

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

EUXTON HOUSE LIMITED

(Company Number: 1950511)

On *27 March* 2009 the following resolution was passed by the Company as a special resolution in accordance with Chapter 2 of Part 13 of the Companies Act 2006:

THAT the articles of association attached to this Resolution be 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.

[Signature]
.....

Director

TUESDAY



LD7 *L7Z318MP* 237
31/03/2009
COMPANIES HOUSE

ANNEX

Articles of Association

Company no: 1950511

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

EUXTON HOUSE LIMITED

(adopted by written special resolution passed on 27 March 2009)

PRELIMINARY

1. In these Articles, "Table A" means Table A in the Schedule to the Companies (Table A to F) Regulations 1985 as amended at the date of adoption of these Articles.
2. The regulations contained in Table A as it relates to a private company limited by shares shall apply to the Company save in so far as they are excluded or modified by these Articles and, subject to any such exclusions or modifications, shall together with these Articles constitute the articles of association of the Company to the exclusion of any other regulations set out in any statute or in any statutory instrument or other subordinate legislation.
3. Save as otherwise provided in these Articles, words and expressions defined in Regulation 1 of Table A shall have the same meaning in these Articles.
4. In these Articles:
 - (a) the expression "**holding company**" has the meaning given in section 1159 of the 2006 Act;
 - (b) the expressions "**electronic form**" and "**hard copy form**" have the meanings given in section 1168 of the 2006 Act;
 - (c) the "1985 Act" means the Companies Act 1985; and
 - (d) the "2006 Act" means the Companies Act 2006,and any reference in these Articles to any provision of the 1985 Act or the 2006 Act shall include a reference to any statutory modification or re-enactment of that provision for the time being in force.
5. Regulations 3, 26, 41, 46, 54, 64 to 66 (inclusive), 69, 76 to 79 (inclusive), 81, 84, 90, 93, 94 to 98 (inclusive), 101 and 118 of Table A shall not apply to the Company.

6. The Company is a private company and accordingly the Company shall not offer to the public any shares in or debentures of the Company and shall not allot or agree to allot any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered to the public.

SHARE CAPITAL

7. Subject to the provisions of the 2006 Act and without prejudice to Article 8 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 these Articles or as the Company may, by resolution, determine.
8. The directors are generally and unconditionally authorised for the purposes of section 80 of the 1985 Act for a period of five years from the date of adoption of these Articles to exercise all the powers of the Company to allot relevant securities (as defined in section 80(2) of the 1985 Act) up to a maximum nominal amount equal to the nominal amount of the unissued share capital of the Company at the date of adoption of these Articles and the directors may, after that period, allot relevant securities (as defined in section 80(2) of the 1985 Act) under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by ordinary resolution of the Company in general meeting.
9. In accordance with section 91(1) of the 1985 Act, sections 89(1) and 90(1) to (6) (inclusive) of the 1985 Act shall not apply to the Company.
10. All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the directors propose to issue shall first be offered to the members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in general meeting shall by special resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such special resolution as aforesaid shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the members. The foregoing provisions of this paragraph (b) shall have effect subject to Section 80 of the 1985 Act.

LIEN

11. The lien conferred by Regulation 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of

two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 in Table A shall be modified accordingly.

CALLS ON SHARES

12. The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

TRANSFER OF SHARES

13. The first sentence of Regulation 24 of Table A shall not apply to the Company and the directors shall have no discretion to refuse to register a transfer of any share save only in the circumstances set out in the second sentence of Regulation 24 of Table A.
14. Notwithstanding any other provision contained in these Articles, the directors shall not refuse to register any transfer of shares, nor may they suspend registration thereof, where such transfer:

- (a) executed in favour of or by any bank or institution to whom such shares have been charged or pledged by way of security, or in favour of any nominee of such bank or institution; and
- (b) in the case of any transfer by such bank or institution or its nominee such transfer is executed pursuant to the power of sale or enforcement under such security,

and, in each case, a certificate by any official of such bank or institution that the shares were so charged or pledged and the transfer so executed shall be conclusive evidence of such facts.

15. In the event of any conflict between the provisions of Articles 13 and 14 on the one hand and any other provision of these Articles on the other, the provisions of Articles 13 and 14 shall prevail and apply to the exclusion of any other article.

PROCEEDINGS AT GENERAL MEETINGS

16. A notice convening a general meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Regulation 38 in Table A shall be modified accordingly. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, and the appointment of, and the fixing of the remuneration of, the auditors.
17. The following sentence shall be added at the end of Regulation 40 of Table A: "For so long as the Company shall have only one member, one person entitled to vote upon the business to be transacted being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum."

18. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands, a poll is demanded by the chairman or by any member having the right to vote at the meeting and a demand by a person as a proxy for a member shall be the same as a demand by the member.
19. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine; and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, or if during the adjourned meeting such a quorum ceases to be present such adjourned meeting shall be dissolved.

VOTES OF MEMBERS

20. Subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote and on a poll every member shall have one vote for every share of which he is the holder. Section 372(2)(c) of the 1985 Act shall not apply.
21. An instrument appointing a proxy may be deposited at any time up to the time appointed for holding the meeting or adjourned meeting either at the registered office of the Company or any place specified by the directors for the deposit of proxies or may be delivered to the chairman of the meeting at the commencement of the meeting or adjourned meeting. The provisions of Regulations 56 and 62 of Table A shall be modified accordingly.
22. In the case of a corporation, a director or the secretary thereof shall be deemed to be a duly authorised representative.

