

FILE COPY



**CERTIFICATE OF INCORPORATION  
OF A PUBLIC LIMITED COMPANY**

Company No. 4022406

The Registrar of Companies for England and Wales hereby certifies that  
WYATT GROUP PLC

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

Given at Companies House, Cardiff, the 27th June 2000



\*N040224065\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



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

C008



**Companies House**  
— for the record —

# 12

Please complete in typescript,  
or in bold black capitals.

CHFP000

## Declaration on application for registration

6022406

**Company Name in full**

WYATT GROUP PLC

I, Secretarial Appointments Limited

of 16 Churchill Way, Cardiff CF10 2DX

† Please delete as appropriate.

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**

Joyce

Declared at Cardiff

On 

Day	Month	Year
01	06	2000

Ⓢ Please print name.

before me Ⓢ A. J. B. FORSTER

**Signed**

[Signature]

Date 1/06/2000

† 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.

First Corporate Law Services  
16 Churchill Way, Cardiff CF10 2DX  
Tel 029 20229080  
DX number 121727 DX exchange Cardiff 9

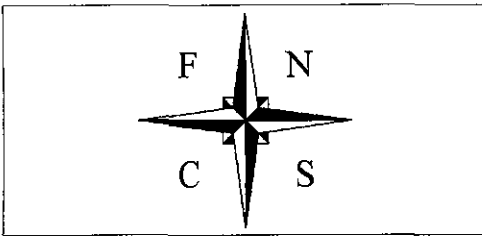


Form revised June 1998

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

**Companies House, Crown Way, Cardiff, CF14 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



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

*Please complete in typescript, or in bold black capitals.*

Notes on completion appear on final page

**Company Name in full**

*WYATT GROUP PLC*



**\*F0100G70\***

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

*16 Churchill Way*

Post Town

*Cardiff*

County/Region

Postcode

*CF10 2DX*

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

*First Corporate Law Services*

Address

*16 Churchill Way*

Post Town

*Cardiff*

County/Region

Postcode

*CF10 2DX*

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 contract if there is any query.

*First Corporate Law Services*

*16 Churchill Way*

*Cardiff CF10 2DX* *01222-229080*

DX number *121727* Tel  
DX exchange *Cardiff 9*



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

**Companies House, Crown Way, Cardiff, CF4 3UZ DX33050 Cardiff**  
for companies registered in England and Wales  
or

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland **DX235 Edinburgh**

# Company Secretary (See notes 1-5)

Company name

**NAME** \*Style/title  \*Honours etc

Forenames

Surname

Previous forenames

Previous surname

**Address**  
*Usual residential address*  
For a corporation, give the registered or principal office address.

Post town

County / Region  Postcode

Country

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

**Consent signature**

Date

# Directors (See notes 1-5)

*Please list directors in alphabetical order*

**NAME** \*Style / Title  \*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address**  
*Usual residential address*  
For a corporation, give the registered or principal office address.

Post town

County / Region  Postcode

Country

Day  Month  Year  Nationality

Date of birth

Business occupation

Other directorships

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

**Consent signature**

Date

**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>Forenames</b>	<input type="text"/>		
	<b>Surname</b>	<input type="text" value="SECRETARIAL APPOINTMENTS"/>		
	<b>Previous forename(s)</b>	<input type="text" value="/"/>	<input type="text" value="LIMITED"/>	
	<b>Previous surname(s)</b>	<input type="text" value="/"/>		
	<b>Address</b>	<input type="text" value="16 CHURCHILL WAY"/>		
<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" value="CARDIFF"/>		
	<b>County / Region</b>	<input type="text"/>	<b>Postcode</b>	<input type="text" value="CF10 2DX"/>
	<b>Country</b>	<input type="text"/>		
		<input type="text"/>		
		<input type="text"/>		
		<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>Nationality</b>	<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

