

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2154540

The Registrar of Companies for England and Wales hereby certifies that

POST OFFICE COUNTERS LTD

having by special resolution changed its name, is now incorporated  
under the name of

POST OFFICE LIMITED

Given at Companies House, London, the 1st October 2001



\*C021545400\*



For The Registrar Of Companies



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

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NIC.  
NW 001170 2x2

Company Number 2154540



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

Company limited by shares

**RESOLUTIONS**

of

**POST OFFICE COUNTERS LTD**

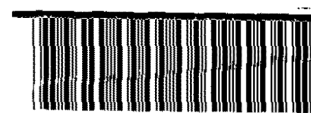
At an Extraordinary General Meeting of the above-named Company duly convened and held at 148 Old Street, London, EC1V 9HQ, on 11 September 2001 the following resolutions were passed as special resolutions:

**Special Resolutions**

1. That the name of the Company be changed to Post Office Limited.
2. That the objects of the Company be altered by the deletion of clause 3 of its memorandum of association and the substitution therefor of the following new clause:
 

"3. The objects for which the Company is established are:-

  - (A) To provide services of all descriptions, including:
    - (i) services for the carrying out of all kinds of transactions by persons in post offices and other places, whether in person or by any other means of communication, including without limitation, telephone or internet. Such transactions may include transactions with the Company on its own behalf or on behalf of (a) Consignia plc or any of its subsidiaries, (b) any of the bodies falling within paragraph 3(A)(iii) below or (c) any other person;
    - (ii) banking, money transmission, bill payment, ATM and other financial services; and
    - (iii) services to or for Her Majesty's Government, the government of any other territory, and any national, supranational or local authority or other government, state or public sector body and services to or for citizens in connection with their relationships with any of the aforesaid bodies;
  - (B) To carry on business as a general commercial company and to carry on any trade or business whatsoever;



- (C) 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 and to act as a holding company;
- (D) To lend money and grant or provide credit and financial accommodation to any person and to deposit money with any person;
- (E) To invest money of the Company in any investments and to hold, sell or otherwise deal with investments or currencies or other financial assets;
- (F) To enter into any arrangements with any government or authority or person and to obtain from any government or authority or person any legislation, orders, rights, privileges, franchises and concessions;
- (G) 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) 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;
- (H) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality) 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) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company;
- (I) To amalgamate or enter into partnership or any profit-sharing arrangement with, or to co-operate or participate in any way with, or to take over or assume any obligation of, or to assist or subsidise any person;
- (J) To purchase, sell, exchange, mortgage, charge, let, sub-let, grant licences or sub-licences, easements, options 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 for no consideration and in particular (without prejudice to the generality) for any securities or for a share of profit or a royalty or other periodical or deferred payment;
- (K) 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, and 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;

- (L) 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 act as director of and as secretary, manager, registrar or transfer agent for any other company and to act as trustee of any kind;
- (M) To grant or procure the grant of donations, gratuities, pensions, annuities, allowances or other benefits, including benefits on death, to, or purchase and maintain any type of insurance for or for the benefit of, 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 a holding company of the Company or another subsidiary of a holding company of the Company 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 to other persons whose service or services have directly or indirectly been of 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 or schools, or to do any other thing likely to benefit any such persons or otherwise to advance the interests of such persons or the Company or its members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of such persons or the Company or its members or for any national, charitable, benevolent, educational, social, public, general or useful object;
- (N) To cease carrying on or to 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;
- (O) To distribute any of the property of the Company among its creditors and members or any class of either in cash, specie or kind;
- (P) To do all or any of the above things or matters in any part of the world and either as principals, agents, franchisees, contractors, trustees or otherwise and by or through trustees, agents, franchisees or otherwise and either alone or in conjunction with others;
- (Q) To carry on any other 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; or

- (R) To do any other thing which in the opinion of the board of directors of the Company is or may be incidental or conducive to the attainment of the above objects or any of them.

In this clause "**company**", except where used to denote 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 generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly 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 trade or business carried on by the Company, or by the fact that at any time the Company is not carrying on any trade or business 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 those paragraphs defined the objects of a separate distinct and independent company."

3. That the regulations contained in the document produced to the meeting and for the purpose of identification signed by the chairman thereof be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association thereof.

**GRO**

Chairman of the meeting