

**WRITTEN RESOLUTION**  
**of all of the members of**  
**PENTA CONSULTING LIMITED**

We, the undersigned, being all the members of the above-named Company who at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, agree that for all purposes the resolutions below shall be as valid and effective as if unanimously passed at a general meeting of the Company duly convened and held, in accordance with regulation 53 of Table A of the Companies (Table A to F) Regulations 1985 and **RESOLVE**

- 1 **THAT** the 10,638 Ordinary Shares of £1 each in the capital of the Company be sub-divided into 106,380 Ordinary Shares of £0 10 each
- 2 **THAT** the authorised share capital of the Company be and is hereby increased from £10,638 to £16,908 by the creation of 30,400 A Ordinary Shares, 15,200 B Ordinary Shares, and 17,100 C Ordinary Shares, in each case having the rights and being subject to the restrictions set out in the new articles of association of the Company adopted pursuant to resolution 4 below
- 3 **THAT** the Company's memorandum of association be altered by deleting clause 5 and replacing it with the following new clause  
  
"The share capital of the Company is £16,908 divided into 106,380 Ordinary Shares of £0 10 each, 30,400 A Ordinary Shares of £0 10 each, 15,200 B Ordinary Shares of £0 10 each, and 17,100 C Ordinary Shares of £0 10 each "
- 4 **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 all the existing articles of association

Dated this 25 day of July 2007

  
**ROBERT HARVERSON**







PAUL CLARK



RICHARD WILSON



ROLAND SHEEHAN



PETER COLLINS



NICKY IANDOLI



JAMIE SOBRANY

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THE COMPANIES ACTS 1985 AND 1989  
COMPANY LIMITED BY SHARES

COMPANIES HOUSE

ARTICLES OF ASSOCIATION  
OF  
PENTA CONSULTING LIMITED

Adopted pursuant to Special Resolution passed by  
the Members of the Company on 25 July 2007

1 INTERPRETATION

In these Articles and in Table A

"1985 Act" means the Companies Act 1985 (as amended), to the extent in force from time to time,

"2006 Act" means the Companies Act 2006, to the extent in force from time to time,

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,

"A Ordinary Shares" means A Ordinary Shares of £0.10 each in the capital of the Company,

"Articles" means the Articles of the Company's Articles of Association amending Table A,

"B Ordinary Shares" means B Ordinary Shares of £0.10 each in the capital of the Company;

"C Ordinary Shares" means C Ordinary Shares of £0.10 each in the capital of the Company,

"Deferred Shares" means deferred shares of £0.10 each in the capital of the Company,

"Ordinary Shares" means Ordinary Shares of £0.10 each in the capital of the Company,

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"Regulations" means Regulations in Table A. as amended by the Company's Articles of Association,

"Relevant Agreement" means any agreement relating (in whole or in part) to the management and/or affairs of the Company which is binding from time to time on the Company and the members and which (expressly or by implication) supplements and/or prevails over any provisions of these Articles,

the "Statutes" means the 1985 Act or the 2006 Act as applicable, and any statutory modification or re-enactment thereof for the time being in force and every other statute for the time being in force concerning companies and affecting the Company,

"Table A" means Table A in The Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 References to Regulations are to Regulations in Table A

## 2 PRELIMINARY

- (1) Subject as hereinafter provided, the Regulations contained in Table A shall apply to the Company
- (2) Regulations 24, 30, 39, 40, 56, 73 to 78 inclusive, 87, 101 and 118 shall not apply to the Company, but the Articles hereinafter contained and the remaining Regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the Regulations of the Company

