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THE COMPANIES ACTS 1985 & 1989

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
of
ARKLE FINANCE LIMITED

WEDNESDAY



1. The name of the Company is ARKLE FINANCE LIMITED.
2. The registered office of the Company will be situate in England and Wales.
3. The objects for which the Company is established are:-
 - 3.1 To carry on, in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses namely: to lend and advance money or give credit to any company or person, whether in the United Kingdom or elsewhere. To carry on in the United Kingdom and elsewhere, both as principals and agents, (together with all other business and operations usually and frequently carried on by persons or associations engaged in banking, financial and commercial transactions of any kind or nature) the lending of money, with or without security, the issuing, endorsing, discounting, buying, selling and dealing in bills of exchange, promissory notes, certificates of deposit, bonds, debentures, drafts, negotiable instruments and letters of credit, dealing in bullion, specie and coin, engaging in interest arbitrage and foreign exchange trading, the negotiating of loans, advances and other facilities in all types of currency, the acquiring, holding, issuing on commission, underwriting, dealing with and managing stocks, funds, shares, debentures, bonds, loans and loan participations, obligations, securities and investments of all kinds, the receiving of money (in any currency whatsoever) and valuables on deposit or for safe custody, the giving of advice in respect of financial matters, investments, or trade, the giving of any guarantee or security for, or indemnity in connection with, the payment of the principal of, or dividends or interest on stocks, funds, shares, debentures, debenture stock, options, bonds, loans and loan participations, obligations, securities and investments of all kinds and the establishment and conduct of agencies and branches in any part of the world for the herein mentioned purposes.
 - 3.1.1 To finance or assist in financing the sale of goods, articles or commodities of all and every kind or description by way of lease, hire-purchase or deferred payment, or similar transactions; to institute, enter into, carry on, subsidise, finance or assist in subsidising or financing the sale and/or upkeep and maintenance of any goods, articles or commodities of all and every kind and description on any terms

whatsoever, to acquire leases, hire-purchase or other agreements or any rights thereunder (whether proprietary or contractual); generally to carry on business and to act as merchants, bankers, financiers, traders, commission agents, or in any other capacity in any part of the world; and to import, export, buy, sell, barter, exchange, pledge, make advances on or otherwise deal in goods, produce, articles and merchandise.

- 3.1.2 To enter into arrangements with companies, firms and persons for promoting and increasing the manufacture, sale and purchase and/or upkeep and maintenance of goods, articles or commodities of every kind, either by buying, selling, letting or taking on hire, hire-purchase or easy-payment systems, or by financing or assisting such other companies, firms or persons to do all or any of such last-mentioned acts, transactions and things, and in such manner as may be necessary or expedient, and in connection with or for any of these purposes, to purchase agreements (or any rights thereunder), lend money, give indemnities, guarantees or securities or otherwise finance or assist all or any of purposes on such terms and in such manner as may be desirable or expedient.
- 3.1.3 To receive money on current account, deposit or on loan or otherwise on such terms as the Company may approve; and to employ money and securities in any manner which the Company may consider expedient.
- 3.1.4 To collect and transmit money and securities.
- 3.1.5 To issue and transact business in respect of all types of bankers cards and credit cards, whether issued by the Company or by any other person or company.
- 3.1.6 To aid any government or state or any municipal or other body politic or corporate or any firm or company in the prosecution of any works, undertakings, projects or enterprises by the provision of capital, loans, credit, resources or by participation; and to prosecute and execute directly or by contribution or other assistance any works, undertakings, projects or enterprises in which or on the security whereof or of any profits or emoluments derivable from which the Company shall have invested or lent money, embarked capital or in any way engaged its credit.
- 3.1.7 To seek and secure openings for the employment of capital, by way of loans or otherwise in any part of the world and, with a view thereto, to employ and remunerate experts to investigate, examine and report on the condition, prospects, value and character of any existing or proposed business concern, undertaking or venture and of any assets, concessions or rights of whatever nature.
- 3.1.8 To promote, effect, insure, guarantee, underwrite, participate in, manage or carry

out any issue, public or private, of any state, municipal or other loans or bonds, or of shares, stocks, debentures, debenture stock or bonds of any company; to subscribe or to secure or procure the subscription of or placing of any such issues; and to lend money for the purposes of any such issue.

- 3.1.9 To carry on business as brokers, agents, managers and underwriters of all types and classes of insurance and reinsurance business, and as appraisers, assessors, salvage and average adjusters; and to arrange, advise on and deal in any type of insurance and to offer all services and facilities and advice concerning insurance.
- 3.1.10 To undertake and execute trusts of all kinds; to undertake the office of trustee, custodian, trustee, executor, administrator, receiver, treasurer, registrar or secretary, and to undertake and execute trusts of all kinds and in particular to act as trustee of any deeds constituting or securing any debentures, debenture stock or other securities or obligations.
- 3.1.11 To carry on the business of an investment company and for that purpose to acquire and hold, either in the name of the Company or in that of any nominee, shares, stocks, notes, obligations, securities and investments of all kinds issued or guaranteed by any person or company.
- 3.2 To carry on business as financiers, financial advisors, capitalists, underwriters, dealers in options, stocks, shares, securities and obligations of every description, commission agents, general merchants, factors, shippers, traders, bankers, concessionaires and merchants; to undertake, prosecute and execute, whether directly or by contribution or other assistance, any businesses, undertakings, works, projects, enterprises, transactions or operations, whether financial, mercantile, trading, manufacturing or otherwise and whether in Great Britain or overseas; to aid any government or state or any municipal or other body politic or corporate, or company, or association, or individuals with capital, credit, means or resources for the undertakings, prosecution or execution of any businesses, undertakings, works, projects, enterprises, transactions or operations; and to negotiate and act as agents for the issue of, and to place and facilitate and encourage the creation, issue and placing of or conversion of shares, stock, debentures, debenture stock, annuities, bonds, obligations, securities and interests.
- 3.3 To purchase, sell, lease, hire out and generally deal in plant, machinery and equipment of all descriptions and any other goods, articles or personal property which are capable of being purchased, sold, leased, hired out or dealt in and to provide maintenance and repair and renewal facilities in connection with the aforesaid and to finance the acquisition, use or sale of the aforesaid by the Company or any third party in any manner which the Directors think fit.

- 3.4 To carry on any other business which, in the opinion of the directors, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.
- 3.5 To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- 3.6 To apply for, register or by other means acquire and protect, prolong and renew any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.
- 3.7 To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.
- 3.8 To invest and deal with the monies of the Company in such shares or upon such securities and in such manner as from time to time may be determined.
- 3.9 To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint venture agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof.
- 3.10 To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company and or any other consideration any other company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company.
- 3.11 To sell or otherwise dispose of the whole or any part of the Company's business undertaking or assets for such consideration, shares or debentures as the Company may think fit.
- 3.12 To lend money to customers, associates and others both corporate and incorporate and to guarantee the observance and performance of obligations and contracts by customers and others.
- 3.13 To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way and to enter into guarantees, contracts of

indemnity and suretyships of all kinds.

- 3.14 To guarantee, grant indemnities in respect of, support or secure, whether by personal covenant or by way of mortgage, charge, standard security lien or other security upon all or any part of the undertaking, property and assets (present and future) and including but without limit the uncalled capital of the Company or by both such methods, the performance of contracts or obligations or the repayment or payment of any principal or premium or any interest and dividends on any securities or obligations of any company whether having objects or engaged or intending to engage in business similar to those of the Company or not, notwithstanding the fact that the Company may not receive any consideration or advantage, direct or indirect, from entering into any such guarantee or other arrangement or transaction contemplated herein.
- 3.15 To pay or remunerate any person, firm or company for rendering services to the Company in the promotion of the Company or the placing and issue of shares, debentures, debenture stock or other securities of the Company.
- 3.16 To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependants.
- 3.17 To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments.
- 3.18 To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company.
- 3.19 Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Companies Act 1985 (if and so far as such provisions shall be applicable), to give whether directly or indirectly, any kind of financial assistance (as defined in Section 152 (1) (a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2).
- 3.20 To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company.
- 3.21 To distribute in specie any of the shares, debentures or securities of the

Company between the members of the Company in accordance with their rights.

