



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

Company No. 182978

The Registrar of Companies for Scotland hereby certifies that

**SCOTTPROP LIMITED**

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

Given at Companies House, Edinburgh, the 13th February 1998



\*NSC182978Q\*

**J. HENDERSON**

Registrar Of Companies



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

Please complete in typescript,  
or in bold black capitals.

## Declaration on application for registration

102310

Company Name in full



SCT \*S3VBD3K1\* 318  
COMPANIES HOUSE 09/02/98

SCOTT PROP LIMITED

I, ROBERT CRAWFORD BANKS FORMAN  
of 5 & 7 RUTLAND SQUARE, EDINBURGH

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company] ~~[person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985]~~† and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835.

Declarant's signature

*Robert Forman*

Declared at

EDINBURGH

the

FIFTH

day of

FEBRUARY

One thousand nine hundred and ninety

EIGHT

† Please print name.

before me

NICHOLAS THORNTON HOOKE

Signed

*Nicholas Hooke*

Date

5/2/98

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

ROBERT C.B. FORMAN W.S.  
McKAY & NORWELL W.S.  
5 & 7 RUTLAND SQUARE EDINBURGH EH1 2AS  
DX-ED 138 EDINBURGH Tel 1

DX number

DX exchange

When you have completed and signed the form please send it to the Registrar of Companies at:

**Companies House, Crown Way, Cardiff, CF4 3UZ** DX 33050 Cardiff  
for companies registered in England and Wales

or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland

DX 235 Edinburgh

**COMPANY LIMITED BY SHARES  
THE COMPANIES ACT 1985**

**Company No.**

**SCOTTPROP LIMITED**

**Incorporated the**

**MEMORANDUM  
AND ARTICLES  
OF ASSOCIATION**

**MCKAY & NORWELL W.S.  
5 & 7 Rutland Square  
Edinburgh EH1 2AS**

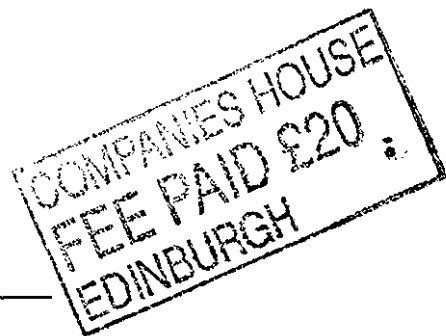


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**THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES**

**MEMORANDUM  
OF ASSOCIATION**

**SCOTTPROP LIMITED**



1. The name of the Company is Scottprop Limited
2. The Registered Office of the Company will be situated in Scotland.
3. The objects for which the Company is established are:-
  - (A) The object of the Company is to carry on business as a general commercial Company and without prejudice to the foregoing generality to carry on the business of buying, selling, leasing and dealing in all types of heritable property including commercial and residential property and all aspects of same.
  - (B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.
  - (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licenses, secret processes, machinery, plant, stock-in trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
  - (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plan and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
  - (E) To borrow or raise or secure the payment of money in such manner as the Company shall think fit for the purpose of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

- (F) For the purposes of or in connection with the business of the Company to mortgage and charge the undertaking and all or any of the real and personal property and assets, present and future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance. To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (G) To give indemnity for, or to guarantee, support or secure the performance of all or any of the obligations of any person or company whether by personal covenant or by mortgage, charge or lien on the whole or any part of the undertaking, property and assets of the Company both present and future including its uncalled capital or by all or any of such methods; and in particular, but without limiting the generality of the foregoing, to give indemnity for, or to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien, or by all or any of such methods, the performance of all or any of the obligations (including the repayment or payment or the principal and premium of and interest on, any securities) of any company which is for the time being the Company's Holding or Subsidiary company as defined by Section 736 of the Companies Act 1985 or otherwise associated with the Company in business.
- (H) To receive money on deposit or loan upon such terms as the Company may approve and to guarantee the obligations and contracts of any person or corporation.
- (I) To apply for, purchase or otherwise acquire and hold, use, develop, sell licence or otherwise dispose of or deal with patents, copyrights, designs, trade marks, brevets d'invention and concessions and the like and any interest therein.
- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (K) To invest and deal with the monies of the Company not immediately required for the purposes of its business or securities in or upon such investments, and in such manner as may from time to time be determined.
- (L) To form, promote, finance or assist any other company whether for the purpose of acquiring all or any of the undertaking, property and assets of the company or for any other purpose which may be considered expedient.
- (M) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant

royalty, share of profits or otherwise, grant licenses, easements and other rights in or over and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

- (N) To subscribe for, purchase or otherwise acquire and hold shares, stock, debentures or other securities of any other company.
- (O) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions allowance or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary company as defined by Section 736 of the Companies Act 1985, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (P) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (Q) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in full or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (R) To enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of

any shares, stock or securities of or other interests in any such company, and to guarantee the contracts of liabilities of, subsidise or otherwise assist, any such company.

- (S) To acquire, purchase, take over and undertake part or all of the business, property, assets and liabilities and transactions of any firm, person or company carrying on any business which this Company is authorised to carry on or which can be carried on in conjunction therewith or is capable of being conducted so as directly or indirectly to benefit the Company or to advance its interests generally.
- (T) To distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (U) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise.

And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anywise limited by reference to or inference from any other paragraph or the name of the Company and the provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects of a separate and distinct company.

- 4. The liability of the members is limited.
- 5. The share capital of the Company is £400 divided into 400 shares of £1 each.

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

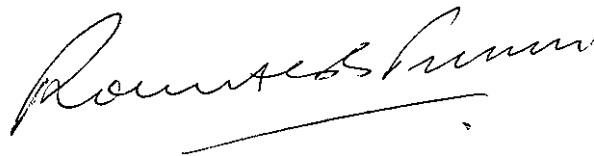
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Names, Addresses and Descriptions of Subscribers

Number of Shares taken by each Subscriber

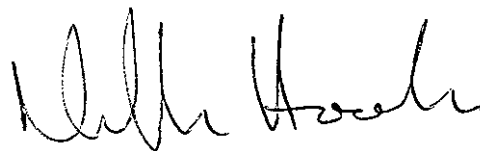
Robert Crawford Banks Forman  
Writer to the Signet  
5 & 7 Rutland Square  
Edinburgh  
EH1 2AS

1



Nicholas Thornton Hooke  
Solicitor  
5 & 7 Rutland Square  
Edinburgh  
EH1 2AS

1



---

DATED the Fifth day of February Nineteen Hundred and Ninety Eight

Witness to the above Signatures

Jacqueline Kolijn  
Secretary  
5 & 7 Rutland Square  
Edinburgh EH1 2AS

J. Kolijn (witness)



**THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES**

**ARTICLES  
OF ASSOCIATION**

**OF**

**SCOTTPROP LIMITED**

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**PRELIMINARY**

1. The Regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (S.I. 1985 No. 805) as amended by the Companies (Table A to F) Regulations 1985 (S.I. 1985 No. 1052) (such Table hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any Shares in or Debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any Shares in or Debentures of the Company with a view to all or any of those Shares or Debentures being offered for sale to the public.

**SHARES**

3. The Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise dispose of or deal with any unissued shares and relevant securities (as defined by Section 80(2) of the Act) to such persons and generally on such terms and in such manner as they think fit.
4. Any original shares for the time being unissued and any new shares from time to time to be created and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of existing shares held by them respectively unless the Company in General Meeting shall otherwise determine. Such offer shall be made by notice in writing specifying the number of shares offered and limiting a period (being not less than fourteen days) within which the offer, if not accepted will be deemed to be declined. After the expiration of such time, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as

the original offer.

5. In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) inclusive of the Act shall not apply to the Company.
6. The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

### **LIEN**

7. The Company shall have a first and paramount lien on every share whether or not it is a fully paid share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any Member whether solely or one of two or more joint holders for all monies presently payable by him or his estate to the Company.

### **TRANSFER OF SHARES**

8. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share.  
Clause 24 of Table A shall not apply.

### **APPOINTMENT OF DIRECTORS**

9. (a) Unless and until the Company in General Meeting shall otherwise determine there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors. Accordingly Clause 64 in Table A shall not apply to the Company.
- (b) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.
- (c) A person may be appointed a Director notwithstanding that he has attained the

- age of 70 years and no Director shall be liable to vacate office by reason only of his attaining or having attained that or any other age.
10. The office of a Director shall be vacated if:
- (i) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
  - (ii) he becomes bankrupt or makes any arrangement or composition with his creditors; or
  - (iii) he is a person of unsound mind; or
  - (iv) he resigns his office by notice to the Company; or
  - (v) he shall for more than six consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his office be vacated.

### **GENERAL MEETINGS**

- 11.(a) A notice convening a General Meeting shall not be required to specify the general nature of the business to be transacted unless that business is deemed to be special business therefore Clause 38 of Table A shall be modified accordingly.
- (b) All business that is or is to be transacted at an Extraordinary General Meeting or an Annual General Meeting shall be deemed special with the exception of declaring a dividend, the consideration of the accounts, the Reports of the Directors and Auditors and the appointment of and the fixing of the remuneration of the Auditors.
  - (c) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.
  - (d) The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and, unless so fixed, shall when one Director only is in office be one, and shall, when more than one Director is in office be two.
  - (e) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.

## **ALTERNATE DIRECTOR**

12. Any Director may by notice in writing signed by him and deposited at the Registered Office of the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company, or a person approved by resolution of all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat as a Director but his appointment shall immediately cease and determine if and when the Director appointing him ceased to hold office as a Director.

A Director who is also an alternate Director shall be entitled, in addition to his own vote, to a separate vote on behalf of the Director whom he is representing.

## **BORROWING POWERS**

13. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit and subject to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third part.

## **INDEMNITY**

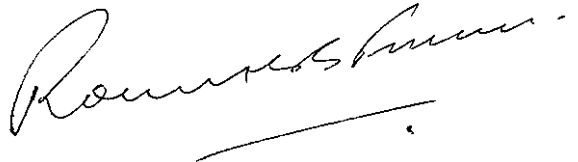
14. Subject to the provisions of the Act and in addition to such indemnity as is contained in Clause 118 of Table A every Director, officer or official of the company shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

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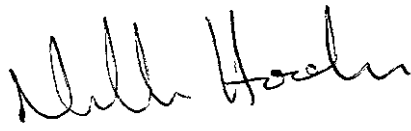
Names, Addresses and Descriptions of Subscribers

Number of Shares taken by each Subscriber

Robert Crawford Banks Forman  
Writer to the Signet  
5 & 7 Rutland Square  
Edinburgh  
EH1 2AS

1 

Nicholas Thornton Hooke  
Solicitor  
5 & 7 Rutland Square  
Edinburgh  
EH1 2AS

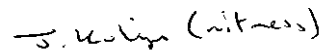
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DATED the Fifth day of February Nineteen Hundred and Ninety Eight

Witness to the above Signatures

Jacqueline Kolijn  
Secretary  
5 & 7 Rutland Square  
Edinburgh EH1 2AS

 (witness)



COMPANIES HOUSE

Please complete in typescript,  
or in bold black capitals.

Notes on completion appear on final page

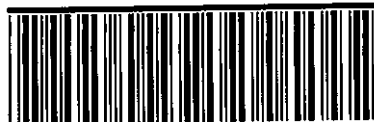
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## First directors and secretary and intended situation of registered office

102510

### Company Name in full

SCOTTPROP LIMITED



SCT \*S3VBE3K2\* 319  
COMPANIES HOUSE 09/02/98

### Proposed Registered Office

(PO Box numbers only, are not acceptable)

5 & 7 RUTLAND SQUARE

Post town

EDINBURGH

County / Region

Postcode

EH1 2AS

If the memorandum is delivered by an agent  
for the subscriber(s) of the memorandum  
mark the box opposite and give the agent's  
name and address.



Agent's Name

MCKAY & NORWELL W.S.

Address

5 & 7 RUTLAND SQUARE

Post town

EDINBURGH

County / Region

MIDLOTHIAN

Postcode

EH1 2AS

Number of continuation sheets attached

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

ROBERT C.B. FORMAN W.S.	
MCKAY & NORWELL W.S.	
5 & 7 RUTLAND SQUARE EDINBURGH EH1 2AS	
DX ED 138 EDINBURGH 1	
DX number	DX-exchange

Companies House receipt date barcode

When you have completed and signed the form please send it to the  
Registrar of Companies at:

**Companies House, Crown Way, Cardiff, CF4 3UZ** DX 33050 Cardiff  
for companies registered in England and Wales

or

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland

**DX 235 Edinburgh**

# Company Secretary (see notes 1-5)

Company name

MCRAE & NORWELL W.S.

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

527 OUTLAND SQUARE

## Usual residential address

For a corporation, give the registered or principal office address.

Post town

EDINBURGH

County / Region

MIDLOTHIAN

Postcode

EH1 2AS

Country

SCOTLAND

I consent to act as secretary of the company named on page 1

Consent signature

Date

5/2/98

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

MR

\*Honours etc

Forename(s)

ROBERT CRAWFORD BANKS

Surname

FORMAN

Previous forename(s)

Previous surname(s)

Address

527 OUTLAND SQUARE

## Usual residential address

For a corporation, give the registered or principal office address.

Post town

EDINBURGH

County / Region

Postcode

EH1 2AS

Country

SCOTLAND

Day Month Year

Date of birth

30 3 48

Nationality

BRITISH

Business occupation

SOLICITOR

Other directorships

MCRAE & NORWELL NOMINEES, ROYAL HIGH SCHOOL

CLUB TRUST LTD, ELECTRO PLATING CO LTD

I consent to act as director of the company named on page 1

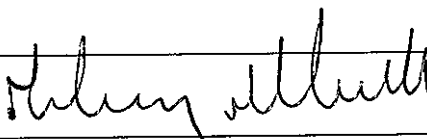
Consent signature

Date

5/2/98

**Directors** (continued) (see notes 1-5)

<b>NAME</b>	<b>*Style / Title</b>	<input type="text"/>	<b>*Honours etc</b>	<input type="text"/>
<b>* Voluntary details</b>	<b>Forename(s)</b>	<input type="text"/>		
	<b>Surname</b>	<input type="text"/>		
	<b>Previous forename(s)</b>	<input type="text"/>		
	<b>Previous surname(s)</b>	<input type="text"/>		
	<b>Address</b>	<input type="text"/>		
<b>Usual residential address</b>	<input type="text"/>			
For a corporation, give the registered or principal office address.	<b>Post town</b>	<input type="text"/>		
	<b>County / Region</b>	<input type="text"/>	<b>Postcode</b>	<input type="text"/>
	<b>Country</b>	<input type="text"/>		
	<b>Date of birth</b>	<input type="text"/>	<input type="text"/>	<input type="text"/>
		<input type="text"/>	<input type="text"/>	<input type="text"/>
		<input type="text"/>	<input type="text"/>	<input type="text"/>
	<b>Business occupation</b>	<input type="text"/>		
	<b>Other directorships</b>	<input type="text"/>		
		<input type="text"/>		
	I consent to act as director of the company named on page 1			
	<b>Consent signature</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>

**This section must be signed by*****Either*****an agent on behalf  
of all subscribers****Signed****Date**

5/2/98

**Or the subscribers****( i.e those who signed  
as members on the  
memorandum of  
association).****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**



## Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.  
**The date of birth must be given for every individual director.**

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was:**
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.