

**COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**OF**  
**AB CARRINGTON LIMITED**



We, the undersigned, being the members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company hereby resolve pursuant to Section 381A of the Companies Act 1985 that the following resolution be duly passed as a special resolution of the Company:-

**SPECIAL RESOLUTION**

**Adoption of new Articles of Association**

That the articles of association attached hereto and, for the purpose of identification, initialled by or on behalf of the signatories hereto be adopted as the articles of association of the Company in substitution for all existing articles of association of the Company.

Signed by the members of the Company who as at the date hereof would be entitled to attend and vote at a general meeting had the resolution been put to such a meeting.

A handwritten signature in black ink, appearing to be "RD", is written over a dotted line.

**Robert Dudley Carrington**

A handwritten signature in black ink, appearing to be "SE", is written over a dotted line.

**Susan Emily Carrington**

**Dated:** 27 June 2003

**Dated:** 27 June 2003

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**The Companies Acts 1985 and 1989**

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**A PRIVATE COMPANY LIMITED BY SHARES**

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**ARTICLES OF ASSOCIATION**

**of**

**RAB CARRINGTON LIMITED**

(Adopted by Special Resolution passed 27 June 2003)

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**PRELIMINARY**

1. (1) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No 1052) (such Table being hereinafter called "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. Any regulations previously applicable to the Company under any former enactment shall not apply to the Company

- (2) In these Articles the expressions:

"the Act"	means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force; and
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"subsidiary company"	means a company which is a subsidiary of another within the meaning of Section 736 of the Act except that a company shall not be regarded as a subsidiary of another by reason only of the fact that that other is a member of it and has the right to appoint or remove a majority of its board of directors and the definition of "holding company" in the said section shall be construed accordingly
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“the Board”

means the Board of Directors of the Company as from time to time constituted

### **ALLOTMENT OF SHARES**

2. (1) Notwithstanding any other provisions contained in this Article, for so long as the Company is a subsidiary company, the Directors shall not be entitled to exercise any of the powers, authorities, rights or discretions conferred on them by this Article without the prior consent of the Company's holding company.
- (2) Shares which are comprised in the authorised but unissued share capital of the Company shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (4) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit
- (3) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company
- (4) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised but unissued share capital of the Company at the date of adoption of these Articles at any time or times during the period of five years from the date of adoption and the Directors may, after that period, allot any shares or grant any such rights 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

### **TRANSFER OF SHARES**

3. (1) For so long as the Company is a subsidiary company, no transfer of a share shall be registered without the prior consent of the Company's holding company but the Directors shall be bound to register any transfer in respect of which such consent has been given
- (2) Clauses 24 and 25 of Table A shall not apply to the Company

### **GENERAL MEETINGS AND RESOLUTIONS**

4. (1) Every notice convening a General Meeting shall comply with the provisions of section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall

be sent to the Directors and to the Auditors for the time being of the Company

- (2) Clause 37 in Table A shall be read and construed as if the last sentence were omitted therefrom
- (3) 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

### **APPOINTMENT OF DIRECTORS**

5. (1) Clause 64 in Table A shall not apply to the Company
- (2) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of the Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly
- (3) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company
- (4) 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 paragraph (2) above as the maximum number of Directors and for the time being in force
- (5) Notwithstanding any other provisions of this Article, for so long as the Company is a subsidiary company, its holding company may appoint any person to be a Director or remove any Director from office howsoever appointed

### **HOLDING COMPANY CONSENTS**

6. (1) Every consent or any appointment or removal of a Director under the powers conferred upon a holding company by these Articles shall be made by instrument in writing and signed by a Director or the Secretary of such holding company and such instrument shall only take effect on the service thereof at the registered office of the Company. Every such instrument shall be annexed to the Directors' minute book as soon as practicable after such service

- (2) No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of a holding company has been obtained and shall not be affected or in any way prejudiced by any such restriction or lack of consent unless such person had at the time express notice that any act or transaction effected by or with the authority of the Directors was in excess of their powers
- (3) If the Company has more than one holding company then for the purpose of these Articles references to its holding company shall be read and construed as references to its immediate holding company

### **BORROWING POWERS**

7. 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 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

### **ALTERNATE DIRECTORS**

8. (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 Clause 66 in Table A shall be modified accordingly
- (2) A Director, or any such other person as is mentioned in Clause 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, but he shall count as only one for the purpose of determining whether a quorum is present
- (3) Clause 66 in Table A shall be read and construed as if the last sentence were omitted therefrom

### **PROCEEDINGS OF DIRECTORS**

9. (1) Clause 88 in Table A shall be read and construed as if the third sentence were omitted therefrom
- (2) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns

or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolutions as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting

- (3) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company
- (4) A resolution in writing signed or approved by letter, or facsimile transmission by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it has been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and, when signed or approved as aforesaid, may consist of several documents in the like form each signed by one or more Directors; but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a Director who has appointed an alternate director, it need not be signed by the alternate director in that capacity
- (5) The Board, or a committee of the Board, may hold meetings by telephone either by conference telephone connection(s) or by a series of telephone conversations or by exchange or facsimile transmissions addressed to the Chairman. The views of the Board, or a committee of the Board, as ascertained 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 (as appropriate). A resolution passed at any meeting held in this manner and signed by the Chairman shall be as valid and effectual as if it had been passed at a meeting of the Board (of, as the case may be, of that committee) 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

### NOTICES

- 10. (1) A notice may be given by the Company to any member or other persons entitled to a share in consequence of the death or bankruptcy of a Member by post or by telex or facsimile communication. Clause 112 and 116 in Table A shall be modified accordingly. The giving of notices shall not be invalidated if any facsimile is not received provided that the Company can show evidence of transmission and despatch of the relevant facsimile
- (2) Clause 112 in Table A shall be read and construed as if the last sentence were omitted therefrom
- (3) A notice given by post shall be deemed to be given at the expiration of 72 hours after the envelope containing it was posted and a notice given by telegraphic or telex or facsimile communication shall be deemed to be given at the expiration of 24 hours after despatch of the communication. Clause 115 in

Table A shall be modified accordingly

- (4) Clause 116 in Table A shall be read and construed as if the words "within the United Kingdom" were omitted therefrom

#### THE SEAL

- 11. (1) If the Company has a seal it shall only be used with the authority of the Directors or of a committee of 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 second Director. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Clause 101 of Table A shall not apply to the Company
- (2) The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors