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PRIVATE COMPANY LIMITED BY SHARES

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## Memorandum Of Association

OF

INSPECTORATE HOLDINGS LIMITED  
(formerly known as BSI Inspectorate Holdings PLC)

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- 1 The name of the Company is "INSPECTORATE HOLDINGS LIMITED"
  - 2 Private Company — The Company is to be a private company.
  - 3 Registered Office — The registered office of the Company will be situate in England
  - 4 Objects

The objects for which the Company is established are:

- (A) To carry on the business of a holding company and to acquire and hold controlling and other interests in share or loan capital of any company or companies, bodies corporate, partnerships, persons or businesses and in particular but without limitation in companies, bodies corporate, partnerships, persons or businesses engaged in the business of international trade inspection and testing services and to act and acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, debenture stocks, bonds, obligations, securities, revisionary interests, annuities, policies of assurance and other property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same
- (B) To provide financial, managerial and administrative advice, services and assistance for any company or person or business in which the Company is interested, and for any other person and to co-ordinate the policy, activities and administration of any companies or persons or businesses of which the

Company is a member or which are in any manner controlled by, or connected with the Company.

- (C) To carry on the business of international trade inspection and testing services in respect of agricultural commodities, metals, minerals, coal, oil, engineering and consumer products and environmental testing and consultancy services carried on by the Company or any of its subsidiaries.
- (D) To carry on the business or businesses of assayers, analytical chemists, checkweighers, samplers and testers of mineral oils, oil products, gold, platinum, silver and other precious metals and of metals, ores, liquids, residues and chemicals of all descriptions, vegetable oils, oil cakes, molasses, cattle food, grain and seed and all commodities relating to metals, minerals, mineral oils, vegetable oils, grains and animal foodstuffs of all descriptions
- (E) To buy, sell, lend, manufacture, repair, convert, alter, let on hire and deal in mineral oils, oil products, gold, platinum, silver and other precious metals and metals, ores, liquids, residues and chemicals of all descriptions, vegetable oils, oil cakes, molasses, cattle food, grain and seed and all commodities relating to vegetable oils, grains and animal foodstuffs of all descriptions and whether in an original, semi-finished or finished state and any other goods, matters or thing whatsoever.
- (F) To carry on the business of or businesses of and to act as supervisors of and advisers in connection with all problems relating to the administration and organisation of draft surveying to international standards, on/off hire surveys, gas-feeding, stowage and advisory services, loading and discharge of commodities, consultancy on international ports, loss evaluation, vessel and cargo damages inspection, inspection of cargo compartments, consultancy on super-cargo dangerous cargo and chemicals, and all related marine services and activities throughout the world.
- (G) To carry on business as a general commercial company and to carry on any trade or business whatsoever.
- (H) To provide services of all descriptions and to carry on business as advisers, consultants, brokers and agents of any kind
- (I) To carry on any business, undertaking, transaction or operation commonly carried on or undertaken by manufacturers, merchants and dealers (both wholesale and retail) in all or any articles of commercial and personal use and consumption, importers, exporters, shipowners, bankers, factors, capitalists, promoters, financiers, real property dealers and investors, concessionaires, brokers, contractors, mercantile and general agents, advertising agents, publishers, carriers and transporters of all kinds and to carry on all or any of

the said businesses either together as one business or as separate distinct businesses in any part of the world

- (J) To acquire any estate or interest in and to take options over, construct, develop or exploit any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person
- (K) To manufacture, process, import, export, deal in and store any goods and other things and to carry on the business of manufacturers, processors, importers, exporters and storers of and dealers in any goods and other things.
- (L) To acquire and exploit lands, mines and mineral rights and to acquire, explore for and exploit any natural resources and to carry on any business involving the ownership or possession of land or other immovable property or buildings or structures thereon and to construct, erect, install, enlarge, alter and maintain buildings, plant and machinery and to carry on business as builders, contractors and engineers
- (M) To advertise, market and sell the products of the Company and of any other person and to carry on the business of advertisers or advertising agents or of a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind
- (N) To provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on any business involving any such provision.
- (O) To lend money, and grant or provide credit and financial accommodation, to any person and to deposit money with any person and to carry on the business of a banking, finance or insurance company.
- (P) To invest money of the Company in any investments and to hold, sell or otherwise deal with such investments, and to carry on the business of a property or investment company and to vary any of the investments of the Company, to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations; to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description, and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account.
- (Q) To acquire and carry on any business carried on by a subsidiary of the Company.
- (R) To enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any

legislation, orders, rights, privileges, franchises and concessions and to carry out exercise and comply with the same

