b) every other instrument to which a seal is applied shall be signed by at least one director and the secretary or by at least two directors.
- (6) Regulation 6 of Table A shall be amended accordingly. Regulation 101 of Table A shall not apply.

NOTICES

- 16. Regulation 112 of Table A shall apply as if the last sentence were deleted and Regulation 116 shall apply as if the words "within the United Kingdom" did not appear.
- 17. Proof that:
 - (a) an envelope containing a notice was properly addressed, prepaid and posted (by airmail or first class post, where available); or
 - (b) a telex or facsimile transmission setting out the terms of a notice was properly despatched

shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiry of 24 hours after the envelope containing it was so posted or, in the case of telex or facsimile transmission, when despatched. Regulation 112 of Table A shall be amended accordingly. Regulation 115 of Table A shall not apply.

INDEMNITY

- 18. Subject to the provisions of and to the extent permitted by the Statutes, every director, other officer or auditor of the Company shall

be indemnified out of the assets of the Company against any liability incurred by him in the actual or purported execution or discharge of his duties or the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office, but:

- (a) this indemnity shall not apply to any liability to the extent that it is recovered from any other person; and
- (b) the indemnity is subject to such officer or auditor taking all reasonable steps to effect such recovery, so that the indemnity shall not apply to the extent that an alternative right of recovery is capable of being enforced.

Regulation 118 of Table A shall not apply.

Name and address of subscriber

Alnery Incorporations No. 1 Limited
9 Cheapside
London EC2V 6AD

D.W. Stewart
for and on behalf of
Alnery Incorporations No. 1 Limited

Dated 4th November, 1993.

Witness to the above signature:

A.J. Cantwell
9 Cheapside
London EC2V 6AD

E28019002

G

COMPANIES FORM No. 224

224

Notice of accounting reference date (to be delivered within 9 months of incorporation)

Please do not write in this margin

Pursuant to section 224 of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

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

To the Registrar of Companies
(Address overleaf)

Company number

2873036

Name of company

• ALDWICK RECRUITMENT LIMITED

*Insert full name of company.

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

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:

5 April
Day Month

0 5 0 4

Day Month

3 1 1 2

30 June
Day Month

3 0 0 6

31 December
Day Month

3 1 1 2

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

Signed

Ad 2 Qute

†Designation

Secretary

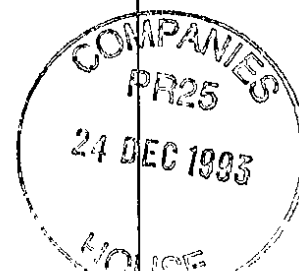
Date *23rd December 1993*

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

ALLEN & OVERY
9 CHEAPSIDE
LONDON EC2V 6AD
REF: ADJH

For official use
D.E.B.

Post room



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 black lettering

To the Registrar of Companies

For official use

Company number

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2873036

Name of company

* ALDWICK RECRUITMENT LIMITED

*insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 20TH DECEMBER, 1993 the nominal capital of the company has been increased by £ 499,900 beyond the registered capital of £ 100.

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

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

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

SUBJECT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY.

Please tick here if
continued overleaf

☐

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

Signed



Designation: Secretary Date 23rd December, 1993

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

ALLAN & OVERY
9 CHEAPSIDE
LONDON EC2V 6AD
REF: ADJH

For official use

General section

Post room



The Solicitors' Law Stationery Society Ltd., Oyez House, 27 Crimscoth Street, London SE1 5TS

Companies G123

1987 Edition
G 93 F17244
5017157

☆☆

Company number
2873036

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

ALDWICK RECRUITMENT LIMITED

(passed on 21st January, 1994)

Resolution of the company passed as a special resolution by all the members of the company on 21 January, 1994.

RESOLUTION

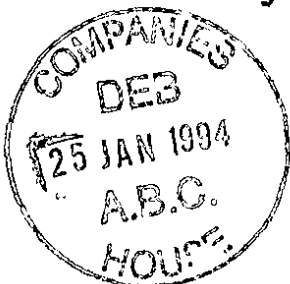
THAT:

1. the company be re-registered as a public limited company pursuant to the provisions of section 43 of the Companies Act 1985;
2. the memorandum of association of the company be altered by:
 - (1) the insertion of a new clause immediately after the existing clause 1 which shall state "The Company is to be a public limited company"; and
 - (2) the re-numbering of existing clauses 2, 3, 4 and 5 as clauses 3, 4, 5 and 6 respectively

all as set out in the printed document marked "A" attached hereto.


3. the articles of association of the company be amended by the deletion of the existing clause 3 and the insertion of a new clause 3 which shall state:

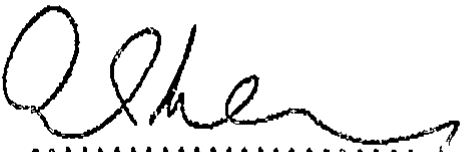
"3. The share capital of the Company is £500,000 divided into 500,000 ordinary shares of £1 each."



as set out in the printed document marked "B" attached hereto.

