

THE COMPANIES ACTS 1908 TO 1917

- and -

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

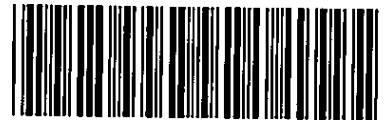
MEMORANDUM OF ASSOCIATION

OF

TELECITYGROUP INTERNATIONAL LIMITED

(As amended and in force on 18 May 2006)

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COMPANIES HOUSE

- 1 The name of the Company is "TELECITYGROUP INTERNATIONAL LIMITED"¹
- 2 The Registered Office of the Company will be situate in England
- 3 The objects for which the Company is established are² -
 - (A) (i) To acquire and hold controlling and other interests in the share or loan capital of any company or corporate body or companies or corporate bodies or acquire and hold any interests in any partnership or other entity and in particular, but without prejudice to the generality of the foregoing companies, corporate bodies, partnerships or entities engaged in the business of manufacturing assembling, and distributing, buying, selling and dealing in work-wear including in particular without prejudice to the generality of the foregoing and any other item of clothing or accessory or other thing capable of being used or worn with such work-wear, public safety equipment and computer systems and software,
 - (ii) To construct, acquire or take on lease factories, warehouses, showrooms, shops, retail centres and all other premises that are

¹ The Company was incorporated on 11th February 1919 under the name of Dacia Romano Petroleum Syndicate, Limited and was changed to (i) Dacia Petroleum PLC pursuant to a Special Resolution passed on 26th February, 1982, (ii) Dacia Petroleum Limited pursuant to a Special Resolution passed on 31st January, 1983, (iii) Dacia Petroleum PLC pursuant to a Special Resolution passed on 14th July, 1983, (iv) Amercoeur Energy PLC pursuant to a Special Resolution passed on 1st June, 1987 (v) United Uniform Services PLC pursuant to a Special Resolution passed on 3rd May 1990, (vi) Horace Small Apparel PLC pursuant to a Special Resolution passed on 7 May 1993, (vii) Redbus Interhouse PLC pursuant to a Special Resolution passed on 3rd April 2000 The Company was re-registered as a private company under the above name and the then clause 2 was deleted with consequential renumbering The Company changed its name to TELE CITYGROUP INTERNATIONAL LIMITED on 16 January 2007

² The objects set out in what is now Clause 3 were substituted for the original objects by Special Resolution passed on 1st June, 1987, sub-paragraphs (i) and (ii) of what is now Clause 3A were inserted by Special Resolution passed on 3rd May, 1990, and Clause (CC) was inserted by Special Resolution passed on 5th January, 1993

requisite for the above purposes and to purchase or rent any interest in land for such purposes,

- (iii) To carry on the business of a holding company in all its branches and to co-ordinate the policy and administration of any subsidiary company or companies or of any group of companies of which the Company or any subsidiary company is a member or which are in any manner controlled by the Company, and
 - (iv) To acquire by purchase or otherwise oil, gas and other hydrocarbon bearing lands, mines, mineral and other properties of any tenure, and grants, concessions, claims, leases, licences, options, participations, syndications and any rights over the same in any part of the world, and to prospect for, work and develop petroleum and oil-bearing lands, gold, lead, tin, silver, copper, coal, iron and other mines, mineral and oil and other rights, and to carry on and conduct the business of oil, naphtha and petroleum, refiners, and of raising, crushing, washing, smelting, reducing and amalgamating and metallurgically trading minerals, ores and metals, and to render the same merchantable and fit for use
- (B) To purchase, take on lease or in exchange, hire or otherwise acquire and hold, for any estate or interest, and manage any lands, buildings, servitudes, easements, rights, privileges, concessions, machinery, plant, stock-in-trade and any heritable or moveable real or personal property of any kind
 - (C) To purchase or otherwise acquire any patents, brevets d'invention, licences, concessions, copyrights, trade marks, designs and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention, process or development which may seem to the Company capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, to use, exercise, develop, grant licences in respect of or otherwise turn to account any of the same and with a view to the working and development of the same to carry on any business whatsoever, whether manufacturing or otherwise, which the Company may think calculated directly or indirectly to achieve these objects
 - (D) To form, promote, subsidise and assist companies, syndicates or other bodies of all kinds and to issue on commission or otherwise underwrite, subscribe for and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures or other capital or securities or obligations of any such companies, syndicates or other bodies, and to pay or provide for brokerage commission and underwriting in respect of any such issue
 - (E) To enter into partnerships or into any arrangement for sharing profits, union of interest, co-operation, reciprocal concessions or otherwise, with any person or company for the purpose of carrying on business within any of the objects of the Company
 - (F) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights
 - (G) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for any of the purposes of the Company

