

Company number 3063453

WRITTEN RESOLUTION

of

Midland Integrated Services Limited (Company)

Circulation Date: 7 October 2009

SATURDAY



A36

17/10/2009

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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (**Resolution**).

**SPECIAL RESOLUTION**

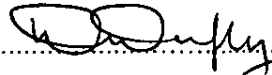
THAT the draft regulations attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, a person entitled to vote on the Resolution on the date stated above, hereby irrevocably agrees to the Resolution:

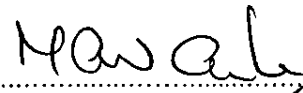
Signed by **DEBORAH DUFFY**

x  x

Date

13/10/09

Signed by **MAUREEN CATHERINE WALKER**

x  x

Date

13/10/09

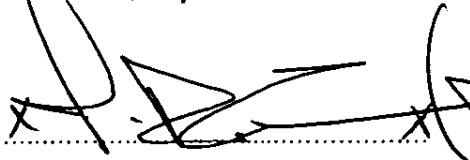
Signed by **MICHAEL DANIEL DUFFY**

x  x

Date

13/10/09

Signed by **IAN ROGER CRUMP**

x  x

Date

13/10/09

## NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to Midland Integrated Services Limited at 48 Oakley Road, Luton, Bedfordshire, LU4 9PU.
2. You may not return the Resolution to the Company by any other method.
3. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
4. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
5. Unless, by the end of 28 days beginning with the circulation date stated overleaf, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

**Companies Act 1985 to 2006**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**MIDLAND INTEGRATED SERVICES LIMITED**

**1. Preliminary**

- 1.1 Subject as hereinafter provided, the regulations contained in Table A of the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company.
- 1.2 Regulations 8, 64, 73 to 80, 94, 95 and 118 of Table A shall not apply to the Company and in Regulation 1 of Table A the following words shall be inserted after the word "regulations" in line 1 thereof - "and in any Articles adopted the same".

**2. Interpretation**

In these Articles the words "written" and "writing" shall, unless the contrary intention appears, be construed as including references to printing and other modes of representing or reproducing words in a visible form and shall include any document sent by telex, facsimile, optical image transmission or other similar means of transmission.

**3. Allotment of shares**

- 3.1 In accordance with the provisions of Section 80 of the Companies Act 1985 the Directors are unconditionally authorised to allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80(2) of the Companies Act 1985) of the Company to such persons and generally on such terms and conditions as the Directors in their sole discretion may determine.
- 3.2 The general authority conferred by paragraph 3.1 of this Article shall extend to the amount of the authorised share capital of the Company upon its incorporation. The said authority will expire five years from the date of incorporation of the Company unless renewed, varied or revoked by the Company in general meeting in accordance with the said Section 80.

3.3 The Directors shall be entitled under the general authority conferred by paragraph 3.1 of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.

3.4 The authorised capital of the Company at the date of the adoption of this Article consists of 100 ordinary shares of one pound each and 500,000 redeemable no-cumulative non-convertible non-participating preference shares to rank pari passu in all respects with the ordinary shares of the Company except as stated herein.

The preference shares shall have the following rights:

3.4.1 no dividend shall be paid on the preference shares before the expiration of five years from the creation of the preference shares;

3.4.2 the dividend payable on the preference shares shall be two percent above the base rate of the Company's bankers at the due date for redemption;

3.4.3 the preference shares shall be redeemed as follows:

100,000 preference shares shall be redeemed on the third anniversary of their creation, and a further 100,000 preference shares per year shall be redeemed at annual intervals thereafter;

3.4.4 on redemption the holder of each preference share shall be paid the sum of one pound;

3.4.5 the preference shares shall not entitle the holders thereof to receive notice of or to attend and vote at any general meeting of the Company unless either:

(a) the business of the meeting includes the consideration of a resolution for winding up the Company or reducing its share capital or varying or abrogating any of the special rights attached to such shares, or

(b) the dividend on the preference shares is in arrears;

the redemption of any preference share as provided above shall not require the approval of the holders of the preference shares and accordingly the holders of the preference shares shall not be entitled to attend and vote at any general meeting held for that purpose;

3.4.6 subject to the above, redemption of any preference share shall be effected in such manner as may be determined by the Company in general meeting subject to the provisions of the Companies Acts then in force.

#### **4. Lien on shares**

The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or

not) called or payable at a fixed time in respect of that share 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 member whether solely or in the name of one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Articles. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

**5. Transfer of shares**

The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of a share, whether or not it is a fully paid share. The Directors may also decline to register any transfer of shares on which the Company has a lien. The first sentence of Regulation 24 and all of Regulation 25 of Table A shall not apply to the Company.

**6. Company seal**

The Company need not have a company seal. The Directors may execute under the signature of any two of them or any one of them and the Company Secretary as they may determine and pursuant to Sections 36A and 36B of the Companies Act 1985 deliver any document so as to have the same effect as a deed. The obligation under the second sentence of Regulation 6 of Table A and all of Regulation 101 of Table A apply only if the Company has a seal.

**7. General meetings and resolutions**

- 7.1 In accordance with section 372(3) of the Companies Act 1985 in every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company.

- 7.2 In Regulation 41 of Table A there shall be added at the end: "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved".

**8. Directors**

- 8.1 Unless and until the Company by ordinary resolution shall otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles. The quorum necessary for the transaction of the business of the Directors when more than one Director holds office may be fixed by the Directors but unless so fixed shall be two present in person. In the event of the minimum number of Directors fixed by or pursuant to these Articles being one, the quorum shall be one. Regulation 89 of Table A be modified accordingly.

- 8.2 The Directors may appoint a person who is willing to act to be a Director, either to fill a casual vacancy or as an addition Director, and the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a casual vacancy or as an additional Director.
- 8.3 Subject to the provisions of these Articles and to section 293 of the Companies Act 1985 any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.
- 8.4 A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend and speak at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the Company.
- 8.5 Subject to sections 177(5) and 177(6) of the Companies Act 2006, a Director who is in any way, whether directly or indirectly, interested in a proposed transaction or arrangement with the Company shall declare the nature and extent of his interest to the other Directors before the Company enters into the transaction or arrangement in accordance with the Companies Act 2006.
- 8.6 Subject to sections 182(5) and 182(6) of the Companies Act 2006, a Director who is in any way, whether directly or indirectly, interested in a transaction or arrangement that has been entered into by the Company shall declare the nature and extent of his interest to the other Directors as soon as is reasonably practicable in accordance with the Companies Act 2006, unless the interest has already been declared under Article 8.5.
- 8.7 Provided a Director has declared the nature and extent of his interest in accordance with the requirements of the Companies Act 2006, a Director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:
- 8.7.1 may be a party to, or otherwise interested in, any such transaction or arrangement with the Company, or in which the Company is otherwise (directly or indirectly) interested;
  - 8.7.2 shall be a Director who would be entitled to vote on the matter at a meeting of Directors for the purposes of any proposed decision of the Directors (or committee of Directors) in respect of such transaction or arrangement or proposed transaction or arrangement in which he is interested;
  - 8.7.3 shall be entitled to vote at a meeting of Directors (or of a committee of Directors) or participate in any unanimous decision, in respect of such transaction or arrangement or proposed transaction or arrangement in which he is interested;
  - 8.7.4 may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Director;

- 8.7.5 may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested; and
- 8.7.6 shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Companies Act 2006)) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Companies Act 2006.

**9. Borrowing powers**

The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Companies Act 1985 to grant any mortgage, charge or 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 any third party.

**10. Alternative directors**

- 10.1 A Director, or any such other person as is mentioned in Regulation 65 of 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.
- 10.2 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 appointer as such appointer may by notice in writing to the Company from time to time direct, and the first sentence of Regulation 66 in Table A shall be modified accordingly.

**11. Disqualification of directors**

The office of a Director shall automatically be vacated if he becomes incapable by reason of illness, injury or operation of law of managing and administering his property and affairs, and Regulation 81 in Table A shall be modified accordingly.

**12. Indemnity**

Subject to the provisions of Section 310 of the Companies Act 1985 every Director or other officer 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 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 judgement is given in his favour or in which he is acquitted or in connection with any application under Sections 144(3) or (4) or Section 727 of the Companies Act 1985 in which relief is granted to him by the Court, and no other 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. In this connection the Company may pursuant to Section 310(3) of the Companies Act 1985 purchase and maintain indemnity insurance cover for its Directors and other officers. Such indemnity shall extend to former Directors and officers of the Company.