- 3.22 To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts.
- 3.23 To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- 3.24 To carry on business as a general commercial company.
- 3.25 To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

The liability of the members is limited.

The authorised share capital of the Company is £10,000 divided into 10,000 shares of £1.00 each.

The subscriber of this Memorandum of Association, wishes to be formed into a Company pursuant to this Memorandum of Association, and agrees to take the number of shares in the capital of the Company set opposite its name.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ARKLE FINANCE LIMITED

The Companies Act 1985

Private Company Limited by Shares

ARTICLES OF ASSOCIATION

Adopted by Special Resolution passed on 30th June 2009

of

ARKLE FINANCE LIMITED

Incorporated on the 3 July 1997

INTERPRETATION

1. In these Articles, if not inconsistent with the subject or context, the following words and expressions shall have the following meanings:

'The Act' means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force;

'Table A' means Table A in the Schedule to the Companies (Tables A-F) Regulations 1985.

TABLE A

2. The regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.
3. Regulations 3, 24, 35, 64, 73 to 81 inclusive, 82, 89, 94, 95 and 118 of Table A shall not apply to the Company.

SHARE CAPITAL

4. The provisions of section 89 (1) of the Act shall not apply to the Company.
5. Any share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the Company or of the holder of such share is liable, to be redeemed.
6. Subject to the provisions of the Act, the Company may purchase any of its own shares.

7. Subject to the provisions of the Act, the Company may make a payment in respect of any redemption or purchase, pursuant to articles 5 or 6 (as the case may be), of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

PROCEEDINGS AT GENERAL MEETING

8. In the case of a corporation the signature of a director or the secretary thereof and in the case of joint holders of a share the signature of any one of such joint holders, shall be sufficient for the purposes of passing resolutions in writing pursuant to regulation 53 of Table A.
9. A proxy shall be entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly.
10. In the case of a corporation a director or the secretary thereof shall be deemed to be a duly authorised representative for the purpose of regulation 54 of Table A.

DIRECTORS

11. A director shall not be required to hold any qualification shares in the Company.

POWERS AND DUTIES OF DIRECTORS

12. Subject to the provisions of the Act a director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 85 of Table A shall be modified accordingly.
13. It shall not be necessary for the directors to sign a book recording their attendances at meetings of directors and regulation 100 of Table A shall be modified accordingly.

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

14. Without prejudice to the powers of the Company under section 303 of the Act to remove a director by ordinary resolution, 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 director 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.

15. The office of a director shall be vacated: (i) if by notice in writing to the Company he resigns the office of director; (ii) if he shall for more than 6 months have been absent without permission of the directors from meetings of the directors held during that period, unless he shall have appointed an alternate director who has not been similarly absent during such period; (iii) if he becomes bankrupt or enters into any arrangement with his creditors; (iv) if he is prohibited from being a director by an order made under any provision of the Act; (v) if he becomes of unsound mind; (vi) if he is removed from office under article 14.
16. Unless and until otherwise determined by the Company 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 person proposed to be appointed a director shall be capable of being appointed as a director notwithstanding that he has attained the age of 70, and no special notice need be given of any resolution for the appointment as a director of a person who shall have attained the age of 70, and it shall not be necessary to give to the members notice of the age of any director or person proposed to be appointed as such.

PROCEEDINGS OF DIRECTORS

17. 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 participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

REMUNERATION OF DIRECTORS

18. The Directors shall be entitled to such remuneration as shall be determined by resolution of the Board. Unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

OFFICIAL SEAL FOR USE ABROAD

19. 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 agents or agent, committees or committee abroad to be the duly authorised agents

of the Company, for the purpose of affixing and using 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.

QUORUM

20. The quorum for the transaction of the business of the directors and any committee of the directors shall be three. A person who holds office only as an alternate director, shall, if his appointor is not present be counted in the quorum.

DIRECTORS' APPOINTMENTS

21. The minimum number of Directors (other than alternate directors) shall be three.

INDEMNITY

22. 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 thereof, 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 section 727 of the Act in which relief is granted to him by the court, and 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 section 310 of the Act.