

THE COMPANIES ACT, 1985

AN UNLIMITED COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

NATWEST EQUITY PARTNERS GROUP

(Adopted by Special Resolution dated 31 January 1990)

(Amended by Written Resolution passed on 22 September 1997)

(Amended by Written Resolution passed on 7 September 2000)

1. The name of the Company is "NATWEST EQUITY PARTNERS GROUP"
2. The registered office of the Company will be situate in England and Wales.
3. The Objects of the Company are:
 - (1) To establish and carry on the business of advisers, experts, consultants and negotiators in matters relating to finance and investment, including shares, stocks, debentures and debenture stock, bonds, obligations, mortgages, investment trusts, unit trusts, life assurance and other insurance policies, pension schemes and annuities, issued or guaranteed by any individual or company with limited or unlimited liability constituted or carrying on business in the United Kingdom or elsewhere, or any government, sovereign ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad and land of freehold, leasehold or any other tenure and any estate of interest therein, commodities and currencies as may from time to time be decided upon by the Directors.
 - (2) To receive securities and valuables for safe custody or otherwise and on any terms; to borrow, raise or take up money; to deposit money with or without security with other companies, persons, firms, or associations, whether bankers or not; to draw, make, accept, endorse, negotiate, discount, buy, sell, deal in, and make advances against, bills of exchange, promissory notes, coupons, cheques, drafts, shipping and other documents of title to goods and merchandise warrants, debentures, bonds, certificates, scrip and other instruments, and securities of all or any kinds, whether transferable or negotiable or not.

* The Company was incorporated under the name County Holdings Limited and changed its name to County Limited by Special Resolution passed on 23 May 1986. The name of the Company was changed to County NatWest Ventures (Group) Limited on 12 December 1989 and then to NatWest Equity Partners Group Limited on 29 September 1997.



- (3) To buy, sell and deal in bullion, specie, precious metals and the like.
- (4) To subscribe for, purchase, acquire by any means, hold, issue on commission or otherwise, or take part in or assist in the issue of, underwrite and deal with and in, stocks, funds, shares, debentures, debenture stock, bonds, obligations and securities and investments of all kinds, whether of governments, municipalities and public bodies, or of corporations, companies, firms, undertakings, or associations, incorporated or not, and wherever established or constituted; to negotiate loans and advances ; and to undertake and act in the service, redemption, or payment of the coupons or interest and principal of any such securities, whether issued by this Company or by third parties, and in the collection and administration of revenues or property assigned as security for any issue.
- (5) To guarantee payment of money or the discharge or performance of, or provide security for the performance of, any contracts or obligations by, and to give or provide security, bonds, indemnities, or guarantees for, any government, body, corporation, company, association, firm, or person, and to give and take counter-guarantees.
- (6) To undertake, as agents or otherwise, the collection, payment, remittance and investment of money, transmission of securities and valuables, the management custody, or control of property.
- (7) To acquire and undertake all or any part of the business, property and liabilities of any person, firm, company or association carrying on any business which this Company is authorised to carry on, or possessed of property suitable for any of the purposes of this Company; and to carry on any business so acquired, or to form any company or companies to take over or carry on the same, and to subscribe to or provide in any manner or guarantee the capital of any such company or companies, or any part thereof, or interest or dividends thereon, and on any terms.
- (8) To form and promote any company or companies for the purpose of acquiring all or any property or liabilities of this Company, or for the purpose of carrying on any branch or agency of the Company, or of acting in conjunction with the Company for any purpose which may seem directly or indirectly calculated to benefit the Company or to facilitate the carrying on of its operations; and to accept, take, subscribe, underwrite, or guarantee any shares or securities of any company so formed.
- (9) To carry on, pending sale or realisation, any business or property the Company may, as mortgagees or otherwise, have taken possession of or acquired by foreclosure or by any other means.
- (10) To undertake and execute or supervise, manage or control the carrying out of any trusts; to undertake and execute, either alone or jointly with others, the office of trustee, custodian trustee, executor, administrator, or any other office of trust or confidence; to perform and discharge the duties incident to any such office, and to transact all kinds of business arising in connection therewith.
- (11) To undertake the office of receiver, treasurer, or auditor, and to keep for any company, government, authority, or body any register relating to stocks, funds, or securities; and to undertake any duties in relation to the registration of transfers, the issue of certificates, or otherwise.

