

No. 2849316

THE COMPANIES ACT 1985 AND 1989
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

of

URBAN RETREATS LIMITED

(adopted by Special Resolution passed on 6 June 2006)



Kirkpatrick & Lockhart
Nicholson Graham LLP
110 Cannon Street London EC4N 6AR
Tel: +44 (0)20 7648 9000
Fax: +44 (0)20 7648 9001
Ref: HDK.6006745.0001

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PRELIMINARY

1. The regulations contained or incorporated in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (which Table is hereinafter referred to as "**Table A**") shall except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles apply to and constitute the regulations of the Company.
2. Regulations 3, 24, 26, 35, 40, 46, 50, 54, 68, 73 to 80 inclusive, 81(e), 89, 91, 94 to 98 inclusive, 103 and 104 of Table A shall not apply to the Company.

PRIVATE COMPANY

3. The Company is a private company within the meaning of the Act and accordingly any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company or allotment of or agreement to allot (whether for cash or otherwise) any such shares or debentures with a view to all or any of those shares or debentures being offered for sale to the public is prohibited.

SHARE CAPITAL

4. The authorised share capital of the Company at the date of the adoption of these Articles is £3,030,177 divided into 1,515,100 "A" Ordinary Shares of £1 each and 1,515,077 "B" Ordinary Shares of £1 each. The issued share capital of the Company at the date of the adoption of these Articles is £3,030,177 divided into 1,515,100 "A" Ordinary Shares of £1 each and 1,515,077 "B" Ordinary Shares of £1 each. Except as expressly mentioned in these Articles the "A" Ordinary Shares and the "B" Ordinary Shares shall rank pari passu in all respects.

- 5.1 Whenever the share capital of the Company is divided into different classes of shares the special rights attached to any class may be varied or abrogated, either whilst the Company is a going concern or during or in contemplation of a winding-up, with the consent in writing of the holder or holders of not less than 75 per cent in nominal value of the issued shares of that class or with the sanction of an Extraordinary Resolution passed at a separate meeting of the holders of the shares of that class, but not otherwise. To every such separate meeting all provisions applicable to general meetings of the Company or to the proceedings thereat shall mutatis mutandis apply except that the necessary quorum at any such meeting or at any adjourned meeting shall be a person or persons holding or representing by proxy at least one-third in nominal value of the issued shares of that class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present the member or members present in person or by proxy shall be a quorum), and that any holder of shares of that class present in person or by proxy may demand a poll and such holders, on a poll, have one vote in respect of every share of that class held by them respectively.
- 5.2 The special rights conferred upon the holders of any shares or class of shares with preferred or special rights shall not (unless otherwise expressly provided by the conditions of issue of such shares) be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith or subsequent thereto.
6. No shares in the capital of the Company shall be created, allotted or issued without the consent in writing of all of the members for the time being of the Company.

PURCHASE OF OWN SHARES

7. Subject to the provisions of the Act the Company shall have power to issue any shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof or to purchase its own shares (including any redeemable shares).
8. Subject to the provisions of the Act the Company shall have power to make a payment in respect of the redemption or purchase under Section 160 or (as the case may be) Section 162 of the Act of any of its own shares otherwise than out of its distributable profits or the proceeds of a fresh issue of shares in the Company.

LIEN

9. In addition to the lien conferred by Regulation 8 of Table A the Company shall have a first and paramount lien on every share in the Company, whether fully paid or not, standing registered in the name of any person (whether he shall be the sole registered holder thereof or he shall be one of 2 or more joint holders thereof) for all moneys presently payable by that person to the Company.

TRANSFER OF SHARES

Prohibition on transfers

- 10.1 Except where a transfer is specifically authorised by these Articles no transfer of any share in the Company shall be made or registered without the consent in writing of all the members for the time being of the Company.
- 10.2 No transfer, sale or other disposal of any interest in any share in the Company (as opposed to the transfer of that share) shall be made without the consent in writing of all the members for the time being of the Company.
- 10.3 In any event and notwithstanding the provisions of Articles 10.1 and 10.2 (but subject to Article 11), no transfer, sale or disposal of any share or any interest in any share in the Company shall be made before 30 May 2010.

