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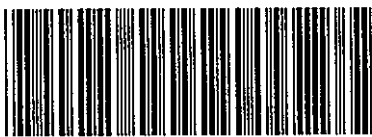
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 3440527

The Registrar of Companies for England and Wales hereby certifies that  
NAMECO (NO.96) LIMITED

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

Given at Companies House, Cardiff, the 26th September 1997



\*N03440527C\*

*E.P. Owen*  
MRS. E. P. OWEN

For the Registrar of Companies



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

HC007B



**OYEZ**

**12**

**Declaration on application for registration**

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**Company Name in full**

Nameco (No. 96) Limited



**\*F0120C10\***

I, **Jeremy Richard Holt Evans**

of **The Mill House, Leavenheath, Suffolk CO6 4PT**

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**

*Jeremy Evans*

Declared at **22 Tudor Street, London EC4Y 0JJ**

the **18<sup>th</sup>** day of **September**

One thousand nine hundred and ninety **seven**

• Please print name.

before me •

**R. N. B. Brown.**

**Signed**

*R. N. B. Brown*

**Date**

**18/9/97**

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

**Gouldens (NGT/704854)**

**22 Tudor Street, London**

**EC4Y 0JJ**

**Tel 0171 583 7777**

**DX number 67**

**DX exchange LONDON**

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.



**A22 \*AA8ADZ9N\* 125  
COMPANIES HOUSE 20/09/97**

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**



**OYEZ**

Please complete in typescript, or in bold black capitals.  
Notes on completion appear on final page.

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

[Empty box for registration details]

**Company Name in full**



**\*F0100C10\***

Nameco (No. 96) Limited

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

18 Mansell Street

[Empty box for address details]

Post town

London

County / Region

[Empty box for county/region]

Postcode

E1 8AA

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.

0

Agent's Name

Gouldens (Ref: NGT/704854)

Address

22 Tudor Street

[Empty box for address details]

Post town

London

County / Region

[Empty box for county/region]

Postcode

EC4Y 0JJ

Number of continuation sheets attached

0

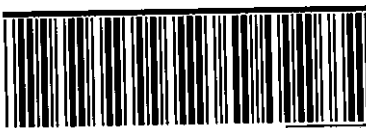
Please give the name, address, telephone number, and if available, a DX number and Exchange, of the person Companies House should contact if there is any query.

Gouldens (Ref: NGT/704854)

22 Tudor Street, London

EC4Y 0JJ Tel 0171 583 7777

DX number 67 DX exchange LONDON/CHANCERY



A22 \*AA8ACZ9M\* 124  
COMPANIES HOUSE 20/09/97

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 Nameco (No. 96) Limited

NAME \*Style / Title \*Honours

\*Voluntary details

Forename(s) Jeremy Richard Holt

Surname Evans

Previous forename(s)

Previous surname(s)

Address The Mill House

**Usual residential address**

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

Post town Leavenheath

County / Region Suffolk Postcode CO6 4PT

Country England

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

Consent signature *Jeremy W. Evans* Date 18/9/97

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

Please list directors in alphabetical order

NAME \*Style / Title \*Honours

Forename(s) Jeremy Richard Holt

Surname Evans

Previous forename(s)

Previous surname(s)

Address The Mill House

**Usual residential address**

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

Post town Leavenheath

County / Region Suffolk Postcode CO6 4PT

Country England

Day Month Year

Date of birth 01 05 58 Nationality British

Business occupation Lloyd's Agent

Other directorships Aberdeen Nomina PLC

Nomina PLC and see attached list

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

Consent signature *Jeremy W. Evans* Date 18/9/97

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

<b>NAME</b>	<b>*Style / Title</b>	<input type="text"/>	<b>*Honours</b>	<input type="text"/>
<b>*Voluntary details</b>	<b>Forename(s)</b>	Aberdeen Nomina PLC		
	<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>	18 Mansell Street		
<b>Usual residential address</b>		<input type="text"/>		
For a corporation, give the registered or principal office address.	<b>Post town</b>	London		
	<b>County / Region</b>	<input type="text"/>	<b>Postcode</b>	E1 8AA
	<b>Country</b>	England		
	<b>Date of birth</b>	Day <input type="text"/>	Month <input type="text"/>	Year <input type="text"/>
		<b>Nationality</b>	<input type="text"/>	
	<b>Business occupation</b>	<input type="text"/>		
	<b>Other directorships</b>	See attached list		
		<input type="text"/>		
		I consent to act as director of the company named on page 1		
	<b>Consent signature</b>	<input type="text" value="Jeremy Funnell"/>	<b>Date</b>	18/9/97

