

Number of Company: 1268118

THE COMPANIES ACT 1985
AND THE COMPANIES ACT 1989
COMPANY LIMITED BY SHARES
RESOLUTION
OF
DB OVERSEAS HOLDINGS LIMITED

On the 12th day of October 2000, the following RESOLUTION IN WRITING (such resolution to have effect as a Special Resolution) was duly passed by the sole member of the Company pursuant to clause 6.1 of the articles of association that apply to the Company:-

THAT the existing articles of association of the Company be altered as follows:-

Clause 1.2 be amended to read "regulations 2, 23, 32, 34, 35, 40, 62, 64 – 71, 73 – 80, 83, 84, 90, 92, 94, 99, 101 –103 and 118 shall not apply to the Company, but the articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the company."

A new clause number 8.7 be added to read as follows: "A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting."



.....
S Preston
Secretary



DB OVERSEAS HOLDINGS LTD

(Company number 1268118)

The Companies Acts 1985 (as amended)

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

OF

DB OVERSEAS HOLDINGS LIMITED

(Adopted by special resolution passed on 12 October 2000)

1. **Preliminary**

Table A to apply

- 1.1 Subject as hereinafter provided, the regulations contained in Table A shall apply to the Company.
- 1.2 Regulations 2, 23, 32, 34, 35, 40, 62, 64 – 71, 73 – 80, 83, 84, 90, 92, 94, 99, 101 –103 and 118 shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

Interpretation

- 1.3 In these articles, unless the context otherwise requires, the following words and expressions have the meanings set out opposite them:

the “**Act**” means the Companies Act 1985 as amended;

“**these articles**” means these articles of association as altered from time to time;

“**Board**” means the directors for the time being of the Company or the directors present at a meeting of the directors at which a quorum is present;

“**Company**” means DB Overseas Holdings Limited;

“**month**” means calendar month;

“**paid**” means paid or credited as paid;

“**Register**” means the register of members of the Company;

“**Registered Office**” means the registered office of the Company for the time being;

“**Secretary**” means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company including a joint, assistant or deputy secretary;

“**Statutes**” means the Act, the Companies Act 1989 and all other statutes, orders, listing rules, regulations and other subordinate legislation for the time being in force concerning companies so far as they apply to the Company;

“**United Kingdom**” includes England, Scotland, Wales and Northern Ireland but excludes the Channel Islands and the Isle of Man;

“**in writing**” means written or produced by any substitute for writing or partly one and partly another; and

“**year**” means calendar year.

- 1.4 In these articles:

- (a) reference to any statute or statutory provision includes a reference to that statute or statutory provision as amended, extended or re-enacted and to any regulation, order, instrument or subordinate legislation under the relevant statute or statutory provision;
- (b) reference to the singular includes a reference to the plural and vice versa;
- (c) reference to any gender includes a reference to all other genders;

- (d) headings are included only for convenience and shall not affect meaning;
- (e) references to persons include bodies corporate, unincorporated associations and partnerships and any reference to any party who is an individual is also deemed to include their respective legal personal representatives; and
- (f) unless the context (of this or the preceding article) otherwise require, words or expressions bear the same meaning as in the Act.

2. Share Capital

Variation of rights

- 2.1 Subject to the provisions of the Statutes, all or any of the special rights and privileges for the time being attached to any class of shares for the time being issued may from time to time (whether or not the Company is being wound up) be altered or abrogated with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of such shares.

Increase in share capital

- 2.2 The Company may from time to time by ordinary resolution increase its capital by such sum to be divided into shares of such amounts as the resolution shall prescribe. All new shares shall be subject to the provisions of the Statutes and of these articles with reference to allotment, payment of calls, lien, transfer, transmission, forfeiture and otherwise.

Exclusion of pre-emption rights

- 2.3 In accordance with Section 91(1) of the Act, Sections 89(1) and (90)1 to (6)(inclusive) of the Act shall not apply to the Company.

Consolidation, subdivision and cancellation

- 2.4 The Company may by ordinary resolution:
 - (a) increase its share capital by new shares of such amounts as the resolution prescribes;
 - (b) consolidate and divide all or any of its share capital into shares of larger nominal value than its existing shares;
 - (c) cancel any shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken, by any person and diminish the amount of its capital by the amount of the shares so cancelled;
 - (d) subject to the provisions of the Statutes, sub-divide its shares, or any of them into shares of smaller nominal value than is fixed by the memorandum of association and so that the resolution whereby any share is sub-divided may determine that, as between the shares resulting from the sub-division, any of them may have any preference or advantage or be subject to any restrictions compared to the others.

Reduction or cancellation

- 2.5 The Company may by special resolution reduce or cancel its share capital or any revaluation reserve or share premium account or any other reserve fund in any manner and subject to any confirmation or consent required by law.

Purchase of own shares

- 2.6 Subject to the provisions of the Statutes, the Company may purchase or may enter into any contract under which it will or may purchase, any of its own shares of any class (including any redeemable shares). Any shares to be so purchased may (subject to any resolution of the Company in general meeting) be selected in any manner determined by the Board.
- 2.7 Where there are in issue convertible securities convertible into or carrying a right to subscribe for equity shares of a class proposed to be purchased, a separate meeting of the holders of the convertible securities must be held and their approval by extraordinary resolution obtained before the Company enters into any contract to purchase equity shares of the relevant class. Subject to this and notwithstanding anything to the contrary contained in these articles, the rights and privileges attached to any class of shares shall be deemed not to be altered or abrogated by anything done by the Company in pursuance of any resolution passed under the powers conferred by the preceding article.

3. Shares

Trust etc interest not recognised

- 3.1 Except as ordered by a court of competent jurisdiction or as required by law, the Company shall not be bound by or required in any way to recognise (even when it has notice) the terms of any trust on which any shares are held or any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as otherwise provided by these articles or by law) any other right in respect of any share except an absolute right to the entirety of such share.

Rights attaching to shares on issue

- 3.2 Without prejudice to any special rights previously conferred on the holders of any shares or class of shares for the time being issued, any share in the Company may be issued with such preferred, deferred or other special rights, or subject to such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by ordinary resolution determine (or, in the absence of any such determination, as the Board may determine).

Redeemable shares

- 3.3 Subject to the provisions of the Statutes and of any resolution of the Company in general meeting passed in pursuance of such provisions, the Company may issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder, and such shares shall be redeemed on such terms and in such manner as may from time to time be provided by these articles.

Board's power to allot

- 3.4 Subject to the provisions of the Statutes (and of any resolution of the Company in general meeting passed pursuant to such provisions) and of these articles, all unissued shares shall be at the disposal of the Board and it may allot with or without conferring a right of renunciation, grant options over or otherwise dispose of them to such persons, at such times and on such terms as it thinks fit.

4. Transfer of Shares

Form of transfer

Subject to the preceding article, all transfers of shares may be effected by transfer in writing in any usual or common form or in any other form acceptable to the Board and may be under hand only. The instrument of transfer shall be signed by or on behalf of the transferor and (except in the case of fully paid shares) by or on behalf of the transferee. The transferor shall remain the holder of the shares concerned until the name of the transferee is entered in the Register in respect of such shares. All instruments of transfer which are registered may be retained by the Company.

5. Single Member

A single member shall, upon taking a decision which may be taken by the Company in general meeting and which has effect as if agreed by the Company in general meeting (unless that decision is taken by way of written resolution), provide the Company with a written record of that decision.

6. General Meetings

Resolution in writing

- 6.1 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present (or in the event that there is only one member, a resolution in writing executed by or on behalf of that member) shall be as effectual as if it had been passed at a general meeting properly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

Quorum

- 6.2 No business other than the appointment of a chairman shall be transacted at any general meeting unless a quorum is present. Two members present in person or by proxy and entitled to vote at the meeting shall be a quorum for all purposes.

Deposit of form of proxy

- 6.3 An instrument appointing a proxy must be left at the Registered Office or such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting up to the commencement of the meeting or adjourned meeting or for the taking of the poll at which it is to be used, and in default shall not be treated as valid. An instrument of proxy relating to more than one meeting (including any adjournment of such meeting) having once been so delivered for the purposes of any meeting shall not have to be delivered again for the purposes of any subsequent meeting to which it relates.

7. Corporations acting by representatives

- 7.1 Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company. The person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual member of the Company and such corporation shall for the purpose of these articles be deemed to be present in person at any such meeting if a person so authorised is present at such meeting.

8. **Directors**

Number of directors

- 8.1 Subject as provided in these articles the directors shall not be fewer than one but shall not be subject to a maximum. The Company may by ordinary resolution from time to time vary the minimum number of directors.

Directors' expenses

- 8.2 The Board may repay to any director all such reasonable expenses as he may incur in attending and returning from meetings of the Board or of any committee of the Board or shareholders' meetings or otherwise in connection with the business of the Company.

Appointment of executive directors

- 8.3 The Board may from time to time appoint one or more of their body to be the holder of any executive office (including, where considered appropriate, the office of chairman or deputy chairman) on such terms and for such period as they may (subject to the provisions of the Statutes) determine and, without prejudice to the terms of any contract entered into in any particular case, may at any time revoke or vary the terms of any such appointment.

Ceasing to be a director

- 8.4 The appointment of a director to the office of chairman or deputy chairman or chief executive or managing or joint managing or deputy or assistant managing director or any other executive office shall automatically determine if he ceases to be a director but without prejudice to any claim for damages for breach of any contract service between him and the Company. Any such determination shall be without prejudice to any claim for damages for breach of any contract of service between him and the Company.

Powers of executive directors

- 8.5 The Board may entrust to and confer upon any director holding any executive office any of the powers exercisable by them as directors upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

Inclusion of the designation "director"

- 8.6 The Board may from time to time appoint any person to an office or employment having a designation or title including the word "director" or attach to any existing office or employment such a designation or title and may at any time determine any such appointment or the use of any such designation or title. The inclusion of the word "director" in the designation or title of such office or employment with the Company shall not imply that the holder thereof is a director of the Company nor shall such holder thereby be empowered in any respect to act as a director of the Company or be deemed to be a director for any of the purposes of these articles.

Power to vote on matters in which a director is interested

- 8.7 A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

9. Appointment and Retirement of Directors

Retirement by rotation not to apply

- 9.1 A director shall not retire by rotation.

Power of Company to appoint directors

- 9.2 Subject to the provisions of these articles, the Company may by ordinary resolution, appoint any person who is willing to act to be a director, either to fill a vacancy or as an addition to the existing Board, and remove any director howsoever appointed.

Power of Board to appoint directors

- 9.3 Without prejudice to the power of the Company to appoint any person to be a director, the Board may appoint any person who is willing to act as a director, either to fill a vacancy or as an addition to the existing Board.

Age limit

- 9.4 Any provision of the Statutes which, subject to the provisions of these articles, would have the effect of rendering any person ineligible for appointment as a director or liable to vacate office as a director on account of his having reached any specified age or of requiring special notice or any other special formality in connection with the appointment of any director over a specified age, shall not apply to the Company.

10. Meetings and Proceedings of Directors

Convening of meetings of directors

- 10.1 Subject to the provisions of these articles the Board may meet together for the despatch of business, adjourn and otherwise regulate their proceedings as they think fit. At any time any director may, and the Secretary at the request of a director shall, summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any director for the time being absent from the United Kingdom. Any director may waive notice of any meeting either prospectively or retrospectively.

Quorum

- 10.2 The quorum necessary for the transaction of business of the Board may be fixed from time to time by the Board and unless so fixed at any other number shall be two. A meeting of the Board at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the directors.

Chairman

- 10.3 The Board may elect from their number a chairman and a deputy chairman (or two or more deputy chairmen) and determine the period for which each is to hold office

Written resolutions

- 10.4 A resolution in writing signed by all the directors entitled to vote on that resolution (or in the event that there is only one director, a resolution in writing signed by that director) shall be as valid and effectual as a resolution duly passed at a meeting of the Board and may consist of several documents (including a telex, facsimile, cable, telegram or other electronic documents) each accurately stating the terms of the resolution and each signed by or emanating from the directors.

Validity of proceedings

- 10.5 All acts done by any meeting of the Board, or of any committee of the Board, or by any person acting as a director or as a member of any such committee, shall as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment of any of those persons so acting, or that any such persons were disqualified or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director or member of the committee and had been entitled to vote.

Video conferences/telephone meetings

- 10.6 Any director may participate in a meeting of directors by means of a video conference, telephone or similar communications system whereby all those participating in the meeting can hear and address each other. Such participation shall be deemed to constitute presence in person at such meeting for all purposes including that of establishing a quorum. A meeting held by such means shall be deemed to take place where the largest group of participators in number is assembled. In the absence of such a majority the location of the chairman shall be deemed to be the place of the meeting.

11. Committees of the Directors

Appointment and constitution of committees

- 11.1 The Board may delegate any of their powers or discretions (including without prejudice to the generality of the foregoing all powers and discretions whose exercise involves or may involve the payment of remuneration to or the conferring of any other benefit on all or any of the directors) to committees consisting of one or more directors and (if thought fit) one or more other named person or persons to be co-opted as hereinafter provided. In so far as any such power or discretion is delegated to a committee, any reference in these articles to the exercise by the Board of the power or discretion so delegated shall be read and construed as if it were a reference to the exercise of such power or discretion by such committee. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed by the Board. Any such regulations may provide for or authorise the co-option to the committee of persons other than directors and may provide for members who are not directors to have voting rights as members of the committee but so that the number of members who are not directors shall be fewer than one half of the total number of members of the committee.

Proceedings of committee meetings

- 11.2 The meetings and proceedings of any such committee consisting of two or more persons shall (with necessary changes only) be governed by the provisions of these articles regulating the meetings and proceedings of the Board, so far as the same are not superseded by any regulations made by the Board under the last preceding article.

12. Powers of Directors

General powers

- 12.1 The business and affairs of the Company shall be managed by the Board, who may exercise all such powers of the Company as are not by the Statutes or by these articles required to be exercised by the Company in general meeting subject nevertheless to any regulations of these articles, to the provisions of the Statutes and to such regulations as may be prescribed by

special resolution of the Company, but no regulation so made by the Company shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. The general powers given by this article shall not be limited or restricted by any special authority or power given to the Board by any other article.

Appointment of attorney

- 12.2 The Board may from time to time and at any time by power of attorney or otherwise appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these articles) and for such period and subject to such conditions as they may think fit, and any such appointment may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

Signature on cheques etc.

- 12.3 All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.

13. Alternate Directors

- 13.1 Any director may at any time by writing under his hand and deposited at the Registered Office, or delivered at a meeting of the Board, appoint any person (including another director) to be his alternate director and may in like manner at any time terminate such appointment. Such appointment, unless previously approved by the Board or unless the appointee is another director, shall have effect only upon and subject to being approved by the Board.
- 13.2 An alternate director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Board and shall be entitled to attend and vote as a director at any such meeting at which the director appointing him is not personally present and generally at such meeting to perform all functions of his appointor as a director and for the purposes of the proceedings at such meeting the provisions of these articles shall apply as if he (instead of his appointor) were a director. If he shall be himself a director (or shall attend any such meeting as an alternate for more than one director), his voting rights shall be cumulative but he shall not be counted more than once for the purposes of the quorum. Execution by an alternate director of any resolution in writing of the Board or a committee of the Board shall, unless the notice of his appointment provides to the contrary, be as effective as execution by his appointor. To such extent as the Board may from time to time determine in relation to any committees of the Board the foregoing provisions of this article shall also apply with necessary changes only to any meeting of any such committee of which his appointor is a member. An alternate director shall not (save as aforesaid) have power to act as a director, nor shall he be deemed to be a director for the purposes of these articles, nor shall he be deemed to be the agent of his appointor.

14. Secretary

The Secretary shall be appointed by the Board on such terms and for such period as they may think fit. Any Secretary so appointed may at any time be removed from office by the Board, but without prejudice to any claim for damages for breach of any contract of service between him and the Company. If thought fit two or more persons may be appointed as joint secretaries. The Board may also appoint from time to time on such terms as they may think fit one or more deputy and/or assistant secretaries.

15. Borrowing Powers

The Board may exercise all the powers of the Company to borrow money, to give guarantees and to mortgage or charge its undertaking, property and assets (present and future) and uncalled capital, and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

16. The Seal

16.1 The Board shall provide for the safe custody of the common seal of the Company which shall not be used without the authority of the Board or of a committee authorised by the Board in that behalf.

16.2 If the Company has a seal it shall be only used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the Secretary or second director.

16.3 Any instrument signed by one director and the Secretary or by two directors and expressed to be executed by the Company shall have the same effect as if executed under the common seal of the Company.

16.4 The Company may exercise the power conferred by the Statutes with regard to having an official seal for use abroad and such powers shall be vested in the Board.

17. Dividends

Final dividends

17.1 The Company may by ordinary resolution declare dividends but no such dividends shall exceed the sum recommended by the Board.

Interim dividends

17.2 In so far as in the opinion of the Board, the profits of the Company justify such payments, the Board may declare and pay the fixed dividends on any class of shares carrying a fixed dividend expressed to be payable on fixed dates on the half-yearly or other dates prescribed for the payment of such dividends and may also from time to time declare and pay interim dividends on shares of any class of such sums and on such dates and in respect of such periods as it thinks fit.

18. Notices

Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be modified accordingly.

19. Indemnity

19.1 Subject to the provisions of and so far as may be consistent with the Statutes, every director, auditor, Secretary or other officer of the Company shall be indemnified by the Company out of its own funds against and exempted by the Company from all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution or discharge of his duties or the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer

or employee of the Company and in which judgements is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

- 19.2 Without prejudice to the preceding article the Board shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, employees or auditors of any Relevant Company (as defined in the following article) or who are or were at any time trustees of any pension fund or employees' share scheme in which employees of any Relevant Company are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution or discharge of their duties or in the exercise or purported exercise of their powers or otherwise in relation to their duties, powers of offices in relation to any Relevant Company, or any such pension fund or employees' share scheme.
- 19.3 For the purpose of the preceding article "Relevant Company" shall mean the Company, any holding company of the Company or any other body, whether or not incorporated, in which the company or such holding company or any of the predecessors of the Company or of such holding company has or had any interest whether direct or indirect of which is in any way allied to or associated with the Company, or any subsidiary undertaking of the Company or of such other body.

20. Secrecy

Every director, manager, agent, auditor, secretary or other officer or employee of the Company shall be bound to observe strict secrecy with regard to all dealings and transactions of the Company and the affairs of its clients and of persons dealing with the Company and any other matters which come to their knowledge by virtue of their respective offices or employment, and shall, if and when required by the directors, sign a declaration to the above effect in such form as the directors may prescribe.