4. the name of the company be changed to "RECRUIT PLC".


.....
for AGS Recruitment Limited


.....
A.G. Berry

G

COMPANIES FORM No. 43(3)

**Application by a private
company for re-registration
as a public company****43(3)**Please do not
write in
this margin

Pursuant to section 43(3) of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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

--	--	--	--

2873036

Name of company

* insert existing full
name of company

* ALDWICK RECRUITMENT LIMITED

a insert full name of
company amended
to make it appropriate
for this company as
a public limited
companyapplies to be re-registered as a public company by the name of RECRUIT PLC

and for that purpose delivers the following documents for registration:

- 1 Declaration made by a director or the secretary in accordance with section 43(3)(e) of the above Act (on Form No 43(3)(e))
- 2 Printed copy of memorandum and articles as altered in pursuance of the special resolution under section 43(1)(a) of the above Act.
- 3 Copy of auditors written statement in accordance with section 43(3)(b) of the above Act
- 4 Copy of relevant balance sheet and of auditors unqualified report on it

~~{5 Copy of any valuation report.}~~§ delete if section 44
of the Act does not
apply† delete as
appropriate

Signed

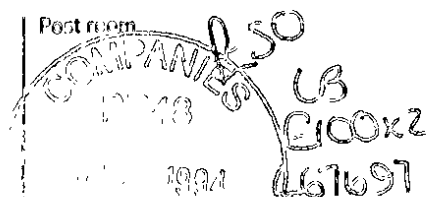


{Director}[Secretary]† Date

24 January 1994

Presenter's name address and
reference (if any):ALLEN & OVERY
9 CHEAPSIDE
LONDON EC2V 6ADTel: 071 248 9898
Ref: ADJHFor official Use
General Section

Post room



G

COMPANIES FORM No. 43(3)(e)

**Declaration of compliance
with requirements by a
private company on application
for re-registration as a public
company****43(3)(e)**Please do not
write in this margin

Pursuant to section 43(3)(e) of the Companies Act 1995

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

2873036

Name of company

* insert full name
of company

* ALDWICK RECRUITMENT LIMITED

I, DAVID EDMUND ATKINS

of 1, MADGEWAYS CLOSE, GREAT AMWELL, WARE, HERTFORDSHIRE, ENGLAND

† delete as
appropriate

§ insert date

I, the Secretary, do solemnly and sincerely declare that:

- 1 the company, on 21ST JANUARY, 1994, passed a special resolution that the company should be re-registered as a public company;
- 2 the conditions of sections 44 and 45 of the above Act (so far as applicable) have been satisfied;
- 3 between the balance sheet date and the application for re-registration, there has been no change in the company's financial position that has resulted in the amount of its net assets becoming less than the aggregate of its called-up share capital and undistributable reserves.

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 Hemel Hempstead
in the County of Hertford

the 24th day of January
One thousand nine hundred and ninety four

before me

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

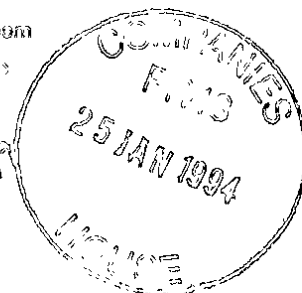
*D E Atkins*Presenter's name address and
reference (if any):

ALLEN & OVERY
9 CHEAPSIDE
LONDON EC2V 6AD

Tel: 071 248 9898
Ref: ADJH

For official Use
General Section

Post room



Company number
2873036



THE COMPANIES ACT 1985

A PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

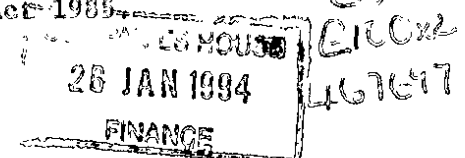
OF

RECRUIT PLC

1. The Company's name is "Recruit PLC".*
2. The Company is to be a public limited company.**
3. The Company's registered office is to be situated in England and Wales.
4. The Company's objects are:
 - (1) to carry on business as a general commercial company;
 - (2) to carry on any trade or business whatsoever;
 - (3) to do all such things as are, in the opinion of the directors, incidental or conducive to the carrying on of any trade or business by it;
 - (4) to do all such things as the directors consider to be desirable or for the benefit of the Company;
 - (5) to guarantee in any manner, or to enter into any indemnity or other arrangement in relation to, the discharge, observance or performance of any liabilities of any person, including, but without limitation, any body corporate which is a holding company, a subsidiary or a fellow subsidiary of the Company and to secure any such guarantee, indemnity or arrangement or the discharge, observance and performance of any liabilities of any person by any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, including its uncalled capital;

Note: * The Company was incorporated under the name of "Alnery No. 1314 Limited" and adopted its present name on 21 January, 1994.

** By special resolution passed on 21st January, 1994 the Company re-registered as a public limited company pursuant to the provisions of section 43 of the Companies Act 1985.