## 3 SHARES

- (1) The Directors are generally and unconditionally authorised for the purposes of section 80 of the Act for a period of five years from the adoption of these Articles to allot all or any of the unissued shares of the Company The maximum aggregate nominal amount of Ordinary Shares that may be allotted shall be the total amount stated in clause 5 of the Memorandum of Association or such other amount as shall be authorised by the Company in General Meeting
- (2) The Directors are authorised in accordance with section 91 of the Act to allot shares of the Company as if section 89(1) of the Act did not apply to the allotment This power will expire on the date the section 80 authority to which it relates is revoked or (if not renewed) expires, except that the Directors may after such date allot securities pursuant to any offer or agreement to do so made before such date
- (3) 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 shares is liable, to be redeemed

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#### 4 CLASS RIGHTS

A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and Deferred Shares shall have and enjoy the following rights and be subject to the following restrictions

(1) **Income**

The A Ordinary Shares, the B Ordinary Shares, the C Ordinary Shares and the Deferred Shares shall confer upon the holders thereof no right at any time to receive any dividend

(2) **Capital**

In the event of a winding up of the Company or other return of capital, the assets of the Company remaining after payment of its debts and liabilities and of the costs, charges and expenses of such winding up shall be applied in the following manner and order of priority

- (a) first, in paying up for the holders of the Ordinary Shares the amounts paid up or credited as paid up on such shares together with the amount of premiums paid or credited as paid on the issue or subscription of such shares,
- (b) second, in paying to the holders of the A Ordinary Shares the amount paid up or credited as paid up on such shares together with the amount of any premiums paid or credited as paid on the issue or subscription of such shares,
- (c) third, in paying to the holders of the B Ordinary Shares the amount paid up or credited as paid up on such shares together with the amount of any premiums paid or credited as paid on the issue or subscription of such shares,
- (d) fourth, in paying to the holders of the C Ordinary Shares the amounts paid up or credited as paid up on such shares together with the amount of any premiums paid or credited as paid on the issue or subscription of such shares,
- (e) fifth, in paying for the holders of any Deferred Shares the amounts paid up or credited as paid up on such shares,
- (f) sixth, in distributing the balance amongst the holders of the Ordinary Shares in proportion to the amounts paid up or credited as paid up on the Ordinary Shares held by such shareholders of such holders respectively

(3) **Voting**

The A Ordinary Shares, B Ordinary Shares C Ordinary Shares and Deferred Shares shall not entitle the holders thereof to receive notice of

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or to attend (either in person or by proxy) at any general meeting of the Company or to speak or vote at any such meeting

(4) **Conversion of Shares**

- (a) The A Ordinary Shares, B Ordinary Shares, and C Ordinary Shares shall be converted into Ordinary Shares or Deferred Shares as required by, in accordance with and pursuant to any Relevant Agreement
- (b) In the case of Article 4(4)(a), at least five Business Days prior to the date on which the shares are to be converted, each holder of the relevant A Ordinary Shares, B Ordinary Shares, or C Ordinary Shares (as applicable) shall deliver the certificate (or an indemnity in a form reasonably satisfactory to the Board for any lost share certificate) for the shares being converted (together with such other evidence (if any) as the Directors may reasonably require to prove good title to those shares) to the Company at its registered office for the time being

5 **PROCEEDINGS AT GENERAL MEETINGS**

- (1) A member in respect of whom an Order has been made by any Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder shall not vote by any such receiver, curator bonis or other person authorised in that behalf appointed by the Court. The right to vote of such a member shall not be exercisable
- (2) No business shall be transacted at any general meeting unless a quorum is present. At any time when there is only one member then a quorum shall be one person being member present in person or a proxy for a member or a duly authorised representative of a corporation. Any time when there are two or more members four persons or two persons together holding more than 50 per cent of the Ordinary Shares of the Company, in both cases the persons each being a member or a proxy for a member or a duly authorised representative of the corporation, shall be a quorum
- (3) A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 shall be modified accordingly
- (4) A proxy shall be entitled to vote on a show of hands and Regulation 54 shall be modified accordingly
- (5) The words "at any time" shall be substituted for the words "not less than 48 hours" in Regulation 62(a)
- (6) A resolution in writing in accordance with Regulation 53 shall be deemed to have been duly executed on behalf of a corporation if signed by one of its directors or its secretary. In the case of a share held by

joint holders the signature of any one of them shall be sufficient for the purposes of that Regulation

**6 LIEN**

The lien conferred by Regulation 8 shall apply to

- (1) all shares of the Company whether full paid or not,
- (2) to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of several joint holders,

and shall be for all indebtedness or other liability to the Company or any member. Regulation 8 shall be modified accordingly

**7 TRANSFER OF SHARES**

- (1) No member may create or permit to exist any charge, lien (except as provided under Article 6) or encumbrance over any of his shares nor may he sell, transfer or dispose of any interest therein (or agree to do the same whether subject to any condition precedent, condition subsequent or otherwise) except by (i) a transfer pursuant to Article 14 (Offers for the Company), or Article 15 (Transfer of a Controlling Interest), or (ii) a transfer pursuant to, and in accordance with any Relevant Agreement
- (2) The Directors may, in their absolute discretion and without assigning any reason, decline to register any transfer of any share, whether or not it is a fully paid share
- (3) Notwithstanding anything else contained in these Articles, no share shall be issued or transferred to any infant, bankrupt or person of unsound mind

**8 DIRECTORS**

- (1) The number of Directors need not exceed one and Regulation 64 shall be modified accordingly
- (2) A Director shall not be required to hold any qualification shares in the Company

**9 POWERS AND DUTIES OF DIRECTORS**

- (1) Subject to the provisions of the Statutes, 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

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a member may act in a professional capacity for the Company or any such other company and be remunerated therefore 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 94 shall be modified accordingly

- (2) The Directors may exercise all the powers of the Company contained in Clause 3 28 of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers

#### 10 APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

- (1) 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 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 corporation signed on its behalf by one of its directors or its secretary and shall take effect upon lodgement at the registered office of the Company
- (2) The office of a Director shall be vacated if he is removed from office under Article 10(1) Regulation 81 shall be modified accordingly
- (3) Unless and until otherwise determined by the Company by Ordinary Resolution, either generally 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 seventy, 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 seventy, 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 seventy, 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

#### 11 ROTATION OF DIRECTORS

The Directors shall not be liable to retire by rotation, and accordingly the second and third sentences of Regulation 79 shall be deleted

#### 12 ALTERNATE DIRECTORS

- (1) Any appointment or removal of an alternate Director made under Table A shall be delivered at the registered office of the Company



- (2) If his appointor is for the time being absent from the United Kingdom or otherwise not available, the signature of an alternate Director to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director may represent more than one Director and 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.
- (3) An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements with the Company and to be repaid expenses and to be indemnified to the same extent *mutatis mutandis* as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration, except only 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.

### 13 PROCEEDINGS OF DIRECTORS

- (1) Any Director or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference telephone or similar communication 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.
- (2) The following sentence shall be inserted after the first sentence of Regulation 72 "A committee shall have the power unless the Directors direct otherwise to co-opt as a member or member of the committee for any specific purpose any person or persons although not being a Director of the Company"
- (3) The quorum for the transaction of the business of the Directors shall be four. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum. A quorum of Directors will also be deemed to have fulfilled if less than four Directors who together hold more than 50% of the shares of the Company are present at the meeting. Regulations 88 and 89 shall be modified accordingly.

### 14 OFFERS FOR THE COMPANY

If the members at any time receive a bona fide written offer at arm's length in compliance with the provisions of this Article from an outside third party to purchase the entire issued share capital of the Company members holding not less than 75 per cent of the issued Ordinary Shares may at any time prior to the expiry of the period of acceptance for the offer direct (by notice in writing signed by them) all the other members to accept the offer. If such a direction is given, all the members shall be bound to accept the offer and to transfer all the shares in the Company held by them to the offeror in accordance with the terms of the offer provided that the allocation of the price per Share accords with the