<b>This section must be signed by</b>	
<b>Either</b>	
<b>an agent on behalf of all subscribers</b>	<b>Signed</b> <input type="text"/> <b>Date</b> <input type="text"/>
<b>Or the subscribers</b>	<b>Signed</b> <input type="text" value="Jeremy Funnell"/> <b>Date</b> 18/9/97
<b>(i.e those who signed as members on the memorandum of association).</b>	<b>Signed</b> <input type="text"/> <b>Date</b> <input type="text"/>
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## 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 their 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, or
  - a wholly owned subsidiary of the company making the return,
  - 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.

**Other Directorships of Jeremy Evans**

Nameco (No.2) Ltd  
Nameco (No.3) Ltd  
Nameco (No.4) Ltd  
Nameco (No.6) Ltd  
Nameco (No.7) Ltd  
Nameco (No.8) Ltd  
Nameco (No.9) Ltd  
Nameco (No.10) Ltd  
Nameco (No.11) Ltd  
Nameco (No.12) Ltd  
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Nameco (No.76) Ltd

**Other Directorships of Aberdeen Nomina plc**

Nameco (No.2) Ltd  
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Nameco (No.74) Ltd

Nameco (No.75) Ltd

Nameco (No.76) Ltd

NGT(211)/704854 12.09.97

Registered No:



**THE COMPANIES ACT 1985 (AS AMENDED)**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

0406700

0406700

3440527

of

**NAMECO (No.96) LIMITED**

1. The name of the Company is NAMECO (No.96) LIMITED
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (A) To carry on the business of underwriting insurance business as an underwriting member of Lloyd's together with all or any of the businesses of importers, exporters, designers, manufacturers, manufacturers' agents and representatives, buyers, sellers, distributors, factors, wholesalers, retailers and shippers of and dealers in produce, products, goods, wares and merchandise of every description, to participate in, undertake perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; general business consultants, market research specialists, experts and advisers in business, office and other systems and costs analysis, efficiency techniques, marketing and sales promotion, management, economic and financial matters affecting commerce and industry; to create, establish and maintain an organisation for the purchase, sale, vending, distribution, advertisement or introduction of products, merchandise, goods, wares and commodities of every description, to carry on all or any of the businesses of haulage and transport contractors, removers, general storekeepers and warehousemen, discount and credit traders, mail order specialists, railway, shipping and forwarding agents; and to purchase or otherwise acquire and take over any business or undertakings which may be deemed expedient or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such business or undertakings as may be thought desirable.
  - (B) To carry on any other trade or business whatsoever which can, in the opinion of the Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.

- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold any estate or interest in any lands, buildings, easements, rights, privileges, 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 buildings, works, plant and machinery, necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets and rights present and future and uncalled capital of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any monies whatsoever (including but not limited to capital, principal, premiums, interest, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company whatsoever including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by Section 736 of the Companies Act 1985) of the Company or of the Company's holding company or is otherwise associated with the Company in its business.
- (I) To make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'invention, trade marks, licences, protections and concessions

which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

- (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 in or upon such investments or securities and in such manner as may from time to time be determined.
- (L) 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 guaranteed rights in respect of dividend or repayment of capital 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.
- (M) To the extent permitted by law, to give financial assistance for the purpose of the acquisition of shares of the Company or any company which is a holding company thereof or for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition and to give such assistance by means of gift, loan, guarantee, indemnity, the provision of security or otherwise.
- (N) 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 fully or partly paid up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the

payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

- (Q) To purchase or otherwise acquire and undertake all or any part of the business, goodwill, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities, of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (T) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (U) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions.
- (V) To employ advisors to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (W) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (X) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the



Company credited as paid up in full or in part or otherwise as may be thought expedient.

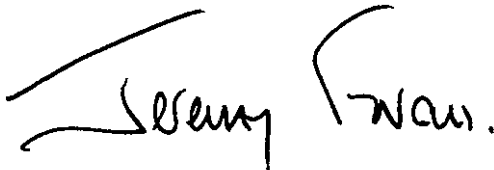
- (Y) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- (Z) To contribute by donation, subscription, guarantee or otherwise to any charitable or public or political or useful object whatsoever and to support and subscribe to any institution, society or club which may in the opinion of the directors be for the benefit, directly or indirectly, of the Company or its directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors in business of the Company or any such subsidiary, holding or fellow subsidiary company and to the wives, husbands, widows, widowers, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries, notwithstanding that the exercise of this power is not in the best interests of the Company, in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or any subsidiary; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained; and to purchase and maintain for any persons who are Directors, officers, employees, or agents of the Company or the auditors of the Company from time to time insurance against any liability.
- (AA) To procure the Company to be registered or recognised in any part of the world.
- (BB) 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.