- (6) to give any financial assistance that may lawfully be given in connection with the acquisition of shares in the Company or any other company which is its holding company;
- (7) to sell, transfer or otherwise dispose of all or any part of the undertaking, assets and liabilities of the Company;
- (8) to provide or arrange for any pension, lump sum payment, gratuity, life, health, accident and other insurance and other benefit (pecuniary or otherwise) of any kind to or for the benefit of any individual who is or has been a director of, or employed by, or who provides or has provided services to or for,

the Company or any body corporate which is or has been a subsidiary, holding company or fellow subsidiary of the Company or otherwise connected with the Company or any predecessor in business of the Company or of any such subsidiary, holding company or fellow subsidiary or connected company and to or for the benefit of any present or former spouse, child or other relative or dependant of such individual or any other person who has or formerly had with any such individual any such connection as the directors may specify; and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangement of any kind which the directors may approve;

- (9) to support and subscribe to any institution or association which may be for the benefit of the Company or its directors or employees or connected with any town or place where the Company carries on business, and to support and subscribe to any charitable or public object whatsoever and to make donations to bodies, associations or causes with political objects;
- (10) to act as trustee, personal representative, director or agent of any kind and for any purpose;
- (11) to exercise any power of the Company for any consideration of any kind or for no consideration;

and it is declared that:

- (a) this clause shall be interpreted in the widest and most general manner and without regard to the *eiusdem generis* rule or any other restrictive principle of interpretation;
- (b) each of the above subclauses shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other subclause;
- (c) each subclause is without prejudice to the generality of the objects and powers conferred by any other subclause and no

subclause shall be in any way limited or restricted by reference to or inference from any other subclause;

(d) in this clause:

- (i) "assets" includes property, rights and interests of every description, whether present or future, actual or contingent and wherever situate;
- (ii) "dispose of", in relation to an asset, includes surrendering or extinguishing it, and also creating or granting it or any interest or right out of or in respect of it;
- (iii) "liabilities" includes debts and obligations of every description, whether present or future, actual or contingent; and
- (iv) "person" includes any partnership or other body of persons, whether corporate or unincorporate, and any country, territory, public authority and international organisation.

- 5. The liability of each member is limited.
- 6. The Company's share capital is £100 divided into 100 shares of £1 each.*

Note: * By special resolution passed on 20th December, 1993 the authorised share capital of the Company was increased to £500,000 by the creation of an additional 499,900 ordinary shares of £1 each.

I, the subscriber to this memorandum of association, wish to form a company pursuant to this memorandum; and I agree to take the number of shares shown opposite my name.

Name and address of subscriber

Number of shares
taken by
subscriber

Alnery Incorporations No.1 Limited
9 Cheapside
London EC2V 6AD

1

D.W. Stewart
for and on behalf of
Alnery Incorporations
No.1 Limited

Total shares taken

1

Dated 4th November, 1993.

Witness to the above signature:

A.J. Cantwell
9 Cheapside
London EC2V 6AD

Company number:
2873036

THE COMPANIES ACT 1985
A PUBLIC COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

OF
RECRUIT PLC

PRELIMINARY

1. Except as otherwise provided in these articles, the regulations contained in Table A shall apply to the Company. For the purposes of these articles, Table A means 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.
- 2.(1) In these articles, unless the contrary intention appears:
 - (a) the "Statutes" means the Act and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Act; and
 - (b) words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations.
- (2) Headings to these articles are inserted for convenience and shall not affect construction.

SHARE CAPITAL

3. The share capital of the Company is £500,000 divided into 500,000 ordinary shares of £1 each.

SHAREHOLDERS' RESOLUTIONS

4. A resolution in writing signed or approved by letter, facsimile, telegram or telex by or on behalf of all the members of the Company who would be entitled to vote on it if it had been proposed at a general meeting, or at a meeting of any class of members of the Company shall be as valid and effectual as if it had been passed at a general meeting or at such class meeting (as the case may be) duly convened and held. The resolution may be contained in one document or in several documents in like form each stating the terms of the resolution accurately and signed by or on behalf of one or more of the members. This article is

in addition to, and not limited by, the provisions in sections 381A, 381B and 381C of the Act. Regulation 53 of Table A shall not apply.

- 5.(1) A general meeting or a meeting of any class of members of the Company may consist of a conference between members some or all of whom are in different places provided that each member who participates is able:

- (a) to hear each of the other participating members addressing the meeting; and
- (b) if he so wishes, to address all of the other participating members simultaneously,

whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods.

- (2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of members required to form a quorum.
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- (5) References in this article to members shall include their duly appointed proxies and, in the case of corporate members, their duly authorised representatives.

