

Company Number 01870532

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
of
PETER EVANS & ASSOCIATES LIMITED
("the Company")

10 July 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the Director of the Company proposes that the following resolution be passed as a Special Resolution ("the Resolution")

Special Resolution

"**THAT** the Company adopts the document attached hereto as its New Articles of Association in substitution for and by way of replacement of its existing Articles of Association "

Agreement

The undersigned, being the holder of the entire issued share capital of the Company and the only person entitled to vote on the Resolution on 10 July 2012, hereby irrevocably agrees to the Resolution

S. Evans

Director

For and on behalf of Peter Evans Limited

Dated

10 July

2012

WEDNESDAY



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A04

11/07/2012

#98

COMPANIES HOUSE

Company No: 01870532

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

Of

PETER EVANS & ASSOCIATES LIMITED

("the Company")

WEDNESDAY

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#99

(as adopted by Special Resolution passed 10 July 2012)

PART 1: INTRODUCTION

1 Introduction

- 1 1 The articles constituting Schedule 1 to the Companies (Model Articles) Regulations 2008 ('Schedule 1') shall apply to the company except in so far as they are excluded or varied by these articles
- 1 2 Any expression defined in Article 1 of Schedule 1 shall bear the same meaning in these articles unless the context requires otherwise
- 1 3 In these articles
- 1 3 1 'holding company' means a company which is the registered holder of not less than 90% of the issued shares, and
- 1 3 2 'controlling shareholder' means a member registered as the holder of not less than 90% of the issued shares of the company

PART 2: DIRECTORS

2 Directors' decisions

- 2 1 For Article 13 of Schedule 1 there shall be substituted the following
'Exclusion of casting vote

13 If the numbers of votes for and against a proposal are equal, no person shall have a second or casting vote'

2 2 In Article 14 of Schedule 1, in paragraph (1) there shall be substituted for the words following 'in which a director is interested' the words 'that director is to be counted as participating in the decision-making process for quorum or voting purposes provided that the director discloses the interest in accordance with either Section 177 or Section 182 of the Act (as the case may be)'

2 3 In Article 14 of Schedule 1, paragraphs (2) to (4) inclusive shall be omitted

2 4 A sole director may exercise all the powers and discretions given to the company by these articles

2 5 Insofar as it is lawful to do so, the holding company or a controlling shareholder may from time to time give written notice to the company in accordance with Article 8, restricting any or all of the powers of a sole director or of the directors (as the case may be) in the respects and to the extent specified in the notice, in which case

2 5 1 no person dealing with the company shall be concerned to see or enquire as to whether the powers of the director or directors have been restricted in any way under this article 2 5, and

2 5 2 no transaction entered into by the company (including but not limited to the acceptance of any obligation or the grant of any security) with any third party shall be invalid or ineffectual, unless the third party had express notice that the transaction was in excess of the powers of the director or directors at the time it was entered into

3 Appointment of directors

3 1 The number of directors is not subject to any maximum, unless the company by ordinary resolution decides otherwise The minimum number of directors is one

3 2 Any person who is willing to act may be appointed as a director

3 2 1 by the company passing an ordinary resolution, or

3 2 2 by the holding company or the controlling shareholder at any time giving written notice to the company in accordance with Article 8

3 3 The appointment of a director under article 3 2 may be either to fill a vacancy or as an additional director

3 4 A director shall not be required to hold any share qualification

3 5 Article 17 of Schedule 1 shall not apply to the company

4 Termination of director's appointment

- 4 1 The holding company or the controlling shareholder may at any time give written notice to the company in accordance with article 8, removing any director (however appointed) from office
- 4 2 Where a managing director is removed from office under article 4 1, that removal
- 4 2 1 shall be deemed to be an act of the company, and
- 4 2 2 shall in no way prejudice any claim for damages which he may have in respect of the consequent termination of his executive office
- 4 3 In Article 18 of Schedule 1, in paragraph (f) there shall be substituted for the words 'notification is received by the company from the director' the words 'the director leaves at the company's registered office notification'

PART 3. SHARES AND DISTRIBUTIONS

5 Issue of shares

- 5 1 The company is a private company and accordingly
- 5 1 1 no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the company, and
- 5 1 2 no allotment or agreement to allot (whether for cash or otherwise) shall be made of 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
- 5 2 The directors may not, without the consent of the holding company or the controlling shareholder, given in accordance with Article 8
- 5 2 1 allot, agree to allot or put under option any shares in the company, or
- 5 2 2 grant rights to subscribe for or to convert any security into shares in the company
- 5 3 In Article 22 of Schedule 1, in paragraph (1) there shall be substituted for the words following 'such rights or restrictions' the words 'as may be determined by special resolution or attach such rights or restrictions to existing shares'

6 Procedure for declaring dividends

- In Article 30 of Schedule 1, after paragraph (7) there shall be added the following paragraph
- '(8) If any share is issued on terms providing that it ranks for dividend as from a particular date or to a particular extent, that share ranks for dividend accordingly '

PART 4: DECISION-MAKING BY SHAREHOLDERS

7 Proceedings at general meetings

- 7 1 Notice of a general meeting of the company need not be sent to a director in his capacity as such and Section 310(1)(b) of the Act shall be excluded accordingly
- 7 2 In Article 38 of Schedule 1, the existing article shall be renumbered 38(1) and there shall be added the following paragraph
- '(2) One person entitled to vote shall be a quorum if that person is
- (a) a duly authorised representative of the holding company, or
- (b) the controlling shareholder or his proxy '
- 7 3 In Article 44 of Schedule 1
- 7 3 1 in paragraph (2)(c) there shall be substituted for the words 'two or more persons having the right to vote on the resolution, or' the words 'any person having the right to vote on the resolution',
- 7 3 2 paragraph (2)(d) shall be deleted
- 7 4 At any time when the company has only one member
- 7 4 1 any decision that may be taken by the company in general meeting may be taken by that member solely, and
- 7 4 2 such a decision is as effective as if agreed by the company in general meeting
- 7 5 Where a sole member takes a decision under article 7 4, he must (unless that decision is taken by way of a written resolution) provide the company with written details of that decision

PART 5: ADMINISTRATIVE ARRANGEMENTS

8 Notices etc by holding company or controlling shareholder

- 8 1 This Article applies to any notice given to the company by the holding company or controlling shareholder under any of articles 2 5, 3.2 2 or 4
- 8 2 Any notice or consent referred to in article 8 1 must be in writing and sent or supplied to the company in accordance with Article 48 of Schedule 1
- 8 3 Any notice or consent by the holding company must be signed on its behalf by
- 8 3 1 any two of its directors, or
- 8 3 2 any one of its directors and its secretary, or
- 8 3 3 some other person duly authorised for the purpose
- 8 4 Any notice or consent by the controlling shareholder must be signed by that shareholder