allocation provided for in any Relevant Agreement Those members who signed the direction may at any time before the offer expires (by an appointment in writing signed by or on behalf of each of them) authorise some person (who is (as security for the performance of each member's obligations) hereby irrevocably and unconditionally appointed as the attorney of each member for the purpose) to accept the offer on behalf of any or all of the members ("Transferring Members") and to execute the necessary instruments of transfer of their shares and may deliver them on their behalf and the Company may receive the purchase moneys and shall thereupon (subject to such instrument being stamped with any required stamp duty) cause the transferee to be registered as the holder of the shares being transferred and shall hold such purchase moneys on behalf of the Transferring Members The Company shall not be bound to earn or pay interest on any moneys so held and shall not pay such moneys to any Transferring Member until he shall have delivered his share certificates (or an appropriate indemnity in respect of any lost certificates) to the Company The receipt of the Company for such purchase moneys shall be a good discharge to the transferee who shall not be bound to see to the application thereof, and after the name of the transferee has been entered in the register of members in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person

#### 15 TRANSFER OF A CONTROLLING INTEREST

No transfer of any shares shall be made by any member or registered without the previous consent in writing of the other members if it would result in any person or persons who was or were not a member or members of the Company on the date of adoption of these Articles (and any person or persons acting in concert with him within the meaning of the edition of the City Code on Take-overs and Mergers current at the date of adoption of these Articles) obtaining direct or indirect control of a 51 per cent of the issued Ordinary Shares unless, before the transfer is made, the proposed transferee(s) ("Buyer") make(s) a written offer (open for acceptance in England for a period of at least 30 days from its delivery, which shall be made personally on each of the members) to all the members to purchase all the shares in the capital of the Company then in issue (at the same time and on the same terms and conditions for each member) on the basis of allocations of the consideration being made in accordance with any Relevant Agreement No member shall complete any sale of shares to the Buyer unless the Buyer completes the purchase of all the shares agreed to be sold simultaneously

#### 16 THE SEAL

- (1) If the Company has a common 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 the Company Chairman and by the Secretary or second Director The obligation under Regulation 6 relating to the sealing of share certificates shall apply only if the Company has a common seal

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- (2) The Company may exercise the powers conferred by section 39 of the Act in relation to having an official seal or use abroad, and such powers shall be vested in the Directors

## 17 NOTICES

- (1) Every Director of the Company and every alternate Director shall be entitled to receive notice of general meetings (at his usual address or such other address as he may notify to the Company in addition to the persons so entitled under the Statutes. The third sentence of Regulation 112 shall be deleted
- (2) Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail, and a notice communicated by such forms of immediate 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 shall be amended accordingly

## 18 INDEMNITY

- (1) Subject to the provisions of and so far as may be consistent with the Statutes but without prejudice to any indemnity to which a Director may be otherwise entitled every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs charges losses expenses and liabilities incurred by him in the execution and/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted by him by the Court
- (2) The Directors shall have power to purchase and maintain for any Director, Auditor, Secretary or other officer insurance against such liability as is referred to in Section 310(1) of the Act with effect from the bringing into force of Section 137 of the Companies Act 1989

## 19 MISCELLANEOUS PROVISIONS

- (1) Table A shall be further modified as follows
  - (a) in Regulation 31 the words "before being registered as holder of the share" shall be deleted,

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- (b) in Regulation 37 the words "within the United Kingdom" shall be deleted,
- (c) in Regulation 66 the second sentence shall be deleted,
- (d) in Regulation 82 the word "ordinary" be deleted and substituted by the word "special",
- (e) in Regulation 88 the third sentence shall be deleted,
- (f) in Regulation 90 the words "but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting" shall be deleted,
- (g) in Regulation 112 the words "(or at such other address, whether within or outside the United Kingdom, as he may supply to the Company for that purpose)" shall be inserted after "registered address",
- (h) Regulation 116 shall be modified by the substitution of the words "at the address, if any, whether within or outside the United Kingdom" for the words "the address, if any, within the United Kingdom"

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