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COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies

For official use

For official use

Please complete
legibly, preferably
in black type, or
bold block lettering

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2. 00886.

Name of company

* CAUSEWAY GROUP LIMITED

* insert full
name of Company

I, DAVID SECKER WALKER

of 21 CAVENDISH PLACE, LONDON W1M 9DL

† 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(2)]† and that all the requirements of the above Act 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
provisions of the Statutory Declarations Act 1835

Declared at BARRINGTON HOUSE, 59-67

GRESHAM STREET, LONDON

EC1V 3JA

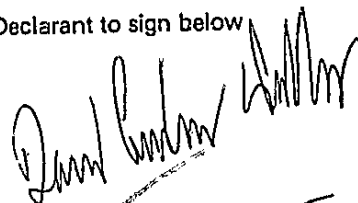
the TWENTY - EIGHTH day of NOVEMBER

One thousand nine hundred and EIGHTY-NINE

before me

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

Declarant to sign below

Presenter's name address and
reference (if any):For official Use
New Companies Section

Post room



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COMPANIES FORM No. 10

10**Statement of first directors
and secretary and intended
situation of registered office**Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

Please complete
legibly, preferably
in black type, or
bold block lettering

Name of company

* Insert full name
of company

* CAUSEWAY GROUP LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

21 CAVENDISH PLACE, LONDON

Postcode W1M 9DL

If the memorandum is delivered by an agent for the subscribers of the
memorandum please mark 'X' in the box opposite and insert
the agent's name and address below

X

LINKLATORS & PAINES

BARRINGTON HOUSE

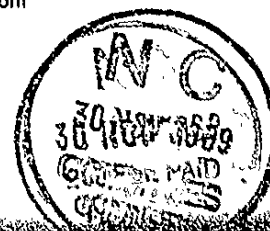
59-67 GRESHAM STREET, LONDON

Postcode EC2V 7JA

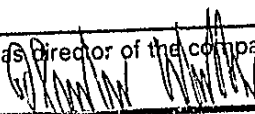
Number of continuation sheets attached (see note 1)

Presentor's name address and
reference (if any):LINKLATORS & PAINES
BARRINGTON HOUSE,
59-67, GRESHAM STREET,
LONDON EC2V 7JA
TEL. 01 606 7080For official Use
General Section

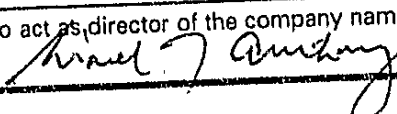
Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows: Please do not write in this margin

Name (note 3) DAVID SECKER WALKER		Business occupation INVESTMENT MANAGER
Previous name(s) (note 3)		Nationality BRITISH
Address (note 4) 5 CHALCOT SQUARE		Date of birth (where applicable) (note 6) 10.6.1932
LONDON	Postcode NW1 8YB	
Other directorships † SEE ATTACHED LIST		
I consent to act as director of the company named on page 1		
Signature 		Date 25/10/89

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

Name (note 3) LIONEL THOMAS ANTHONY		Business occupation INVESTMENT MANAGER
Previous name(s) (note 3)		Nationality BRITISH
Address (note 4) MICKLEBECK, BURTONS LANE,		Date of birth (where applicable) (note 6) 15.9.39
LITTLE CHALFONT, ST. GILES,	Postcode HP8 4BN	
BUCKS		
Other directorships † SEE ATTACHED LIST		
I consent to act as director of the company named on page 1		
Signature 		Date 25/10/89

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable) (note 6)
	Postcode	
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

Please complete
logically, preferably
in black type, or
bold block lettering

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)

CHRISTOPHER JAMES RICHARD JENKINS

Previous name(s) (note 3)

Address (notes 4 & 7) 3 CHAPMANS END, PUCKERIDGE,

NEAR WARE, HERTFORDSHIRE

Postcode ST11 1SR

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

Signature

Date 20/10/89

Name (notes 3 & 7)

Previous name(s) (note 3)

Address (notes 4 & 7)

Postcode

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

Signature

Date

delete if the form is
signed by the subscribers

W. Muters & Co
Signature of agent on behalf of subscribers

Date 24/11/89

delete if the form is
signed by an agent on
behalf of the subscribers

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

LIONEL T ANTHONY

DIRECTORSHIPS

Causeway Capital Limited
Causeway Finance Limited
Causeway Portfolio Limited
Causeway Nominees Limited
Causeway Asset Management Limited
Causeway Developments Limited
Causeway Investments Management Limited
Causeway Property Management Limited
Causeway Corporate Finance Limited
Cavendish Acceptances Limited
Causeway Equipment Finance Company Limited
GEI International Limited
Franchise Investors Limited
Citylink Group Limited
ICC Protective Coatings Limited
British Venture Capital Association
Tanerim Limited
Thos Storey (Engineering) Limited
Development Associates Group Limited
Kinetics International Limited
Sintacel Limited

Former Directorships held during
last five years

Ozotech Limited

Date of Resignation

17 May 1989

Mr David Secker Walker

List of Directorships

Current Directorships:

Causeway Capital Limited
Causeway Portfolio Limited
Causeway Nominees Limited
Causeway Developments Limited
Causeway Asset Management Limited
Causeway Investment Management Limited
Causeway Property Management Limited
Causeway Corporate Finance Limited
(formerly Causeway Securities Management Limited)
Causeway Finance Limited
Causeway Acceptances Limited
(formerly Cavendish Acceptances Limited)
National Radiofone Limited
Satellites International Limited
Sheffield Forgemasters Limited
Kinetics International Limited
Elderlycare Limited
Sintacel Limited

Former Directorships held during the preceeding five years

National Mobile Radio Limited
Bellwinch Limited

215 8890

30 NOV 1989
1-1-89
COMPANIES
HOUSE

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

CAUSEWAY GROUP LIMITED

1. The name of the Company is "CAUSEWAY GROUP LIMITED".
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are:-
 - (A) To acquire and hold all or any part of the issued share capital of Causeway Capital Limited and/or any subsidiary or associated company thereof and/or shares and/or other securities issued by any other body corporate and to exercise all rights and privileges attached to any such shares and other securities.
 - (B) To carry on business as financial, investment and business managers, advisers, counsellors, consultants, researchers, statisticians, supervisors and administrators and to collect, prepare, co-ordinate and distribute information relating to the financial, investment and business fields.

- (C) To promote, establish, manage and carry on, and to act as trustee, custodian, nominee, depository, and registrar of or for, and to provide any investment, financial, management, consultancy, marketing, promotional, research, information, advisory, business or other services for, or in connection with, any investment, financial, unit, mutual or other kind of trust, pool, fund or scheme of, or concerning, or any arrangements made for the purpose, or having the effect, of providing facilities for the participation in, or in profits or income arising from, and to acquire, hold, sell or otherwise dispose of, and deal in or with, any investments, shares, stocks, warrants, bonds, notes, debentures, debenture stock, securities, commodities, loans, deposits, debts and other monetary instruments, obligations, currencies, foreign exchange, futures contracts, options, and all other forms of real or personal property of any kind or description whatsoever.
- (D) To acquire any such investments, shares, stocks, bonds, notes, debentures, debenture stock, securities, commodities, loans, deposits, debts and other monetary instruments, obligations, currencies, foreign exchange, futures contracts, options or any other property whether as principal or agent or trustee or otherwise by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.
- (E) To exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares stock obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof and to provide managerial and other executive supervisory and consultant services for or in relation to any company in which the Company is interested upon such terms as may be thought fit.

- (F) To acquire by purchase, lease, exchange, hire or otherwise, property of any kind of description (including, but without prejudice to the generality of the foregoing, real property) or any interest thereof or therein whether as principal, agent, adviser, manager, consultant, trustee, custodian, nominee or otherwise howsoever and to hold, lease, let, hire, mortgage, sell or otherwise dispose of, and deal in or with, the same in any manner and subject to or upon any terms whatsoever.
- (G) To undertake the office of executor, administrator, attorney, secretary, treasurer, registrar, receiver, trustee or any office or situation of trust or confidence, whether gratuitously or otherwise, and to act therein and perform the duties and functions incident thereto either in the name of the Company or by or through an agent or syndicate or otherwise and generally to transact all kinds of trust or agency business whether gratuitously or otherwise and to keep for any company, fund, trust, governmental, state or municipal authority, body or society, whether or not incorporated, any securities or other registers or records.
- (H) To carry on any other business of any nature whatsoever which may seem to the Directors to be capable of being conveniently carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view to rendering profitable or more profitable any of the Company's assets or utilising its know-how or expertise.
- (I) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments or securities.
- (J) To purchase, or otherwise acquire, for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks, copyrights or other exclusive or non-exclusive rights of any kind and to develop and turn to account and deal with the

same in such manner as may be thought fit and to make experiments and tests and to carry on all kinds of research work.

- (K) To build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works, plants, factories, wharves, jetties, roads, warehouses, depots, offices and other buildings, structures or facilities of all kinds, whether for the purposes of the Company or for sale, letting or hire to or in return for any consideration from any company, firm or person, and to contribute to or assist in or carry out any part of any such operation.
- (L) To amalgamate or enter into partnership or any joint venture or profit-sharing arrangement or other association with any company, firm or person.
- (M) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm or person carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (N) To promote, or join in the promotion of, any company, whether or not having objects similar to those of the Company.
- (O) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other securities of any description.
- (P) To advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit and with or without security.

