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Please do not  
write in this  
binding margin

## THE COMPANIES ACTS 1948 TO 1981

# List of documents delivered for registration by an overseas company

Pursuant to section 407(1) of the Companies Act 1948  
as amended by the Companies Act 1976

F1

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

To the Registrar of Companies

For official use

For official use

1111  
1111

F12665/1

Name of company

MCKINSEY &amp; COMPANY, INC. UNITED KINGDOM

\*Insert country  
of origin.

Incorporated in\* U.S.A.

Place of business in Great Britain established at

74 St. James's Street  
London SW1A 1PS

## Note

Please read  
notes overleaf  
before completing  
this form.

†Insert 'Charter',  
'Statutes',  
'Memorandum  
and Articles of  
Association' or  
other instrument  
as the case may  
be.

‡Delete if  
inappropriate

The following documents are delivered for registration:

- 1 A certified copy of that Certificate of Incorporation and By-Laws  
constituting or defining the constitution of the above named company (and, the instrument being  
written in a language other than English, a certified translation thereof). ‡
- 2 A list (on form No. F2) of the directors and secretary of the company containing the particulars  
required by section 407 (2) of the Companies Act 1948.
- 3 A list (on form No. F3) of the names and addresses of some one or more persons resident in  
Great Britain authorised to accept on behalf of the company service of process and any notices  
required to be served on the company.

Signature(s) of the person(s)  
authorised under section  
407(1)(c) of the Companies Act  
1948, or of some other person in  
Great Britain duly authorised by  
the company

J. Roger Morrison

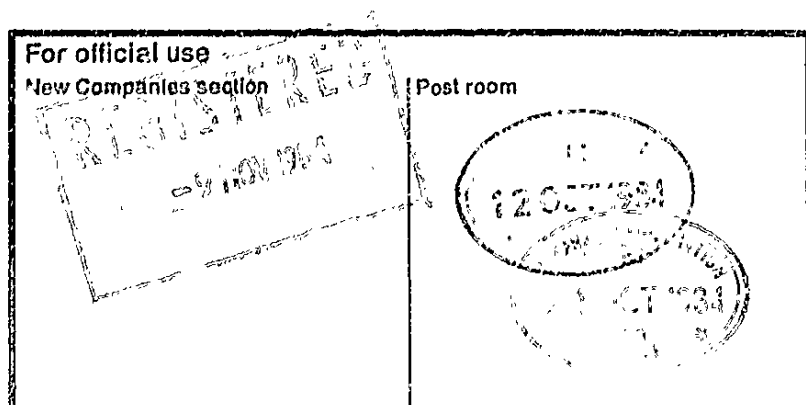
Peter Foy

Date October 8, 1984

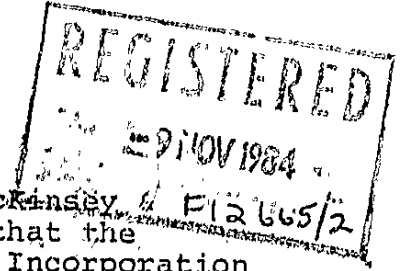
Presenter's name, address and  
reference (if any):

For official use  
New Companies section

Post room



CERTIFICATE



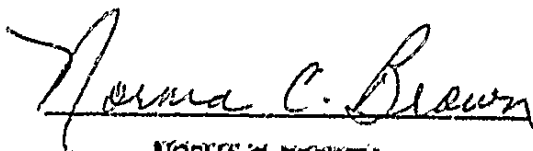
I, James W. Wu, Assistant Secretary of McKinsey & Company, Inc. United Kingdom, hereby certify that the attached is a true copy of the Certificate of Incorporation and By-Laws of McKinsey & Company, Inc. United Kingdom and that this Certificate of Incorporation and By-Laws are in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of the Corporation this 3<sup>rd</sup> day of *October*, 1984.

  
James W. Wu, Assistant Secretary

State of New York    )  
                              ) ss:  
County of New York    )

Subscribed and sworn to  
before me this 3<sup>rd</sup> day of  
*OCTOBER*, 1984



NORMA C. BROWN  
Notary Public, State of New York  
No. 4774251 Oval, in West County  
Certificate filed in New York County  
Commission Expires March 30, 1985



# State of DELAWARE

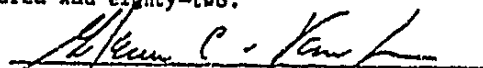
Office of SECRETARY OF STATE

I, GLENN C. KENTON, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Incorporation of the "McKinsey & Company, Inc. United Kingdom", as received and filed in this office the twenty-sixth day of May, A.D. 1982, at 10 o'clock A.M.



FORM 122

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Delaware, at Dover, this twenty-sixth day of May in the year of our Lord one thousand nine hundred and eighty-two.

  
Glenn C. Kenton, Secretary of State

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CERTIFICATE OF INCORPORATION

OF

MCKINSEY & COMPANY, INC. UNITED KINGDOM

10 Am  
FILED

MAY 23 1982

*William C. Kasper*  
SECRETARY OF STATE

FIRST. The name of the corporation is McKinsey & Company, Inc. United Kingdom.

SECOND. The address of the corporation's registered office in the State of Delaware is No. 100 West Tenth Street in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The total number of shares which the corporation shall have authority to issue is 1,000 shares of Common Stock, and the par value of each of such shares is \$1.00.

FIFTH. The name and mailing address of the incorporator is Andrew S. Mason, 125 Broad Street, 28th Floor, New York, New York 10004.

SIXTH. The board of directors of the corporation is expressly authorized to adopt, amend or repeal by-laws of the corporation but the stockholders may make additional by-laws and may alter or repeal any by-law whether adopted by them or otherwise.

SEVENTH. Elections of directors need not be by written ballot except and to the extent provided in the by-laws of the corporation.

EIGHTH. Any director or the entire board of directors may be removed, with or without cause, by the holders of a majority of the shares at the time entitled to vote at an election of directors.

NINTH. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of

this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

IN WITNESS WHEREOF, I have signed this certificate of incorporation this 24th day of May, 1982.

/s/ Andrew S. Mason  
Andrew S. Mason

STATEMENT OF ORGANIZATION  
OF THE INCORPORATOR OF  
MCKINSEY & COMPANY, INC. UNITED KINGDOM

The undersigned incorporator of McKinsey & Company, Inc. United Kingdom, a Delaware corporation, hereby certifies pursuant to Section 108 of the General Corporation Law of the State of Delaware:

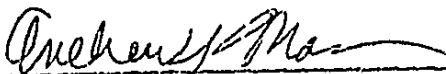
1. The certificate of incorporation of said corporation was filed with the Secretary of State of the State of Delaware on May 26, 1982 and recorded in the office of the Recorder of New Castle County, Delaware on May 26, 1982.

2. The by-laws annexed hereto have been adopted by me as and for the by-laws of said corporation.

3. The following named persons have been elected by me as the directors of said corporation to hold office until the first annual meeting of stockholders or until their successors are elected and qualify:

D. Ronald Daniel  
Warren M. Cannon  
Michael H. Bulkin

IN WITNESS WHEREOF, I have signed this instrument as of the date when these actions were so taken this 26 day of May, 1982.

  
Andrew S. Mason

BY-LAWS  
OF  
MCKINSEY & COMPANY, INC. UNITED KINGDOM

ARTICLE I

Stockholders

Section 1.1. Annual Meetings. An annual meeting of stockholders shall be held for the election of directors at such date, time and place either within or without the State of Delaware as may be designated by the Board of Directors from time to time. Any other proper business may be transacted at the annual meeting.