**Consent signature**

<input type="text" value="SE JONES"/>	<b>Date</b>	<input type="text" value="1-6-00"/>
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<b>This section must be signed by</b>			
<b>Either</b>			
<b>an agent on behalf</b>	<b>Signed</b>	<input type="text" value="SE JONES"/>	<b>Date</b>
<b>of all subscribers</b>			<input type="text" value="1-6-00"/>
<b>Or the subscribers</b>	<b>Signed</b>	<input type="text"/>	<b>Date</b>
			<input type="text"/>
<i>(i.e those who signed as members of the memorandum or association).</i>	<b>Signed</b>	<input type="text"/>	<b>Date</b>
			<input type="text"/>
	<b>Signed</b>	<input type="text"/>	<b>Date</b>
			<input type="text"/>
	<b>Signed</b>	<input type="text"/>	<b>Date</b>
			<input type="text"/>
	<b>Signed</b>	<input type="text"/>	<b>Date</b>
			<input type="text"/>

# 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 each 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

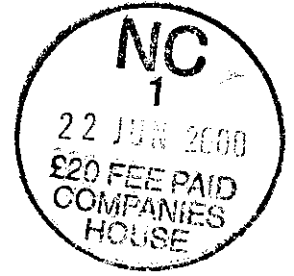
- another wholly owned subsidiary of the same parent company.

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.

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# THE COMPANIES ACTS 1985 TO 1989

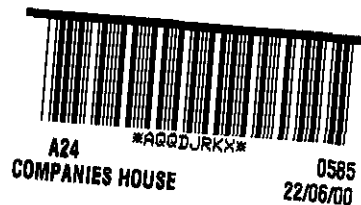
## PUBLIC COMPANY LIMITED BY SHARES

077719  
077719

## MEMORANDUM OF ASSOCIATION OF

### WYATT GROUP PLC

1. The Company's name is "WYATT GROUP PLC"
2. The Company is to be a public company.
3. The Company's registered office is to be situated in England and Wales.
4. The Company's objects are :-
  - (A) (i) To carry on business as a general commercial company; and
  - (ii) To carry on any other trade or business which may seem to the company and its directors to be advantageous and to directly or indirectly to enhance all or any of the business of the Company.

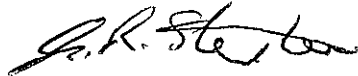


We, the Subscribers of this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum and we agree to take the number of shares shown opposite our respective names.

NAMES AND ADDRESSES  
OF SUBSCRIBERS

NUMBER OF SHARES TAKEN  
BY EACH SUBSCRIBER

GRAHAM STEPHENS  
16 Churchill Way  
Cardiff  
CF10 2DX



ONE

SIAN JONES  
16 Churchill Way  
Cardiff  
CF10 2DX



ONE

Dated this First day of March 2000

Witness to the above signatures

STEVEN BLACKMORE  
16 Churchill Way  
Cardiff  
CF10 2DX



# THE COMPANIES ACTS 1985 TO 1989

## PUBLIC COMPANY LIMITED BY SHARES

### ARTICLES OF ASSOCIATION OF WYATT GROUP PLC

#### PRELIMINARY

1. (A) The Regulations contained in Table A of the Companies (Tables A to F) (amendment) Regulations 1985 (hereinafter referred to as '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 following Articles hereon shall be the regulations of the Company.

(B) Expressions defined in Regulation 1 of Table A shall where the context admits bear in these Articles the meaning so defined.

#### SHARES

2. (A) Subject to section 80 of the Act and to the following provisions of the Article (B) below the shares comprised in the authorised share capital with which the Company has been incorporated shall be under the control of the Directors and the Directors shall have power to offer, allot, grant options over or otherwise dispose of any shares, to such persons, at such times and generally on such terms and in the manner as they think fit. This paragraph is subject to Section 80 and 89 of the Act and to paragraph (d) below.

(B) (i) The Directors are generally and wholly authorised for the purposes of Section 80 of the Act, to allot relevant securities (as defined in Section 80) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital.

(ii) The authority to allot relevant securities shall expire on the fifth anniversary of the date of incorporation of the Company. The authority hereby given may at any time (subject to the said Section 80) be renewed, varied or revoked by Ordinary resolution of the Company at General Meeting.

(C) The Directors are empowered to allot grant rights to subscribe for or convert any securities into shares of the company pursuant to the above Article B as if Section 89(1) of the Act did not apply. This power enables the Directors to allot and grant rights to subscribe for or convert securities into shares of the Company after its expiry in pursuance of an offer or agreement so to do made by the Company.

(D) The Company shall not give whether directly or indirectly any financial assistance (as defined in Section 152(1) (a) of the Act) for any such purpose as is specified in Section 151 of the Act save as authorised by the Act.

(E) Save as authorised under Section 101(2) of the Act, no shares of the Company shall be allotted except as paid up at least as to one quarter of their nominal value and the whole of any premium.

3. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason on such non-payment".

## GENERAL MEETINGS AND RESOLUTIONS

4. (A) Any notice convening a General Meeting will need to specify the nature of the business to be transacted only in the case of special business and Clause 38 in Table A shall be modified.

(B) Any business transacted at an Extraordinary General Meeting or an Annual General Meeting will be deemed to be Special except the declaration of a dividend, the consideration of the accounts, balance sheets and the directors and Auditors reports, and the appointment of, and the fixing of the remuneration of, the Auditors.

5. (A) A notice convening a General Meeting must give information to Members in regard to their right to appoint proxies as stated under Section 372 (3) of the Act; and any notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to both Directors and Auditors for the time being of the Company.

(B) Clause 40 in Table A shall be construed and read as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.

(C) If a quorum is not present within half an hour from the time appointed for a General Meeting the Meeting shall stand adjourned to the same day in the next week at the same time and location or to such other day, time and location as the Directors may determine; if a quorum is not present at the adjourned General Meeting within half an hour from the time appointed therefor such adjourned General meeting shall be dissolved.

(D) Clause 41 in Table A shall not apply to the company.

## DIRECTORS

6. (A) Clause 64 in Table A shall not apply to the Company.

(B) Unless and until the Company in General Meeting shall otherwise determine, there shall be no limitation as to the number of Directors. Whensoever the minimum number of Directors shall be two.

(C) The Directors of the Company shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.

(D) (i) No person shall be appointed a Director at any General Meeting unless either he or she is recommended by the Directors or if not less than fourteen nor more than thirty-five clear days before the General meeting date, notice signed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.

(ii) Subject to the above the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either as an additional Director or to fill a vacant position. The Directors may appoint a person who is willing to be a Director, either to fill a vacancy or as an addition provided that the appointment does not exceed any number determined by Article (B) above.

## BORROWING POWERS

7. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and subject to Section 80 of the Act, 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 party.

## ALTERNATE DIRECTORS

8. A Director, or any such other person as is mentioned in regulation 65 of Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meetings or committees of the Directors to one vote for every Director whom he/she represents in addition to his/her own vote (if any) as a Director, but in relation to determining a quorum he or she shall count as only one. An alternate director shall cease to be an alternate director if his appointer ceases to be a Director for any reason. Regulation 67 of Table A shall not apply.

## GRATUITIES AND PENSIONS

9. The Directors may exercise the authority conferred by Clause 3(N) of the Memorandum of Association of the Company and are entitled to retain benefits received by them or any of them by reason of the exercise of such authority. Clause 87 in Table A shall not apply to the Company.

## DIRECTORS INTERESTS

10. A Director may vote as a Director on any resolutions concerning any contract or arrangement in which he or she has an interest or upon any matter arising thereout, and if the said Director shall vote on any such resolution as aforesaid his or her vote shall be counted and the said Director shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration. Clause 94-98 (inclusive) of Table A shall not apply to the Company.

## INDEMNITY

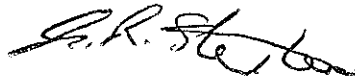
11. Subject to the provisions of Section 310 and in addition to such indemnity as is contained in Regulation 118 of Table A, every Director, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him or her in or about the execution and discharge of the duties of his or her office.

## COMPANY SEAL

12. The obligation under Regulation 6 of Table A relating to the sealing of Share Certificates shall only apply if the Company has a seal.

## NAMES AND ADDRESSES OF SUBSCRIBERS

GRAHAM STEPHENS  
16 Churchill Way  
Cardiff  
CF10 2DX



SIAN JONES  
16 Churchill Way  
Cardiff  
CF10 2DX



Dated this First day of March 2000

Witness to the above Signatures:

STEVEN BLACKMORE  
16 Churchill Way  
Cardiff  
CF10 2DX

