

Co No 376458

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**GASCOYNE HOLDINGS LIMITED (the "Company")**

10 October 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**").

**RESOLUTION**

THAT the Memorandum and Articles of Association of the Company attached to this Resolution are adopted as the new Memorandum and Articles of Association of the Company in substitution of the existing Memorandum and Articles of Association.

THAT any act done or document executed pursuant to any of the foregoing paragraphs shall be valid, effective and binding upon the Company notwithstanding any limitation on the powers of the directors of the Company contained in or incorporated by reference in the Company's articles of association (any such limitation being hereby suspended, waived, relaxed or abrogated to the extent required to give effect to the foregoing resolution)

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, being the persons entitled to vote on the Resolution on 10 October 2008 hereby irrevocably agree to the Resolution.

Signed by Lord Charles Cecil

.. [Signature]

Date

..... 15<sup>th</sup> Oct 2008 .....

Signed by The Hon J D D Ogilvy

.....

Date



## NOTES

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3 Unless, by 7 November 2008, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date

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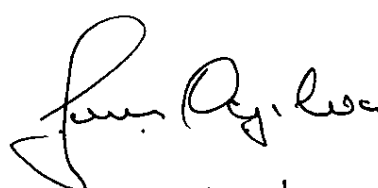
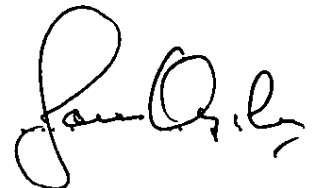
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Signed by Lord Charles Cecil

Date

Signed by The Hon J D D Ogilvy

Date

  
14/10/08  


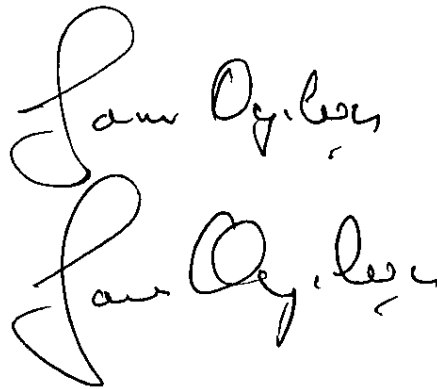
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Two handwritten signatures of Sam Ogilvie, one above the other, in cursive script.

**Company No: 376458**

**The Companies Act 1985**  
**COMPANY LIMITED BY SHARES**  
**NEW MEMORANDUM OF ASSOCIATION**

**of**

**GASCOYNE HOLDINGS LIMITED**

Adopted by a Special Resolution Dated 10 October 2008

- 1 The name of the Company is "GASCOYNE HOLDINGS LIMITED"
- 2 The registered office of the Company will be situate in England
- 3 The objects for which the Company is established are -
  - (A) To acquire, hold, manage, turn to account, deal with and dispose of real and personal property of all descriptions, and in particular but without limitation shares of other companies whether limited or unlimited, and whether such shares or other property are subject to any trusts, conditions or restrictions or not
  - (B) To accept, undertake and execute trusts and nomineeships of all kinds either gratuitously or for such remuneration as may be thought proper
  - (C) To borrow or raise and to secure the payment of money either for the purpose of or in connection with the Company's activities or on behalf of any other company, person or body in such manner as may be thought fit by mortgage or charge or the issue of such other securities on such conditions as may be thought fit and either charged upon the Company's undertaking or all or any of the Company's or any other company, person or body's property and assets (both present and future, including its uncalled capital) or not so charged, and to purchase, redeem or pay off, and collaterally or further to secure or to constitute by a trust deed or other assurance any such securities or obligations of the Company or any other company, person or body
  - (D) To lend money (with or without security) and to guarantee the debts, contracts, engagements, obligations and liabilities of and to subsidise or otherwise financially assist any company, person or body and, without prejudice to the generality of the foregoing, to guarantee or otherwise secure (either with or without the Company receiving any consideration and either with or without a

mortgage or charge on all or any part of the undertaking property and assets present and future, including the uncalled capital of the Company) the performance of the obligations and the payment of the capital or principal of and the dividends or interest on any stock, shares, debentures, debenture stock, notes, bonds or other securities and the payment of debts and other obligations of any other company, person or body

- (E) To further and to promote all or any of the objects and interests of any associated body For the purposes of this paragraph (E), "associated body" means either (1) any body corporate which is or is about to become or has been a holding company or a subsidiary of the Company or a subsidiary of any such holding company, or (2) any body corporate or other entity wholly or partly owned by the Company or by any person, company or body for whom, directly or indirectly, the Company acts as trustee or nominees; or (3) any person or group of people acting in any capacity for whom the Company acts directly or indirectly as trustee or nominee or for whom the Company provides or has or will provide any service
- (F) To carry on in any part of the world any other activity or business which may seem to the Company capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or rights
- (G) To perform or do all or any of the following operations, acts or things -
  - (1) To pay all the costs, charges and expenses of the promotion and establishment of the Company
  - (2) To sell, let, dispose of, or grant rights over all or any property of the Company
  - (3) To erect buildings, plant and machinery for the purposes of the Company
  - (4) To manufacture plant, machinery, tools, goods or things for any of the purposes of the business of the Company.
  - (5) To draw, make, accept, indorse and execute cheques, bills of exchange, promissory notes and other negotiable instruments
  - (6) To enter into arrangements for joint working in business, or for sharing of profits, or for amalgamation, with any other company or any firm or person carrying on any business with the objects of this Company
  - (7) To promote companies
  - (8) To sell the undertaking and all or any of the property of the Company for cash or for stock, shares or securities of any other company or for other consideration
  - (9) To subscribe to or otherwise aid benevolent, charitable, national or other institutions or objects of a public character or which may have