- (Q) To guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by all or any such methods, for the performance of any contracts or obligations, and the payment of capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities, of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business.
- (R) To issue any securities which the Company has power to issue for any other purpose by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company.
- (S) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for shares or other securities, whether fully or partly paid up.
- (T) To procure the registration or incorporation of the Company in or under the laws of any territory outside England.
- (U) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any purpose which may be considered likely directly or indirectly to further the interests of the Company or of its members officers or employees.
- (V) To establish and maintain or contribute to any pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any individuals who are or were at any time in the employment or service of the Company or of any company which is its holding

company or is a subsidiary of the Company or any such holding company or otherwise is allied to or associated with the Company, or who are or were at any time directors or officers of the Company or of any such other company, and the wives, widows, families and dependants of any such individuals; to establish and subsidise or subscribe to any institutions, associations, clubs or funds which may be considered likely to benefit any such persons or to further the interests of the Company or of any such other company; and to make payments for or towards the insurance of any such persons.


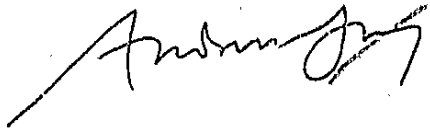
- (W) To establish and maintain, and to contribute to, any scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of its employees or former employees, or those of its subsidiary or holding company or subsidiary of its holding company, or by or for the benefit of such other persons as may for the time being be permitted by law, or any scheme for sharing profits with its employees or those of its subsidiary and/or associated companies, and (so far as for the time being permitted by law) to lend money to the Company's employees (other than directors) with a view to enabling them to acquire shares in the Company or its holding company.
- (X) To distribute among members of the Company in specie or otherwise, by way of dividend or bonus or by way of reduction of capital, all or any of the property or assets of the Company, or any proceeds of sale or other disposal of any property or assets of the Company, with and subject to any incident authorised and consent required by law.
- (Y) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, subsidiary companies or otherwise, and either alone or in conjunction with others.
- (Z) To do all such other things as may be considered to be incidental or conducive to any of the above subjects.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the order in which the same occur or the name of the 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 subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum of Association, 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
IAN SANDIFER CAMERON 39 ANSELM ROAD LONDON SW6 	One
ANDREW NEVILLE JOY 6 CANTLEY NERVE LONDON SW4 9HU 	One
Total Shares taken:	Two

DATED the [17] day of ^{November} [] 1989.

WITNESS to the above Signatures:-



COR JENKINS .

3 CHAPMANS CND

PUCKERIDGE

N2 WARE HERTS

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

CAUSEWAY GROUP LIMITED

PRELIMINARY

1 The regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (as amended so as to affect companies first registered on the date of the adoption of these Articles) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or Articles of Association. References herein to regulations are to regulations in the said Table A unless otherwise stated.

SHARE CAPITAL

2 The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

3 Subject to Section 80 of the Companies Act 1985, all unissued shares shall be at the disposal of the Directors and they may allot, grant

options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper and Section 89(1) of the Companies Act 1985 shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

4 In the case of a corporation a resolution in writing may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 53 shall be extended accordingly.

5 An instrument appointing a proxy (and, where it is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) at least one hour before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the Secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding, the meeting or adjourned meeting or poll. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. Regulation 62 shall not apply.

NUMBER OF DIRECTORS

6 The Directors shall not be less than one nor more than 2 in number. Regulation 64 shall be modified accordingly.

DELEGATION OF DIRECTORS' POWERS

7 In addition to the powers to delegate contained in Regulation 72, the Directors may delegate any of their powers to any committee consisting of one or more Directors and one or more co-opted persons.

The Directors may authorise the co-option to such a committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee but so that (i) the number of co-opted members shall be less than one-half of the total number of members of the committee and (ii) no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are Directors. Regulation 72 shall be modified accordingly.

APPOINTMENT AND RETIREMENT OF DIRECTORS

8 The Directors shall not be subject to retirement by rotation and references thereto in Regulations 73 to 80 shall be disregarded.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

9 The office of a Director shall be vacated in any of the events specified in Regulation 81 and also if he shall in writing offer.

REMUNERATION OF DIRECTORS

10 Any Director who serves on any committee, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise as the Directors may determine. Regulation 82 shall be extended accordingly.

PROCEEDINGS OF DIRECTORS

11 On any matter in which a Director is in any way interested he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence thereof. Regulations 94 to 98 shall not apply.

INDEMNITY

12 Subject to the provisions of and so far as may be permitted by law, every Director, Auditor, Secretary or other officer of the Company 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, which 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 judgment is given in his favour (or the proceedings are otherwise disposed of without any finding 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 to him by the Court. Regulation 118 shall not apply.

NAMES AND ADDRESSES OF SUBSCRIBERS

IAN SANDIFER CAMERON
39 ANSOLM ROAD
LONDON SW6

[Signature]
ANDREW NEVILLE JOY
6 CANTLEY AVENUE
LONDON SW4 9HU

DATED 17th November 1989

WITNESS to the above Signatures:-

Barrington House
59-67 Gresham Street
London EC2V 7JA

[Signature]
COLIN JENKINS
3 CHAPMAN'S END
LUCKENHIDE
NR WARE Herts

FILE COPY



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

No. 2450886

I hereby certify that

CAUSEWAY GROUP LIMITED

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

Given under my hand at the Companies Registration Office,
Cardiff the 11 DECEMBER 1989

M. Rose
M. ROSE

an authorised officer