VOTES OF MEMBERS

- 6.(1) A proxy appointed by a member of the Company under section 372 of the Act may vote on a show of hands as well as on a poll, but no person present shall be entitled to more than one vote on a show of hands except as provided in regulation 50 of Table A. Regulation 54 of Table A shall be amended accordingly.
- (2) The instrument appointing a proxy and any authority under which it is executed (or such copy of the instrument or the authority or both as the directors may approve) may be deposited at the place where the meeting or adjourned meeting is to be held at any time before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. This provision is in addition and without prejudice to the provisions of paragraphs (a), (b) and (c) of regulation 62 and the last provision of regulation 62 shall be modified accordingly.

DIRECTORS

- 7.(1) The holders of a majority of the ordinary shares in the Company in issue may appoint any person as a director of the Company and may remove any director. Any appointment or removal shall be made in writing signed by the holders of the majority of the ordinary shares in the Company in issue and, in the case of a body corporate holding any of those shares, the signature of any officer or other duly appointed representative shall suffice. Any appointment or removal shall take effect when it is lodged at the office or produced at any meeting of the directors.
- (2) In addition to the circumstances set out in regulation 81 of Table A the office of a director shall be vacated if he is removed from that office in accordance with this article.
- (3) The directors may appoint any person who is willing to act to be a director, either to fill a casual vacancy or as an additional director.
- (4) The directors shall not be subject to retirement by rotation and regulations 73 to 80 (inclusive) and the last sentence of regulation 84 of Table A shall not apply.
- 8.(1) No director shall vacate his office or be ineligible for re-appointment as a director, nor shall any person be ineligible for appointment as a director, by reason only of his having attained a particular age.
- (2) No special notice is required of any resolution appointing or approving the appointment of such a director nor is any notice required to state the age of the person to whom the resolution relates

ALTERNATE DIRECTORS

- 9.(1) In addition to the persons mentioned in regulation 65 of Table A, any director may appoint a director of any holding company of the Company or of any other subsidiary of that holding company or any person approved by a majority of the other directors to act as an alternate director.
- (2) An alternate director shall be entitled to receive notice of all meetings of directors, to attend and to vote at any meeting at which the director appointing him is not personally present and at that meeting to exercise and discharge all the functions, powers and duties of his appointor as a director and for the purposes of the proceedings at that meeting the provisions of these articles shall apply as if he was a director. Regulation 66 of Table A shall not apply.
- (3) Every person acting as alternate director shall have one vote for each director for whom he acts as alternate, in addition to his own vote if he is also a director, but he shall count as only one for the purpose of determining whether a quorum is present. The last sentence of each of regulation 88 and 89 of Table A shall not apply.

- (4) Any person appointed as an alternate director shall vacate his office as an alternate director if the director by whom he has been appointed ceases to be a director or removes him or on the happening of any event which, if he is or were a director, causes or would cause him to vacate that office. Regulation 67 of Table A shall not apply.
- (5) An alternate director shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of the director appointing him. Regulation 69 of Table A shall not apply.

POWERS OF DIRECTORS

- 10.(1) The powers of the directors mentioned in regulation 87 of Table A shall be exercisable as if the word "executive" (which appears before the word "office") were deleted.
- (2) Without prejudice to any other of their powers, the directors may exercise any of the powers conferred by the Statutes to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or any of its subsidiaries.

PROCEEDINGS OF DIRECTORS

- 11. Provided that he has disclosed to the directors the nature and extent of any material interest of his, a director may vote as a director on a resolution concerning any matter in which he has, directly or indirectly, an interest or duty and, if he votes, his vote shall be counted and he shall be counted in the quorum when that resolution or matter is under consideration. Regulations 94 to 96 (inclusive) of Table A shall not apply.
- 12. Notices of meetings of the directors shall be given to all directors and to any alternate directors appointed by them. Regulation 88 of Table A shall be amended accordingly.
- 13. Regulation 93 of Table A (written resolutions of directors) shall apply as if the word "signed" included "approved by letter, facsimile, telegram or telex".
- 14.(1) A meeting of the directors may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able:
 - (a) to hear each of the other participating directors addressing the meeting; and
 - (b) if he so wishes, to address all of the other participating directors simultaneously.

whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods.

- (2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of directors required to form a quorum, subject to the provisions of article 11.
- (3) A meeting held in this way is deemed to take place at the place where the largest group of participating directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.

SEAL

- 15.(1) The Company may exercise the powers conferred by the Statutes with regard to having official seals and those powers shall be vested in the directors.
- (2) The directors shall provide for the safe custody of every seal which the Company may have.
- (3) A seal shall be used only by the authority of the directors or a duly authorised committee but that authority may consist of an instruction or approval given by letter, facsimile, telegram, telex or telephone by a majority of the directors or of the members of a duly authorised committee.
- (4) The directors may determine who shall sign any instrument to which a seal is applied, either generally or in relation to a particular instrument or type of instrument, and may also determine, either generally or in any particular case, that such signatures shall be dispensed with or affixed by some mechanical means.
- (5) Unless otherwise decided by the directors:
 - (a) certificates for shares, debentures or other securities of the Company to which a seal is applied need not be signed; and
 - (b) every other instrument to which a seal is applied shall be signed by at least one director and the secretary or by at least two directors.
- (6) Regulation 6 of Table A shall be amended accordingly. Regulation 101 of Table A shall not apply.