- (CC) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (DD) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby expressly declared that each sub-clause of this clause shall be construed independently of the other sub-clauses hereof, and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

- 4. The liability of the members is limited.
- 5. The share capital of the Company is £100, divided into 100 Ordinary shares of £1 each.

The person whose name, address and description appears below is desirous of being formed into a Company in pursuance of this Memorandum of Association, and agrees to take the number of shares in the capital of the Company set opposite its name.

NAME, ADDRESS AND DESCRIPTION OF SOLE SUBSCRIBER	Number of Shares taken
<p style="text-align: center;"></p> <p>For and on behalf of:</p> <p>Aberdeen Nomina PLC, a company registered in England and Wales with number 3382553 and whose registered office is at 18 Mansell Street, London E1 8AA</p>	<p style="text-align: center;">One</p>

DATED this *18* day of September 1997.

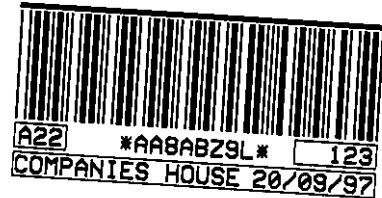
WITNESS to the above signature:



Nicholas George Selby Tulloch  
22 Tudor Street  
London EC4Y 0JJ

NGT(203)/704854 12.09.97

Registered No:



THE COMPANIES ACT 1985 (as amended)

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

-of-

NAMECO (No.96) LIMITED

### PRELIMINARY

1. The Company is a private company limited by shares and accordingly any offer to the public of shares in or debentures of the Company or any allotment of or agreement to allot shares in or debentures of the Company with a view to their being offered for sale to the public is prohibited. Subject as hereinafter provided and except where the same are varied by or inconsistent with these presents the Regulations contained in Table A in the Companies (Tables A-F) Regulations 1985 (as amended prior to the adoption of these Articles) (hereinafter called "Table A") shall apply to the Company.

### INTERPRETATION

2. (A) "Lloyds" means the Society incorporated by the Lloyd's Act 1871 by the name of Lloyd's.

(B) "Aberdeen Nomina Shares" means ordinary shares of £1 each in the share capital of Aberdeen Nomina PLC, a company registered in England and Wales with number 3389468.

### SHARES

3. (A) All shares in the original capital of the Company for the time being unissued which are relevant securities (as defined in Section 80(2) of the Act) shall be under the control of the directors who are generally and unconditionally authorised to allot, agree to allot, grant options over or convert any security into or otherwise dispose of such shares or any of them at such time or times and on such terms (including time of allotment) as they think fit in the period of five years from the date of adoption of these Articles.

(B) At the expiry of such five year period, the authority contained in Article 3(A) shall expire, but such authority shall allow the Company to make an offer or agreement before the expiry of such authority which would or might require the allotment, grant of options over, conversion of any security into or other disposal of shares after the expiry of such authority, and the directors may allot, grant options over, convert any security into or otherwise dispose of shares pursuant to any such offer or agreement as if such authority had not expired.

### **LIEN**

4. Regulation 8 of Table A shall not apply to the Company. The Company shall have a first and paramount lien on all shares (whether fully paid or partly paid shares) standing registered in the name of any person for all monies presently payable by him or his estate to the Company whether he shall be the sole registered holder or one of several joint holders thereof. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to any amount payable on it.

5. The registration of a transfer of a share shall operate as a waiver of the Company's lien (if any) thereon.

### **TRANSFER AND TRANSMISSION OF SHARES**

6. (A) The directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, which is not fully paid or is not duly stamped or which does not comply with the requirements of Lloyd's.

(B) The directors may in their absolute discretion and without assigning any reason therefor refuse to register any transferee as the holder of any shares unless the proposed transferee shall, at the same time, acquire the entire interest of the proposed transferor in any Aberdeen Nomina Shares.

### **SHARE CERTIFICATES**

7. The Company may execute share certificates in accordance with the enabling provisions of Section 36A of the Act and the provisions of Regulation 6 of Table A shall be deemed to have been varied accordingly.

### **PROCEEDINGS AT GENERAL MEETINGS**

8. The second sentence of Regulation 40 of Table A shall be omitted. One member present in person or by proxy shall be a quorum at any general meeting.

