

Company No: 3852243

**THE COMPANIES ACTS 1985 TO 1989**

**WRITTEN RESOLUTIONS**

**OF**

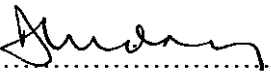
**Helphire EBT Trustee Limited**

The following resolutions have been agreed to, pursuant to and in accordance with Section 381A of the Companies Act 1985, by the undersigned, being the sole member of the Company having the right to attend and vote at a general meeting of the Company and the Company having no auditors the provisions of Section 381B of the Companies Act 1985 have no application:

1. **THAT** with effect from the date of this resolution, the Company adopt a new statement of its objects in the form attached to this resolution in substitution for and to the exclusion of the existing statement of its objects incorporated in the Memorandum of Association of the Company.
2. **THAT** with effect from that date of this resolution, the Company adopt new Articles of Association in the form attached to this resolution in substitution for and to the exclusion of the existing Articles of Association of the Company.
3. **THAT** the Company elects, pursuant to and in accordance with Sections 366A and 379A of the Companies Act 1985 ("the Act") to dispense with the holding of Annual General Meetings of the Company.
4. **THAT** the Company elects, pursuant to and in accordance with sections 386 and 379A of the Act, to dispense with the obligation to appoint auditors annually.
5. **THAT** the Company elects, pursuant to and in accordance with Sections 252 and 379A of the Act to dispense with the laying of accounts and records before the Company in general meeting.



6. **THAT** the Company elects, pursuant to and in accordance with Section 379A of the Act, that the provisions of Section 80A of the Act shall apply in lieu of Sections 80(4) and 80(5) of the Act in relation to the giving or renewal of an authority to the directors under Section 80 of the Act after the passing of this resolution.
7. **THAT** the Company elects, pursuant to and in accordance with Section 379A of the Act that the requisite majority for the purposes of Section 369(4) and 378(3) of the Act shall be members, and together holding not less than 90% in nominal value of the shares giving the right to attend and vote at the Meeting.

<u>Date</u>	<u>Signature</u>	<u>Name of Shareholder</u>	<u>No. of Shares</u>
16 December 1999	 ..... David Lindsay for and on behalf of Helphire Group plc	Helphire Group plc	One Ordinary Share

**THE COMPANIES ACTS 1985 TO 1989**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**(adopted pursuant to a written resolution  
passed on 16 December 1999)**

**OF**

**HELPHIRE EBT TRUSTEE LIMITED**

---

PRELIMINARY

1. The regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (as amended so as to affect companies first registered on the date of adoption of these Articles) shall, except as provided in these Articles and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or Articles of Association. References in these Articles to regulations are to regulations in Table A, unless otherwise stated.

SHARE CAPITAL

2. The share capital of the Company is £100 divided into 100 shares of £1 each.
3. Subject to section 80 of the Companies Act 1985, the Directors may allot, grant options over or otherwise deal with or dispose of all unissued shares of the Company to such persons, at such times and on such terms as they shall think proper. Section 89 (1) of the Companies Act 1985 shall not apply.

LIEN

4. The Company shall have a first and paramount lien on every share (whether fully paid or not) standing registered in the name of any person indebted or under liability to the Company for all moneys presently payable by him or his estate to the

Company, whether he is the sole registered holder or is one of two or more joint holders, and also for all moneys (whether then payable or not) payable at a fixed time or called in respect of such share. Regulation 8 shall be modified accordingly.

#### TRANSFER OF SHARES

5. The Directors may, in their absolute discretion and without giving any reasons, *decline to register the transfer of any share whether or not it is a fully paid share.* Regulation 24 shall not apply.

#### GENERAL MEETINGS

6. A written resolution to be given by a corporation which is a member of the Company may be signed, on its behalf, by a director or the secretary of that corporation or by the attorney or authorised representative of that corporation. Regulation 53 shall be extended accordingly. Regulation 53 (as extended by this Article 6) shall also apply (with appropriate modifications) to the written resolutions of any class of members of the Company.
7. A form of proxy (together with the original or a certified copy of any letter or power of attorney, if the form of proxy has been signed by an attorney) must:-
  - 7.1 for the general meeting or adjourned meeting at which it is to be used, be delivered:-
    - 7.1.1 *either to the place specified in (or in a note to) the notice convening the meeting for the delivery of forms of proxy, at least one hour before the time fixed for the start of that meeting; or*
    - 7.1.2 to the Secretary of the Company or the chairman of the meeting at the place where the meeting is to be held, on the day of, and before the time fixed for the start of, the meeting; and

7.2 in the case of a poll which is not to be taken at or on the same day as the general meeting or adjourned meeting at which the relevant resolution has been proposed, be delivered:-

7.2.1 either to the place specified in (or in a note to) the notice convening the meeting for the delivery of forms of proxy, at least one hour before the time fixed for taking the poll; or

7.2.2 to the Secretary of the Company or the chairman of the meeting at the place where the poll is to be taken, on the day, and before the time, fixed for taking the poll.