Permitted transfers

- 11.1 A member (being a company) may at any time and at any price transfer all (but not some only of) its shares in the Company to any company which is a member of the same Group.
- 11.2 If at any time (whether or not following one or more transfers pursuant to Article 11.1 hereof) it is proposed that any member (being a company) shall cease to be a member of the Group to which it belonged at the date on which it was first registered as a member or shall receive notice of any petition or resolution to wind it up (whether compulsorily or voluntarily) or shall receive a final notice of intention to dissolve it, it shall prior to such change in status or (as the case may be) immediately on receiving such notice cause all the shares in the Company registered in its name to be forthwith transferred or re-transferred (as the case may be) to another member of the same Group.
- 11.3 For the purposes of this Article 11 "**Group**" shall consist of:
 - (i) the ultimate holding company of a member at the time such member first became registered as a member and the subsidiaries for the time being of such ultimate holding company; or
 - (ii) if a member shall have no holding company at the time such member first becomes registered as a member, such member and the subsidiaries for the time being of such member.

GENERAL MEETINGS

12. In Regulation 37 of Table A the words "**within the United Kingdom**" shall be deleted.

PROCEEDINGS AT GENERAL MEETINGS

13. No business shall be transacted at any general meeting unless a quorum of members are present. A quorum shall consist of the holder of the "A" Ordinary Shares and the holder of the "B" Ordinary Shares in each case present in person or by proxy or (in the case of a corporation) by a duly authorised representative or by proxy.
14. On a show of hands or on a poll the holder of the "A" Ordinary Shares present in person or by proxy or (in the case of a corporation) by a duly authorised representative or by proxy shall collectively have two votes and the holder of the "B" Ordinary Shares shall collectively have one vote.
15. At any general meeting, a resolution put to the vote of the general meeting shall be decided on a show of hands unless a poll is, before or on the declaration of the result of the show of hands, demanded by any member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy and who (in each case) is entitled to vote at the general meeting.

VOTES OF MEMBERS

16. In Regulation 62(a) of Table A the words "not less than 48 hours" shall be deleted and replaced by the words "at any time" and in Regulation 62(b) of Table A the words "not less than 24 hours" shall be deleted.

NUMBER OF DIRECTORS

17. Unless otherwise determined by an ordinary resolution of the Company the maximum number of Directors (other than alternate Directors) shall be 7 and the minimum number of Directors (other than alternate Directors) shall be one. In the event of the minimum number of Directors being one, a sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally.
- 18.1 The holder or holders of the "A" Ordinary Shares as a class shall be entitled to appoint not more than 4 Directors of the Company ("**the "A" Directors**") and to remove any such Directors and to make all necessary appointments to fill any vacancy arising. Every such appointment or removal shall be effected by notice in writing to the

Company signed by the holder or holders of a majority in nominal value of the issued "A" Ordinary Shares and delivered to the office or to the secretary or produced at a meeting of the Directors.

- 18.2 The holder of the "B" Ordinary Shares shall be entitled to appoint not more than 1 Director of the Company ("**the "B" Director**") and to remove any such Director and to make all necessary appointments to fill any vacancy arising. Every such appointment or removal shall be effected by notice in writing to the Company signed by the holder of the issued "B" Ordinary Shares and delivered to the office or to the secretary or produced at a meeting of the Directors.
- 18.3 Upon any resolution being proposed at a general meeting for the removal of a Director appointed by a class of shareholders the vote shall be taken on a poll and every member of that class shall have such number of votes including fractions of a vote that the aggregate number of votes cast against such resolution shall exceed the aggregate number of votes cast in favour of such resolution.

