

**Company No. 02192937**

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of**

**CINVEN LIMITED**

**(the "Company")**

**4 DECEMBER 2009**

**(the "Circulation Date")**

We, the undersigned, being the sole member of the Company who (at the date of this resolution) would have been entitled to vote upon the resolution set out below if it had been proposed at a general meeting at which we were present, hereby irrevocably agree to the following resolution of the Company, having effect as a special resolution, in accordance with Chapter 2 Part 13 of the Companies Act 2006:

**SPECIAL RESOLUTION**

THAT new articles of association of the Company in the form contained in the draft articles of association attached hereto be adopted as the articles of association of the Company in substitution for and to the exclusion of all previous articles of association (including for the avoidance of doubt, to the exclusion of all the provisions of the Company's Memorandum of Association (which, by virtue of section 28 of the Companies Act 2006, were treated as provisions of the Company's previous articles of association)).



.....  
**for and on behalf of  
CINVEN GROUP LIMITED**

Date: 4 DECEMBER 2009



## NOTES

1. If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- By Hand: delivering the signed copy to company secretary at Cinven Limited Warwick Court, 5 Paternoster Square, London EC4M 7AG.
- Post: returning the signed copy by post to company secretary at Cinven Limited Warwick Court, 5 Paternoster Square, London EC4M 7AG.
- E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to Mr. Kevin Whale at [kevin.whale@cinven.com](mailto:kevin.whale@cinven.com). Please enter "Written resolutions dated 4 December 2009" in the e-mail subject box.

If you do not agree to the resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
3. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

(No. 2192937)

The Companies Acts 1985 to 2006

# Articles of Association of Cinven Limited

(adopted by special resolution passed on 4 December 2009)

Private Company Limited by Shares  
(Incorporated on 12 November 1987)

## **PRELIMINARY**

1. In these articles:

**"Company"** means Cinven Limited, registered number 2192937 whose registered office is Warwick Court, 5 Paternoster Square, London EC4M 7AG; and

**"Table A"** means Table A as amended by the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007 No. 2541) and the Companies (Tables A to F) (Amendment) (No. 2) Regulations 2007 (SI 2007 No. 2826)).

2. The Company is a private company. The regulations contained in Table A save insofar as they are excluded or varied hereby, and the regulations hereinafter contained shall constitute the regulations of the Company.
3. The liability of the members is limited.
4. The initial subscribers to the Memorandum of Association of the Company, each taking one share in the capital of the Company were:
  - (1) Instant Companies Limited, 1 Mitchell Lane, Bristol BS1 6BU; and
  - (2) Swift Incorporation Limited, 1 Mitchell Lane, Bristol BS1 6BU.

## **GENERAL MEETINGS**

5. In Regulation 38 of Table A, the following shall be substituted for the second paragraph:

"The notice shall specify the time and place of the meeting and, in the case of special business, the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. All business shall be deemed special that is transacted at a 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, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors."
6. With respect to any such written resolution as is referred to in Section 281 of the Companies Act 2006:
  - 6.1 in the case of joint holders of a share the signature of any one of such joint holders shall be sufficient for the purpose of Section 281; and
  - 6.2 in the case of a corporation which holds a share, the signature of any director or the secretary thereof shall be sufficient for the purposes of Section 281.
7. In Regulation 62 of Table A (time for deposit of proxy) the words "not less than 48 hours" and "not less than 24 hours" shall be deemed to be deleted.

## **DIRECTORS**

8. A director shall be entitled to vote as a director and be counted in the quorum in respect of any resolution concerning a matter in which he has, directly or indirectly, an interest or duty (whether or not it may conflict with the interests of the Company). Regulations 94 to 98 (inclusive) of Table A shall not apply to the Company.
9. The Company may have an official seal for use abroad under the provisions of the Act, where and as the directors shall determine, and the Company may by writing under the common seal appoint any agent or agents, committees or committee abroad to be the

duly authorised agents of the Company, for the purpose of affixing and using any such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these articles reference is made to the common seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

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

10. The holder or holders for the time being of more than one-half of the issued ordinary shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a director or directors either as additional directors or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or, in the case of a member being a company, signed on its behalf by one of its directors and shall take effect upon lodgment at the registered office of the Company, or such later date as may be specified in the instrument. Regulation 81 of Table A shall be construed accordingly.
11. Unless and until otherwise determined by the Company by ordinary resolution, either generally or in any particular case, no director shall vacate or be required to vacate his office as a director on or by reason of his attaining or having attained the age of 70, and any director retiring or liable to retire under the provisions of these articles and any person proposed to be appointed a director shall be capable of being appointed or re-appointed as a director notwithstanding that he has attained the ages of 70, and no special notice need be given of any resolution for the appointment or re-appointment as a director of a person who shall have attained the age of 70, and it shall not be necessary to give the members notice of the age of any director or person proposed to be appointed or re-appointed as such.

#### **ROTATION OF DIRECTORS**

12. Regulations 76 and 77 of Table A shall not apply to the Company. In Regulation 78 of Table A the words "and may also determine the rotation in which any additional directors are to retire" shall be deleted.

#### **PROCEEDINGS OF DIRECTORS**

13. Any director or member of a committee of the board may participate in a meeting of the directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any director or member of a committee participating in a meeting in this manner shall be deemed to be present in person at such meeting.

#### **INDEMNITY**

14. Every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and 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 in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company. 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 insofar as its provisions are not avoided by the Act. Regulation 118 of Table A shall not apply to the Company.