NOTICES

- 16. Regulation 112 of Table A shall apply as if the last sentence were deleted and Regulation 116 shall apply as if the words "within the United Kingdom" did not appear.

17. Proof that:

- (a) an envelope containing a notice was properly addressed, prepaid and posted (by airmail or first class post, where available); or
- (b) a telex or facsimile transmission setting out the terms of a notice was properly despatched

shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiry of 24 hours after the envelope containing it was so posted or, in the case of telex or facsimile transmission, when despatched. Regulation 112 of Table A shall be amended accordingly. Regulation 115 of Table A shall not apply.

INDEMNITY

18. Subject to the provisions of and to the extent permitted by the Statutes, every director, other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in the actual or purported execution or discharge of his duties or the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office, but:

- (a) this indemnity shall not apply to any liability to the extent that it is recovered from any other person; and
- (b) the indemnity is subject to such officer or auditor taking all reasonable steps to effect such recovery, so that the indemnity shall not apply to the extent that an alternative right of recovery is capable of being enforced.

Regulation 118 of Table A shall not apply.

Name and address of subscriber

Alnery Incorporations No. 1 Limited
9 Cheapside
London EC2V 6AD

D.W. Stewart
for and on behalf of
Alnery Incorporations No. 1 Limited

Dated 4th November, 1993.

Witness to the above signature:

A.J. Cantwell
9 Cheapside
London EC2V 6AD

E28019002



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME
AND RE-REGISTRATION OF A PRIVATE COMPANY
AS A PUBLIC COMPANY

No 2873036

I hereby certify that

ALDWICK RECRUITMENT LIMITED

formerly registered as a private company having changed its name and having this day been re-registered under the Companies Act 1985 as a public limited company is now incorporated under the name of

RECRUIT PLC

and that the company is limited.

Given under my hand at Cardiff the 31st January 1994

A handwritten signature in black ink, appearing to read 'M. B. May'.

M. B. MAY (MRS.)

An Authorised Officer

Company number
2873036

THE COMPANIES ACT 1985

A PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

RECRUIT PLC

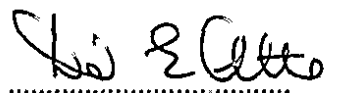
(passed on 8th September, 1994)

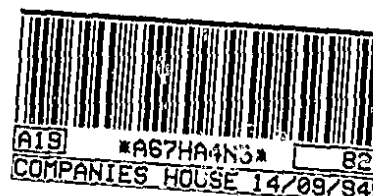
On 8th September, 1994 all the members of the company consented to the passing of the resolution set out below as a special resolution of the company:

That:

- (1) the authorised share capital of the company be increased by £500,000 to £1,000,000 by the creation of 500,000 additional ordinary shares of £1 each ranking *pari passu* in all respects with the existing ordinary shares in the capital of the company;
- (3)
 - (a) the directors be generally and unconditionally authorised to exercise all powers of the company to allot relevant securities (as defined for the purposes of section 80 of the Companies Act 1985) up to a maximum nominal amount of £500,000;
 - (b) this authority shall expire one month after the passing of this resolution;
 - (c) the company may, before this authority expires, make an offer or agreement which would or might require relevant securities to be allotted under this authority after it expires; and
 - (d) all previous authorities under section 80 of the Companies Act 1985 shall cease to have effect; and
- (4) the articles of association of the company be amended by the deletion of article 3 and the substitution for it of the following:

"The share capital of the Company at the date of adoption of this article is £1,000,000 divided into 1,000,000 ordinary shares of £1 each."


.....
Secretary



**Notice of increase
in nominal capital****123**

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

*Insert full name
of company

To the Registrar of Companies

For official use Company number

--	--	--	--

2873036

Name of company

* RECRUIT PLC

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 8th September, 1994 the nominal capital of the company has been
increased by £ 500,000 beyond the registered capital of £ 500,000.

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

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

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

pari passu with the existing ordinary shares

Please tick here if
continued overleaf

☐

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

Signed

Designation

Secretary

Date

8/9/94

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

Allen & Overy
9 Cheapside
London EC2V 6AD

Ref: KG

For official use

General section

Post room



THE COMPANIES ACT 1985

A PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF

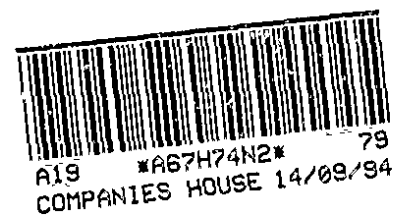
RECRUIT PLC

(INCORPORATING ALL AMENDMENTS TO 8TH SEPTEMBER, 1994)

INCORPORATED ON 18TH NOVEMBER, 1993

NO. 2873036

ALLEN & OVERY
LONDON





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2873036

The Registrar of Companies for England and Wales hereby certifies that

ALNERY NO. 1314 LIMITED

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

ALDWICK RECRUITMENT LIMITED

Given at Companies House, London, the 30th November 1993

MRS L. MILLS

For The Registrar Of Companies



C O M P A N I E S H O U S E



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

No. 2873036

I hereby certify that

ALNERY NO. 1314 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 18 NOVEMBER 1993

A handwritten signature in dark ink, appearing to read 'L. Parry'.

