

Registered Number : 2311781

THE COMPANIES ACTS  
WTS GROUP LIMITED  
PRIVATE COMPANY LIMITED BY SHARES

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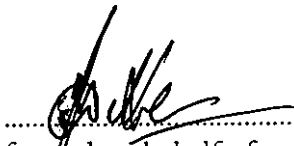
SOLE MEMBER'S DECISION  
PURSUANT TO SECTION 382B  
COMPANIES ACT 1985 (the "Act")

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The following is a written record pursuant to section 382B of the Act of decisions of the sole member of the Company to pass a special resolution which has effect as if agreed by the Company in general meeting:-

**SPECIAL RESOLUTIONS**

1. "THAT the name of the ~~Company~~ be changed to Brandhouse Limited"
2. "THAT the regulations contained in the document marked "A" attached hereto are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of its existing Articles of Association.

  
.....  
for and on behalf of  
Brandhouse Limited

Date : 13 April 1998. ....



"A"

Company Number: 2311781

THE COMPANIES ACTS 1985 AND 1989

ARTICLES OF ASSOCIATION  
(adopted on April 1999)

of

**WTS GROUP LIMITED**

Incorporated on: 2 November 1988

Cameron McKenna  
Mitre House  
160 Aldersgate Street  
London EC1A 4DD

T +44(0)171 367 3000  
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Company Number: 2311781

ARTICLES OF ASSOCIATION  
(adopted on April 1999)

- of -

**WTS GROUP LIMITED**

**1. Preliminary**

Regulations numbered 40, 41, 53, 64, 65, 73, 74, 75, 76, 77, 78, 79, 80, 81, 88, 89, 90, 91, 93, 94 and 118 of Table A in the Companies (Tables A to F) Regulations 1985 (S1 1985 No. 805) ("Table A") shall not apply to the Company. The remaining regulations of Table A shall, together with the following regulations, constitute the articles of association of the Company.

**2. Shares**

- 2.1 The shares in the capital of the Company from time to time shall be under the control of the directors who may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) Companies Act 1985 (the "Act")) of the Company to such persons and generally on such terms and in such manner as they think fit.
- 2.2 The general authority conferred by paragraph 2.1 of this article shall extend to all relevant securities of the Company which are unissued at the date of adoption of these articles, and shall expire on the fifth anniversary of such date unless varied or revoked or renewed by the Company in general meeting.
- 2.3 The directors shall be entitled under the general authority conferred by this article 2 to make, at any time before the expiry of such authority, any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority.

**3. Further provisions relating to shares**

- 3.1 The provisions of section 89(1) and section 90 sub sections (1) to (6) of the Act shall not apply to the Company.

The lien conferred by regulation 8 of Table A, shall extend to fully paid shares, and to all shares registered in the name of

any person indebted or under liability to the Company to the extent of such liability or indebtedness, whether such person shall be the sole registered holder or one of several joint holders.

- 3.2 The transferor of a share shall be deemed to remain the holder of it until the name of the transferee is entered in the register of members in respect of such share.
- 3.3 Subject to the provisions of article 8.2, the directors may in their absolute discretion refuse to register any transfer of any share whether or not it is a fully paid share without giving any reason for such refusal.

#### 4. General meetings

- 4.1 No business shall be transacted at any meeting unless a quorum is present. If and for so long as the Company shall have one member, that member or a proxy for such member or a duly authorised representative of a corporation which is the member, shall be a quorum. If and for so long as the Company shall have more than one member, two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
- 4.2 If at any general meeting any votes shall be counted which ought not to have been counted or might have been rejected, or if any votes shall not be counted which ought to have been counted, the error shall not affect the result of the relevant resolution 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 affect the result of the relevant resolution.
- 4.3 A resolution in writing signed or approved by letter, facsimile transmission or telex by or on behalf of all the members or all the holders of a class of shares (as the case may be) for the time being entitled to vote on the relevant resolution shall be as valid and effective as if it had been passed at a general meeting of the Company or a separate meeting of such class (as the case may be) duly convened and held and when signed or approved may consist of several documents each signed or approved by one or more of the persons aforesaid.
- 4.4 Any director or the secretary of a corporation which is a member shall be deemed to be a duly authorised representative of that member
  - 4.4.1 for the purpose of agreeing to short notice of, or attending and voting at, any general meeting of the Company and
  - 4.4.2 without prejudice to the generality of the foregoing, for the purpose of regulation 54 of Table A and article 4.1.
- 4.5 If, within half an hour from the time appointed for holding a general meeting, a quorum is not present the meeting (if convened upon the requisition of members) shall be dissolved. In any other case the meeting shall stand adjourned to the same time, place and day in the next week or otherwise as the

directors may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

## 5. Directors

5.1 Unless otherwise determined by the Company in general meeting the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than two.