- (H) To develop, work, improve, manage, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, to surrender or accept surrender of any lease or tenancy or rights, and to sell the property, business or undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for cash or shares, debentures or securities of any other company
- (I) To construct, erect, maintain, alter, replace or remove any buildings, works, offices, erections, plant, machinery, tools, or equipment as may seem desirable for any of the businesses or in the interests of the Company, and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with in connection with any of the Company's objects
- (J) To manage and conduct the affairs of any companies, firms and persons carrying on business of any kind whatsoever, and in any part of the world
- (K) To enter into, carry on and participate in financial transactions and operations of all kinds and to take any steps which may be considered expedient for carrying into effect such transactions and operations including, without prejudice to the generality of the foregoing, borrowing and lending money and entering into contracts and arrangements of all kinds
- (L) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue (whether at par or at a premium or discount and for such consideration as the Company may think fit) of bonds, debentures or debenture stock (payable to bearer or otherwise), mortgages or charges, perpetual or otherwise, and, if the Company thinks fit, charged upon all or any of the Company's property (both present and future) and undertaking including its uncalled capital and further, if so thought fit, convertible into any stock or shares of the Company or any other company, and collaterally or further to secure any obligations of the Company by a trust deed or other assurance
- (M) To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets and rights present and future and uncalled capital of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to capital, principal, premiums, interest, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company whatsoever including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by section 736 of the Companies Act 1985) of the Company or of the Company's holding company or is otherwise associated with the Company in its business
- (N) To grant indemnities of every description and to undertake obligations of every description
- (O) To make, draw, accept, indorse and negotiate bills of exchange or other negotiable instruments and to receive money on deposit or loan
- (P) To pay commission to and remunerate any person or company for services rendered in underwriting or placing, or assisting to underwrite or place, any of the shares in the Company's capital or any debentures or other security of the Company, or in or about the Company's business
- (Q) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities

which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as the Company may determine

- (R) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine
- (S) To remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him, it or them of shares or securities of the Company credited as paid in full or in part or otherwise
- (T) To make loans or donations to such persons and in such cases (and in the case of loans either of cash or of other assets) as the Company may think directly or indirectly conducive to any of its objects or otherwise expedient
- (U) To distribute among the members in specie any property of the Company or any proceeds of sale, disposal or realisation of any property of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law
- (V) To subscribe for, purchase or otherwise acquire, take, hold, or sell any shares or stock, bonds, debentures or debenture stock, or other securities or obligations of any company and to invest or lend any of the moneys of the Company not immediately required for its operations in such manner, with or without security, and whether at home or abroad, as the Company may think fit
- (W) To amalgamate with any other company whose objects are or include objects similar to those of the Company and on any terms whatsoever
- (X) To procure the Company to be registered or recognised in any country or place abroad
- (Y) To obtain any provisional or other order or Act of Parliament of this country or of the legislature of any other State for enabling the Company to carry any of its objects into effect, or for effecting any modifications of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceeding or application which may seem calculated, directly or indirectly, to prejudice the Company's interests
- (Z) To appoint any person or persons, firm or firms, company or companies to be the attorney or agent of the Company and to act as agents, managers, secretaries, contractors or in similar capacity
- (AA) To insure the life of any person who may, in the opinion of the Company, be of value to the Company as having or holding for the Company's interests, goodwill or influence or other assets and to pay the premiums on such insurance
- (BB) To establish and maintain or procure the establishment and maintenance of contributory or non-contributory pension or superannuation funds for the benefit of the persons referred to below, to grant emoluments, pensions, allowances, donations, gratuities and bonuses to such persons and to make payments for or towards insurance on the life or lives of such persons, to establish, subsidise, subscribe to or otherwise support any institution, association,

society, club, other establishment, or fund, the support of which may, in the opinion of the Company, be calculated directly or indirectly to benefit the Company or any such persons, or may be connected with any place where the Company carries on business, to institute and maintain any institution, association, society, club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or such persons, to join, participate in and subsidise or assist any association of employers or employees or any trade association, and to prescribe or guarantee money for charitable or benevolent objects or for any public, general or useful object or for any exhibition, the said persons are any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time directors or officers of the Company or of such other company as aforesaid, and holding or who held any salaried employment or office in the Company or such other company, and the wives, widows, families or dependants of any such persons