ALTERNATE DIRECTORS

19. A Director (other than an alternate Director) may appoint any person to be an alternate Director and may remove from office an alternate Director so appointed by him.
20. One person may act as an alternate Director to more than one Director and while he is so acting he shall be entitled to a separate vote on behalf of each Director he is representing.
21. In Regulation 66 of Table A the second sentence shall be deleted.
22. In addition to Regulation 67 of Table A, an alternate Director shall cease to be an alternate Director on the happening of any event on which, if he were a Director, he would be liable to vacate his office under these Articles.
23. Any appointment or removal of an alternate Director shall be effected by notice in writing to the Company signed by the Director making or revoking the appointment and delivered to the office or to the secretary or produced at a meeting of the Directors.

RETIREMENT OF DIRECTORS

24. A Director shall not retire by rotation and Regulations 67 and 84 of Table A shall be modified accordingly.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

25. In addition to the events referred to in paragraphs (a) to (d) inclusive of Regulation 81 of Table A the office of a Director shall be vacated if he is removed from office by notice in writing in accordance with Articles 18.1 and 18.2 hereof.

PROCEEDINGS OF DIRECTORS

26. In Regulation 88 of Table A the third and fifth sentences shall be deleted.
27. The quorum necessary for the transaction of the business of the Directors shall be 2 of whom at least one shall be the "B" Director.
28. The "A" Directors shall collectively have four votes and the "B" Director shall collectively have one vote. In the event that the "A" Directors shall not all agree as to which way to exercise their collective vote then the decision of a majority in number of the "A" Directors shall prevail but if there shall be no such majority then they shall be deemed to have voted against the proposed resolution.
29. Any Director (including an alternative Director) may participate in a meeting of the Directors or a committee of the Directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.
30. Subject to the provisions of the Act and provided he has disclosed to the Directors the nature and extent of any material interest of his, 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 a duty and he shall be counted in the quorum present at such meeting.

DIVIDENDS

31. Subject to the provisions of the Act, the Company may by ordinary resolution declare dividends on the "A" Ordinary Shares and/or on the "B" Ordinary Shares, but no dividends shall exceed the amount recommended by the Directors.
32. Subject to the provisions of the Act, the Directors may from time to time pay to the holders of the "A" Ordinary Shares and/or the holders of the "B" Ordinary Shares such interim dividends as they may determine and as appear to the Directors to be justified by the profits of the Company available for distribution.

33. Dividends or interim dividends may be declared or paid (as the case may be) in respect of the "A" Ordinary Shares without being declared or paid (as the case may be) in respect of the "B" Ordinary Shares and vice versa and dividends or interim dividends may be declared or paid (as the case may be) in respect of both the "A" Ordinary Shares and the "B" Ordinary Shares but in differing amounts.

CAPITALISATION OF PROFITS

34. In the event of the Directors resolving that it is desirable to capitalise any sum or sums referred to in Regulation 110 of Table A then so long as the issued share capital of the Company includes "A" Ordinary Shares and "B" Ordinary Shares the Company shall by the ordinary resolution by which the Directors are authorised to capitalise any such sum or sums resolve that any shares to be paid up in full and allotted and distributed pursuant to such capitalisation to holders of the "A" Ordinary Shares shall be issued as "A" Ordinary Shares carrying the same rights in all respects as the existing "A" Ordinary Shares of the Company and any shares to be paid up in full and allotted and distributed pursuant to such capitalisation to holders of the "B" Ordinary Shares shall be issued as "B" Ordinary Shares carrying the same rights in all respects as the existing "B" Ordinary Shares of the Company and the allotment and distribution of such shares, credited as fully paid up, shall be accepted by such holders of "A" Ordinary Shares and "B" Ordinary Shares in full satisfaction of their respective interests in the said capitalised sum.

NOTICES

35. Any notice required by these Articles to be given by the Company may be given by any visible form of paper including telex, facsimile and electronic mail and a notice communicated by such forms of transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly.
36. In Regulation 112 of Table A the third sentence shall be deleted.
37. In Regulation 116 of Table A the words **"within the United Kingdom"** shall be deleted.

INDEMNITY

38. Subject to the provisions of and so far as may be permitted by the Act, every Director or other officer or Auditor of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Regulation 118 of Table A shall be extended accordingly.