MRS. L. PARRY

an authorised officer

Company number
2873036

THE COMPANIES ACT 1985

A PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

RECRUIT PLC

(incorporating all amendments to 31st January, 1994)

1. The Company's name is "Recruit PLC".¹
2. The Company is to be a public limited company.²
3. The Company's registered office is to be situated in England and Wales.
4. The Company's objects are:
 - (1) to carry on business as a general commercial company;
 - (2) to carry on any trade or business whatsoever;
 - (3) to do all such things as are, in the opinion of the directors, incidental or conducive to the carrying on of any trade or business by it;
 - (4) to do all such things as the directors consider to be desirable or for the benefit of the Company;
 - (5) to guarantee in any manner, or to enter into any indemnity or other arrangement in relation to, the discharge, observance or performance of any liabilities of any person, including, but without limitation, any body corporate which is a holding company, a subsidiary or a fellow subsidiary of the Company and to secure any such guarantee, indemnity or arrangement or the discharge, observance and performance of any liabilities of any person by any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, including its uncalled capital;

¹ The Company was incorporated under the name of "Alnery No. 1314 Limited" and adopted its present name on 31st January, 1994.

² By special resolution passed on 21st January, 1994 the Company re-registered as a public limited company pursuant to the provisions of section 43 of the Companies Act 1985.

-
- (6) to give any financial assistance that may lawfully be given in connection with the acquisition of shares in the Company or any other company which is its holding company;
 - (7) to sell, transfer or otherwise dispose of all or any part of the undertaking, assets and liabilities of the Company;
 - (8) to provide or arrange for any pension, lump sum payment, gratuity, life, health, accident and other insurance and other benefit (pecuniary or otherwise) of any kind to or for the benefit of any individual who is or has been a director of, or employed by, or who provides or has provided services to or for, the Company or any body corporate which is or has been a subsidiary, holding company or fellow subsidiary of the Company or otherwise connected with the Company or any predecessor in business of the Company or of any such subsidiary, holding company or fellow subsidiary or connected company and to or for the benefit of any present or former spouse, child or other relative or dependant of such individual or any other person who has or formerly had with any such individual any such connection as the directors may specify; and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangement of any kind which the directors may approve;
 - (9) to support and subscribe to any institution or association which may be for the benefit of the Company or its directors or employees or connected with any town or place where the Company carries on business, and to support and subscribe to any charitable or public object whatsoever and to make donations to bodies, associations or causes with political objects;
 - (10) to act as trustee, personal representative, director or agent of any kind and for any purpose;
 - (11) to exercise any power of the Company for any consideration of any kind or for no consideration;

and it is declared that:

- (a) this clause shall be interpreted in the widest and most general manner and without regard to the *eiusdem generis* rule or any other restrictive principle of interpretation;
 - (b) each of the above subclauses shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other subclause,
 - (c) each subclause is without prejudice to the generality of the objects and powers conferred by any other subclause and no subclause shall be in any way limited or restricted by reference to or inference from any other subclause;
 - (d) in this clause:
 - (i) "assets" includes property, rights and interests of every description, whether present or future, actual or contingent and wherever situate;
-

- (ii) "dispose of", in relation to an asset, includes surrendering or extinguishing it, and also creating or granting it or any interest or right out of or in respect of it;
- (iii) "liabilities" includes debts and obligations of every description, whether present or future, actual or contingent; and
- (iv) "person" includes any partnership or other body of persons, whether corporate or unincorporate, and any country, territory, public authority and international organisation.

5. The liability of each member is limited.

6. The Company's share capital is £100 divided into 100 shares of £1 each.³

³ By special resolution passed on 20th December, 1993 the capital of the Company was increased to £500,000 by the creation of an additional 499,900 ordinary shares of £1 each and by special resolution passed on 8th September, 1994 the capital was further increased to £1,000,000 by the creation of an additional 500,000 ordinary shares of £1 each.

I, the subscriber to this memorandum of association, wish to form a company pursuant to this memorandum; and I agree to take the number of shares shown opposite my name.

Name and address of subscriber

Number of shares
taken by
subscriber

Alnery Incorporations No.1 Limited
9 Cheapside
London EC2V 6AD

1

D.W. Stewart
for and on behalf of
Alnery Incorporations
No.1 Limited

Total shares taken 1

Dated 4th November, 1993.

