

599961
Company No: 469605

TDG Limited (the Company)

Written Resolution of the Sole Member of TDG Trustees Limited

Circulation date: 5 August 2009

The following resolution is proposed as a special resolution.

Special Resolution

MONDAY



That the amended Articles of Association annexed to this document are approved and adopted as the Articles of Association of TDG Trustees Limited in substitution for and to the exclusion of the existing Articles of Association of TDG Trustees Limited.

AGREEMENT

Before signifying your agreement to the Resolution, please read the notes at the end of this document.

The undersigned, a person entitled to vote on the Resolution on 5 August 2009 agrees to the Resolution.

Signed on behalf of TDG Limited

A handwritten signature in black ink.

Date

5 August 2009

NOTES:

If you agree with the Resolution please indicate your agreement to the Resolution by signing and dating this document where indicated above and return it to TDG Trustees Limited by delivering the signed copy to Steven Ross, Chairman of TDG trustees Ltd.

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.

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

Unless, by midnight on [date of circulation plus 28 days], sufficient agreement has been received for the Resolution to pass, it will lapse.

If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

22-10-09

424

THE COMPANIES ACTS 1948 to 2006

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

TDG TRUSTEES LIMITED

**(as amended by a special resolution of the Principal Company dated 5 August 2009
and adopted by the Company with effect from 8 September 2009)**

Interpretation

1. The following definitions apply unless inconsistent with the subject or context:

"Articles"	These Articles of Association, from time to time;
"Board"	The board of Directors, from time to time;
"Chairperson"	An Independent Trustee Director elected by a majority vote of the Board in accordance with Article 6;
"Companies Act 2006"	The Companies Act 2006 including any statutory modification or re-enactment for the time being in force;
"Company"	TDG Trustees Limited;
"Company Nominated Trustee Director"	Any person appointed by the Principal Company to act as a Director in accordance with Article 5;
"Conflict"	Conflicts of interest as outlined in Section 175 (duty to avoid conflicts of interest) of the Companies Act 2006;

"Director"	Any Independent Trustee Director, Company Nominated Trustee Director or Member Nominated Trustee Director appointed in accordance with Article 5;
"Final Salary Section"	The final salary section of the TDG Pension Scheme;
"Independent Trustee Director"	Any person appointed to act as a Director in accordance with Article 5;
"Member Nominated Trustee Director"	Any person appointed as a Director in accordance with the nomination and selection procedures implemented under Sections 242 (requirement for member-nominated directors of corporate trustees) of the Pensions Act 2004, in accordance with Article 5;
"Pensions Act 2004"	The Pensions Act 2004, including any statutory modification or re-enactment for the time being in force;
"Principal Company"	TDG Limited;
"Scheme"	The TDG Pension Scheme;
"Secretary"	Any person appointed by the Directors to act as Secretary in accordance with Article 23;

In these Articles (if not inconsistent with the subject or context) the expressions **"electronic form"**, **"electronic means"** and **"hard copy form"** have the same meanings as in Section 1168 of the Companies Act 2006 and the expression **"in writing"** means written or produced by any substitute for writing (including anything in electronic form) or partly one and partly another.

Share capital

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

General meetings

3. The Company shall hold a general meeting either when required by law or if the Directors resolve. The general meeting shall be held at such time and place as the Directors decide.

Notice of general meetings

4. General meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if agreed by a majority of the members having a right to attend and vote (being a majority who together represent not less than 90% of the total voting rights of the Company). The notice shall be given to all the members, and shall specify the time and place of the meeting and the general nature of the business to be transacted.

DIRECTORS

Appointment of directors

5. Unless the Principal Company decides otherwise, there shall be six Directors, comprising:
 - (i) two Independent Trustee Directors proposed by the Principal Company and approved by the Board from a list of two candidates for each position. If a proposed candidate is not approved by the Board, the Company will propose a new candidate who will either be on the general list of independent trustees compiled by the Pensions Regulator or be a recognised professional trustee;
 - (ii) two Company Nominated Trustee Directors proposed by the Principal Company and approved by the Board from a list of two candidates for each position. The candidates will be employees of the Principal Company and should, where possible, be members of the Final Salary Section of the Scheme with at least two years' pensionable service in the Scheme; and
 - (iii) two Member Nominated Trustee Directors, appointed in accordance with, and on the terms of, arrangements put in place by the Board.
6. The Chairperson shall be an Independent Trustee Director and shall be elected by a majority vote of the Board.

Remuneration of Directors

7. The Principal Company may pay the Directors remuneration for:
 - (i) special services performed at the request of the Principal Company; and
 - (ii) expenses including reasonable travel and accommodation expenses incurred during the exercise of their directorial functions.

Powers of Directors

8. The Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, in part or full and to 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 (including its holding Company).

9. As long as the Company is a trustee of the Scheme, the powers contained in these Articles will be exercised in a way which complies with any arrangements made in accordance with Sections 242 (requirement for member-nominated directors of corporate trustees) and 243 (member-nominated trustees and directors: supplementary) of the Pensions Act 2004 in relation to the Scheme. In particular, a Director shall only be appointed and/or removed where this does not lead to a breach of Sections 242 (requirement for member-nominated directors of corporate trustees) or 243 (member-nominated trustees and directors: supplementary) of the Pensions Act 2004 or any arrangements made in accordance with these Sections.

Delegation of powers

10. The Directors may delegate any of their powers (with power to sub-delegate) to committees consisting of such person or persons (whether Directors or not) as they think fit. Any committee shall in the exercise of the delegated powers comply with any terms of reference that may be imposed on them by the Directors, including but not limited to whether the chairperson of a committee has a casting vote, the quorum and the majority required to pass decisions of committees.

Disqualification and removal of Directors

11. The office of a Company Nominated Trustee Director or an Independent Trustee Director shall be vacated if:
- (i) he or she resigns his or her office as Director by notice in writing to the Company;
 - (ii) he or she is for more than six months absent without permission of the Board from meetings of the Board held during that period;
 - (iii) he or she becomes bankrupt or enters into any arrangement with his or her creditors;
 - (iv) he or she is prohibited from being a Director by an order made under any provision of the Companies Act 2006 or he or she becomes prohibited by law from being a Director;
 - (v) he or she becomes of unsound mind;
 - (vi) he or she is removed from office by the Principal Company; or
 - (vii) he or she is disqualified under the Pensions Act 1995.
12. The office of a Member Nominated Trustee Director shall be vacated if:
- (i) he or she resigns his or her office as Director by notice in writing to the Company;
 - (ii) he or she is for more than six months absent without permission of the Board from meetings of the Board held during that period;
 - (iii) he or she becomes bankrupt or enters into any arrangement with his or her creditors;

- (iv) he or she is prohibited from being a Director by an order made under any provision of the Companies Act 2006 or he or she becomes prohibited by law from being a Director;
- (v) he or she becomes of unsound mind;
- (vi) he or she is removed from office with the agreement of all the other Directors of the Board;
- (vii) his or her fixed term of office has expired;
- (viii) in the case of a Member Nominated Trustee Director who is an active member of the Fund, he or she ceases to be an employee of a company, firm or corporation associated with the Principal Company;
- (ix) if he or she is required to cease to be a Director under any arrangements made in accordance with Sections 242 (requirement for member-nominated directors of corporate trustees) and 243 (member-nominated trustees and directors: supplementary) of the Pensions Act 2004; or
- (x) he or she is disqualified under the Pensions Act 1995.

Proceedings of Directors

- 13. All or any of the members of the Board or any committee of the Board may participate in a meeting of the Directors or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating are assembled, or, if there is no such group, where the chairperson of the meeting is.
- 14. A quorum shall be achieved when one Independent Trustee Director, one Company Nominated Trustee Director and one Member Nominated Trustee Director are present. If the Chairperson is absent another Independent Trustee Director shall perform the functions of Chairperson.
- 15. Questions arising at any meeting of the Directors shall be decided by a majority of votes. In case of an equality of votes, the Chairperson shall have a second or casting vote.
- 16. A resolution in writing signed by two-thirds of the Directors (including at least one Independent Trustee Director, one Company Nominated Trustee Director and one Member Nominated Trustee Director) for the time being entitled to receive notice of meetings of the Directors shall be as effective as a resolution passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors and may be in paper or electronic form.

Conflicts of interest requiring Board authorisation

- 17. The Board may, subject to the quorum and voting requirements set out in these Articles, authorise any matter which would otherwise involve a Director breaching his or her duty under the Companies Act 2006 to avoid Conflicts.
- 18. Any Director (including the relevant Director) may propose that the relevant Director be authorised in relation to any matter that is subject of a Conflict. Such proposal and any

authority given by the Board shall be effected in the same way that any other matter may be proposed to and resolved upon by the Board under the provisions of these Articles save that the relevant Director shall not count towards the quorum nor vote on any resolution giving such authority.

19. Where the Board gives authority in relation to a Conflict:
- (i) The Board may (whether at the time of giving the authority or subsequently):
 - (a) require that the relevant Director is excluded from the receipt of information, the participation in discussion and/or the making of decisions (whether at meetings of the Board or otherwise) related to the Conflict; and
 - (b) impose upon the relevant Director such other terms for the purpose of dealing with the Conflict as it may determine;
 - (ii) The relevant Director will be obliged to conduct himself or herself in accordance with any terms imposed by the Board in relation to the Conflict;
 - (iii) The Board may provide that where the relevant Director obtains (otherwise than through his position as a Director of the company) information that is confidential to a third party, the Director will not be obliged to disclose that information to the company, or to use or apply the information in relation to the company's affairs, where to do so would amount to a breach of that confidence;
 - (iv) The terms of the authority shall be recorded in writing (but the authority shall be effective whether or not the terms are so recorded); and
 - (v) The Board may revoke or vary such authority at any time but this will not affect anything done by the relevant Director prior to such revocation in accordance with the terms of such authority.
20. A Director shall not, by reason of his or her office or of the fiduciary relationship established, be liable to account to the company for any remuneration, profit or other benefit realised by reason of his or her having any type of interest authorised under Article 17 and no contract shall be liable to be avoided on the grounds of a Director having any type of interest authorised under Article 17.
21. References in these Articles to a Conflict includes a conflict of interest and duty and a conflict of duties.
22. These Articles do not apply to a conflict of interest arising in relation to a transaction or arrangement with the Company.

Secretary

23. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they think fit.
24. The Directors may remove the Secretary.

Amendment of Articles

25. The Board's consent is required when making changes to the Memorandum and Articles of the Company.

Accounts

26. The Directors shall prepare accounts and reports when they are required to do so by law.

Insurance

27. Without prejudice to Article 28, the Directors shall have power to purchase and maintain insurance for or for the benefit of:
- (i) any person who is or was at any time a Director or officer of the Company; or
 - (ii) any person who is or was at any time a trustee of the Scheme,
- in accordance with Section 233 (provision of insurance) of the Companies Act 2006.

Indemnity

28. Every Director or officer of the Company shall be indemnified out of the assets of the Company (except a paid Director) against all losses or liabilities which he or she may sustain or incur in or about the execution of his or her duties of office or otherwise in relation to them or incurred by him or her or attaching to him or her in connection with the Company's activities as Trustee Director of the Scheme, including any liability incurred by him or her in defending any proceedings, with the following exceptions:
- (i) any expenses and liabilities which are incurred through wilful wrongdoing (or negligence in the case of a paid Director) in relation to the Company;
 - (ii) any fine imposed in criminal proceedings;
 - (iii) any sum payable to a regulatory authority by way of penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);
 - (iv) any liability incurred in defending any criminal proceedings in which he or she is finally convicted;
 - (v) any liability incurred in defending any civil proceedings brought by the Company in which final judgement is given against him or her; or
 - (vi) any application under Sections 661(3) or (4) (liability of others where nominee fails to make payment in respect of shares) or 1157 (power of court to grant relief in certain cases) Companies Act 2006 in which the Court refuses finally to grant him or her relief.

The indemnity given under this Article will apply only to the extent that the Directors do not have insurance which covers the cost, claim, demand, expense or liability.

Communications

29. The Company may, subject to and in accordance with the Companies Act 2006 and these Articles, send or supply all types of notices, documents or information by electronic means.
30. Any notice, document or information (including a share certificate) which is sent or supplied by the Company in hard copy form, or in electronic form but to be delivered other than by electronic means, and which is sent by pre-paid post and properly addressed shall be deemed to have been received by the intended recipient at the expiration of 24 hours (or, where first class mail is not employed, 48 hours) after the time it was posted, and in

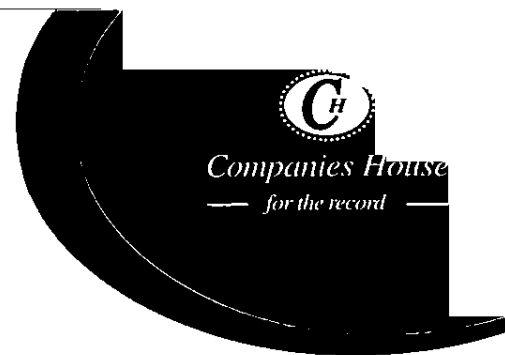
proving such receipt it shall be sufficient to show that such notice, document or information was properly addressed, pre-paid and posted.

31. Any notice, document or information which is sent or supplied by the Company by electronic means shall be deemed to have been received by the intended recipient 24 hours after it was transmitted, and in proving such receipt it shall be sufficient to show that such notice, document or information was properly addressed.
32. The accidental failure to send, or the non-receipt by any person entitled to, any notice of or other document or information relating to any meeting or other proceeding shall not invalidate the relevant meeting or proceeding.
33. Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing.



Chairperson

TDG Trustees Ltd



Company number: 599961

NOTICE OF TRANSFER OF DOCUMENTS FROM COMPANY RECORD

Company Name: TDG TRUSTEES LIMITED

Document Transferred: Written resolution and Articles of Association

Reason For Transfer: Document was entered incorrectly on company number
469605.

Signed: 

For and on behalf of the Registrar

Dated: 23/12/09

ML28T

