

Company Number: 01172581

**LASOMES LIMITED**  
**("the Company")**

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**SPECIAL WRITTEN RESOLUTION OF  
ALL THE MEMBERS OF THE COMPANY  
PASSED IN ACCORDANCE WITH SECTION  
381A OF THE COMPANIES ACT 1985**

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We, being all the members of the Company for the time being entitled to receive notice of and attend and vote at general meetings of the Company, HEREBY RESOLVE:-

That the Articles of Association of the Company be altered by the addition of a new Article 23 as follows:-

**APPOINTMENT AND REMOVAL OF DIRECTORS**

23.

(a) Any person may be appointed a director or any director may be removed from office:-

(1) by notice in writing of such appointment or removal, given to the Company by the holder or holders of a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company, and signed by such holder or holders or, in the case of a holder which is a corporation, signed by any director or the secretary of the corporation, and left at or sent to the registered office; or

(2) by ordinary resolution of the Company in general meeting and without the need to give special notice of such resolution under section 379 of the Act.

(b) Every such appointment or removal by notice shall take effect on and from the date on which the same is left or received at the registered office or (as the case may be) on and from such earlier date on which an intimation by telex or cable is received at the registered office to the effect that such notice of

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appointment or removal has been signed and sent to  
the registered office.

.....*Allen S. Home*.....  
for and on behalf of Cala Homes  
(Southern) Limited

Dated 19 DECEMBER 1991

.....*A. J. Kelly*.....  
~~H. Patchiffe~~  
*A. J. Kelly*

Dated 19 DECEMBER 1991

THE COMPANIES ACTS 1948 to 1967

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

of

LASOMES LIMITED

(adopted by Special Resolution dated 3rd June 1975)

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TABLE A

1. Save in so far as they are excluded or varied hereby the Regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A") shall apply to the Company and to the exclusion of other Regulations (if any) as apply thereto. Except as otherwise stated references herein to Regulations in Table A shall be construed as referring to those contained in Part I thereof.

CAPITAL

2. The Share Capital of the Company at the date of the adoption of these Articles of Association is £5,000 divided into 4,999 'A' Shares of £1 each and 1 'B' share of £1. Except as otherwise provided in these Articles such 'A' shares and 'B' shares shall rank pari passu. ✓

3. Subject to any direction to the contrary given by the Company in General Meeting either generally or in any particular case, the whole of the unissued shares of the Company for the time being (whether part of the original or any additional capital) shall be under the control of the Directors who may grant options over, allot or otherwise dispose of the same to such persons on such terms and conditions as the Directors may think fit, and Regulation 2 of Table A shall be read subject to this Article.

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4. In Regulation 11 of Table A the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

5. In Regulation 15 of Table A the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.

### TRANSFER OF SHARES

6. Regulations 24, 29, 30, 31 and 32 of Table A shall not apply:—

(A) (1) No transfer of any Share in the capital of the Company to any person, firm or company not already a Member of the Company shall be registered without the previous sanction of the Directors, who may, without assigning any reason, decline to give any such sanction and shall so decline in the case of any transfer the registration of which would involve a contravention of Regulation 2 of Part II of Table A.

(2) If the Directors shall for a period of one calendar month from the receipt of any such transfer as aforesaid fail or refuse to sanction the registration thereof, they shall within one month from the expiration of the first period of one month (except in the case of such a contravention as aforesaid) nominate some person (who may be a Director of the Company) to purchase the Shares comprised in such transfer at the fair price (to be determined as provided in paragraph (c) of this Article) and in such case the Directors shall be entitled by resolution of the Board to appoint some person (who may be a Director of the Company) to execute as attorney for the Member a transfer of the said Shares in favour of the purchaser. The Company may receive the purchase money for such Shares and upon the execution of such last-mentioned transfer the Company shall hold such purchase money in trust for such Member. The receipt of the Company for the purchase money shall be a good discharge to the transferee of the said Shares and, after the name of the transferee shall have been entered in the Register of Members of the Company in pursuance of the aforesaid provisions, the validity of the proceedings shall not be questioned by any person. If the Directors shall not within

the period aforesaid have nominated some person to purchase the Shares comprised in such first-mentioned transfer, the Member executing such transfer shall be entitled to sell such Shares to any person at any price, and the Directors shall be bound to register any transfer or transfers to give effect to such sale provided that the registration thereof does not involve such a contravention as aforesaid.

- (b) If a Member dies or becomes of unsound mind and is the subject of an order by any court having jurisdiction in lunacy or becomes bankrupt or, being a company, goes into liquidation (otherwise than for the purpose of amalgamation or reconstruction) the Shares in the capital of the Company standing in the name of any such Member on the happening of any of the said events shall be at the disposal of the Directors, who may within three months of learning of the happening of any such event nominate some person (who may be a Director of the Company) to purchase such Shares at the fair price (to be determined in the manner provided for in paragraph (c) of this Article) and the Directors shall be entitled by resolution of the Board to appoint some person (who may be a Director) to execute as attorney for such Member a transfer of such Shares in favour of the purchaser. The Company may receive the purchase money for such Shares and upon the execution of such transfer the Company shall hold such purchase money in trust for the legal personal representatives, receiver, committee, *curator bonis* (or other person in the nature of a receiver, committee or *curator bonis*) or trustee in bankruptcy or Liquidator, as the case may be. The receipt of the Company for the purchase money shall be a good discharge to the transferee of the said Shares and, after the name of the transferee shall have been entered in the Register of Members of the Company in pursuance of the aforesaid provisions, the validity of the proceedings shall not be questioned by any person. If the Directors shall not, within three months of learning of such event as aforesaid, have nominated some person to purchase the Shares of any Member so dying, becoming insane, becoming bankrupt or going into liquidation as aforesaid, the legal personal representatives, receiver, committee, *curator bonis* (or other person in the nature of a receiver, committee or *curator bonis* appointed by such court as aforesaid) or trustee in bankruptcy or Liquidator, as the case may be,

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shall be entitled to sell such Shares to any person at any price and the Directors shall be bound to register any transfer or transfers to give effect to such sale, provided that the registration thereof does not involve a contravention of Regulation 2 of Part II of Table A.

- (C) The fair price of the Shares of the Company for the purposes of this Article shall, at the request of the Directors, be fixed by the Auditors of the Company. The Directors shall so request the Auditors when, in accordance with the provisions of paragraphs (A) or (B) of this Article, the Directors nominate a person to purchase Shares at the fair price.

#### GENERAL MEETINGS

7. In Regulation 54 of Table A the words "the members present shall be a quorum" shall be omitted and the words "the Meeting shall be dissolved" substituted therefor.

8. A poll may be demanded by the Chairman or any Member present in person or by proxy and entitled to vote, and Regulation 58 of Table A shall be modified accordingly.

9. The following sentence shall be added at the end of Regulation 5 of Part II of Table A "Any such resolution may consist of several documents in the like form signed by one or more of the Members or their attorneys, and signature in the case of a corporate body which is a Member shall be sufficient if made by a director thereof or its duly appointed attorney".

10. Regulations 60 and 62 of Table A shall be omitted. On a show of hands every Member present in person shall have one vote, and on a poll every Member shall have one vote for each "A" share of which he is the holder and (if applicable) two votes for the "B" share of which he is the holder.

#### DIRECTORS

11. Regulation 75 of Table A shall be omitted. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two.

12. Any Director may at any time and from time to time appoint any other Director or appoint any other person who is approved by a majority of the other Directors to be his alternate, and may at any time remove any such alternate and (subject to such approval as aforesaid) appoint another in his place. An alternate

shall be entitled to sell such Shares to any person at any price and the Directors shall be bound to register any transfer or transfers to give effect to such sale, provided that the registration thereof does not involve a contravention of Regulation 2 of Part II of Table A.

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shall not be entitled to receive any remuneration from the Company nor to appoint an alternate nor shall it be necessary for him to acquire or hold any qualification, but he shall be entitled (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) to receive notice of meetings of the Directors and in the absence of the Director appointing him to attend and vote as a Director at any such meeting and generally to exercise all the powers, rights, duties and authorities of the Director appointing him. A Director who is also an alternate shall be entitled, in addition to his own vote, to a separate vote on behalf of the Director he is representing. An alternate may be removed from office by a resolution of the Board, and shall, *ipso facto*, cease to be an alternate if his appointor ceases for any reason to be a Director. Every person acting as an alternate shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. All appointments and removals made in pursuance of this Article shall be in writing under the hand of the Director making the same and shall be sent to or left at the Registered Office.

13. The proviso to Regulation 79 of Table A shall be omitted.

14. Paragraphs (2) and (4) of Regulation 84 of Table A shall be omitted. A Director, notwithstanding his interest, may vote in respect of any contract or arrangement in which he is interested and may be counted in the quorum present at any Meeting.

15. Regulation 86 of Table A shall be amended by deleting the words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose".

16. Without prejudice to the general powers conferred by Table A and without in any way limiting the same, it is hereby expressly declared that the Directors shall, within the limits permitted by the Memorandum of Association, have the following powers, that is to say, power:—

- (a) to apply the funds of the Company in making payments for such charitable or benevolent or public or useful purposes as they shall think fit, and in making payments to any persons, whether gratuitous or otherwise, as they shall think fit;

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(B) to apply the funds of the Company in payment of pensions, allowances, gratuities and bonuses to persons who are or have been Directors or employees of the Company or its predecessors in business or the dependants of such persons, and in making grants to any trusts established for the purposes of providing or helping to provide such pensions, allowances, gratuities and bonuses as aforesaid.

27. Paragraph (f) of Regulation 88 of Table A shall be omitted and the following paragraph shall be inserted in its stead:—

"(f) Shall be required to resign his office by notice in writing lodged at the Registered Office signed by the holder or holders of not less than three-fourths of the nominal value of the issued shares of the Company."

18. Regulations 89 to 94 (inclusive), the last twenty words of Regulation 95 and the last sentence of Regulation 97 of Table A shall be omitted.

19. If the Company shall be or become subject to the provisions of Section 185 of the Companies Act, 1948 then any person may be appointed or elected as a Director whatever may be his age and no Director shall be required to vacate his office by reason of his attaining or having attained the age of 70 or any other age.

20. Regulation 106 of Table A shall not apply. A Resolution in writing signed by all the Directors (or their alternates) shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted and may consist of several documents in like form each signed by one or more of the Directors.

#### NOTICES

21. The following words shall be added at the end of paragraph (a) of Regulation 134 of Table A, namely:—

"and except those who under the provisions of the Company's Regulations and Articles of Association or the terms of issue of the shares held by them are not entitled to receive notices of General Meetings of the Company".

#### INDEMNITY

22. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about

the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted or in connection with any application under Section 448 of the Companies Act, 1948, in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Act.

#### APPOINTMENT AND REMOVAL OF DIRECTORS

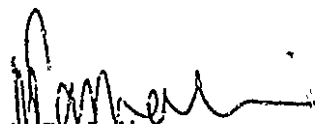
23.

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  - (2) by ordinary resolution of the Company in general meeting and without the need to give special notice of such resolution under section 379 of the Act.
- (b) Every such appointment or removal by notice shall take effect on and from the date on which the same is left or received at the registered office or (as the case may be) on and from such earlier date on which an intimation by telex or cable is received at the registered office to the effect that such notice of appointment or removal has been signed and sent to the registered office.

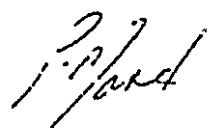
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Namos, addresses and descriptions of Subscribers

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47, Brunswick Place,  
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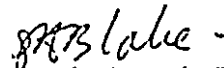
Commercial Manager.

  
Patricia Martin,  
Jordan House,  
47, Brunswick Place,  
London. N1 6EE.

Commercial Manager.

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Dated 4th April 1974

Witness to the above signatures:-   
Stephanie Antonia Blake,  
Jordan House,  
47, Brunswick Place,  
London. N1 6EE.