Section 1.2. Special Meetings. Special meetings of stockholders may be called at any time by the Chairman of the Board, if any, the Vice Chairman of the Board, if any, the President or the Board of Directors, to be held at such date, time and place either within or without the State of Delaware as may be stated in the notice of the meeting. A special meeting of stockholders shall be called by the Secretary upon the written request, stating the purpose of the meeting, of stockholders who together own of record 25% of the outstanding shares of each class of stock entitled to vote at such meeting.

Section 1.3. Notice of Meetings. Whenever stockholders are required or permitted to take any action at a meeting, a written notice of the meeting shall be given which shall state the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise provided by law, the written notice of any meeting shall be given not less than ten nor more than sixty days before the date of the meeting to each stockholder entitled to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail, postage prepaid, directed to the stockholder at such stockholder's address as it appears on the records of the Corporation.

Section 1.4. Adjournments. Any meeting of stockholders, annual or special, may adjourn from time to time to reconvene at the same or some other place, and notice



need not be given of any such adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 1.5. Quorum. At each meeting of stockholders, except where otherwise provided by law or the certificate of incorporation or these by-laws, the holders of a majority of the outstanding shares of each class of stock entitled to vote at the meeting, present in person or represented by proxy, shall constitute a quorum. For purposes of the foregoing, two or more classes or series of stock shall be considered a single class if the holders thereof are entitled to vote together as a single class at the meeting. In the absence of a quorum the stockholders so present may, by majority vote, adjourn the meeting from time to time in the manner provided by Section 1.4 of these by-laws until a quorum shall attend. Shares of its own capital stock belonging on the record date for the meeting to the Corporation or to another corporation, if a majority of the shares entitled to vote in the election of directors of such other corporation is held, directly or indirectly, by the Corporation, shall neither be entitled to vote nor be counted for quorum purposes; provided, however, that the foregoing shall not limit the right of the Corporation to vote stock, including but not limited to its own stock, held by it in a fiduciary capacity.

Section 1.6. Organization. Meetings of stockholders shall be presided over by the Chairman of the Board, if any, or in the absence of the Chairman of the Board by the Vice Chairman of the Board, if any, or in the absence of the Vice Chairman of the Board by the President, or in the absence of the President by a Vice President, or in the absence of the foregoing persons by a chairman designated by the Board of Directors, or in the absence of such designation by a chairman chosen at the meeting. The Secretary shall act as secretary of the meeting, or in the absence of the Secretary by an Assistant Secretary, or in their absence the chairman of the meeting may appoint any person to act as secretary of the meeting.

Section 1.7. Voting; Proxies. Unless otherwise provided in the certificate of incorporation, each stockholder entitled to vote at any meeting of stockholders shall be entitled to one vote for each share of stock held by such stockholder which has voting power upon the matter in question. If the certificate of incorporation provides for more or less than one vote for any share on any matter, every reference in these by-laws to a majority or other proportion of stock shall refer to such majority or other proportion of the votes of such stock. Each stockholder entitled to vote at a meeting of stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for such stockholder by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A stockholder may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by filing an instrument in writing revoking the proxy or another duly executed proxy bearing a later date with the Secretary of the Corporation. Voting at meetings of stockholders need not be by written ballot and need not be conducted by inspectors unless the holders of a majority of the outstanding shares of all classes of stock entitled to vote thereon present in person or by proxy at such meeting shall so determine. At all meetings of stockholders for the election of directors a plurality of the votes cast shall be sufficient to elect. With respect to other matters, unless otherwise provided by law or by the certificate of incorporation or these by-laws, the affirmative vote of the holders of a majority of the shares of all classes of stock present in person or represented by proxy at the meeting and entitled to vote on the subject matter shall be the act of the stockholders, provided that (except as otherwise required by law or by the certificate of incorporation) the Board of Directors may require a larger vote upon any such matter. Where a separate vote by class is required, the affirmative vote of the holders of a majority of the shares of each class present in person or represented by proxy at the meeting shall be the act of such class, except as otherwise provided by law or by the certificate of incorporation or these by-laws.

Section 1.8. Fixing Date for Determination of Stockholders of Record. In order that the Corporation may determine the stockholders entitled to notice of or to vote

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at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action. If no record date is fixed: (1) the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held; (2) the record date for determining stockholders entitled to express consent to corporate action in writing without a meeting, when no prior action by the Board is necessary, shall be the day on which the first written consent is expressed; and (3) the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board adopts the resolution relating thereto. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board may fix a new record date for the adjourned meeting.

Section 1.9. List of Stockholders Entitled to Vote. The Secretary shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof and may be inspected by any stockholder who is present.

Section 1.10. Consent of Stockholders in Lieu of Meeting. Unless otherwise provided in the certificate of

incorporation, any action required by law to be taken at any annual or special meeting of stockholders of the Corporation, or any action which may be taken at any annual or special meeting of such stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

## ARTICLE II

### Board of Directors

Section 2.1. Powers; Number; Qualifications. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, except as may be otherwise provided by law or in the certificate of incorporation. The Board shall consist of one or more members, the number thereof to be determined from time to time by the Board. Directors need not be stockholders.

Section 2.2. Election; Term of Office; Resignation; Removal; Vacancies. Each director shall hold office until the annual meeting of stockholders next succeeding his or her election and until his or her successor is elected and qualified or until his or her earlier resignation or removal. Any director may resign at any time upon written notice to the Board of Directors or to the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective. Any director or the entire Board of Directors may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of directors; except that, if the certificate of incorporation provides for cumulative voting and less than the entire Board is to be removed, no director may be removed without cause if the votes cast against his or her removal would be sufficient to elect him or her if then cumulatively voted at an election of the entire Board, or, if there be classes of directors, at an election of the

class of directors of which he or she is a part. Whenever the holders of any class or series of stock are entitled to elect one or more directors by the provisions of the certificate of incorporation, the provisions of the preceding sentence shall apply, in respect to the removal without cause of a director or directors so elected, to the vote of the holders of the outstanding shares of that class or series and not to the vote of the outstanding shares as a whole. Unless otherwise provided in the certificate of incorporation or these by-laws, vacancies and newly created directorships resulting from any increase in the authorized number of directors or from any other cause may be filled by a majority of the directors then in office, although less than a quorum, or by the sole remaining director.

Section 2.3. Regular Meetings. Regular meetings of the Board of Directors may be held at such places within or without the State of Delaware and at such times as the Board may from time to time determine, and if so determined notice thereof need not be given.

Section 2.4. Special Meetings. Special meetings of the Board of Directors may be held at any time or place within or without the State of Delaware whenever called by the Chairman of the Board, if any, by the Vice Chairman of the Board, if any, by the President or by one-third of the members of the Board of Directors. Reasonable notice thereof shall be given by the person or persons calling the meeting.

Section 2.5. Participation in Meetings by Conference Telephone Permitted. Unless otherwise restricted by the certificate of incorporation or these by-laws, members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of the Board or of such committee, as the case may be, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this by-law shall constitute presence in person at such meeting.

Section 2.6. Quorum; Vote Required for Action. At all meetings of the Board of Directors one-third of the entire Board shall constitute a quorum for the transaction of business. The vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board unless the certificate of incorporation or these by-laws shall require a vote of a greater number. In case at any meeting of the Board a quorum shall not be present, the members of the Board present may adjourn the meeting from time to time until a quorum shall attend.

Section 2.7. Organization. Meetings of the Board of Directors shall be presided over by the Chairman of the Board, if any, or in the absence of the Chairman of the Board by the Vice Chairman of the Board, if any, or in the absence of the Vice Chairman of the Board by the President, or in their absence by a chairman chosen at the meeting. The Secretary, or in the absence of the Secretary an Assistant Secretary, shall act as secretary of the meeting, but in the absence of the Secretary and any Assistant Secretary the chairman of the meeting may appoint any person to act as secretary of the meeting.

Section 2.8. Action by Directors Without a Meeting. Unless otherwise restricted by the certificate of incorporation or these by-laws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board or of such committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

Section 2.9. Compensation of Directors. The Board of Directors shall have the authority to fix the compensation of directors.

### ARTICLE III

#### Committees

Section 3.1. Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of one or more of the directors of the Corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the

Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have power or authority in reference to amending the certificate of incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending to the stockholders a dissolution of the Corporation or a revocation of dissolution, removing or indemnifying directors or amending these by-laws; and, unless the resolution expressly so provides, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

Section 3.2. Committee Rules. Unless the Board of Directors otherwise provides, each committee designated by the Board may adopt, amend and repeal rules for the conduct of its business. In the absence of a provision by the Board or a provision in the rules of such committee to the contrary, a majority of the entire authorized number of members of such committee shall constitute a quorum for the transaction of business, the vote of a majority of the members present at a meeting at the time of such vote if a quorum is then present shall be the act of such committee, and in other respects each committee shall conduct its business in the same manner as the Board conducts its business pursuant to Article II of these by-laws.

#### ARTICLE IV Officers

Section 4.1. Officers; Election. As soon as practicable after the annual meeting of stockholders in each year, the Board of Directors shall elect a President and a Secretary, and it may, if it so determines, elect from among its members a Chairman of the Board and a Vice Chairman of the Board. The Board may also elect one or more Vice Presidents, one or more Assistant Vice Presidents, one or more Assistant Secretaries, a Treasurer and one or more Assistant Treasurers and such other officers as the Board may deem desirable or appropriate and may give any of them such further designations or alternate titles as it considers desirable. Any number of offices may be held by the same person.

Section 4.2. Term of Office; Resignation; Removal; Vacancies. Except as otherwise provided in the resolution of the Board of Directors electing any officer, each officer shall hold office until the first meeting of the Board after the annual meeting of stockholders next succeeding his or her election, and until his or her successor is elected and qualified or until his or her earlier resignation or removal. Any officer may resign at any time upon written notice to the Board or to the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective. The Board may remove any officer with or without cause at any time. Any such removal shall be without prejudice to the contractual rights of such officer, if any, with the Corporation, but the election of an officer shall not of itself create contractual rights. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise may be filled for the unexpired portion of the term by the Board at any regular or special meeting.

Section 4.3. Chairman of the Board. The Chairman of the Board, if any, shall preside at all meetings of the Board of Directors and of the stockholders at which he or she shall be present and shall have and may exercise such powers as may, from time to time, be assigned to him or her by the Board and as may be provided by law.

Section 4.4. Vice Chairman of the Board. In the absence of the Chairman of the Board, the Vice Chairman of the Board, if any, shall preside at all meetings of the Board of Directors and of the stockholders at which he or she shall be present and shall have and may exercise such powers as may, from time to time, be assigned to him or her by the Board and as may be provided by law.

Section 4.5. President. In the absence of the Chairman of the Board and Vice Chairman of the Board, the President shall preside at all meetings of the Board of Directors and of the stockholders at which he or she shall be present. The President shall be the chief executive officer and shall have general charge and supervision of the business of the Corporation and, in general, shall perform all duties incident to the office of president of a corporation and such other duties as may, from time to time, be assigned to him or her by the Board or as may be provided by law.



Section 4.6. Vice Presidents. The Vice President or Vice Presidents, at the request or in the absence of the President or during the President's inability to act, shall perform the duties of the President, and when so acting shall have the powers of the President. If there be more than one Vice President, the Board of Directors may determine which one or more of the Vice Presidents shall perform any of such duties; or if such determination is not made by the Board, the President may make such determination; otherwise any of the Vice Presidents may perform any of such duties. The Vice President or Vice Presidents shall have such other powers and shall perform such other duties as may, from time to time, be assigned to him or her or them by the Board or the President or as may be provided by law.

Section 4.7. Secretary. The Secretary shall have the duty to record the proceedings of the meetings of the stockholders, the Board of Directors and any committees in a book to be kept for that purpose, shall see that all notices are duly given in accordance with the provisions of these by-laws or as required by law, shall be custodian of the records of the Corporation, may affix the corporate seal to any document the execution of which, on behalf of the Corporation, is duly authorized, and when so affixed may attest the same, and, in general, shall perform all duties incident to the office of secretary of a corporation and such other duties as may, from time to time, be assigned to him or her by the Board or the President or as may be provided by law.

Section 4.8. Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation and shall deposit or cause to be deposited, in the name of the Corporation, all moneys or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by or under authority of the Board of Directors. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties, with such surety or sureties as the Board may determine. The Treasurer shall keep or cause to be kept full and accurate records of all receipts and disbursements in books of the Corporation, shall render to the President and to the Board, whenever requested, an account of the financial condition of the Corporation, and, in general, shall perform all the duties incident to the office of treasurer of a corporation and such other duties as may, from time to time, be assigned to him or her by the Board or the President or as may be provided by law.

Section 4.9. Other Officers. The other officers, if any, of the Corporation shall have such powers and duties in the management of the Corporation as shall be stated in a resolution of the Board of Directors which is not inconsistent with these by-laws and, to the extent not so stated, as generally pertain to their respective offices, subject to the control of the Board. The Board may require any officer, agent or employee to give security for the faithful performance of his or her duties.

## ARTICLE V

### Stock

Section 5.1. Certificates. Every holder of stock in the Corporation shall be entitled to have a certificate signed by or in the name of the Corporation by the Chairman or Vice Chairman of the Board of Directors, if any, or the President or a Vice President, and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary, of the Corporation, certifying the number of shares owned by such holder in the Corporation. If such certificate is manually signed by one officer or manually countersigned by a transfer agent or by a registrar, any other signature on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if such person were such officer, transfer agent or registrar at the date of issue.

Section 5.2. Lost, Stolen or Destroyed Stock Certificates; Issuance of New Certificates. The Corporation may issue a new certificate of stock in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, and the Corporation may require the owner of the lost, stolen or destroyed certificate, or such owner's legal representative, to give the Corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

## ARTICLE VI

### Miscellaneous

Section 6.1. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors.

Section 6.2. Seal. The Corporation may have a corporate seal which shall have the name of the Corporation inscribed thereon and shall be in such form as may be approved from time to time by the Board of Directors. The corporate seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

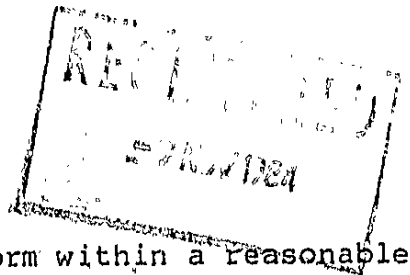
Section 6.3. Waiver of Notice of Meetings of Stockholders, Directors and Committees. Whenever notice is required to be given by law or under any provision of the certificate of incorporation or these by-laws, a written waiver thereof, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the stockholders, directors, or members of a committee of directors need be specified in any written waiver of notice unless so required by the certificate of incorporation or these by-laws.

Section 6.4. Indemnification of Directors, Officers' and Employees. The Corporation shall indemnify to the full extent authorized by law any person made or threatened to be made a party to any action, suit or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that such person or such person's testator or intestate is or was a director, officer or employee of the Corporation or serves or served at the request of the Corporation any other enterprise as a director, officer or employee. For purposes of this by-law, the term "Corporation" shall include any predecessor of the Corporation and any constituent corporation (including any constituent of a constituent) absorbed by the Corporation in a consolidation or merger; the term "other enterprise" shall include any corporation, partnership, joint venture, trust or employee

benefit plan; service "at the request of the Corporation" shall include service as a director, officer or employee of the Corporation which imposes duties on, or involves services by, such director, officer or employee with respect to an employee benefit plan, its participants or beneficiaries; any excise taxes assessed on a person with respect to an employee benefit plan shall be deemed to be indemnifiable expenses; and action by a person with respect to an employee benefit plan which such person reasonably believes to be in the interest of the participants and beneficiaries of such plan shall be deemed to be action not opposed to the best interests of the Corporation.