- (S) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities.
- (T) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation 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 or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any securities or liabilities of, any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary of the Company or otherwise associated with the Company
- (U) To amalgamate or enter into partnership or any profit-sharing arrangement with, and co-operate or participate in any way with or to take over or assume any obligation of, or to assist or subsidise any person.
- (V) To accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities, whether negotiable or otherwise
- (W) To apply for and take out, purchase or otherwise acquire, maintain, renew, develop, finance or otherwise exploit any trade and service marks and names, designs, patents, patent rights, inventions, licences, copyright options and secret processes in relation to any invention or other work in any country whatsoever and to expend moneys of the Company in testing, experimenting upon, or improving any such invention or work and to carry on the business of any inventor, designer or research organisation.
- (X) To sell, exchange, mortgage, charge, let, grant licences, easements, options, servitudes and other rights over, and in any other manner deal with or dispose of, all or any part of the undertaking, property and assets (present and future) of the company for any or no consideration and in particular (without prejudice to the generality of the foregoing) for any securities or for a share of profit or a royalty or other periodical or deferred payment.

- (Y) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose
- (Z) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of any securities of the Company or in or about the formation of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of company, fund, trust or business promoters or managers and of underwriters or dealers in securities, and to act as director of and as secretary, manager, registrar or transfer agent for any other company and to act as trustee of any kind and undertake and execute any trust and any trust business (including the business of acting as trustee under wills and settlements and as executor and administrator)
- (AA) To pay all the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (BB) To grant or procure the grant of donations, gratuities, pensions, annuities, allowances, or other benefits, including benefits on death to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or otherwise associated with the Company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and of other persons whose service or services have directly or indirectly been to benefit to the Company or whom the Board of Directors of the Company considers have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any funds, trusts, insurances or schemes or any associations, institutions, clubs, schools, building and housing schemes, funds and trusts, and to make payments towards insurances or other arrangements likely to benefit any such persons or otherwise advance the interests of the Company or of its Members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of the Company or of its Members or for any national, charitable, benevolent, educational, social, public, general or useful object

- (CC) To cease carrying on or wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.
- (DD) To distribute any of the property of the Company among its creditors and Members in specie or kind.
- (EE) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (FF) To carry on any other business or activity and do anything of any nature which in the opinion of the Board of Directors of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking, property or assets or otherwise to advance the interests of the Company or of its Members
- (GG) To the extent permitted by law, to give financial assistance for the purpose of the acquisition of shares in the Company or the Company's holding company for the time being (as defined by Section 736 of the Companies Act 1985 and as amended or replaced from time to time) and to give such assistance by any means howsoever permitted by law
- (HH) To do all such other things as in the opinion of the Board of Directors of the Company are or may be incidental or conducive to the attainment of the above objects or any of them

And it is hereby declared that "company" in this clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid or no par value share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed ejusdem generic where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company or the nature of any business carried on by the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said

paragraphs defined the objects of a separate, distinct and independent company.

**5 Member's Liability**

The liability of the Members is limited.

**6 Share Capital**

The share capital of the Company is £11,250,000 divided into 11,250,000 Ordinary Shares of £1 each and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

We, the several persons whose names and addresses are subscribed, wish to be formed into a company, in pursuance of the 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

For and on behalf of  
TRUCIDATOR NOMINEES LIMITED  
35 Basinghall Street  
London EC2V 5DB

R A REEVE

One

Authorised Signatory

For and on behalf of  
TREXCO LIMITED  
35 Basinghall Street  
London EC2V 5DB

C A CHANDLER

One

Authorised Signatory

Dated the 18<sup>th</sup> day of May 1992

WITNESS to the above Signatures.

WJ Barker  
35 Basinghall Street  
London EC2V 5DB



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PRIVATE COMPANY LIMITED BY SHARES

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**Articles of Association**

**OF**

**INSPECTORATE HOLDINGS LIMITED**

Amended 26<sup>th</sup> July 1999 and 3<sup>rd</sup> November 2005

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**1. Table A**

The Regulations in Part 1 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended at the date of adoption of these Articles ("Table A"), shall except where the same are excluded or varied by or inconsistent with these Articles apply to the Company. No other regulation set out in any statute or statutory instrument concerning companies shall apply as regulations of the Company.

**2 Interpretation**

In these Articles unless the context otherwise requires:

"these Articles" means these Articles of Association in their present form or as from time to time altered.

The "Companies Act" means every statute from time to time in force concerning companies insofar as the same applies to the Company

"the Member" means a member of the Company

Every reference in Table A to the "Act" shall be construed as if the reference were to the Companies Acts;

Any words or expressions defined in the Companies Act 1985 in force at the date when these Articles or any part thereof are adopted shall bear the same meaning in these Articles or such other part (as the case may be),

where any purpose an ordinary resolution of the Company is required, a special or extraordinary resolution shall also be effective, and where an extraordinary resolution is required a special resolution shall also be effective.