NUMBER OF DIRECTORS

23. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum. The minimum number of directors shall be one. If and so long as there is a sole director, he may exercise all the powers vested in the directors by these Articles or Table A.

ALTERNATE DIRECTORS

24. Any director or any director of any holding company of the Company (other than an alternate director) may appoint any other person willing to act, whether or not he is a director of the Company, to be an alternate director and may remove from office an alternate director so appointed by him.
25. Save as otherwise provided in these Articles, unless he is already an officer of the Company in his own right, an alternate director shall not, as such, have any rights other than those mentioned in Article 27 below.

26. An alternate director may act as alternate director to more than one director and shall be entitled at any meeting of the directors or of any committee of the directors of which his appointor is a member to one vote for every director for whom he acts as alternate director in addition to his own vote (if any) as a director.
27. An alternate director shall be entitled to receive notice of all meetings of the directors and of all meetings of committees of the directors of which his appointor is a member, to attend, speak and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his appointor's absence. It shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.
28. An alternate director shall not be entitled to receive, in respect of his appointment as alternate director, any remuneration from the Company, except:
- (a) such part (if any) of the remuneration otherwise payable to his appointor as his appointor may by notice in writing to the Company from time to time direct; and
 - (b) that any alternate director may be repaid by the Company such expenses as might properly have been repaid to him if he had been a director,
- and the first sentence of Regulation 66 of Table A shall be modified accordingly.
29. Without prejudice to Article 28 and save as otherwise provided in these Articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

APPOINTMENT, REMOVAL AND DISQUALIFICATION OF DIRECTORS

30. The directors may appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with Article 24 above as the maximum number of directors and for the time being in force.
31. No person shall be appointed a director at any general meeting unless either:-
- (a) he is recommended by the directors; or
 - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the general meeting, notice executed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.
32. In addition to any powers conferred by the 2006 Act, a member or members holding a majority in nominal value of the issued ordinary shares of the Company shall have the power from time to time and at any time to appoint any person as a director either as an additional director or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be made in writing

signed by the member or members making it (or, in the case of a member being a corporation, signed by any one of its directors or a duly authorised representative on its behalf) and shall take effect when delivered to the registered office of the Company or when produced at a meeting of the directors.

33. The office of a director shall be vacated if:
- (a) by notice in writing to the Company he resigns the office of director, provided that if such director is under a contract of service with the Company the notice shall not take effect until the resignation is accepted in writing by the Company; or
 - (b) he becomes bankrupt or enters into any arrangement or composition with his creditors generally; or
 - (c) he is prohibited from being a director by an order made under any of the provisions of the Insolvency Act 1986, the Company Directors Disqualification Act 1986 or any other statutory provisions; or
 - (d) he is, or may be, suffering from mental disorder and either :
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
 - (e) he is removed from office pursuant to a resolution duly passed under Section 303 of the 1985 Act; or
 - (f) he is removed from office pursuant to a notice given by any member or members under Article 32; or
 - (g) he becomes incapable by reason of illness or injury of managing and administering his property and affairs; or
 - (h) he is requested in writing by all his co-directors to resign.
34. No person shall be disqualified from being or becoming a director of the Company by reason of his attaining or having attained the age of 70 years or any other age.

PROCEEDINGS OF THE DIRECTORS

35. Except where there is only one director, the quorum for the transaction of the business of the directors shall be two. The first sentence of Regulation 89 of Table A shall not

apply to the Company. A person who holds office as alternate director shall, if his appointer is not present, be counted in the quorum.

36. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number.
37. Any director or his alternate may validly participate in any meeting of the directors or of any committee of the directors by way of a conference telephone or any other communication equipment which allows all those participating in the meeting to hear and speak to each other throughout the meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. Any such meeting shall be deemed to be held at the place where the largest group of the directors participating are assembled or, if there is no such group, the place where the chairman of the meeting is present.
38. A director is entitled to vote at any meeting of the directors or of a committee of the directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty whether or not the same is material and whether or not it conflicts or may conflict with the interests of the Company; and he shall be counted in the quorum present at any meeting of the directors or of a committee of the directors notwithstanding such interest or duty.
39. A resolution in writing agreed by all the directors (including a sole director) entitled to receive notice of a meeting of directors or of a committee of directors (not being less than the number of directors required to form a quorum at the relevant meeting) shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held. For this purpose:
 - (a) a director signifies his agreement to a proposed written resolution when the Company receives from him a document in hard copy form or in electronic form indicating his agreement to the resolution authenticated in the manner set out in section 1146 of the 2006 Act for a document in the relevant form;
 - (b) if an alternate director signifies his agreement to the proposed written resolution, his appointer need not also signify his agreement; and
 - (c) if a director signifies his agreement to the proposed written resolution, an alternate director appointed by him need not also signify his agreement in that capacity.

BORROWING POWERS

40. The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the 1985 Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

GRATUITIES AND PENSIONS

41. The directors may exercise the powers of the Company conferred by Clause 3(t) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.
42. Regulation 87 in Table A shall not apply to the Company.

THE SEAL

43. The Company may have a seal if it so wishes. If the Company has a seal it shall only be used with the authority of the directors or of a committee of the directors so authorised by the 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 a second director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal.

INDEMNITY AND INSURANCE

44. Every director or other officer or auditor of the Company shall 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 144 or Section 727 of the 1985 Act 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 310 of the 1985 Act.
45. The Directors shall have power to purchase and maintain for any director, officer or auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the 1985 Act.