Section 6.5. Interested Directors; Quorum. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or her or their votes are counted for such purpose, if: (1) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board or the committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or (2) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or (3) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board, a committee thereof or the stockholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorizes the contract or transaction.

Section 6.6. Form of Records. Any records maintained by the Corporation in the regular course of its business, including its stock ledger, books of account and minute books, may be kept on, or be in the form of, punch cards, magnetic tape, photographs, microphotographs or any other information storage device, provided that the records so kept



can be converted into clearly legible form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect the same.

Section 6.7. Amendment of By-Laws. These by-laws may be amended or repealed, and new by-laws adopted, by the Board of Directors, but the stockholders entitled to vote may adopt additional by-laws and may amend or repeal any by-law whether or not adopted by them.

**G**Please do not  
write in this  
binding margin.**THE COMPANIES ACTS 1948 TO 1976****List and particulars of the directors  
and secretary of an overseas company**Pursuant to section 407 of the Companies Act 1948  
as amended by the Companies Act 1976**F2**Please complete  
legibly, preferably  
in black type, or  
bold block lettering\*Insert country  
of origin.**Note**Please read the  
notes on page 2  
before completing  
this part of the  
form.

For official use Company number

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F 12665/3

Name of company

MCKINSEY &amp; COMPANY, INC. UNITED KINGDOM

Incorporated in\* U.S.A.

Place of business in Great Britain established at

74 ST. JAMES'S STREET  
LONDON SW1A 1PS

Particulars of the persons who are directors of the company at the date of this return (see note 7)

Name (notes 2 and 3)

DANIEL, D. Ronald

Former name(s) (note 3)

Address (notes 4 and 5)

Nationality

U.S.

Two East 70th Street

New York, New York 10021, U.S.A.

Business occupation or particulars of other directorships (note 5)

Management Consultant

Name (notes 2 and 3)

CANNON, Warren M.

Former name(s) (note 3)

Address (notes 4 and 5)

Nationality

U.S.

1050 Park Avenue

New York, New York 10028, U.S.A.

Business occupation or particulars of other directorships (note 5)

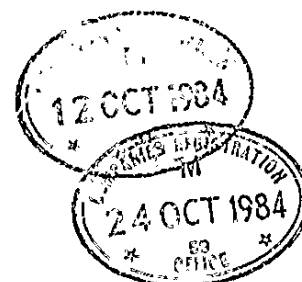
Management Consultant

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

For official use

New companies section

Post room



Particulars of the person who is, or the persons who are, the secretary or joint secretaries of the company at the date of this return

Please do not write in this binding margin.



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

Name (notes 2 and 6)	CANNON, Warren M.
Former name(s) (note 3)	
Address (notes 4 and 6)	1050 Park Avenue New York, New York 10028, U.S.A.

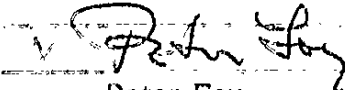
### Note

Please read the notes below before completing this part of the form.

Name (notes 2 and 6)	
Former name(s) (note 3)	
Address (notes 4 and 6)	

If the spaces provided on page 1 are insufficient and use has been made of continuation sheets (see note 1), please enter in the box opposite the number of continuation sheets which form part of this statement

--

Signature(s) of the person(s) authorised under section 407(1)(c) of the Companies Act 1948, or of some other person in Great Britain duly authorised by the company	 Peter Foy
Date	October 8, 1984

### Notes

- 1 If the form provides insufficient space the names and particulars must be entered on the prescribed continuation sheet(s)
- 2 Full names must be given. In the case of an individual, his present Christian name or names and surname must be given. 'Christian name' includes a forename, and 'surname' in the case of a peer or person usually known by a title different from his surname means that title. In the case of a corporation, its corporate name must be given
- 3 In the case of an individual, any former Christian names and surname must be given in addition. The expression 'Christian name' includes a forename  
a 'Former Christian name' and 'former surname' do not include  
a in the case of a peer or a person usually known by a British title different from his surname, the name by which he was known previous to the adoption of or succession to the title, or  
b in the case of any person, a former Christian name or surname where that name or surname was changed or disused before the person bearing the name attained the age of eighteen years or has been changed or disused for a period of not less than twenty years, or  
c in the case of a married woman, the name or surname by which she was known previous to the marriage
- 4 Usual residential address must be given or, in the case of a corporation, the registered or principal office.
- 5 In the case of an individual who has no business occupation but holds any other directorship or directorships, particulars of that directorship or of some one of those other directorships must be entered
- 6 Where the secretary or one of the joint secretaries is a Scottish firm the details required are the firm name and its principal office address. Where all the partners in a firm are joint secretaries the name and principal office address of the firm alone may be stated.
- 7 'Director' includes any person who occupies the position of a director by whatsoever name called.

Please do not  
write in this  
binding margin



# THE COMPANIES ACTS 1948 TO 1973

## List and particulars of the directors and secretary of an overseas company

Continuation sheet No. 1  
to Form No. F2

Company number

**F12665/3a**

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

Name of company

**MCKINSEY & COMPANY, INC. UNITED KINGDOM**

Particulars of directors (continued) (see note 7)

Name (notes 2 and 6)

**BULKIN, Michael H.**

Former name(s) (note 3)

Address (notes 4 and 6)

Nationality **US**

**60 Ferris Hill Road,**

**New Canaan, Connecticut 06840, U.S.A.**

Business occupation or particulars of other directorships (note 5)

**Management Consultant**

Name (notes 2 and 6)

Former name(s) (note 3)

Address (notes 4 and 6)

Nationality

Business occupation or particulars of other directorships (note 5)

Name (notes 2 and 6)

Former name(s) (note 3)

Address (notes 4 and 6)

Nationality

Business occupation or particulars of other directorships (note 5)



G

## THE COMPANIES ACTS 1948 TO 1976

## List of names and addresses of some one or more persons resident in Great Britain authorised to accept service on behalf of an overseas company

Pursuant to section 407(1) of the Companies Act 1948 as amended by the Companies Act 1976

F3

Please do not write in this binding margin.



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

For official use

Company number

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F 12665/4
-----------

Name of Company

MCKINSEY &amp; COMPANY, INC. UNITED KINGDOM

\*Insert country of origin.

Incorporated in U.S.A.

Place of business in Great Britain established at

74 ST. JAMES'S STREET

LONDON SW1A 1PS

List of some one or more persons resident in Great Britain authorised to accept on behalf of the company service of process and any notices required to be served on the company

Full name	Address
J. Roger Morrison	18 St. Leonards Terrace, London SW3
Peter Foy	5 Belvedere Drive, Wimbledon Village, London SW19

Signature(s) of the person(s) authorised under section 407(1)(c) of the Companies Act 1948, or of some other person in Great Britain duly authorised by the company

J. Roger Morrison

Peter Foy

Date October 8, 1984

Print the name, address and telephone number (if any):

For official use

New Companies section

Post room



THE COMPANIES ACTS 1948 TO 1981.