- (12) To take or concur with others in taking any steps or proceedings (including the giving of financial assistance or the undertaking of any guarantee or obligation, or otherwise) which may be deemed calculated or expedient to uphold or support the credit of the Company or of any bank or financial or other institution.
- (13) To make and carry out arrangements by way of joint adventure, co-ownership, working agreements, amalgamation, co-operation, or for sharing or pooling profits or losses, or otherwise, with any other company, association, firm or individuals.
- (14) To extend any business or operations of the Company for the time being in any direction, and open and initiate new branches or developments thereof which it may be convenient to carry on in connection therewith; and to adopt any means, by advertising or otherwise, of making known the business and operations of the Company.
- (15) To purchase, take on lease, or otherwise acquire, hold, develop, improve, turn to account, and let, sell or otherwise dispose of, any lands, buildings, chattels, real or personal property, rights and privileges which may be suitable or convenient for the purposes of the Company, or directly or indirectly conducive to its interests, whether required for immediate use or in anticipation of the future requirements or developments of the Company's business; to acquire any property calculated to facilitate by exchange the acquisition of other property, or the beneficial realisation of any securities or property held by the Company, or to prevent or diminish any apprehended loss or liability to take or give in exchange any property; and to erect, construct, reconstruct, or alter, equip, furnish, and adapt buildings, works, and conveniences for the purposes of the Company, or the beneficial occupation, use, letting, or realisation of any property or otherwise.
- (16) To acquire any property, securities, or rights, either as an entirety or any undivided or other share of interest therein, or any option or other right in relation thereto, and either absolutely or by way of lease, hire, or otherwise, and either subject or not subject to any conditions or obligations, and pay for the same either in cash, shares, or other securities of the Company, or otherwise, and subject to any conditions.
- (17) To borrow or raise money on any terms as to repayment or otherwise, and secure the same by bonds, debentures, debenture stock, perpetual or otherwise, mortgages, or by negotiable or other instruments, and to mortgage or charge all or any of the property and uncalled capital, or capital called but unpaid, or the undertaking, of the Company, or any part thereof.
- (18) To take all steps necessary to procure and maintain the legal recognition of the Company, and to enable it to carry on business in or otherwise to comply with the laws of any country or place, or register the Company or constitute or incorporate it as anonymous or other society in any country or place.
- (19) To apply for, obtain, adopt, and act under or in accordance with, any charter, decree, concession, licence, special Act of law, of or from any government or other authority or department, and oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company.
- (20) To make donations or grant gratuities, pensions, or allowances or participations to, and to establish, support, organise and contribute to schemes for the benefit of employees or ex-employees of the Company, or the dependants or connections of such persons, or any other persons or for any objects, and subscribe or guarantee money for any exhibition or for any public, general, useful, or charitable or benevolent purpose.

- (21) To sell, exchange, divide, lease, let, mortgage, or otherwise dispose of, or deal with, any business, lands, buildings, securities, rights, or other property, or the whole undertaking of the Company, or any part thereof, or any option or other right in relation thereto, or any share or interest therein.
- (22) On any sale, disposition, or arrangement, to accept payment, in whole or in part, in cash, shares, debentures, or other securities whatever, and subject or not to any restriction as to transfer or otherwise.
- (23) To distribute amongst the Shareholders any shares, securities, or other property for the time being belonging to the Company, but so that no distribution amounting to a reduction of capital be made, except in manner or with the sanction, if any, for the time being required by law.
- (24) To do all of any of the above things in any part of the world, either as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors, or otherwise, and to enter into contracts in relation thereto.
- (25) To carry on any other business and do all other things whatsoever, whether of the like or other nature which may be conveniently carried on and done in connection with the above objects, or which may be calculated directly or indirectly to enhance the value of or render profitable any business, property, or rights of the Company.

The objects hereinbefore respectively specified in each paragraph hereof shall not be in any way limited or restricted by reference to or inference from the terms of any other of the said paragraphs or the name of the Company.

- 4. Any Capital or any part of the Capital of the Company, original or increased, and whether issued or not, may be divided into such classes, and may be issued with, and may from time to time have attached thereto, or be made subject to, such preferential, qualified, special, or deferred rights or conditions, as regards dividends, capital, voting or otherwise, and be held on such terms as may be provided by the Articles of Association and regulations of the Company for the time being.

Number of Shares
Taken by each
Subscriber

CHARLES ABRAMS
Barrington House
59-67 Gresham Street
London EC2V 7JA

Solicitor

One

JULIE E. CHAMBERS
Barrington House
59-67 Gresham Street
London EC2V 7JA

Solicitor

One

Total Shares taken

Two

Dated this 28th day of February 1985.

Witness to the above Signatures:-

CHRISTOPHER I JOHNSON-GILBERT

Barrington House
59-67 Gresham Street
London
EC2V 7JA

Solicitor

THE COMPANIES ACT, 1985

AN UNLIMITED COMPANY HAVING A SHARE CAPITAL

NEW ARTICLES OF ASSOCIATION

of

NATWEST EQUITY PARTNERS GROUP

(Adopted by Special Resolution dated 31 January 1990)
(Amended by Written Resolution passed on 22 September 1997)
(Amended by Written Resolution passed on 7 September 2000)

1. **PRELIMINARY**

- 1.1 The regulations contained in Table A as prescribed at the date of the adoption of these Articles for the purposes of Section 8 of the Companies Act 1985 (such Table being hereinafter referred to as "Table A") shall apply to the Company (save in so far as they are excluded or varied hereby) and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- 1.2 In these Articles the expression "the Act" means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force.

2. **SHARE CAPITAL**

- 2.1 The authorised share capital of the Company at the date of adoption of these Articles is £35,000,000 divided into 35,000,000 Ordinary shares of £1 each.
- 2.2 Subject to the provisions of the Act the Directors are hereby authorised to exercise the powers of the Company to offer, allot, agree to allot, grant any right to subscribe for, or to convert any security into, and otherwise dispose of any shares in the capital of the Company for the time being unissued to such persons (including any Directors) at such times and generally on such terms and conditions as they think proper but subject to any direction to the contrary given by the Company in General Meeting and to the terms on which any shares are created or issued and provided that no shares shall be issued at a discount contrary to the Act.
- 2.3 Section 89(1) and Section 90(1) to (6) inclusive of the Act shall not apply to any allotment of equity securities by the Company pursuant to any authority conferred on the Directors pursuant to the Act.

- 2.4 The Company is a private company and, accordingly, it may not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company or allot or agree to allot (whether for cash or otherwise) any shares in all or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.
- 2.5 Subject to the provisions of the Act, any shares may be issued which are to be redeemed or are liable to be redeemed at the option of the Company or the holder of such shares on such terms and in such manner as may be provided by the Articles for the time being of the Company or as the Company may by resolution determine. Regulation 3 of Table A shall not apply.
- 2.6 Subject to the provisions of the Act, the Company may enter into any contract for the purchase of all or any of its shares of any class (including any redeemable shares) and any contract under which it may, subject to any conditions, become entitled or obliged to purchase all or any of such shares and may make payments in respect of the redemption or purchase of such shares otherwise than out of distributable profits or the proceeds of a fresh issue of shares. Every contract entered into in pursuance of this Article shall be authorised by such resolution of the Company as may for the time being be required by law but subject thereto the Directors shall have full power to determine or approve the terms of any such contract. Neither the Company nor the Directors shall be required to select the shares in question rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares. Subject to the provisions of the Act, the Company may agree to the variation of any contract entered into in pursuance of this Article and to release any of its rights or obligations under any such contract. Notwithstanding anything to the contrary contained in the Articles, the rights attaching to any class of shares shall not be deemed to be varied by anything done by the Company in pursuance of this Article. Regulation 35 of Table A shall not apply.
- 2.7 The Company may by special resolution –
- 2.7.1 increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
 - 2.7.2 consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
 - 2.7.3 subdivide its shares, or any of them, into shares of a smaller amount than its existing shares;
 - 2.7.4 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;
 - 2.7.5 reduce its share capital and any share premium account in any way
- Regulations 32 and 34 of Table A shall not apply to the Company.

3. **TRANSFER OF SHARES**

- 3.1 The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of any share, whether or not a fully paid share, and Regulation 24 of Table A shall not apply to the Company.

4. **NOTICE OF MEETINGS**

- 4.1 The words " or a resolution appointing a person as a director" in Regulation 38 of Table A shall not apply to the Company.
- 4.2 The words "at least seven clear days' notice" shall be substituted for the words "at least fourteen clear days' notice" in regulation 38 of Table A.

5. **CONDUCT OF MEETINGS**

- 5.1 At any General Meeting a poll may be directed by the Chairman or demanded by any Member present in person or by proxy. Regulation 46 of Table A shall be modified accordingly.
- 5.2 A proxy shall be entitled to vote on a show of hands. Regulation 54 shall be modified accordingly.
- 5.3 Regulation 62 of Table A shall not apply to the Company.
- 5.4 If and for so long as the Company has only one member, that member present in person or by proxy or, if that member is a corporation, by a duly authorised representative, shall be a quorum and Regulation 40 shall not apply to the Company.
- 5.5 If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved. Regulation 41 shall not apply to the Company.
- 5.6 If and for so long as the Company has only one member and that member takes any decision which is required to be taken in General Meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in General Meeting.
- 5.7 Any decision taken by a sole member pursuant to 5.6 above shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book.

6. **VOTES OF MEMBERS**

- 6.1 If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting.

7. **NUMBER OF DIRECTORS**

- 7.1 The minimum number of Directors shall be three and there shall be no maximum number. Regulation 64 of Table A shall not apply.