any moral or other claims to support or aid by the Company by reason of the locality of its operations or otherwise

- (10) To distribute in specie assets of the Company properly distributable among the members
  - (H) To do all or any of the things hereinbefore authorised either alone or in conjunction with others, or by or through factors, trustees or agents
  - (I) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them
  - (J) The objects set forth in each paragraph shall be regarded as independent objects and in nowise limited or restricted by reference to or inference from the terms of any other paragraph 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

**Company No. 376458**

**THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES**

**NEW**

**ARTICLES OF ASSOCIATION**

**- of -**

**GASCOYNE HOLDINGS LIMITED**

(Adopted by a Special Resolution passed on 10 October 2008)

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**PRELIMINARY**

- 1 1 The Articles hereinafter contained and the regulations contained in Table A as referred to in section 8 of the Act as altered by all amendments to such regulations taking effect prior to the date of the adoption of these Articles ("Table A") shall, subject as hereinafter provided, constitute the Articles of Association of the Company
- 1 2 Regulations 3, 40, 60, 61, 62 and 64, 73 to 78, 80, 87 and 94 to 97 of Table A shall not apply to the Company

**PRIVATE COMPANY**

- 2 The Company is a private limited company and accordingly the Company shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company and shall not allot, or agree to allot, (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public

**ISSUE OF SHARES**

- 3 The directors may issue shares in the capital of the Company provided that no issue of shares shall be made unless
- 3 1 all the directors consent to such issues, and
- 3 2 the issue has been authorised pursuant to section 80 of the Act



4

4 1 For the purposes of section 80 of the Act the directors are hereby unconditionally authorised to allot relevant securities (as defined in the said section) at any time or times during the period of five years from the date of adoption of these Articles up to the amount of the share capital remaining unissued at the time of such adoption 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

4 2 Sub-section (1) of section 89 of the Act shall not apply to the Company

### **REDEEMABLE SHARES**

5 Subject to the provisions of the Act any shares may be issued on terms that they are, or at the option of the Company are, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by special resolution determine

### **TRANSFER AND TRANSMISSION OF SHARES**

6 The directors may decline to register the transfer of a share (whether fully paid up or not) without assigning any reason therefor and regulation 24 of Table A shall be modified accordingly The approval of the transfer of any share shall require the consent of all the directors

7 Any person becoming entitled to a share or shares as mentioned in regulations 29, 30 and 31 of Table A and not being a member of the Company by virtue of any other shareholding, shall on the request of the directors and on the payment to him of a sum equal the amount paid upon such share or shares, transfer such share or shares to such person as the directors may nominate

8 The directors may require any member or the legal personal representatives of any deceased member or any proposed transferee of shares to supply to the Company such information and evidence as the directors may request

## **PROCEEDINGS AT GENERAL MEETINGS**

9

9 1 No business shall be transacted at any general meeting unless a quorum of members entitled to vote upon the business to be transacted is present, two such members present in person or by proxy or being a corporation present by its duly authorised representative, shall be a quorum

9 2 A poll may be demanded at any general meeting by the chairman or by any member present in person or by proxy and entitled to vote Regulation 46 of Table A shall be modified accordingly

9 3 Regulation 54 of Table A shall be read and construed as if the words "or by proxy" were inserted after the words "present in person" and as if the words "for each share of which he is the holder" were inserted before the words "and on a poll"

10

10 1 An instrument appointing a proxy shall be in writing in any usual form or in any other form which the directors may accept and shall be signed by the appointor or his attorney or in the case of a corporation shall be given under its common seal or signed on its behalf by an officer of the corporation or his attorney

10 2 An instrument appointing a proxy may be deposited at such place (if any) as may be specified for that purpose in the notice convening the meeting (or, if no place is specified, at the office) at or before the time appointed for the holding of the meeting or adjourned meeting or for the taking of the poll at which it is to be used provided that such instrument shall be deemed to have been duly left at the place and time at which an intimation by telex or cable is received from any member stating that an instrument appointing a proxy has been duly executed by or on behalf of that member and sent to the Company at the place (or the office) where the proxy is to be left An instrument appointing a proxy may also be produced at the commencement of the meeting at which it is to be used

## **DIRECTORS**

11 The number of directors shall not exceed 8 but shall not be less than 2

- 12 Regulation 84 of Table A shall be read and construed as if the last sentence was omitted therefrom
- 13 Regulation 79 of Table A shall be read and construed as if the last two sentences were omitted therefrom
- 14 If any director shall be called upon to perform special services or goes or resides abroad for any purpose of the Company, the directors may arrange with such director for such special remuneration for such services either by way of salary, commission or the payment of a lump sum of money or otherwise as they shall think fit
- 15 The directors may from time to time determine that in lieu of or in addition to the payment by the Company of remuneration to any director for services or special services of such director, the Company shall pay to any other company which remunerates or contributes to the remuneration of such director a service charge for the services of such director of such amount as shall from time to time be agreed between the directors and such other company
- 16 The directors may on behalf and out of the moneys of the Company pay or provide or agree to pay or provide, in addition to any other remuneration, pensions or annuities (either revocable or irrevocable and either subject or not subject to any terms or conditions) gratuities, superannuation, sickness, benevolent, compassionate, welfare or other allowances and benefits, life or endowment assurances or other like benefits for all or any of the directors who hold or have held executive office or salaried employment in the Company or in any company which is or was a subsidiary of the Company or its holding company or allied to or associated with the Company or for any other person or persons who may have served the Company or any such other company as aforesaid or for the spouse or other relative or dependant of any such director or other person The directors shall also have power to establish and maintain, and to concur with any company which is or was a subsidiary of the Company or its holding company or allied to or associated with the Company in establishing and maintaining, and to make contributions out of the Company's moneys to schemes, funds, policies or trusts (either contributory or non-contributory) for providing any benefits pursuant to the provisions of this Article Any director shall be entitled to receive and retain for his own use any such pension, annuity, gratuity, allowance, assurance or other benefit and his right so to do shall not be affected by his being appointed or continuing in office as a director or

receiving remuneration as such after the date on or from which the same becomes payable

## **DIRECTORS – POWERS AND PROCEEDINGS**

- 17 The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and subject to section 80 of the Act to create and issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party
- 18 A director, notwithstanding his interest in a particular matter but subject to his complying with section 317 of the Act, shall be entitled as a director to vote in respect of any contract or arrangement he may make with the Company or any contract or arrangement entered into by or on behalf of the Company in which he is interested or in respect of his appointment to any office or place of profit under the Company or the arrangement or variation of the terms thereof and, if he do so vote, his vote shall be counted and he may, notwithstanding his interest, be taken into account in ascertaining whether a quorum is present at any meeting at which any such contract, arrangement or appointment is considered or the terms thereof are arranged or varied
- 19 Any director may participate in a meeting of the directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting
- 20 Regulation 88 of Table A shall be read and construed as if the third sentence was omitted therefrom and there was substituted in its place the words "Notice of every meeting of the directors shall be given to every director provided that any one or more of the directors for the time being may waive his right to receive notices either generally or in respect of any particular meeting or while absent from the United Kingdom"
- 21
- 21 1 Regulation 66 of Table A shall be read and construed as if the last sentence was omitted therefrom and there was substituted in its place the words "But an alternate director may

waive his right to receive notices either generally or in respect of any particular meeting or while absent from the United Kingdom"

- 21 2 Regulation 67 of Table A shall be read and construed as if the words "by rotation or otherwise" were omitted therefrom

### **DISQUALIFICATION OF DIRECTORS**

- 22 Regulation 81 of Table A shall be read and construed as if paragraph (d) was deleted therefrom and there was substituted therefor the following paragraph (d) -

"(d) (not being a director appointed for a fixed and still current term to be a salaried employment or office in the Company) he resigns his office by notice in writing to the Company,"

and as if there was added thereto the following paragraph -

"(f) the directors resolve that he is physically or mentally incapable of performing his duties "

### **CAPITALISATION OF PROFITS**

- 23 Paragraph (c) of regulation 110 of Table A shall be read and construed as if the words "or ignore fractions altogether" were inserted after the words "distributable under this regulation in fractions"

### **NOTICES**

- 24 Regulation 112 of Table A shall be read and construed as if the words "or director "were inserted immediately following the word "member" wherever such word appears in that regulation

### **WINDING-UP**

- 25 Regulation 117 of Table A shall be read and construed as if the words "with the like sanction" were inserted immediately before the words "determine how the division shall be carried out"

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**NAMES AND ADDRESSES OF SUBSCRIBERS**

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The Right Hon Edgar Algernon Robert Gascoyne,  
Viscount Cecil of Chelwood,  
Chelwood Gate,  
Haywards Heath  
Sussex

Peer of the Realm

The Right Hon Hugh Richard Heathcote Gascoyne,  
Baron Quickswood  
The Lodge  
Eton College  
Windsor

Peer of the Realm

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Dated 18<sup>th</sup> September, 1942

Witness to the above signatures

Robert E Fairclough  
Messrs Nicholson Freeland & Shepherd  
46 Queen Anne's Gate,  
Westminster S W 1

Clerk