5.2 Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. An alternate director shall be entitled in the absence of his appointor(s) to a separate vote on behalf of each absent appointor; and any such vote(s) shall, if he is a director, be in addition to his own vote.

5.3 The quorum for meetings of the directors shall be two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.

For the avoidance of doubt, neither:

5.3.1 one alternate representing two or more directors; nor

5.3.2 a director who is also an alternate director for one or more other directors,

shall by himself constitute a quorum.

5.4 Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office any alternate director so appointed by him.

5.5 The Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.

5.6 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 the number (if any) fixed by or in accordance with these articles as the maximum number of directors.

5.7 The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but if the number of directors is reduced below the number fixed by or in accordance with these articles, the directors or director may act only for the purpose of filling vacancies or of calling a general meeting.

- 5.8 The directors may appoint one of their number to be chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of the directors at which he is present but if there is no director holding that office or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
- 5.9 A director or former director shall not be accountable to the Company or the members for any benefit of any kind referred to in regulation 87 of Table A and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company.
- 5.10 Notwithstanding section 293 of the Act, a person who has attained the age of 70 shall be capable of being appointed or elected a director and a director shall not be required to vacate his office at the conclusion of the annual general meeting commencing next after he attains that age. It shall not be necessary
- 5.10.1 to give special notice of a resolution appointing a director who has attained the age of 70 or
- 5.10.2 for the notice of any resolution appointing such a person to state the age of the person proposed to be appointed as a director.
- 5.11 Subject to the Act and provided he has disclosed his duty or interest to the directors, a director (including an alternate director) may vote as a director in regard to any matter, contract or arrangement in which he has, directly or indirectly, an interest or duty which is material and he shall be included in determining the quorum for any meeting at which such matter, contract or arrangement is considered.
- 5.12 The office of a director shall be vacated if the director:
- 5.12.1 ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or
- 5.12.2 becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 5.12.3 becomes in the opinion of the other directors incapable by reason of mental disorder (within the meaning of the Mental Health Act 1983) of discharging his duties as a director; or
- 5.12.4 resigns his office by notice in writing to the Company; or
- 5.12.5 absents himself from meetings of the directors during a continuous period of six months without leave of absence from the directors and within three months they resolve that by reason of such absence he vacates his office; or
- 5.12.6 is removed from office pursuant to article 8.1.

## 6. Directors' meetings and resolutions

- 6.1 A resolution in writing signed or approved by letter or facsimile transmission by each director or his alternate who was entitled at the relevant time to receive notice of a meeting of the directors or of a committee of the directors shall be as valid and effectual as if it had been passed at a meeting of the directors (or, as the case may be, of that committee) duly convened and held and when signed or approved as aforesaid may consist of several documents in similar form each signed or approved by one or more of the persons aforesaid.

### 6.2

- 6.2.1 The directors, or a committee of the directors, may hold meetings by telephone (whether by using conference telephone facilities or by a series of telephone conversations) or by means of facsimile transmissions addressed to the chairman. The views and decisions of the directors, or of a committee of the directors, as ascertained and evidenced by such telephone conversations or facsimile transmissions and communicated to the chairman shall be treated as votes in favour of or against a particular resolution. A resolution passed at any meeting held in this manner, and signed by the chairman, shall be conclusive evidence thereof and shall be as valid and effectual as if it had been passed at a meeting of the directors or, as the case may be, of a committee of the directors duly convened and held. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting is then present.
- 6.2.2 In determining whether the quorum requirements fixed by or in accordance with these articles are fulfilled as regards the transaction of business at any meeting of the directors or of a committee of the directors, the following shall be counted in the quorum:
- (a) in the case of a resolution approved by a meeting of the directors or of a committee of the directors held by telephone communication, all directors participating in such meeting;
  - (b) in the case of a meeting of the directors or of a committee of the directors, the directors actually present at such meeting and any other director in telephone communication with such meeting; and
  - (c) in the case of a meeting held by means of facsimile transmissions, all directors participating in such meeting by that means.
- 6.2.3 References in paragraphs (a) and (b) above to a director shall include references to an alternate director who at the relevant time is entitled to receive notice of and to attend a meeting of the directors or, as the case may be, the relevant committee of the directors.

## 7. Additional powers of directors

7.1 Subject to the provisions of the Act, the directors may at any time, without any sanction or approval given by the members of the Company in general meeting, declare and pay dividends, including interim and final dividends, in accordance with the respective rights of the members. Regulation 103 of Table A shall be modified accordingly. Any two directors for the time being of the Company are hereby appointed as and shall constitute a committee of the directors appointed pursuant to regulation 72 of Table A with full authority to exercise all powers of the directors under these articles to declare and pay dividends.

7.2 Subject to the provisions of the Act, the directors may at any time, without any sanction or approval given by the members of the Company in general meeting, capitalise any sums standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve fund) or any sum standing to the credit of profit and loss account (in each case whether or not such sum is available for distribution) by appropriating such sum to the holders of ordinary shares registered at a specified date in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of dividend on the ordinary shares and applying such sum on their behalf in paying up in full unissued ordinary shares (or, with the approval of an ordinary resolution of the Company subject to any special rights previously conferred on any shares or class of shares for the time being issued, unissued shares of any other class not being redeemable shares) for allotment credited as fully paid to them in the proportions aforesaid. The directors may do all acts and things considered necessary or expedient to give effect to any such capitalisation and allotment, with full power to the directors to make such provisions as they think fit as regards fractional entitlements which would arise on the aforesaid basis, including provisions for rounding or ignoring fractional entitlements. The directors may authorise any person to enter on behalf of all the members interested in any such capitalisation and allotment into an agreement with the Company providing for any such capitalisation and allotment and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

## 8. Majority shareholders' rights

8.1 Any person or persons for the time being holding a majority of the ordinary shares of the Company in issue may from time to time by notice to the Company remove from office any or all of the directors and may in like manner appoint any person or persons as a director or directors of the Company. Any such notice shall be in writing and signed by or on behalf of the holder or holders of such majority and shall take effect on and from the time at which it is received at the registered office of the Company or handed to the chairman of any meeting of the directors.

8.2 The directors shall have no power pursuant to article 3.4 to refuse to register any duly executed transfer of a fully paid share where such transfer has been approved by notice in writing to the Company signed by or on behalf of any person or persons for the time being holding a majority of the ordinary shares



of the Company in issue, and accordingly the directors shall be bound to, and shall, register such a transfer without delay.

## 9. Indemnity

Subject to the provisions of the Act but without affecting any indemnity to which a director may otherwise be entitled:

- 9.1.1 no director or other officer of the Company shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in consequence of the execution of the duties of his office or in relation thereto; and
- 9.1.2 every director or other officer of the Company shall be indemnified out of the assets of the Company against any losses or liabilities incurred by him:
  - (a) in defending any civil or criminal proceedings in which he is acquitted or judgment is given in his favour; and
  - (b) 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; and
  - (c) in or about the execution of the duties of his office or otherwise in relation thereto.

## 10. Signature by or on behalf of members and service of notices

10.1 In the case of:

10.1.1 a member which is a corporation the signature of:

- (a) any director or the secretary of that corporation; or
- (b) any other person authorised in that behalf either generally or in a particular case by notice in writing to the Company in accordance with sub-paragraph (i) above; and,

10.1.2 a share registered in the name of joint holders, the signature of any one of such joint holders,

shall be deemed to be and shall be accepted as the signature of the member or members concerned for all purposes including the signature of any form of proxy, resolution in writing, notice or other document signed or approved pursuant to any provision of these articles.

10.2 Any notice to the Company pursuant to article 5.12, 8.1, 8.2 or 10.1 shall be delivered to or sent by facsimile transmission addressed to the Company at its registered office and marked for the attention of the chairman or the secretary,

or handed to the chairman of a general meeting or a meeting of the directors, and shall take effect on and from:

- 10.2.1 the time at which it is received at such office or is handed to the chairman of the relevant meeting, as the case may be; or
- 10.2.2 if a later time is specified in the notice for that purpose, that later time.