8. **DELEGATION OF POWERS OF DIRECTORS**

- 8.1 In addition to the powers to delegate contained in Regulation 72, the Directors may delegate any of their powers to any committee consisting of one or more Directors and one or more co-opted persons. Insofar as any such power is so delegated any references in the Regulations of these Articles to the exercise by the Directors of such power shall be read and constructed as if it were a reference to such committee. The Directors may authorise the co-option to such a committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee but so that with the exception of any committee which is to be appointed at the request of the holding company from time to time, (i) the number of co-opted members shall be less than one-half of the total number of members of the committee and (ii) no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are Directors. Regulation 72 shall be modified accordingly.

9. **ALTERNATE DIRECTORS**

- 9.1 An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Regulation 66 in Table A shall be modified accordingly.
- 9.2 A Director, or any such other person as is mentioned in Regulation 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director.
- 9.3 An alternate Director shall, except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company and each alternate Director whilst so acting shall exercise and discharge all the functions, powers and duties of the Directors whom he represents and shall without prejudice to the generality of the foregoing be entitled, in the absence from the United Kingdom of the Director appointing him, to sign on his behalf a Resolution in writing of the Directors. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director and Regulation 67 shall not apply to the Company.
- 9.4 The following words shall be added at the end of Regulation 89 of Table A, namely: "For the purposes of this Regulation an alternate shall be counted in a quorum separately in respect of each of the Directors for whom he has been appointed alternate but so that no less than two individuals shall constitute a quorum".

10. **APPOINTMENT AND RETIREMENT OF DIRECTORS**

- 10.1 The Directors shall not be obliged to retire from office by rotation and Regulations 73 to 75 of Table A inclusive, the words “other than a director retiring by rotation “ in Regulation 76 of Table A, the words “(other than a director retiring by rotation at the meeting)” in Regulation 77 of Table A, the words “and may also determine the rotation in which any additional directors are to retire” in Regulation 78 of Table A, the last two sentences of Regulation 79 of Table A and the last sentence of Regulation 84 of Table A shall not apply to the Company.
- 10.2 There shall not be any age limit for Directors and subsections (1) to (6) of Section 293 of the Act shall not apply to the Company. Regulation 81(a) of Table A shall be modified accordingly.
- 10.3 The office of a Director shall be vacated not only upon the happening of any of the events mentioned in Regulation 81 of Table A but also if he is removed from office pursuant to these Articles or if he becomes incapable by reason of illness (including, without limitation, mental illness or disorder) or injury of managing or administering any property or affairs of his own or of the Company and the Directors resolve that his office be vacated. Regulation 81 of Table A shall be modified accordingly.
- 10.4 The appointment of any person to any office pursuant to Regulation 84 of Table A may at any time be revoked by the Directors, without prejudice to any rights of the holder of such office in respect of such revocation.
- 10.5 The holders or holder 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 may, by memorandum in writing signed by him or them or by their duly authorised attorneys (or in the case of a Member being a company, signed by one of its directors or officers on its behalf) or in such other form as the Directors may accept, and left at or sent to the Registered Office of the Company, at any time or from time to time appoint any person to be a Director of the Company or remove any Director from office.

11. **PROCEEDINGS OF DIRECTORS**

- 11.1 A Director absent or intending to be absent from the United Kingdom may request the Directors during his absence to send notices of meetings of the Directors to him at such address within the United Kingdom as he may give to the Company for this purpose but in the absence of such a request it shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. No chairman shall have a second or casting vote. Regulation 88 of Table A shall be modified accordingly.
- 11.2 A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of Section 317 of the Act) with the Company shall declare the nature of his interest at a meeting of the Directors or of any committee of the Directors in accordance with that Section. Subject where applicable to such disclosure a Director may vote at a meeting of Directors or of a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company and Regulation 94 of Table A shall not apply to the Company.

- 11.3 The Directors may dispense with the keeping of attendance books for meetings of the Directors of committees of the Directors. Regulation 100 of Table A shall be modified accordingly.

12. **OFFICIAL SEAL**

- 12.1 The seal shall only be affixed with the authority of the Directors and in the presence of any one of the following, that is to say, a Director, the Secretary or other authorised individual (being an individual authorised for this purpose by the Directors). Every instrument to which the seal is affixed shall be signed by one of the persons aforesaid in whose presence it was affixed.

13. **NOTICES**

- 13.1 The figure "24" shall be inserted in substitution for the figure "48" in the second sentence of Regulation 115 of Table A. Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.

The Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

NATWEST EQUITY PARTNERS GROUP LIMITED

Dated this 7th day of February 2000

The following resolutions were agreed to as written resolutions of the Company on 7th February 2000 which would otherwise have been required to be Special Resolutions.

1. that clauses 4 and 5 of the Memorandum of Association of the Company be deleted and clause 1 be altered to replace the word "Limited" with "Unlimited".
2. that the regulations contained in the print of the Articles of Association, for the purpose of identification signed on behalf of the Member of the Company, be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association; and
3. that the Company be re-registered as unlimited.

Ruth Nicholson

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Company Secretary

07-02-2000

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Date