

THE COMPANIES ACTS 1948 to 1967



COMPANY LIMITED BY SHARES

Memorandum of Association

OF

M. WINKWORTH & CO. (HOLDINGS) LIMITED

1. The name of the Company is "M.WINKWORTH & CO. (HOLDINGS) LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:—
 - (1) (a) To purchase or otherwise acquire, hold as an investment and deal in all types of shares, stocks, debentures, debenture stock, bonds, notes, options, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and to make such acquisitions by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise and whether or not fully paid up and to subscribe the same subject to such terms and conditions (if any) as may be thought fit and at the discretion of the Directors to hold such either in the name of the Company or in that of any nominee; and to exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares, stock or obligations or other securities;
 - (b) To purchase, take on lease or in exchange or otherwise acquire, sell, deal in, take and grant options on or hold as an investment any lands or buildings wherever situate or rights and interests therein and to manage, farm or let (whether furnished or unfurnished) the same or any part thereof for any period for such rent and on such condition as the Company shall think fit and to develop the same or any part thereof and to construct and erect houses, flats, shops, factories, offices, warehouses and buildings of any kind thereon.
 - (c) To carry on all or any of the business of surveyors, valuers, assessors, appraisers, architects, auctioneers, land, house, estate and property agents and managers, rent and debt collectors, business transfer agents and rates adjusters provided that any business of surveying for the time being carried on by the Company shall at all times be conducted in accordance with the Rules of Conduct for the time being of The Royal Institution of Chartered Surveyors.

- (2) To manufacture, buy, sell, treat and generally deal in all kinds of commodities, substances, materials, articles and things necessary or useful for carrying on any of the business of the Company or in or for any of the operations of the Company and to carry on any other operation or trade or business which may seem to the Directors of the Company capable of being conveniently carried on in connection with or as ancillary to any business of the Company or calculated directly or indirectly to further or facilitate the objects of the Company or to enhance the value of or render more profitable any of the Company's property or rights.
- (3) (a) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of this Company, and to act as a director or other officer or managing agent of any company.
- (b) To promote any other company or companies for the purpose of its or their acquiring all or any of the property and rights and undertaking any of the liabilities of this Company or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of the property or business of this Company and to pay all the expenses of or incidental to such promotion.
- (c) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company.
- (d) To amalgamate or enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, or (being a company) having objects altogether or in part similar to those of this Company, and to lend money to, guarantee the contracts of or otherwise assist any such person or company, and to take or subscribe for or otherwise acquire shares and securities of any such company, and to sell, hold, re-issue with or without guarantee or otherwise deal with the same.
- (4) (a) To apply for, purchase or by other means acquire and protect, prolong, extend and renew anywhere in the world any copyrights, patents, patent rights, trade marks, designs, rights of production, rights of publication or other rights, *brevets d'invention* and licences which may appear likely to be advantageous or useful to the Company and to use and turn to account and to 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.

- (b) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business, and in particular any land, buildings, easements, machinery, plant and stock-in-trade.
- (c) To improve, manage, cultivate, develop, exchange, let on lease, or otherwise mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
- (d) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
- (5) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and the wives, widows, families, relations and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (6) To remunerate whether by cash payment or by the allotment credited as fully or partially paid up of shares, debentures, debenture stock or other securities of the Company or in any other manner, any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital, or any debentures or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (7) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incidental to the formation and registration of or the raising of money for the Company or the

issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures, debenture stock or other securities of the Company.

- (8) (a) To guarantee whether or not the Company shall receive any direct or indirect consideration or advantage therefor and support or secure whether by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums interest and dividends on any shares debentures or other securities of any person firm or company including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act, 1948 or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in business and to receive money on deposit or loan, and to borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (b) To guarantee the performance of any contract or obligation and the payment of money to or of or by any person or body whatsoever, whether corporate or not, and generally to give guarantees and indemnities.
- (c) To lend money to persons or companies on such terms as may seem expedient and in particular to customers and others having dealings with the Company.
- (d) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (9) (a) To obtain any Provisional Order or Act of Parliament 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 expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (b) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain

from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

- (c) To procure the Company to be registered or recognised in any foreign country or place.
- (10) To undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously or otherwise and to act as agents and brokers (but not as stock or share brokers).
- (11) To distribute among the Members of the Company in kind any of the property of the Company and in particular any shares, debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (12) To do all or any of the above things in any part of the world as principals agents contractors trustees or otherwise and by or through trustees nominees agents or otherwise, and either alone or in conjunction with others.
- (13) To do all such other things as are incidental or conducive to the attainment of the above objects.

AND IT IS HEREBY DECLARED THAT :—

- (A) The word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership firm or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and
- (B) The objects specified in each of the paragraphs and sub-paragraphs of this clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs and sub-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 £100 divided into 100 Shares of £1 each.

WE, the several persons whose names, addresses and descriptions 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.

| NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS | NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER (In Words) |
|--|--|
| <p>R.W. MAJOR 23, Harcourt House, 19 Cavendish Square, London, W.1.</p> <p><i>Solicitor</i></p> | ONE |
| <p>D.R. SEATON 23, Harcourt House, 19 Cavendish Square, London, W.1.</p> <p><i>Solicitor</i></p> | ONE |

DATED this 22nd day of October 1974.

WITNESS to the above Signatures:—

STEPHANIE J.A. WALKER
Bargate Farm,
Foster Green,
Biddenden,
Ashford, Kent.

Secretary