### **3 Unissued share capital**

3 1 Subject to the provisions of the Companies Acts and these Articles and to any direction to the contrary which may be given by ordinary or other resolution of the Company, any unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Directors who may offer, allot, grant options over or grant any right or rights to subscribe for such shares or any right or rights to convert any security into such shares or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may determine

3 2 This Article shall not apply to redeemable shares which shall be governed by the provisions of Article 4 of these Articles

3 3 Sub-section (1) of section 89 and sub-sections (1) to (6) (inclusive) of section 90 of the Companies Act 1985 shall not apply

### **4 Redeemable shares**

Subject to the provisions of the Companies Acts, any shares may, with the sanction of a special resolution, be issued on terms that they are, or at the option of the Company or the Member registered in respect of such shares are liable, to be redeemed on such terms and in such manner as may be provided for by these Articles Regulation 3 of Table A shall not apply

### **5 Transfers of shares**

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 Regulation 24 of Table A shall not apply

### **6 Notice of general meetings**

Notice of every general meeting shall be given in any manner authorised by or under these Articles to all Members other than such as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, *Provided* that any Member may in writing waive notice of any meeting either prospectively or retrospectively and if he shall do so it shall be no objection to the validity of such meeting that notice was not given to him.

## **7 Proceedings at general meetings**

At any general meeting a poll may be demanded by the Chairman or by any Member present in person or by proxy and Regulation 46 of Table A shall be varied accordingly.

## **8 Votes of Members**

8 1 Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every Member present in person and every person present as a proxy for a Member or Members shall have one vote, and on a poll every Member shall have one vote for each share of which he is the holder. Regulation 54 of Table A shall not apply

8 2 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the registered office of the Company (or at such other place in the United Kingdom as is specified for that purpose in the notice of meeting or any instrument of proxy sent by the Company in relation to the meeting) not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or handed to the Chairman of the meeting or adjourned meeting before the commencement of such meeting, and, in default, the instrument of proxy shall not be treated as valid. Regulation 62 of Table A shall not apply

## **9 Alternate Directors**

An alternate Director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent *mutatis mutandis* as if he were a Director but shall not be entitled to receive from the Company any fee in his capacity as an alternate Director except only such part (if any) of the remuneration otherwise payable to the Director appointing him as such Director may by notice in writing to the Company from time to time direct and Regulation 66 of Table A shall be varied accordingly

## **10 The seal**

The Company may exercise all the powers conferred by the Companies Acts with regard to having any official seal, or otherwise in relation to the execution of documents by the Company, and such powers shall be vested in the Directors. Any document to which an official seal is affixed shall be signed by such persons, if any, as the Directors may from time to time determine and unless otherwise so determined shall be signed by a Director and by the Secretary or a second Director. Any document to which an official seal is affixed or which is otherwise executed by the Company shall be delivered at such time, and in such manner, as the Directors may from time to time determine, and shall not be deemed to be delivered by the Company solely as a result of having been executed by the Company. Regulation 101 of Table A shall not apply

**11 Delegation of Directors' powers**

The Directors may delegate any of their powers to committees consisting of such person or persons (whether Directors or not) as they think fit. The Directors may also entrust to and confer upon any Director any of the powers exercisable by them. Any such delegation may be made upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and the Directors may from time to time revoke, withdraw, alter or vary all or any of such powers. Subject to any such terms, conditions or restrictions, the proceedings of a committee with two or more members shall be governed by these Articles regulating the proceedings of directors so far as they are capable of applying. Regulation 72 of Table A shall not apply

**12 Appointment and retirement of Directors**

12.1 Without prejudice to any other provisions of or incorporated in these Articles governing the appointment and removal of Directors, any Member or Members holding a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company may by memorandum in writing signed by or on behalf of him or them and delivered to the registered office of the Company or tendered at a meeting of the Board, or of the Company in general meeting, at any time and from time to time appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors or remove any Director from office howsoever appointed.

12.2 The Directors and the Company by ordinary resolution shall each have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall (subject to Regulation 81 of Table A and to the provisions of the Companies Acts) hold office until he is removed pursuant to these Articles

12.3 Regulations 73 to 80 (inclusive), Regulation 81(e) and the last sentence of Regulation 84 of Table A shall not apply.

**13. Directors' gratuities and pensions**

The Directors on behalf of the Company may exercise all the powers of the Company to grant pensions, annuities, gratuities and superannuation or other allowances and benefits in favour of any person including any Director or former Director or the relations, connections or dependants of any Director or former Director. A Director or former Director shall not be accountable to the Company or the Members for any benefit of any kind conferred under or pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a Director of the Company.

#### **14 Proceedings of Directors**

14 1 The Directors may meet for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meetings shall be determined by a majority of votes. In case of an equality of votes the chairman of the meeting shall have a second or casting vote. A Director may, and the Secretary at the request of a Director shall, at any time call a meeting of the Directors. Notice of any meeting of the Directors may be given by telephone, facsimile or telex. It shall not be necessary to give notice of a meeting of the Directors to any Director for the time being absent from the United Kingdom unless:

- (A) he has given to the Company an address, whether within or outside the United Kingdom, at which notices can be served on him, or
- (B) in the opinion of the Secretary or Director calling the meeting it is possible at the time notice is to be given to give him such notice by telephone, facsimile or telex and it will be possible for him to participate in the meeting by telephone or other communication equipment as referred to in Regulation 14.3 of these Articles.

Meetings may be held in any part of the world

14 2 The quorum necessary for the transaction of the business of the Directors may be fixed from time to time by the Directors and, unless so fixed at any other number, shall be two. An alternate Director shall, if his appointor is not present, be counted in the quorum. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors. Any Director who ceases to be a Director at a meeting of the Directors may continue to be present and act as a Director, and be counted in the quorum, until termination of the meeting if no other Director objects and if otherwise a quorum of Directors would not be present.

14 3 A Director shall be treated as present in person at a meeting of the Directors notwithstanding that he is not physically present at the place where the meeting is held if he is in communication with the meeting by conference telephone or other communication equipment permitting each person physically present at or so in communication with the meeting to hear and be heard by each other such person. Such a Director shall be counted in the quorum of the meeting and shall be entitled to vote thereat.

14 4 Subject to the provisions of these Articles and provided a Director shall have disclosed such interest in accordance with Regulation 85 of Table A, a Director shall be entitled to vote in respect of any transaction, contract, arrangement or agreement with the Company in which he is in any way, whether directly or indirectly, interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. For the purpose of this Article, an interest of a person

who is, for any purpose of the Act, connected with a Director shall be treated as an interest of the Director and, in relation to an alternate Director, an interest of his appointor shall be treated as an interest of the alternate Director without prejudice to any interest which the alternate Director has otherwise.

14 5 Regulations 88-89 (inclusive) and 94-98 (inclusive) of Table A shall not apply

## 15 Notices

Any notice or other document (including a share certificate) may be served on or delivered to any Member by the Company either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members, or by delivering it to or leaving it at such registered address, addressed as aforesaid, or by any other means provided such other means have been authorised in writing by the Member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Any notice or other document served or delivered in accordance with these Articles shall be deemed duly served or delivered notwithstanding that the Member is then dead or bankrupt or otherwise under any legal disability or incapacity and whether or not the Company had notice thereof. Any such notice or other document, if sent by first-class post, shall be deemed to have been served or delivered on the day after the day when the same was put in the post, and in proving such service or delivery it shall be sufficient to prove that the notice or document was properly addressed, prepaid and put in the post. Regulations 112, 115 and 116 of Table A shall not apply.

## 16 Winding up

If the Company shall be wound up (whether the liquidation is voluntary, under supervision, or by the Court) the liquidator may, with the authority of an extraordinary resolution and subject to any provision sanctioned in accordance with the provisions of the Companies Acts, divide among the Members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such values as he deems fair upon any assets to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. The Liquidator may, with the like authority, vest the whole or any part of the assets in trustees upon such trusts for the benefit of Members as the Liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability and the Liquidator may make any provision referred to in and sanctioned in accordance with the provisions of the Companies Acts. Regulation 117 of Table A shall not apply.

17 **Indemnity**

Subject to the provisions of the Companies Acts, the Company may purchase and maintain for any of the Company's Directors, alternate Directors, Auditors, Secretaries and other officers insurance against any liability which by virtue of any rule of law would otherwise attached to any such person in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company and (whether or not any such insurance is effected) every such person shall be entitled to be indemnified by 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 including any liability incurred by him in defending any proceedings, civil or criminal, that relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or proceedings otherwise disposed of without any findings or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted by the Court. Regulation 118 of Table A shall not apply

18 **Transfer of Shares**

Nothing in these Articles shall apply to restrict a transfer of shares, which are the subject of mortgage, charge or other security interest ("**Share Charge**") provided by the holder of such shares in favour of a security holder, whether the transfer be to any security holder or to such other person as any security holder directs on enforcement of its Share Charge.

No 2721275

THE COMPANIES ACT, 1985

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PRIVATE COMPANY LIMITED BY SHARES

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***Memorandum***

(Amended by Special Resolution  
on 23 April 2008)

*and*

***Articles of Association***

(Amended by Special Resolution on 23 April 2008)

of

**INSPECTORATE HOLDINGS LIMITED**

Incorporated the 18<sup>th</sup> May 1972



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