- (CC) (i) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees of the Company, or of any other company which is in any way allied to or associated with the Company, or of any subsidiary of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary are interested, including (without prejudice to the generality of the foregoing) insurance against liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary or pension fund, and
- (ii) to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability, for the purposes of this clause, "holding company" and "subsidiary" shall have the same meanings as in the Companies Act 1985
- (DD) To take, make, execute, enter into, commence, carry on, prosecute or defend all steps, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements and schemes, and to do all other acts, matters and things which shall at any time appear conducive or expedient for the advantage or protection of the Company
- (EE) To do all or any of the above things in any part of the world and either as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others
- (FF) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them
- ³(GG) Subject to and in accordance with due compliance with the provisions of Section 155 to 158 (inclusive) of the Companies Act 1985 (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Companies Act 1985) for any such purpose as is specified in Section 151 of the Companies Act 1985

³ Paragraph (GG) inserted by written resolution passed on 18 May 2006

It is hereby declared that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed, and it is also hereby declared that the objects specified in each sub-clause of this clause, shall, except when otherwise expressed therein, be in no way limited or restricted by reference to or inference from the terms of any other sub-clause, or the name of the Company, and none of the sub-clauses shall be deemed merely subsidiary or auxiliary to the objects mentioned in the first sub-clause

- 4 The liability of the members is limited
- 5 The capital of the Company⁴ is £3,500,000, divided into 350,000,000 Ordinary Shares of 1p each, with power from time to time to increase or reduce such Capital Any existing shares, and any new shares from time to time to be created, may be issued at a premium, or (so far as the law for the time being in force may permit) at a discount, or consolidated or sub-divided into shares of a larger or smaller amount, or converted into shares of different classes, with any such guarantee, preference, or other special privilege or advantage over shares previously, simultaneously, or thereafter to be issued, as may be determined by the Company
- 6 Whenever the Capital by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights, privileges, priorities and preferences attached to each class may be varied, modified, commuted, affected or abrogated in such manner as may for the time being be required by law

⁴ See 2 pages following memorandum for capital history

WE, the several person whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this 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
CHARLES T TWORT 87 Holmdene Avenue, Herne Hill, S E 24 Clerk	One
FRANK A SAXON 2 Newcomen Road, Finchley, N 3 Clerk	One

DATED this 6th day of February, 1919

WITNESS to the above Signatures -

WILLIAM B CLARKE
10 Drapers' Gardens,
London EC
Clerk to Mayo, Elder & Co , Solicitors

Capital history note (see footnote to clause 5 of the Memorandum of Association)