# Declaration by an overseas company of the establishment of a place of business in Great Britain

Please do not  
write in this  
binding margin

Pursuant to section 407 of the Companies Act 1948  
as amended by the Companies Act 1981

To the Registrar of Companies

For official use

Company number

Company name

For official use

F12665/5

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

MCKINSEY &amp; COMPANY, INC. UNITED KINGDOM

\* Insert full  
name of  
company

Place of business in Great Britain established at

74 ST. JAMES'S STREET

LONDON SW1A 1PS

† Insert full  
name and  
address of  
declarant

I, † Peter Foy

of 5 Belvedere Drive, Wimbledon Village, London SW19

‡ Delete as  
appropriate

being a [director] [secretary] [person included in the list delivered to the Registrar in pursuance of  
section 407(1)(c) of the Companies Act 1948] ‡ do solemnly and sincerely declare that the said  
company established the above mentioned place of business in Great Britain on § July 1, 1982

§ Insert date of  
establishment  
of the place  
of business

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 74, St James's Street,  
London SW1

Signature of Declarant

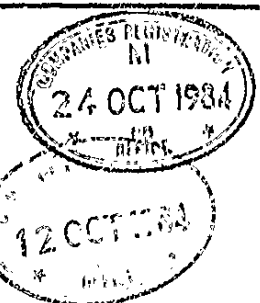
the 8<sup>th</sup> day of October  
one thousand nine hundred and 84  
before me Richard J. Smith

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

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

For official use  
General section

Post room



**G****COMPANIES FORM No. 692(1)(b)****Return of alteration in the  
directors or secretary of an  
oversea company or in their  
particulars****692(1)(b)**Please do not  
write in this  
margin

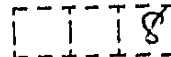
Pursuant to section 692(1)(b) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number



F12665

Name of company

\* MCKINSEY &amp; COMPANY, INC. UNITED KINGDOM

\* enter present  
corporate name**Note**Please read notes  
overleaf before  
completing this form§ specify the change  
and date,  
if this consists of  
the appointment of a  
new secretary or  
one or more new  
directors complete  
the box(es) below

notifies you that:

§ With effect from July 1, 1986 Warren M. Cannon resigned as Director and  
Secretary and was replaced by James W. GoodrichParticulars of ~~director or~~ secretary

Name (notes 3 and 6) GOODRICH, JAMES W.

Former name(s) (note 3)

Address (note 4) 55 Cowdin Lane, Chappaqua  
New York 10514, USA

Business occupation or particulars of one other directorship† (note 5)

Nationality†

† this information is  
not required in the  
case of a secretaryPresenter's name address and  
reference (if any):For official Use  
General Section

Post room

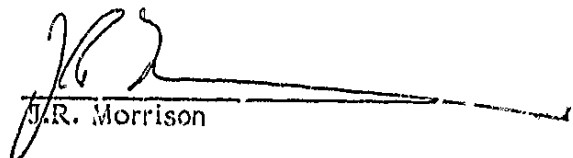
McKinsey & Company, Inc  
United Kingdom  
74 St James's St., London, SW1A 1PS

## Particulars of directors

Name (note 3) GOODRICH, JAMES W.	
Former name(s) (note 3)	
Address (note 4) 55 Cowdin Lane, Chappaqua New York 10514, USA	
Business occupation or particulars of one other directorship (note 5) Management Consultant	Nationality USA

Name (note 3) DANIEL, D. RONALD	
Former name(s) (note 3)	
Address (note 4) 146 Central Park West New York, New York 10023, USA	
Business occupation or particulars of one other directorship (note 5) Management Consultant	Nationality USA

  
P. Foy

  
J.R. Morrison

Signed

[Director][Secretary][Person Authorised]† Date

† delete as appropriate

## Notes

- If the space allowed is insufficient, the names and particulars should be entered on the continuation sheet(s).
- The time within which this return is to be delivered to the registrar is 21 days after the date on which notice of the alteration in question could have been received in Great Britain in due course of post (if despatched with due diligence).
 

(b) It was changed or ceased to be used at least 20 years ago, or before the person who previously used it reached the age of 18; or

(c) in the case of a peer or a person usually known by a British title different from his surname, it was a name by which he was known before he adopted the title or succeeded to it
- For an individual, his present christian name(s) and surname must be given, together with any previous christian name(s) or surname(s).
 

"Christian name" includes a forename. In the case of a peer or person usually known by a title different from his surname, "surname" means that title. In the case of a corporation, its corporate name must be given.

A previous christian name or surname need not be given if:—

(a) in the case of a married woman, it was a name by which she was known before her marriage; or
- Usual residential address must be given or, in the case of a corporation, the registered or principal office.
- in the case of an individual who has no business occupation but holds any other directorship or directorships, particulars of that directorship or one of those other directorships must be entered.
- Where all the partners in a firm are joint secretaries, only the name and principal office of the firm need be stated.
 

Where the secretary or one of the joint secretaries is a Scottish firm the details required are the firm name and its principal office.

Please do not  
write in  
this margin

COMPANIES FORM No. 692(1)(b) (Cont.)

**Return of alteration in the directors or  
secretary of an oversea company or  
in their particulars (continuation)**

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

Continuation sheet No 1  
to Form No. 692(1)(b)  
Company number

F12665

\* insert full name  
of company

Name of company

\* MCKINSEY & COMPANY, INC. UNITED KINGDOM

Particulars of directors continued

Name (note 3) BULKIN, MICHAEL H.	
Former name(s) (note 3)	
Address (note 4) 60 Ferris Hill Road, New Canaan Connecticut 06840, USA	
Business occupation or particulars of one other directorship (note 5) Management Consultant	Nationality USA

Name (note 3)	
Former name(s) (note 3)	
Address (note 4)	
Business occupation or particulars of one other directorship (note 5)	Nationality

Name (note 3)	
Former name(s) (note 3)	
Address (note 4)	
Business occupation or particulars of one other directorship (note 5)	Nationality

Name (note 3)	
Former name(s) (note 3)	
Address (note 4)	
Business occupation or particulars of one other directorship (note 5)	Nationality

# G

# 701(6)a

## Notice by an overseas company of new accounting reference date given during the course of an accounting reference period

Please do not  
write in this  
margin

Pursuant to section 225(1) as applied by section 701(6) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

1119

FC 12665

Name of company

\* MCKINSEY & COMPANY, INC. UNITED KINGDOM

\* enter corporate  
name

**Note**  
Please read notes  
1 to 5 overleaf  
before completing  
this form

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

Day Month

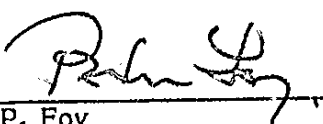
3 1 1 2

The current accounting reference period of the company is to be treated as [shortened][~~extended~~]<sup>†</sup> and [is to be treated as having come to an end][~~will come to an end~~]<sup>†</sup> on

<sup>†</sup> delete as  
appropriate

Day Month Year

3 1 1 2 1 9 8 7



P. Foy

Signed



J.R. Morrison

[Director][Secretary][Person Authorised]<sup>†</sup> Date 7/1/88

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

ARTHUR ANDERSEN & CO.

1 SURREY STREET, LONDON WC2R 2PS

ref: kp

For official Use  
General Section

Post Room

COMPANIES REGISTRATION

8 JAN 1988



COMPANIES HOUSE

11 JAN 1981  
48

692(1)(b)

Return of alteration in the directors  
or secretary of an overseas company  
or in their particulars.

This form should be completed in black.

Company number

CN F12665

Company name

McKINSEY & COMPANY, INC.  
UNITED KINGDOM

Appointment

(Turn over page  
for resignation  
and change of  
particulars).

Date of appointment

Appointment of director

Appointment of secretary

Name \*Style/title

NOTES

Show the full forenames NOT INITIALS  
If the director or secretary is a  
Corporation or Scottish firm, show  
the name or surname first and  
registered or principal office on the  
usual residential address line

Give previous forenames or surname  
except

For a married woman the name before  
marriage need not be given  
for names not used since the age of 16  
or for at least 20 years

A peer or individual known by a title  
may state the title instead of or in  
addition to the forenames and surname

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

Usual residential address

Post town

County/region

Postcode

Date of birth<sup>†</sup>

Business occupation<sup>†</sup>  
(if any). If none  
other directorships.

In the case of an individual who  
has no business occupation but  
holds other directorships, give  
particulars of them

Day Month Year

DA 01 07 88

CD ☒

CS ☐

Please mark the appropriate box.  
If appointment is as a director and secretary  
mark both boxes.

FREDERICK WILLIAM

GLUCK

AD

APT 18F, 101 CENTRAL PARK WEST

NEW YORK

NEW YORK

10023

Country USA

DO 02 08 35 Nationality<sup>†</sup> NA U.S.A.

OC MANAGEMENT CONSULTANT

OD

\*Voluntary details <sup>†</sup>Directors only

A serving director etc must also sign the form overleaf.

## Resignation

(This includes any form of ceasing to hold office e.g. death or removal from office).

Date of resignation etc

Resignation etc, as director

Resignation etc, as secretary

Forenames

Surname

Date of birth (directors only)

If cessation is other than resignation, please state reason (eg death)

## Change of particulars

Complete this section in all cases where particulars have changed and then the appropriate section below.

Date of change of particulars

Change of particulars, as director

Change of particulars, as secretary

Forenames } (name previously notified to Companies House)  
Surname }

Date of birth (directors only)

Change of name (enter new name)

Forenames

Surname

Change of usual residential address (enter new address)

Post town

County/region

Postcode

Country

Other change

(please specify)

DR 01 07 88

XD ☒

XS ☐

Please mark the appropriate box.

If resignation etc is as a director and secretary mark both boxes.

DAVID RONALD

DANIEL

DO 26 02 30

DC

ZD ☐

ZS ☐

Please mark the appropriate box.

If change of particulars is as a director and secretary mark both boxes.

DO

NN

AD

A serving director/secretary/person authorised must sign the form below.

Signature

Signed

JR Peat

Dated 6/6/91

Director/Secretary/Person Authorised (Delete as appropriate)

After signing please return the form to the Registrar of Companies at

If the company establishes a place of business both in England and Wales and in Scotland a separate form must be sent to each Registrar.

or

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

Companies House, Crown Way, Cardiff CF4 3UZ

for companies registered in England and Wales

Companies House, 100-102 George Street, Edinburgh EH2 3DJ

for companies registered in Scotland.

J. PEAT

74 ST. JAMES'S STREET

LONDON SW1A 1PS Tel: 071-873-5766



# G

COMPANIES FORM No. 692(1)(c)

**Return of alteration in the  
names or addresses of persons  
resident in Great Britain  
authorised to accept service  
on behalf of an overseas company**

# 692(1)(c)

Pursuant to section 692(1)(c) of the Companies Act 1985

**Note:** The time within which a return containing the particulars of alteration is to be delivered to the Registrar is twenty one days after the making of such alterations.

Please do not  
write in this  
margin

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

To the Registrar of Companies  
(Address overleaf)

For official use

Company number

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F12665
--------

Name of company

\* MCKINSEY & COMPANY, INC. UNITED KINGDOM

\* enter corporate  
name

notifies you of the following alteration(s) in the name(s) or address(es) of persons resident in Great Britain authorised to accept service on behalf of the company

DELETE: J. ROGER MORRISON  
PETER FOY  
INSERT: JOHN P. RICHARDS  
MCKINSEY & COMPANY, INC. UNITED KINGDOM  
74 ST. JAMES'S STREET  
LONDON SW1A 1PS.

1 delete as  
appropriate

Signed

JR Peat

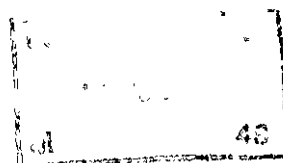
(Director)(Secretary)(Person Authorised) Date 6/6/91

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

J. PEAT  
74 ST. JAMES'S ST.  
LONDON SW1A 1PS

For official Use  
General Section

Post room



# vinge KROMANN THOMMESSEN

LONDON BRUSSELS PARIS HONGKONG

Advokatfirma Vinge KB  
44/45 Chancery Lane  
London WC2A 1JB  
England  
Telephone +44-71-4044825  
Telex 25585 Vinge G  
Telefax +44-71-8316360

FC 12659

Ms Brenda Miles  
Overseas Branch Section  
Companies House  
Crown Way  
Cardiff CF4 3UZ

Ref: FC12659  
19th June 1991

Dear Ms Miles

RAMPUS G.H. RAMPER AB

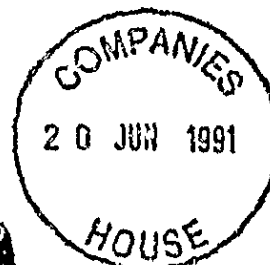
Further to your reminder re the accounts for 1989 and 1990 we have looked into the matter and find that the company should never in fact have been registered as an overseas company.

The company was registered in September 1988, but should not have been as they do not keep an office or place of business of any description in this country and have never done so. The confusion arose as they have an English subsidiary, Rampus International Limited which was incorporated in England.

Further to our conversation earlier today please confirm that you are satisfied with this explanation and that Rampus G.H. Ramper AB will be removed from the list of overseas companies.

Yours sincerely

HELEN LIPSCOMB  
For and on behalf of Vinge,  
Company Secretary to  
Rampus International Ltd



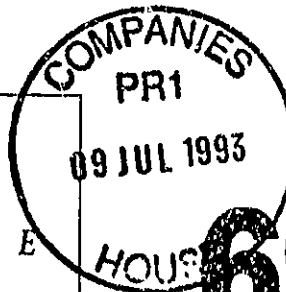
**FILE CLOSED**

5761

Advokatfirma Vinge KB  
ALMATED PARTNERE IN INCORPORATED IN NORWAY  
Stockholm Copenhagen  
Malmo Helsingborg

Advokatfirmaet  
Kromann & Munter A/S  
ALMATED PARTNERE IN INCORPORATED IN DENMARK  
Copenhagen

Advokatfirmaet  
Thommessen, Krefting & Greve as  
ALMATED COMPANY INCORPORATED IN NORWAY  
Oslo Bergen Baerum



692(1)(b)

Return of alteration in the directors  
or secretary of an oversea company  
or in their particulars.

This form should be completed in black.

Company number

CN

F12665

Company name

MCILINSEY COMPANY, INC.

UNITED KINGDOM

Appointment

(Turn over page  
for resignation  
and change of  
particulars).

Date of appointment

Day Month Year

DA 13 12 91

Appointment of director

CD ☒

Appointment of secretary

CS ☐

Please mark the appropriate box.  
If appointment is as a director and secretary  
mark both boxes.

Name

\*Style/title

MR.

Forenames

DONALD CRAMEY

Surname

WATTS JR

\*Honours etc

Previous forenames

Previous surname

Usual residential address

AD MANHATTAN ISLAND

Post town

RYE

County/region

NEW YORK

Postcode

10580

Country U.S.A.

Date of birth<sup>†</sup>

DO 16 02 44 Nationality<sup>†</sup> NA U.S.A.

Business occupation<sup>†</sup>  
(if any). If none  
other directorships.

OC MANAGEMENT CONSULTANT

OD

NOTES

Show the full forenames, NOT INITIALS  
If the director or secretary is a  
Corporation or Scottish firm, show  
the name on surname line and  
registered or principal office on the  
usual residential address line.

Give previous forenames or surname  
except:

- for a married woman the name before  
marriage need not be given  
- for names not used since the age of 18  
or for at least 20 years

A peer or individual known by a title  
may state the title instead of or in  
addition to the forenames and surname

In the case of an individual who  
has no business occupation but  
holds other directorships, give  
particulars of them

\*Voluntary details <sup>†</sup>Directors only

A serving director etc must also sign the form overleaf.

## Resignation

(This includes any form of ceasing to hold office e.g. death or removal from office).

Date of resignation etc

Resignation etc, as director

Resignation etc, as secretary

Forenames

Surname

Date of birth (directors only)

If cessation is other than resignation, please state reason (eg death)

## Change of particulars

Complete this section in all cases where particulars have changed and then the appropriate section below.

Date of change of particulars

Change of particulars, as director

Change of particulars, as secretary

Forenames

Surname

(name previously notified to Companies House)

Date of birth (directors only)

Change of name (enter new name)

Forenames

Surname

Change of usual residential address (enter new address)

Post town

County/region

Postcode

Other change

(please specify)

DR 16 02 42

XD ☒

XS ☐

Please mark the appropriate box.

If resignation etc is as a director and secretary mark both boxes.

MICHAEL

BULKIN

DO

DC

ZD

ZS

Please mark the appropriate box.

If change of particulars is as a director and secretary mark both boxes.

DO

NN

AD

A serving director/secretary/person authorised must sign the form below.

Signature

Signed

*Deleat*

Dated 7/7/93

Director/Secretary/Person Authorised (Delete as appropriate)

After signing please return the form to the Registrar of Companies at

If the company establishes a place of business both in England and Wales and in Scotland a separate form must be sent to each Registrar.

or

Companies House, Crown Way, Cardiff CF4 3UZ  
for companies registered in England and Wales

Companies House, 100-102 George Street, Edinburgh EH2 3DJ  
for companies registered in Scotland.

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

Tel:

**G**

COMPANIES FORM No. 692(1)(c)

**692(1)(c)****Return of alteration in the  
names or addresses of persons  
resident in Great Britain  
authorised to accept service  
on behalf of an overseas company**

Pursuant to section 692(1)(c) of the Companies Act 1985

Please do not  
write in this  
margin**Note:** The time within which a return containing the particulars  
of alteration is to be delivered to the Registrar is  
twenty one days after the making of such alterations.Please complete  
legibly, preferably  
in black type, or  
bold block letteringTo the Registrar of Companies  
(Address overleaf)

For official use

Company number

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

F12685

Name of company

MCKINSEY &amp; COMPANY INC UNITED KINGDOM

\* enter corporate  
namenotifies you of the following alteration(s) in the name(s) or address(es) of persons resident in Great  
Britain authorised to accept service on behalf of the company

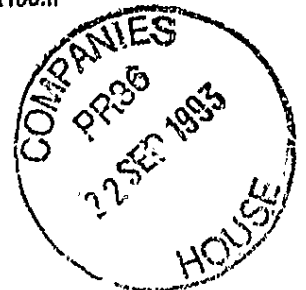
NEW ADDRESS

NO 1 JEREMYN STREET  
LONDON SW1Y 4UR† delete as  
appropriateSigned *J.P. Pelt*

{Director}{Secretary}{Person Authorised}† Date 20/7/93

Presenter's name address and  
reference (if any):J P Pelt  
NO 1 JEREMYN ST  
LONDON SW1Y 4URFor official Use  
General Section

Post room





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



BR1

This form should be completed in black.

**Return delivered for registration of a branch of  
an overseas company**

(Pursuant to Schedule 21A, paragraph 1 of the Companies Act 1985)

(See note 5) Corporate name  
(name in parent state)

Business name  
(if different to corporate name)

Country of Incorporation

Identity of register  
(if applicable)

Legal form  
(See note 3)

For office  
use only

CN

FC 12665

BN

BR 2227

McKINSEY & COMPANY, INC. - UNITED KINGDOM

DELAWARE, U.S.A.

REGISTRATION TRUST COMPANY, 1209 ORANGE ST.

WILMINGTON, DELAWARE and registration no. 09381-48

INCORPORATED WITH LIMITED LIABILITY IN THE STATE

OF DELAWARE, U.S.A.

[NB. UK REGISTRATION NO F12665]

☐ See note 2

**PART A - COMPANY DETAILS** ☐

\* State whether the company is  
a credit or financial institution **NO**

\* Is the company subject to Section 699A of the Companies Act 1985?

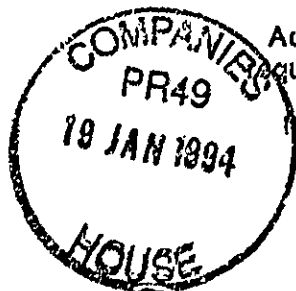
YES ☐

NO ☒

(1) These boxes need not be completed by companies formed in EC member states

Governing law  
(See note 4)

STATE OF DELAWARE, U.S.A.



Accounting  
requirements

12

Period for which the company is required to prepare accounts by  
parent law, from \_\_\_\_\_ to \_\_\_\_\_

Period allowed for the preparation and public disclosure of accounts  
for the above period \_\_\_\_\_ months

(2) This box need NOT be completed by companies from EC member states, OR where the constitutional documents of the company already show this information.

Address of principal place of  
business in home country

Objects of company

Issued share capital

_____
_____
_____
_____ Currency _____

Company Secretary(ies)

(See note 10)

Name

\* Voluntary details

Address

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

\*Style/Title \_\_\_\_\_

Forenames \_\_\_\_\_

Surname \_\_\_\_\_

\*Honours etc. \_\_\_\_\_

Previous Forenames \_\_\_\_\_

Previous surname \_\_\_\_\_

Post town \_\_\_\_\_

County/Region \_\_\_\_\_

Postcode \_\_\_\_\_

Country \_\_\_\_\_

Company Secretary(ies)

(See note 10)

Name

\* Voluntary details

Address

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

( You may photocopy this page  
if req. red)

\*Style/Title \_\_\_\_\_

Forenames \_\_\_\_\_

Surname \_\_\_\_\_

\*Honours etc. \_\_\_\_\_

Previous Forenames \_\_\_\_\_

Previous surname \_\_\_\_\_

Post town \_\_\_\_\_

County/Region \_\_\_\_\_

Postcode \_\_\_\_\_

Country \_\_\_\_\_



**CERTIFICATE OF REGISTRATION  
OF AN OVERSEA COMPANY**

(Establishment of a branch)

Company No. FC012665

Branch No. BR002227

The Registrar of Companies for England and Wales hereby certifies that

MCKINSEY & COMPANY INC UNITED KINGDOM

has this day been registered under Schedule 21A to the Companies Act 1985 as having established a branch in England and Wales

Given at Companies House, Cardiff, the 24th January 1994

*H. G. Peel*

For The Registrar Of Companies



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



## Directors

(See note 10)

Name

\* Voluntary details

Address

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

### SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised, (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as applicable

(You may photocopy this page as required)

\*Style/Title \_\_\_\_\_

Forenames \_\_\_\_\_

Surname \_\_\_\_\_

\*Honours etc. \_\_\_\_\_

Previous Forenames \_\_\_\_\_

Previous surname \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Post town \_\_\_\_\_

County/Region \_\_\_\_\_

Postcode \_\_\_\_\_

Country \_\_\_\_\_

Date of Birth 

--	--	--	--

Nationality \_\_\_\_\_

Business Occupation \_\_\_\_\_

Other Directorships \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

The extent of the authority to represent the company is :- (give details)

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

These powers :-

# ☐ May be exercised alone

# OR ☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

## Directors

(See note 10)

Name

\* Voluntary details

Address

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

### SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as applicable

(You may photocopy this page as required)

\*Style/Title \_\_\_\_\_

Forenames \_\_\_\_\_

Surname \_\_\_\_\_

\*Honours etc. \_\_\_\_\_

Previous Forenames \_\_\_\_\_

Previous surname \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Post town \_\_\_\_\_

County/Region \_\_\_\_\_

Postcode \_\_\_\_\_ Country \_\_\_\_\_

Date of Birth 

--	--	--	--

 Nationality \_\_\_\_\_

Business Occupation \_\_\_\_\_

Other Directorships \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

The extent of the authority to represent the company is :- (give details)

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

These powers :-

# ☐ May be exercised alone

# OR

# ☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

### Constitution of company

(See notes 6 to 9)

# Mark box(es)  
as applicable

(See note 9)

- # ☐ A certified copy of the instrument constituting or defining the constitution of the company  
AND  
☐ \* A certified translation  
\*Is/are delivered for registration

\* Delete as applicable

AND/OR

A certified copy of the constitutional documents and latest accounts of the company, together with a certified translation of them if they are not in the English language, must accompany this form.

- # ☐ A copy of the latest accounts of the company  
AND  
☐ A certified translation  
\*Is/are delivered for registration

AND/OR

The company may rely on constitutional and accounting documents previously filed in respect of another branch registered in the United Kingdom.

- # The  
☐ Constitutional documents (\*and certified translations)  
AND/OR  
☐ The latest accounts (\*and certified translations)  
of the company were previously delivered on the registration of the branch of the company at :-  
Cardiff ☐ Edinburgh ☐ Belfast ☐  
Registration no.

AND/OR

The company may also rely on particulars about the company previously filed in respect of another branch in that part of Great Britain, provided that any alterations have been notified to the Registrar.

- ☐ the particulars about the company were previously delivered in respect of a branch of the company registered at THIS registry.  
Registration no.

AND/OR

The company may also rely on constitutional documents and particulars about the company officers previously filed in respect of a former Place of Business of that company, provided that any alterations have been notified to the Registrar.

- ☒ The  
Constitutional documents (\*and certified translation)  
AND/OR  
☒ Particulars of the current directors and secretary(s)  
were previously delivered in respect of a place of business of the company registered at THIS registry.  
Registration no.

NOTE :- In all cases, the registration number of the branch or place of business relied upon must be given.

## PART B - BRANCH DETAILS

**Persons authorised to represent the company or accept service of process.**

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch. Give details also of all persons resident in Great Britain, who are authorised to accept service of process on the company's behalf.

\* Delete as appropriate

### SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised, jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

Style/Title MR.  
 Forenames JOHN PAUL  
 Surname RICHARDS  
 Address 1 JERMYN STREET

Post town LONDON  
 County/Region \_\_\_\_\_ Postcode SW1Y 4UH

Is # ☒ Authorised to accept service of process on the company's behalf

\*AND/

Is # ☐ Authorised to represent the company in relation to that business

The extent of the authority to represent the company is :- (give details)

---

---

---

---

---

---

These powers :-

# ☐ May be exercised alone

OR

# ☒ Must be exercised with :-

(Give name(s) of co-authorised person(s))

---

---

---

---

---

**Persons authorised to represent the company or accept service of process.**

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch. Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf.

\* Delete as appropriate

**SCOPE OF AUTHORITY**

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised, jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

(You may photocopy this page as required)

*Style/Title	<u>MR.</u>	
Forenames	<u>NORMAN</u>	
Surname	<u>SAWSON</u>	
Address	<u>1 JERMYN STREET</u>	
Post town	<u>LONDON</u>	
County/Region		Postcode <u>SW1Y 4UH</u>
Is # <input type="checkbox"/>	Authorised to accept service of process on the company's behalf	
*AND/OR		
Is # <input checked="" type="checkbox"/>	Authorised to represent the company in relation to that business	
The extent of the authority to represent the company is :- (give details)		
<u>UNLIMITED</u>		
These powers :-		
# <input checked="" type="checkbox"/>	May be exercised alone	
OR		
# <input type="checkbox"/>	Must be exercised with :-	
(Give name(s) of co-authorised person(s))		

**Address of branch**

(See note 11)

Address <u>1 JERMYN STREET</u>	
Post town <u>LONDON</u>	
County\Region _____	Postcode <u>SW1Y 4UH</u>

**Branch Details**

(See note 12)

Date branch opened	<table border="1"><tr><td>0</td><td>1</td><td>0</td><td>7</td><td>8</td><td>2</td></tr></table>	0	1	0	7	8	2
0	1	0	7	8	2		
Business carried on at branch _____							
<u>Management Consultancy</u>							
_____							
_____							

**SIGNATURE**

Signed	<u>J R Peat</u> ( <del>Director</del> / Secretary / Permanent representative )
Date	<u>28/6/93</u>
This form contains .....0..... continuation sheets.	

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

Name	<u>J. R. PEAT</u>		
Address	<u>1 JERMYN STREET</u>		
	<u>LONDON</u>		
		Postcode	<u>SW1Y 4UH</u>
Telephone	<u>071-873-5766</u>	Extension	<u>-</u>

When completed, this form together with any enclosures should be delivered to the Registrar of Companies at  
for branches established in England and Wales                      for branches established in Scotland

Companies House  
Crown Way  
Cardiff  
CF4 3UZ

Companies House  
100 - 102 George Street  
Edinburgh  
EN2 3DJ

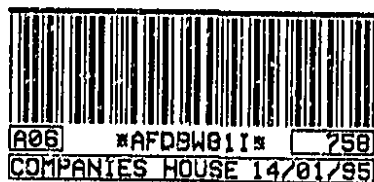


COMPANIES HOUSE

692(1)(b)

Return of alteration in the directors  
or secretary of an overseas company  
or in their particulars.

This form should be completed in black.



Company number

CN

F 12665

Company name

McKinsey & Company, Inc.  
United Kingdom

### Appointment

(Turn over page  
for resignation  
and change of  
particulars).

Date of appointment

Appointment of director

Appointment of secretary

Name

\*Style/title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

Usual residential address

Post town

County/region

Postcode

Date of birth<sup>†</sup>

Business occupation<sup>†</sup>  
(if any). If none  
other directorships.

Day Month Year  
DA 01 07 94

CD



CS



Please mark the appropriate box.  
If appointment is as a director and secretary  
mark both boxes.

MR

RAJAT KUMAR

GUPTA

AD

660 Rosewood Avenue

Winnetka

Illinois

60093

Country USA

DO

01

12

98

Nationality<sup>†</sup>

NA

OC

Management consultant

OD

In the case of an individual who  
has no business occupation but  
holds other directorships, give  
particulars of them.

\*Voluntary details <sup>†</sup>Directors only

A serving director etc must also sign the form overleaf.

## Resignation

(This includes any form of ceasing to hold office e.g. death or removal from office).

Date of resignation etc

Resignation etc, as director

Resignation etc, as secretary

Forenames

Surname

Date of birth (directors only)

If cessation is other than resignation, please state reason (eg death)

## Change of particulars

Complete this section in all cases where particulars have changed and then the appropriate section below.

Date of change of particulars

Change of particulars, as director

Change of particulars, as secretary

Forenames } (name previously notified to Companies House)  
Surname }

Date of birth (directors only)

Change of name (enter new name)

Forenames

Surname

Change of usual residential address (enter new address)

Post town

County/region

Postcode

Other change

(please specify)

DR 919794

XD ☒

XS ☐

Please mark the appropriate box.  
If resignation etc is as a director and secretary mark both boxes.

FREDERICK

GLUCK

DO 020835

N/A

DC

ZD ☐

ZS ☐

Please mark the appropriate box.  
If change of particulars is as a director and secretary mark both boxes.

DO

NN

AD

Country

A serving director/secretary/person authorised must sign the form below.

Signature

Signed Mr Peter Dated 12 Jan 95  
Director/Secretary/Person. Authorised (Delete as appropriate)

After signing please return the form to the Registrar of Companies at

If the company establishes a place of business both in England and Wales and in Scotland a separate form must be sent to each Registrar.

or

Companies House, Crown Way, Cardiff CF4 3UZ  
for companies registered in England and Wales  
Companies House, 100-102 George Street, Edinburgh EH2 3DJ  
for companies registered in Scotland.

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

J R - PEAS

Tel: 071-873-5766