9. Regulation 46 of Table A shall be read and construed as if the words "any member" were substituted for the words "at least two members" in paragraph (b) thereof and paragraphs (c) and (d) thereof were omitted.

### VOTES OF MEMBERS

10. A proxy shall be entitled to vote on a show of hands and Regulation 54 of Table A shall be modified accordingly.
11. Regulation 59 of Table A shall not apply to the Company. On a poll votes may be given either personally or by proxy or, in the case of a member being a corporation, by its duly authorised representative.

### DIRECTORS

12. Regulations 64 and 73 to 80 (inclusive) of Table A shall not apply to the Company. The last sentence of Regulation 84 of Table A shall be omitted.
13. Unless and until otherwise determined by ordinary resolution there shall be no maximum number of directors and the minimum number of directors shall be one. A sole director shall have the authority to exercise all the powers of the Company vested in the directors.
14. The directors or the Company by ordinary resolution may appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the Articles as the maximum number of directors.
15. In Regulation 85(c) of Table A there shall be inserted after the words "be accountable to the Company" the words "unless the Company by ordinary resolution otherwise directs".
16. All or any of the directors or of the members of any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear and speak to each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest of the group of those participating is assembled, or, if there is no such group where the Chairman of the meeting then is.

### ALTERNATE DIRECTORS

17. The last sentence of Regulation 66 of Table A shall be omitted.

### POWERS AND DUTIES OF DIRECTORS

18. Subject to a director complying with the provisions of Section 317 of the Act, he shall be entitled to vote at a meeting of directors in respect of any contract or arrangement in which he is interested and if he does so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present. Regulation 94 of Table A shall be construed accordingly.

### PROCEEDINGS OF DIRECTORS

19. Notices of meetings of directors shall be given to all directors and to any alternative directors appointed by them. Notice of the meeting of the directors shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or at any other address given by him to the company for this purpose, or by any other means authorised in writing by the director concerned. A director absent or intending to be absent from the United Kingdom may request that notices of meetings of the directors shall, during his absence, be sent in writing to him at an address or to a facsimile or telex number given by him to the company for this purpose. Regulation 88 of Table A shall be modified accordingly.
20. Regulation 90 of Table A shall not apply to the Company.

### BORROWING POWERS

21. The directors may not, without the approval of the members, exercise the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not. The exercise of any such borrowing powers shall be subject to due compliance with all Lloyd's requirements.

### DIVIDENDS

22. No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of Part VIII of the Act which apply to the Company.
23. Any dividend unclaimed may be used for the benefit of the Company until claimed. Any dividend which has remained unclaimed for 12 years from the date when it became due for payment shall be forfeited and cease to remain owing by the Company.

### NOTICES

24. In Regulation 112 of Table A the words "and who gives to the Company an address within the United Kingdom at which notices may be given to him" and the words "but otherwise no such member shall be entitled to receive any notice from the Company" shall be omitted.
25. In Regulation 116 of Table A the words "within the United Kingdom" shall be omitted.

### WINDING UP

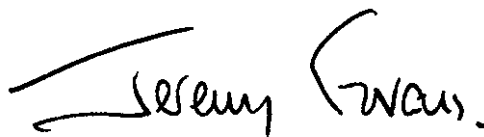
26. In Regulation 117 of Table A there shall be inserted before the words "determine how the division" the words "with the like sanction".

**INDEMNITY**

27. Regulation 118 of Table A shall not apply to the Company. Subject to the provisions of the Act, the Company may purchase and maintain for any director, managing director, secretary or other officer or employee or agent of the Company or its auditors insurance against any liability. Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every person who is or has been a director, managing director, secretary and other officer or employee of the Company shall (to the extent the proceeds of any insurance policy against such liability are insufficient to meet such liability in full) be indemnified out of the assets of the Company against any liability relating to his conduct as, or incurred by him as, such director, managing director, secretary or other officer or employee of the Company in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144(3) or Section 144(4) or Section 727 of the Act in which relief is granted to him by the Court; and, if the Board thinks fit, every agent and the auditors of the Company may be so indemnified against any liability incurred by him/them in defending any such proceedings.



## NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER



For and on behalf of:

Aberdeen Nomina PLC, a company registered in England and Wales with number 3382553 and whose registered office is at 18 Mansell Street, London E1 8AA

DATED the 18 day of September 1997.

WITNESS to the above signature:



Nicholas George Selby Tulloch  
22 Tudor Street  
London EC4Y 0JJ