Witness to the above signature:

A.J. Cantwell
9 Cheapside
London EC2V 6AD

Company number
2873036

THE COMPANIES ACT 1985

A PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

RECRUIT PLC

(passed on 8th September, 1994)

On 8th September, 1994 all the members of the company consented to the passing of the resolution set out below as a special resolution of the company:

That:

- (1) the authorised share capital of the company be increased by £500,000 to £1,000,000 by the creation of 500,000 additional ordinary shares of £1 each ranking *pari passu* in all respects with the existing ordinary shares in the capital of the company;
- (3)
 - (a) the directors be generally and unconditionally authorised to exercise all powers of the company to allot relevant securities (as defined for the purposes of section 80 of the Companies Act 1985) up to a maximum nominal amount of £500,000;
 - (b) this authority shall expire one month after the passing of this resolution;
 - (c) the company may, before this authority expires, make an offer or agreement which would or might require relevant securities to be allotted under this authority after it expires; and
 - (d) all previous authorities under section 80 of the Companies Act 1985 shall cease to have effect; and
- (4) the articles of association of the company be amended by the deletion of article 3 and the substitution for it of the following:

"The share capital of the Company at the date of adoption of this article is £1,000,000 divided into 1,000,000 ordinary shares of £1 each."

D.E. ATKINS
Secretary

Company number
2873036

THE COMPANIES ACT 1985
A PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

RECRUIT PLC

(as amended by special resolution on 8th September, 1994)

PRELIMINARY

1. Except as otherwise provided in these articles, the regulations contained in Table A shall apply to the Company. For the purposes of these articles, Table A means 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.
2. (1) In these articles, unless the contrary intention appears:
 - (a) the "Statutes" means the Act and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Act; and
 - (b) words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations.
- (2) Headings to these articles are inserted for convenience and shall not affect construction.

SHARE CAPITAL

3. The share capital of the Company at the date of adoption of this article is £1,000,000 divided into 1,000,000 ordinary shares of £1 each.⁴

SHAREHOLDERS' RESOLUTIONS

4. A resolution in writing signed or approved by letter, facsimile, telegram or telex by or on behalf of all the members of the Company who would be entitled to vote on it if it had been proposed at a general meeting or at a meeting of any class of members of the Company shall be as valid and effectual as if it had been passed at a general meeting or at such class meeting (as the case may be) duly convened and held. The resolution may be contained in one document or in several documents in like form each stating the terms of the resolution accurately and signed by

or on behalf of one or more of the members. This article is in addition to, and not limited by, the provisions in sections 381A, 381B and 381C of the Act. Regulation 53 of Table A shall not apply.

5. (1) A general meeting or a meeting of any class of members of the Company may consist of a conference between members some or all of whom are in different places provided that each member who participates is able:
- (a) to hear each of the other participating members addressing the meeting; and
 - (b) if he so wishes, to address all of the other participating members simultaneously,
- whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods.
- (2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of members required to form a quorum.
- (3) A meeting held in this way is deemed to take place at the place where the largest group of participating members is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.
- (4) A resolution put to the vote of a meeting shall be decided by each member indicating to the chairman (in such manner as the chairman may direct) whether the member votes in favour of or against the resolution or abstains. Regulation 46 of Table A shall be amended accordingly.
- (5) References in this article to members shall include their duly appointed proxies and, in the case of corporate members, their duly authorised representatives.

VOTES OF MEMBERS

6. (1) A proxy appointed by a member of the Company under section 372 of the Act may vote on a show of hands as well as on a poll, but no person present shall be entitled to more than one vote on a show of hands except as provided in regulation 50 of Table A. Regulation 54 of Table A shall be amended accordingly.
- (2) The instrument appointing a proxy and any authority under which it is executed (or such copy of the instrument or the authority or both as the directors may approve) may be deposited at the place where the meeting or adjourned meeting is to be held at any time before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. This provision is in addition and without prejudice to the provisions of paragraphs (a), (b) and (c) of regulation 62 and the last provision of regulation 62 shall be modified accordingly.

DIRECTORS

7. (1) The holders of a majority of the ordinary shares in the Company in issue may appoint any person as a director of the Company and may remove any director. Any appointment or removal shall be made in writing signed by the holders of the majority of the ordinary shares in the Company in issue and, in the case of a body corporate holding any of those shares, the
-

signature of any officer or other duly appointed representative shall suffice. Any appointment or removal shall take effect when it is lodged at the office or produced at any meeting of the directors.

- (2) In addition to the circumstances set out in regulation 81 of Table A the office of a director shall be vacated if he is removed from that office in accordance with this article.
 - (3) The directors may appoint any person who is willing to act to be a director, either to fill a casual vacancy or as an additional director.
 - (4) The directors shall not be subject to retirement by rotation and regulations 73 to 80 (inclusive) and the last sentence of regulation 84 of Table A shall not apply.
8. (1) No director shall vacate his office or be ineligible for re-appointment as a director, nor shall any person be ineligible for appointment as a director, by reason only of his having attained a particular age.
- (2) No special notice is required of any resolution appointing or approving the appointment of such a director nor is any notice required to state the age of the person to whom the resolution relates.

ALTERNATE DIRECTORS

9. (1) In addition to the persons mentioned in regulation 65 of Table A, any director may appoint a director of any holding company of the Company or of any other subsidiary of that holding company or any person approved by a majority of the other directors to act as an alternate director.
- (2) An alternate director shall be entitled to receive notice of all meetings of directors, to attend and to vote at any meeting at which the director appointing him is not personally present and at that meeting to exercise and discharge all the functions, powers and duties of his appointor as a director and for the purposes of the proceedings at that meeting the provisions of these articles shall apply as if he was a director. Regulation 66 of Table A shall not apply.
- (3) Every person acting as alternate director shall have one vote for each director for whom he acts as alternate, in addition to his own vote if he is also a director, but he shall count as only one for the purpose of determining whether a quorum is present. The last sentence of each of regulation 88 and 89 of Table A shall not apply.
- (4) Any person appointed as an alternate director shall vacate his office as an alternate director if the director by whom he has been appointed ceases to be a director or removes him or on the happening of any event which, if he is or were a director, causes or would cause him to vacate that office. Regulation 67 of Table A shall not apply.
- (5) An alternate director shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of the director appointing him. Regulation 69 of Table A shall not apply.
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POWERS OF DIRECTORS

10. (1) The powers of the directors mentioned in regulation 87 of Table A shall be exercisable as if the word "executive" (which appears before the word "office") were deleted
- (2) Without prejudice to any other of their powers, the directors may exercise any of the powers conferred by the Statutes to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or any of its subsidiaries.

PROCEEDINGS OF DIRECTORS

11. Provided that he has disclosed to the directors the nature and extent of any material interest of his, a director may vote as a director on a resolution concerning any matter in which he has, directly or indirectly, an interest or duty and, if he votes, his vote shall be counted and he shall be counted in the quorum when that resolution or matter is under consideration. Regulations 94 to 96 (inclusive) of Table A shall not apply.
12. Notices of meetings of the directors shall be given to all directors and to any alternate directors appointed by them. Regulation 88 of Table A shall be amended accordingly.
13. Regulation 93 of Table A (written resolutions of directors) shall apply as if the word "signed" included "approved by letter, facsimile, telegram or telex".
14. (1) A meeting of the directors may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able:
 - (a) to hear each of the other participating directors addressing the meeting; and
 - (b) if he so wishes, to address all of the other participating directors simultaneously,whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods.
- (2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of directors required to form a quorum, subject to the provisions of article 11.
- (3) A meeting held in this way is deemed to take place at the place where the largest group of participating directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.

SEAL

15. (1) The Company may exercise the powers conferred by the Statutes with regard to having official seals and those powers shall be vested in the directors.
 - (2) The directors shall provide for the safe custody of every seal which the Company may have.
-

-
- (3) A seal shall be used only by the authority of the directors or a duly authorised committee but that authority may consist of an instruction or approval given by letter, facsimile, telegram, telex or telephone by a majority of the directors or of the members of a duly authorised committee.
 - (4) The directors may determine who shall sign any instrument to which a seal is applied, either generally or in relation to a particular instrument or type of instrument, and may also determine, either generally or in any particular case, that such signatures shall be dispensed with or affixed by some mechanical means.
 - (5) Unless otherwise decided by the directors:
 - (a) certificates for shares, debentures or other securities of the Company to which a seal is applied need not be signed; and
 - (b) every other instrument to which a seal is applied shall be signed by at least one director and the secretary or by at least two directors.
 - (6) Regulation 6 of Table A shall be amended accordingly. Regulation 101 of Table A shall not apply.

NOTICES

16. Regulation 112 of Table A shall apply as if the last sentence were deleted and Regulation 116 shall apply as if the words "within the United Kingdom" did not appear.
17. Proof that:
 - (a) an envelope containing a notice was properly addressed, prepaid and posted (by airmail or first class post, where available); or
 - (b) a telex or facsimile transmission setting out the terms of a notice was properly despatched

shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiry of 24 hours after the envelope containing it was so posted or, in the case of telex or facsimile transmission, when despatched. Regulation 112 of Table A shall be amended accordingly. Regulation 115 of Table A shall not apply.

INDEMNITY

18. Subject to the provisions of and to the extent permitted by the Statutes, every director, other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in the actual or purported execution or discharge of his duties or the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office, but:
 - (a) this indemnity shall not apply to any liability to the extent that it is recovered from any other person; and
-

- (b) the indemnity is subject to such officer or auditor taking all reasonable steps to effect such recovery, so that the indemnity shall not apply to the extent that an alternative right of recovery is capable of being enforced.

Regulation 118 of Table A shall not apply.

Name and address of subscriber

Alnery Incorporations No. 1 Limited
9 Cheapside
London EC2V 6AD

D.W. Stewart
for and on behalf of
Alnery Incorporations No. 1 Limited

Dated 4th November, 1993.

Witness to the above signature:

A.J. Cantwell
9 Cheapside
London EC2V 6AD

C2:15856.1