This note is not part of text of Memorandum or Articles of Association

- 1 By Extraordinary Resolution passed on 3rd November, 1919 the share capital was increased to £300,000 by the creation of 100,000 Shares of £1 each
- 2 By Special Resolution passed on 18th June, 1929 the share capital was reduced from £300,000 to £60,000 divided into 300,000 Shares of 4/- (20p) each and by Ordinary Resolution passed on 3rd July, 1929 the share capital was increased to £350,000 by the creation of 1,450,000 Shares of 4/- (20p) each
- 3 By Special Resolutions passed on 26th September, 1957 the share capital was reduced from £350,000 to £296,187 10/- Od (£296,287 50) divided into 315,000 Shares of 3/- (15p) each and 1,435,000 Shares of 3/3d (15 25p) each and the 315,000 unissued Shares of 4/- (20p) each were consolidated and divided into 252,000 Shares of 5/- (25p) each and the share capital was increased to £350,000 by the creation of 215,250 Shares of 5/- (25p) each
- 4 By Special Resolutions passed on 31st December, 1963 the share capital was increased from £350,000 to £350,001 by the creation of 60 Shares of 4d (1 667p) each, reduced from £350,001 to £116 813 10/- (£116,813 50p) divided into 467,250 Shares of 5/- (25p) each and 60 Shares of 4d (1 667p) each and increased to £350,000 by the creation of 837,078 Shares of 5/- (25p) each and 1,435,020 Shares of 4d (1 667p) each
- 5 By Special Resolution passed on 6th November, 1981 the 1,435,080 Shares of 4d (1 667p) each were consolidated and sub-divided into and redesignated as 2,391,300 Ordinary Shares of 1p each and the 1,304,328 Shares of 5/- (25p) each were sub-divided into and redesignated as 32,608,200 Ordinary Shares of 1p each
- 6 By Special Resolutions passed on 3rd April, 1984 the share capital was increased from £350,000 to £750,000 by the creation of 15,000,000 Ordinary Shares of 1p each and 25,000,000 Deferred Shares of 1p each and every 10 of the issued and unissued Ordinary Shares of 1p each were consolidated and converted into one Ordinary Share of 10p each and every 10 of the issued and unissued Deferred Shares of 10p each were consolidated and converted into one Deferred Share of 10p each
- 7 By Special Resolutions passed on 1st June 1987 each of the issued and unissued Deferred Shares of 10p each was converted into one Ordinary Share of 10p each and the share capital was increased from £750,000 to £1,400,000 by the creation of 6,500,000 Ordinary Shares of 10p each
- 8 By Ordinary Resolution passed on 28th November 1988 the authorised share capital was increased from £1,400,000 to £2,800,000 by the creation of 14,000,000 new Ordinary Shares of 10p each
- 9 By Special Resolution passed on 18th December 1989 each of the 8,264,975 authorised but unissued Ordinary Shares of 10p each was subdivided into 100 Ordinary Shares of 0 1p each
- 10 By Special Resolutions passed on 3rd May, 1990
 - (i) 2,500 of the authorised but unissued Ordinary Shares of 0 1 each in the capital of the Company were consolidated and converted into 25 Ordinary Shares of 10p each,

- (ii) the 25 unissued Ordinary Shares of 10p each and 25 of the unissued Ordinary Shares of 0 1p each in the capital of the Company were issued and all of the then issued Ordinary Shares of 10p each in the capital of the Company were immediately consolidated in such manner so that every 50 of the said issued Ordinary Shares constituted one Ordinary Share of £5. At the same time, all of the then unissued and all of the then issued Ordinary Shares of 0 1p each in the capital of the Company were consolidated in such manner so that every 50 of the said Ordinary Shares not in issue constituted one unissued Ordinary Share of 5p and every 50 of the said Ordinary Shares in issue constituted one Ordinary Share of 5p,
 - (iii) the authorised share capital of the Company was increased from £2,800,000 to £4,203,769 95 by the creation of 28,075,399 Ordinary Shares of 5p each, and
 - (iv) the share capital was reduced by £1,953,769 95 (by cancelling paid up capital to the extent of £4 95 on each of the 394,701 issued ordinary shares of £5 each and reducing the nominal value of each such ordinary share from £5 to 5p) to £2,250,000 divided into 45,000,000 ordinary shares of 5p each
- 11 By an Ordinary Resolution passed on 8 May 1996 the authorised share capital was increased from £2,250,000 for £2,500,000 by the creation of 5,000,000 ordinary shares of 5p each
 - 12 By a Special Resolution passed on 1 July 1999 the share capital of the Company was reduced from £2,500,000 divided into 50,000,000 ordinary shares of 5p each to £500,000 divided into 50,000,000 ordinary shares of 1p each
 - 13 By a Special Resolution passed on 3rd April 2000 the share capital of the Company was increased from £500,000 to £2,000,000 by the creation of 150,000,000 new ordinary shares of 1p each
 - 14 By a Special Resolution passed on 24 October 2000 the share capital of the Company was increased from £2,000,000 to £2,500,000 by the creation of 50,000,000 new ordinary shares of 1p each
 - 15 By a Special Resolution passed on 8 January 2004 the share capital of the Company was increased from £2,500,000 to £3,500,000 by the creation of 100,000,000 new ordinary shares of 1p each

THE COMPANIES ACTS 1908 TO 1917

- and -

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

TELECITYGROUP INTERNATIONAL LIMITED⁵

(as adopted on re-registration as a private company on 12 May 2006)

1 Preliminary and Interpretation

1 1 In these articles, unless the context otherwise requires

"Table A" means Table A of The Companies (Tables A to F) Regulations 1985, as amended by The Companies (Tables A to F) (Amendment) Regulations 1985,

references to a "regulation" are to a regulation in Table A,

references to an "article" are to a provision of these articles,

references to the "Act" are to the Companies Act 1985 and any statutory modification or re-enactment thereof for the time being in force, and

words and phrases used in these articles shall have the meanings ascribed to them in or by virtue of Table A

1 2 The regulations in Table A shall apply to the Company, except where they are excluded or modified by these articles or are otherwise inconsistent with these articles and, together with these articles, they shall constitute the articles of the Company. To the extent permitted by law, no other regulations set out in any other table A in any statute, in any statutory instrument, or in other subordinate legislation concerning companies, shall apply to the Company

2 Share capital

2 1 Unless the authority hereby given is previously revoked or varied by the Company in general meeting, the directors may at any time and from time to time within the period of five years of the passing of the resolution adopting these articles, in accordance with section 80 of the Act, exercise generally and unconditionally the power of the Company to allot relevant securities (as defined in the said section) and to offer or agree to allot such securities (notwithstanding that such offer or agreement would or might require such securities to be allotted by the Company after the said period) provided that the maximum nominal value of the securities so allotted or offered or agreed to be allotted

⁵ Reflects name change on 16 January 2007

shall not, when aggregated with issued share capital on the passing of that resolution, exceed its authorised share capital on such passing

- 2 2 By virtue of section 91 of the Act the provisions of sub-section (1) of section 89 and sub-sections (1) to (6) inclusive of section 90 of the Act shall not apply to the Company

3 No lien

- 3 1 Regulation 8 shall not apply to the Company

4 Transfer of shares

- 4 1 Subject to Article 4 3, the directors may in their absolute discretion, and without giving any reason for so doing, refuse to register any transfer of a share, whether it is fully paid or not Regulation 24 shall be modified accordingly

- 4 2 The directors may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder thereof to elect either to be registered himself in respect of the share or to transfer the share and if the notice is not complied with within sixty days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice shall have been complied with Regulation 31 shall be modified accordingly

- 4 3 Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration of any shares where such transfer is executed by any person to whom such shares have been charged by way of security, or by any nominee of any such person, pursuant to a power of sale under such security, and a certificate by any such person or any employee of any such person that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts

5 Purchase of own shares

- 5 1 Subject to the Act, the Company may redeem or purchase, and may enter into any contract for the purchase of, all or any of its shares of any class (including any redeemable shares), and may enter into any contract under which it may, subject to any conditions, become entitled or obliged to purchase all or any of such shares and may make payments in respect of the redemption or purchase of such shares otherwise than out of distributable profits or the proceeds of a fresh issue of shares Every redemption, purchase or contract entered into pursuant to this article shall be authorised by such resolution of the Company as may for the time being be required by law but, subject to such resolution, the directors shall have full power to determine or approve the terms of any such redemption, purchase or contract Neither the Company nor the directors shall be required to select the shares in question rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class in accordance with the rights as to dividends or capital conferred by any class of shares Subject to the Act, the Company may agree to the variation of any contract entered into pursuant to this article and to release any of its rights or obligations under any such contract Notwithstanding anything to the contrary contained in these articles, the rights attaching to any class of shares shall not be deemed to be varied by anything done by the Company pursuant to this article Regulation 35 shall not apply to the Company

6 Notice of general meetings

- 6 1 Subject to the Act, notice of any general meeting need not be given to any director in that capacity Regulation 38 shall be modified accordingly

7 Proceedings at general meetings

- 7 1 No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum, except when the Company has only one member, when the quorum shall be one such person. Regulation 40 shall not apply to the Company.
- 7 2 If within half an hour from the time appointed for a general meeting, a quorum is not present or, if during a meeting a quorum ceases to be present, the meeting, if convened upon the requisition of the members, shall be dissolved, in any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine. If a quorum is not present at any such adjourned meeting within half an hour from the time appointed for that meeting, the meeting shall be dissolved. Regulation 41 shall not apply to the Company.
- 7 3 A poll may be demanded at any general meeting by any member entitled to vote at the meeting. Regulation 46 shall be modified accordingly.

8 Votes of members

- 8 1 A proxy shall be entitled to vote on a show of hands and regulation 54 shall be modified accordingly.

9 Number of directors

- 9 1 Unless and until the Company in general meeting shall otherwise determine, the number of directors shall not be subject to any maximum but shall not be less than one. If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by these articles or Table A. Regulation 64 shall not apply to the Company and regulation 89 shall be modified accordingly.

10 Delegation of directors' powers

- 10 1 The directors may delegate any of their powers to committees consisting of such persons, whether directors or not, as they think fit. Regulation 72 shall be modified accordingly.

11 Appointment and retirement of directors

- 11 1 The directors shall not be subject to retirement by rotation and accordingly
- (a) regulation 73 to 77 inclusive, the last two sentences of regulation 79, regulation 80 and the last sentence of regulation 84 shall not apply to the Company, and
 - (b) regulation 78 shall apply but with the deletion of the words "subject as aforesaid" and of the words "and may also determine the rotation in which additional directors are to retire"
- 11 2 A member or members holding the whole or a majority in nominal value of the issued ordinary share capital for the time being in the Company shall have power from time to time and at any time to appoint any person as a director or directors either as an additional director or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a body corporate signed by one of its directors or other officers on its behalf, and shall take effect upon lodgement at the registered office of the Company or such later date as may be specified in the instrument.

- 11 3 No person shall be disqualified from becoming a director by reason of his attaining or having attained the age of 70 or any other age

12 Gratuties and pensions

- 12 1 The directors may, on behalf of the Company, exercise all the powers of the Company to provide benefits, whether by the payment of gratuities or pensions or by insurance or in any other manner (whether similar to the foregoing or not), for any director or former director or any relation, connection or dependant of any director or former director who holds or has held any executive office or employment with the Company or with any company which is or has been the Company's holding company, parent undertaking, subsidiary or subsidiary undertaking or a subsidiary or subsidiary undertaking of the Company's holding company or parent undertaking or with a predecessor in business of the Company or of any such company and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the Company or the members for any benefit permitted by this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company. Regulation 87 shall not apply to the Company.

13 Alternate directors

- 13 1 An alternate director who is himself a director and/or who acts as an alternate director for more than one director shall be entitled, in the absence of his appointor(s), to a separate vote or votes on behalf of his appointor(s) in addition (if he is himself a director) to his own vote. Regulation 88 shall be modified accordingly.

14 Proceedings of directors

- 14 1 The word "signed" in regulation 93 shall apply as if it included the words "or approved by letter or facsimile".
- 14 2 Provided that a director has disclosed to the directors the nature and extent of any interest he may have in any contract or proposed contract with the Company in accordance with section 317 of the Act, or any other material interest of his, a director may vote at a meeting of directors or of a committee of directors on a resolution concerning any matter in which he has, directly or indirectly, an interest or duty, which is material and which conflicts or may conflict with the interests of the Company, and, if he votes, his vote shall be counted and he shall be counted in the quorum when that resolution or matter is considered. Regulations 94 to 96 inclusive shall not apply to the Company.
- 14 3 Notice of every meeting of the directors shall be given to each director either in person or at any address supplied by him to the Company for that purpose. Notice shall be given whether or not the director is present in the United Kingdom. Any director may waive notice of any meeting either prospectively or retrospectively and, if he does so, it shall be no objection to the validity of a quorate meeting that notice was not given to him.
- 14 4 A meeting of the board of directors may be held between directors some or all of whom are in different places, whether by telephone or video conference or any other audio or audiovisual communication media, provided always that the number of directors participating constitutes a quorum, and provided that each director participating in the meeting can hear each of the other participants, and can address all of the other participants simultaneously.

15 Notices

- 15 1 Any notices to be given pursuant to these articles may be given by facsimile transmission to the facsimile number maintained at the relevant address of the addressee. Such a notice shall be conclusively deemed to have been properly given at the time shown on the transmission report received by the sender.
- 15 2 Any notice or other document delivered to or left at a registered address otherwise than by post shall be deemed to have been given at the time it was so delivered or left.
- 15 3 The third sentence of regulation 112 shall not apply to the Company.

16 Indemnity

- 16 1 Subject to the provisions of the Act, but without prejudice to any other indemnity to which the person concerned may otherwise be entitled, every director, auditor, secretary or other officer of the Company shall be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred by him in relation to the actual or purported execution and discharge of the duties of such office. Regulation 118 shall be extended accordingly.

No 153088

THE COMPANIES ACTS 1908 TO 1917

- and -

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

AND

ARTICLES OF ASSOCIATION

OF

TELECITYGROUP INTERNATIONAL LIMITED

(Incorporated on 11 February 1919)

(as amended and in force on 30 July 2007)

ADDLESHAW GODDARD