

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

DUNWILCO (1578) LIMITED

(No. 350248)

WRITTEN SPECIAL RESOLUTION

By Written Resolution of the sole eligible member of the above Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following Resolution was passed as a Special Resolution on 3 November 2008

"That the Company adopt new Articles of Association in the form of the draft Articles of Association signed for the purpose of identification by D W Director 1 Limited as a Director of the Company and attached to this Written Resolution, in substitution for and to the exclusion of the existing Articles of Association of the Company"



Attorney for
D.W. Company Services Limited
Secretary



COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

(adopted by Written Special Resolution dated 3 November 2008)

of

DUNWILCO (1578) LIMITED

1. CONSTITUTION

The Company is established as a private company within the meaning of Section 1(3) of the Companies Act 1985 in accordance with and subject to the provisions of

- 1.1 the Companies Act 1985 including any statutory modification or re enactment thereof for the time being in force and includes any provisions of the Companies Act 2006 which are in force (hereinafter called the **Act**), and
- 1.2 the Memorandum of Association of the Company and of the Regulations contained in Table A, in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended or modified from time to time (hereinafter called **Table A**) with the exception of Regulations 24, 40, 64, 76 to 79 (inclusive), 111, 112, 115, 116 and 118 of Table A, and of any other Regulations which are inconsistent with the additions and modifications hereinafter set forth.

2 SHARE CAPITAL

The share capital of the Company is £1,000 divided into 1,000 shares of £1 each.

3 ALLOTMENT OF SHARES

- 3.1 For the purposes of Section 80 of the Companies Act 1985, the Directors are authorised generally and unconditionally to allot up to a maximum of £999 in nominal amount of relevant securities (as hereinafter defined) of the Company at any time or times from the date of adoption of these Articles until the date occurring five years after such date of adoption. The aforesaid authority may be previously revoked or

varied by the Company in general meeting and may be renewed by the Company in general meeting from time to time for a further period not exceeding five years. The Company may make any offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the Directors may allot relevant securities in pursuance of any such offer or agreement. In this paragraph, references to the allotment of relevant securities shall be construed in accordance with Section 80 of the Act

3 2 In accordance with Section 91 of the Companies Act 1985, Sections 89 (1) and 90 (1) to (6) inclusive of the Act shall be excluded from applying to the Company.

3 3 Without prejudice to the provisions of Regulation 5 of Table A, the Company shall be entitled to register trustees as such in respect of any shares held upon any trust.

4 **SHARE CERTIFICATES**

Regulation 6 of Table A is hereby modified by the adding after the words "Every certificate shall be sealed with the seal" where those words appear at the beginning of the second sentence thereof the following:-

"or otherwise subscribed or executed by the Company in accordance with the provisions of the Act".

5 **LIEN**

In Regulation 8 of Table A the words "(not being a fully paid share)" shall be omitted and the words "and the Company shall also have a first and paramount lien on all shares standing registered in the name of a single person or in the name of any person jointly with another or others for all monies presently payable by him or any of them or his estate or their estates to the Company" shall be inserted after the words "in respect of that share".

6 **FORFEITURE OF SHARES**

Regulation 18 of Table A is hereby modified by adding at the end of the first sentence thereof the following:

"and all expenses that may have been incurred by the Company by reason of such non payment "

7 TRANSFER OF SHARES

Subject to compliance with Section 771 of the Companies Act 2006, the Directors may, in their absolute discretion, decline to register any transfer of any share, whether or not it is a fully paid share

8. GENERAL MEETINGS

8.1 No business other than the appointment of the Chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum

8.2 A poll may be demanded at any general meeting by the Chairman or by any member present in person or by proxy or, in the case of a corporation, by a duly authorised representative, and entitled to vote Regulation 46 of Table A shall be construed accordingly

9. MEANS OF COMMUNICATION TO BE USED

9.1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company

9.2 Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.

9.3 A Director may agree with the Company that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours

10. ADDRESSES AND OTHER CONTACT DETAILS

10.1 Anything sent to a shareholder under the Articles may be sent to that shareholder's address as registered in the register of members, unless.

10.1.1 the shareholder and the Company have agreed that another means of communication is to be used; and

10.1 2 the shareholder has supplied the Company with the information it needs in order to be able to use that other means of communication

10 2 Any notice or document sent to a Director may be sent to that Director's address as registered in the register of directors, unless

10.2 1 the Director and the Company have agreed that another means of communication is to be used; and

10 2 2 the Director has supplied the Company with the information it needs in order to be able to use that other means of communication

11. **DIRECTORS**

11.1 Unless otherwise determined by ordinary resolution of the Company, the number of Directors (other than alternate Directors) shall not be less than one and there shall be no maximum number. If and so long as there is a sole Director, he may act alone in exercising all the powers and authorities vested in the Directors

11 2 The Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.

11 3 The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles as the maximum number of Directors.

11 4 The office of a Director shall be vacated:

11 4 1 if he becomes apparently insolvent (or bankrupt in any other jurisdiction) or suspends payment or compounds with his creditors,

11 4 2 if he becomes of unsound mind or a patient for the purpose of any statute relating to mental health or otherwise incapax,

11.4 3 if (not being a Director holding executive office as such for a fixed term) by notice in writing to the Company he resigns his office;

11 4 4 if he is prohibited by law from being a Director or ceases to be a Director by virtue of any provision of the Act or any statutory modification or re enactment thereof,

- 11 4 5 if he is removed from office by notice in writing signed by all his co Directors and served upon him;
- 11 4 6 if he shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period and the Directors resolve that his office be vacated.
- 11 5 If any Director necessarily performs or renders any special duties or services to the Company outside his ordinary duties as a Director the Directors may, if so authorised by an ordinary resolution of the Company, pay such Director special remuneration and such special remuneration may be by way of salary, commission, participation in profits or otherwise as may be arranged.
- 11 6 For the purposes of Section 175 of the Companies Act 2006 (**S.175**), the Directors shall have the power to authorise any matter proposed to them in accordance with these Articles which would, if not so authorised, involve a breach of the duty of a Director under S.175 to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company
- 11 7 Any authorisation of a matter under Article 11 6 may be given on such terms as the Directors may determine. Such authorisation may be given subject to any conditions or limitations the Directors impose, whether at the time of giving authorisation or subsequently, but such authorisation is otherwise given to the fullest extent permitted. A Director shall comply with any obligations imposed upon him or undertakings given by him pursuant to such authorisation. The Directors may vary or terminate any such authorisation at any time.
- 11 8 A Director shall not, in the absence of agreement by him to the contrary, be accountable to the Company for any profit, remuneration or other benefit which he (or a person connected with him) derives from any matter authorised by the Directors in accordance with Article 11 6 and any contract, transaction or arrangement relating thereto shall not be liable to be avoided on the grounds of any such profit, remuneration or benefit.
- 11 9 Regulation 94 of Table A is hereby modified by the insertion after the end of paragraph (d) thereof of the words "or unless he has disclosed to the Directors the nature and extent of any material interest or duty of his as aforesaid in accordance with the provisions of Section 177 or Section 182 (whichever is relevant) of the Companies Act 2006".

11.10 A person appointed as an alternate director who is not a Director shall not require to be approved by resolution of the Directors and Regulation 65 of Table A shall be construed accordingly

11.11 Any Director (including an alternate Director) or member of a committee of Directors may participate in a meeting of the Directors or of such committee by means of video conferencing, conference telephone or similar communications equipment whereby all persons participating in the meeting can hear and speak to each other, and participation in a meeting in this manner shall be deemed to constitute the presence of such Director (or alternate Director) or such member at such meeting.

12 THE SEAL

Regulation 101 of Table A shall have effect subject to the provisions of Section 36B of the Companies Act 1985

13 INDEMNITY

13.1 For the purpose of the following Articles 13.2 and 13.3, the **Statutes** mean the Companies Acts 1985, 1989 and 2006, each to the extent respectively in force and every other statute and regulation for the time being in force concerning companies and affecting the Company.

13.2 Subject to the provisions of and so far as may be consistent with the Statutes (but without prejudice to any indemnity to which the person concerned may otherwise be entitled) every person who is or was at any time a director, secretary, other officer or employee of the Company shall be entitled, if the Directors so resolve, to be indemnified by the Company out of its own funds against all costs, charges, losses, expenses and liabilities incurred by him in or in connection with the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, power or office in relation to the Company as considered by the Directors to be necessary or desirable. If the Directors so resolve, the Company may also fund any such person's expenditure on defending proceedings, subject to the provisions of and so far as may be consistent with the Statutes.

13.3 Subject to the provisions of and so far as may be consistent with the Statutes, the Directors shall have power to purchase and maintain, at the cost of the Company, insurance for, or for the benefit of, every person who is or was at any time a director, secretary, other officer or employee of the Company against any liabilities

14 OVER-RIDING PROVISIONS

14 1 If any person alone or jointly with any other person, (hereinafter called "the Parent") shall be the holder of not less than 90 per cent in nominal value of the issued shares of the Company as confers the right for the time being to attend and vote at general meetings of the Company, the following provisions (but without prejudice to the provisions of Section 303 of the Act) shall apply and to the extent of any inconsistency shall have over riding effect as against all other provisions of these Articles:

14.1.1 the Parent may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed;

14 1 2 any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent may by notice to the Company from time to time prescribe and any such restriction may be removed or varied in such regard and to such extent as the Parent may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed by the Parent or in the case of a company on its behalf by any one of its directors or by its secretary or by some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors