

**METRO BUSINESS (1995) LIMITED** (the "Company")

(Company Number 1347314)

**RESOLUTION IN WRITING** of members as a substitute for a formal resolution in general meeting.

We, the undersigned, being all of the members of the Company having the right to vote at general meetings, or authorised agents of such members, signify our assent to the passing of the resolution set out below to the effect that such resolution shall be deemed to be as effective as if it had been passed at a general meeting of the Company duly called and held.

**SPECIAL RESOLUTION**


THAT the regulations contained in the printed document annexed hereto and initialled for the purpose of identification be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

**ELECTIVE RESOLUTIONS**

THAT the company dispenses with the holding of annual general meetings pursuant to Section 366A of the Companies Act 1985 (as amended).

THAT the company hereby elects to dispense with the obligation to lay accounts and reports before the company in general meeting pursuant to section 252 of the Companies Act 1985 (as amended).

THAT the company hereby elects to dispense with the obligation to appoint auditors annually pursuant to Section 386 of the Companies Act 1985 (as amended).

  
.....

**SIGNED by**

**For and on behalf of Harrods Nominees Limited**

**DATED** 23<sup>rd</sup> January 2002



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SIGNED by *R J Fauquier*

For and on behalf of Metro Business Aviation Limited

DATED 23<sup>rd</sup> January 2002

# ARTICLES OF ASSOCIATION

Of

## METRO BUSINESS (1995) LIMITED

(Company No. 1347314)

Adopted by Special Resolution passed by written resolution on 23<sup>rd</sup> January 2002

### PRELIMINARY

1.

- (1) The regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter called "**Table A**") shall apply to the Company in so far as they are varied or excluded by or are inconsistent with these articles.
- (2) Regulation 1 of Table A shall apply to the Company as if references in it to "these regulations" included references to these articles; and these articles shall also be interpreted as if the Interpretation Act 1978 applied to them in the same manner as, and to the same extent to which, it applies to Table A.
- (3) In these articles –
  - (a) references to a power are to a power of any kind, whether administrative, discretionary or otherwise; and
  - (b) references to the seal are to the common seal (if any) of the Company and an official seal (if any) kept by the Company by virtue of Section 40 of the Companies Act 1985 (hereinafter called the "**Act**"), or either of them as the case may require.

2. Regulations 24, 54, 57, 64, 94 to 97 (inclusive), and 118 in Table A shall not apply to the Company.

### ALLOTMENT OF SHARES

3. Subject to the provisions of the Act and these articles, the unissued shares in the Company shall be at the disposal of the directors, who may issue, offer, allot, grant options over or otherwise dispose of them to such persons and on such terms, subject to such rights or restrictions, as the directors think fit.
4. Sections 89(1) and 90(1) to (6) (inclusive) of the Act, in their application to allotments by the Company of equity securities, are hereby excluded.

## **SHARE CERTIFICATES**

5. Regulation 6 in Table A shall apply to the Company as if the words "shall be sealed with the seal and" were omitted,

## **TRANSFER OF SHARES**

6. Regulation 23 in Table shall apply to the Company as if the instrument of transfer of any share shown in the memorandum of association to have been taken by a subscriber to it need not be executed by or on behalf of the transferee, even where the share is not fully paid.
7. The directors may, unless otherwise directed by a member or members holding a majority in nominal value of the issued ordinary shares in the Company, in their absolute discretion, and without giving any reason, decline to register any transfer of any share, whether or not fully paid.

## **NOTICE OF GENERAL MEETINGS**

8. Notice of every general meeting shall be given to all members (other than any who, under the provisions of these articles or any restrictions attached to any shares, are not entitled to receive such notice) and to the auditors. The last sentence of Regulation 38 in Table A shall not apply to the Company.

## **PROCEEDINGS AT GENERAL MEETINGS**

9. Where the Company has only one member, Regulation 40 in Table A shall apply to the Company as if the reference to two persons were a reference to one, and the word "each" were omitted.

## **VOTES OF THE MEMBERS**

10. Subject to any rights or restrictions attached to any shares on a show of hands every member who is present in person or by proxy or (being a corporation) by a duly authorised representative shall have one vote (provided that if he is present in more than one capacity he shall not have more than one vote on a show of hands), and on a poll every member shall have one vote for every share of which he is the holder.

## **DELIVERY OF PROXIES**

11. Regulation 62 in Table A shall apply to the Company as if, after the words "in a manner so permitted", there were inserted the words "or in such other manner as the directors may determine".

## **DIRECTORS**

12. Unless otherwise determined by ordinary resolution the number of directors (other than alternate directors) shall not be subject to any maximum but, except where the Company has only one member, shall not be less than two.

## **APPOINTMENT RETIREMENT AND REMOVAL OF DIRECTORS**

13. Regulations 73 to 80 (inclusive) and the last sentence of Regulations 84 in Table A shall not apply to the Company.
14. A member or members holding a majority in nominal value of the issued ordinary shares in the Company may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director, and may remove from office any director however appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members concerned or, in the case of a corporate member, by its duly authorised representative, and delivered to the office or tendered at a meeting of the directors or a general meeting of the Company.
15. The directors may appoint any person who is willing to act to be director, either to fill a vacancy or as an additional director.
16. 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 additional director and, without prejudice to the provisions of the Act, may by ordinary resolution remove a director from office.
17. The removal of a director under these articles shall be without prejudice to any claim the director may have for breach of any contract of service between him and the Company.
18. No person shall be disqualified from being or becoming a director by reason of his attaining or having attained the age of 70 or any other age, nor shall it be necessary by reason of his age to give special notice under the Act of any resolution appointing, re-appointing or approving the appointment of a director.

## **PROCEEDINGS OF DIRECTORS**

19. A director who has duly declared his interest (so far as he is required to do so) may vote at a meeting of the directors or of a committee of the directors on any resolution concerning a matter in which he is interested, directly or indirectly. If he does, his vote shall be counted; and whether or not he does, his presence at the meeting shall be taken into account in calculating the quorum.

20. Where the Company has only one member and only one director, that director may exercise all the powers conferred on the directors by Regulation 70 in Table A or otherwise by virtue of these articles, notwithstanding any restriction in Regulation 89 (as to the quorum for the transaction of the business of the directors) or Regulation 90 (as to the purposes for which a sole continuing director may act).

## **DIVIDEND**

21. Regulation 106 in Table A shall apply to the Company as if, after the words "to the order of", there were inserted the words "or to".

## **MEETINGS BY CONFERENCE FACILITIES**

22. A meeting of the directors may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able:

- (1) to hear each of the other participating directors addressing the meeting; and
- (2) if he so wishes, to address each of the other participating directors simultaneously.

whether directly, by conference telephone or by any other form of communications equipment (whether in use when this Articles 23 is adopted or developed subsequently) or by a combination of such methods. A quorum shall be deemed to be present if those conditions are satisfied in respect of at least the number of directors required to form a quorum. A meeting held in this way shall be deemed to take place at the place where the largest group of directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates. Any director may, by prior notice to the secretary, indicate that he wishes to participate in the meeting in such manner, in which event, the directors shall procure that an appropriate conference facility is arranged.

## **INDEMNITY**

23. Subject to the provisions of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled:

- (a) every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability, loss or expenditure incurred by him in defending any proceedings, whether civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted to be done by him as an officer or auditor of the Company and in which he is acquitted, or incurred in connection with any application in which relief is granted to him by the court from liability in respect of any such act or omission or from liability to pay any amount in respect of shares acquired by a nominee of the Company; and
  - (b) the directors may purchase and maintain insurance at the expense of the Company for the benefit of any director or other officer or auditor of the Company against any liability which may attach to him or loss or expenditure which he may incur in relation to anything done or omitted to be done or alleged to have been done or omitted to be done as a director, officer or auditor.
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