If no place is specified in (or in a note to) the notice convening the meeting for the delivery of forms of proxy, then such forms may be delivered instead to the Company's registered office. A form of proxy will be valid for any adjournment of a meeting in addition to the meeting to which it relates, unless it is stated on the relevant form that the form of proxy cannot be used at any such adjournment. If a form of proxy relates to more than one meeting (including any adjournment of any such meeting) and has been delivered as required by this Article 7 for or in respect of one of those meetings, it will be valid for all subsequent meetings to which it relates and need not be re-delivered. Regulation 62 shall not apply.

7.3 In addition to the requirements of Regulation 100, the Directors shall also insert in the minute book of the Company:

7.3.1 a memorandum of all decisions taken by the sole member when the Company has only one member which may have been taken by the Company in general meeting and which have effect as if agreed in general meeting; and

7.3.2 all written resolutions passed by the Company.

#### NUMBER OF DIRECTORS

8.1 The minimum number of Directors shall be one. Regulation 64 shall be modified accordingly.

8.2 Whensoever the number of Directors is one, a sole Director shall have authority to exercise all the powers and discretions by these Articles expressed to be vested in the Directors generally. Regulation 89 shall be modified accordingly.

#### ALTERNATE DIRECTORS

9.1 An alternate director shall (unless he is not in the United Kingdom at the relevant time) be entitled to receive notices of meetings of the Directors and, if the Director who appointed him is a member of any committee of Directors, of that committee. Such alternate director shall also be entitled to attend and vote as a Director at, and to be counted as part of the quorum for, any such meeting at which the Director who appointed him is not present, and generally at any such meeting to perform, as a Director, all functions of the Director who appointed him. In relation to the proceedings at any such meeting which an alternate director attends, the provisions of these Articles shall apply as if that alternate director were a Director.

9.2 If an alternate director is also himself a Director or attends any meeting as an alternate for more than one Director, his voting rights shall be cumulative but he will only be counted once for any quorum requirements.

9.3 If any Director who has appointed an alternate director is for the time being absent from the United Kingdom or temporarily unable to act because of ill health or disability, then that alternate director may sign, in his place, any written resolution of the Directors.

- 9.4 An alternate director will not, except as set out in the preceding paragraphs of this Article 9, have power to act as a Director; nor will such alternate director be deemed to be a Director under these Articles or the agent of the Director who appointed him.
- 9.5 Regulations 66 and 69 shall not apply.
- 9.6 An alternate director shall be entitled to contract, to be interested in and to benefit from any contracts, arrangements or transactions, to be repaid expenses and to be indemnified to the same extent as if he were a Director. Such alternate director shall not be entitled to receive any remuneration from the Company for acting as an alternate director unless the Director who appointed him instructs the Company in writing to pay part of the remuneration payable by the Company to that Director to the alternate director instead.

#### DELEGATION OF DIRECTORS' POWERS

- 10.1 The Directors may, in addition to the powers contained in Regulation 72, delegate any of their powers or discretions (including any power or discretion the exercise of which involves or may involve the payment of remuneration to, or the conferring of any other benefit upon, all or any of the Directors) to committees comprising one or more Directors and, if desired, one or more other named persons who have been co-opted onto such committee in accordance with the provisions of this Article 10.
- 10.2 If any power or discretion has been delegated to a committee under Article 10.1, any reference in these Articles to the exercise by the Directors of that power or discretion shall be interpreted accordingly, as if it was a reference to the exercise of the same by that committee.

10.3 Any committee appointed under Article 10.1 shall, when exercising any powers or discretions delegated to it, abide by any regulations imposed by the Directors which may then subsist. Any such regulations may provide for or permit the co-option to the committee of persons other than Directors and for such persons to have voting rights as members of that committee; but Directors must form a majority of the members of such committee and no resolution of the committee will be valid unless it has been approved by a majority of the votes cast on that resolution and that majority included at least one Director.

10.4 Regulation 72 shall be modified accordingly.

#### APPOINTMENT AND RETIREMENT OF DIRECTORS

11.1 A Director shall not retire by rotation. References to retirement by rotation in Regulations 73 to 80 shall accordingly be ignored.

11.2 A Director appointed to fill a vacancy or as an addition to the Board of Directors shall not retire at the next Annual General Meeting after his appointment; Regulations 78 and 79 shall be modified accordingly.

#### DISQUALIFICATION AND REMOVAL OF DIRECTORS

12. A Director shall cease to be a Director:-

12.1 in any of the circumstances specified in Regulation 81; or

12.2 if he offers, in writing, to resign and the Directors resolve to accept his offer; or

12.3 if he becomes incapable by reason of illness or injury of managing and administering his property and affairs (paragraph (c) of Regulation 81 shall be modified accordingly); or



- 12.4 if a notice signed by the holders of more than 50 per cent of the issued share capital of the Company requiring him to vacate his office is delivered to the Company's registered office.

#### REMUNERATION OF DIRECTORS

13. A Director who serves on any committee or who carries out any other services which, in the opinion of the Directors, are outside the scope of the ordinary duties of a Director may be paid such extra remuneration of any kind or may receive such other benefits as the Directors may determine. Regulation 82 shall be extended accordingly.

#### PROCEEDINGS OF DIRECTORS

- 14.1 A meeting of the board of directors may consist of a conference between Directors who are not all in one place, but of whom each is able (directly or by telephonic communication) to speak to each of the others, and to be heard by each of the others simultaneously. A Director taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled, or, if there is no such group, where the chairman of the meeting then is.
- 14.2 On any contract, arrangement or matter in which a Director is in any way interested, directly or indirectly, such Director may vote and may be counted in the quorum present at any meeting at which such contract, arrangement or matter is being considered. Any such Director may (unless agreed otherwise) retain for his own absolute use and benefit all profits and advantages which he may derive or receive (directly or indirectly) from or as a result of any such contract, arrangement or matter. Regulations 94 to 98 shall not apply.

### INDEMNITY

15. Subject to the provisions of and so far as may be permitted by law, every Director, auditor, Secretary or other officer of the Company shall be indemnified by the Company out of its own funds against and/or exempted by the Company from all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office. Regulation 118 shall not apply.

### INSURANCE

- 16.1 Without restricting or reducing in any way the scope of the provisions of Regulation 87 or Article 15, the Directors shall have the power to purchase and maintain insurance for, or for the benefit of, any persons who are or were at any time Directors, officers, employees or auditors of any Associated Company or who are or were at any time trustees of any pension fund or employees' share scheme in which employees of any Associated Company are interested, (including, without limitation, insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to any Associated Company, or any such pension fund or employees' share scheme).
- 16.2 In this Article 16, "Associated Company" means the Company, any holding company of the Company or any other body, whether or not incorporated, in which the Company or any such holding company or any of the predecessors of the Company or of any such holding company has or had any interest (whether direct or indirect) or which is in any way allied to or associated with the Company, or any subsidiary undertaking of the Company or of any such other body.

## PARENT COMPANY RIGHTS

- 17.1 Whenever Helphire Group plc (the "Parent Company"), or any subsidiary undertaking of the Parent Company, shall be the holder of at least 90 per cent of the issued ordinary shares of the Company, the following provisions shall apply and, to the extent that these provisions are inconsistent with any other provision of these Articles, the following provisions shall prevail:-
- 17.1.1 the Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director (whether or not initially appointed by the Parent Company). If such person has been appointed to an executive office which will automatically cease when he is removed by the Parent Company such removal shall be treated as an act of the Company and shall take effect without restricting or limiting in any way any claim for damages for breach of any contract of service between him and the Company which that person may have;
- 17.1.2 no unissued shares shall be issued or agreed to be issued or put under option without the prior consent of the Parent Company;
- 17.1.3 any or all powers of the Directors may be restricted in such respects and to such extent as the Parent Company may by notice to the Company at any time and on any occasion prescribe.
- 17.2 Any appointment, removal, consent or notice made or given under Article 17.1 shall be in writing, signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other authorised person, and shall be sent or delivered to the Company at its registered office. No person dealing with the Company shall be required to see or enquire as to whether the powers of the

Directors have been in any way restricted under these Articles or as to whether any requisite consent of the Parent Company has been obtained. No obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffective unless the third party had, at the time, express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction exceeded of the powers of the Directors.

**THE COMPANIES ACTS 1985 TO 1989**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**(adopted pursuant to a written resolution passed on 16 December 1999)**

**of**

**HELPHIRE EBT TRUSTEE LIMITED**

---

1. The name of the Company is the Helphire EBT Trustee Limited.
2. The registered office of the Company is situated in England and Wales.
3. The objects for which the Company is established are:-
  - 3.1 To undertake and discharge either solely or jointly with others the office or offices of and duties of trustee, custodian trustee, attorney, agent, nominee, manager, investment adviser, liquidation, receiver, executor or administrator of any pension funds or pension schemes or for any person or persons, company, corporation, association, scheme, or trust fund and generally to undertake, perform and discharge all powers, authorities and discretions that may be vested in the Company under any instrument.
  - 3.2 To carry on all or any of the businesses of general merchants and traders, cash and credit traders, manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and

general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors and shippers of and dealers in all products, goods, wares, merchandise and produce of every description; to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; and to carry on all or any of the business of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers, either on the Company's own account or otherwise, printers and publishers, haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds.

- 3.3 To carry on any other business or activity of any nature whatever which may seem to the Directors to be capable of being conveniently or advantageously carried on in connection or conjunction with any business of the Company, or to be expedient with a view directly or indirectly to enhancing the value of or to rendering profitable or more profitable any of the Company's assets or utilising its skill, know-how or expertise.
- 3.4 To purchase or by any other means acquire, for any estate or interest, any property or assets of any kind and any rights or privileges of any kind over or in respect of any property of any kind or any interest in or over any such property, assets, rights or privileges, and to hold, develop and turn to account and deal with the same in such manner as may be thought fit; and to make experiments and tests and to carry on all kinds of research work.

- 
- 3.5 To acquire or undertake the whole or any part of the business, goodwill, property, assets and liabilities of any person, firm, company or body carrying on or proposing to carry on any business which the Company is authorised to carry on or having any property of any kind suitable for the Company's purposes.
- 3.6 To acquire an interest in, amalgamate with, or enter into partnership or any arrangement for sharing profits or losses or for co-operation or for mutual assistance with, any person, firm, company or body or for subsidising or otherwise assisting any such person, firm, company or body; or to promote, or participate or assist in the promotion of, any company whether or not having objects similar to those of the Company.
- 3.7 To improve, manage, construct, repair, develop, exchange, alter, replace, remove, equip, maintain, administer, let on lease or otherwise mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with, all or any buildings, premises, structures, or facilities of any kind, whether for the Company's purposes or for sale, letting or hire to, or in return for any consideration from, any person, firm, company or body; and to contribute to or assist in or carry out any part of any such operation.
- 3.8 To sell, lease, grant any rights of any kind over, and in any other way deal with or dispose of, any or all of the undertaking, property, assets or other rights of any kind of the Company for such consideration as may be thought fit.
- 3.9 To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be thought fit.

- 3.10 To draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy and sell and deal with, cheques, bills of exchange, promissory notes, bills of lading, warrants and other negotiable or transferable instruments or securities; and to buy and sell foreign exchange.
- 3.11 To subscribe for, take, underwrite, purchase or otherwise acquire, and to hold, sell, dispose of, and deal with, any shares, stocks, debentures, debenture stocks, bonds, obligations or other securities or investments of any kind and any interests in the same or rights in respect of the same.
- 3.12 To lend, advance or deposit money or give credit, on such terms as may seem expedient and with or without security, to or with any person, firm, company or body.
- 3.13 To borrow and raise money in any manner and to secure or discharge any debt or other obligation or liability of or binding upon the Company in such manner as may be thought fit, including by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's undertaking, property or assets (whether present or future) and uncalled capital or by the creation and issue of securities of any kind.
- 3.14 To guarantee or give indemnities or provide security by any method (including by mortgage or charge upon the whole or any part of the undertaking, property and assets (whether present or future) and uncalled capital of the Company) for the performance of any contracts or obligations, and the payment of any capital or principal (together with any premium) or dividends or interest on any securities, of any person, firm, company or other body (including any company which is for the time being a holding company



of the Company or another subsidiary of any such holding company or is associated with the Company in business).

- 3.15 To issue any securities which the Company has power to issue for any other purpose, by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company.
- 3.16 To apply for, promote and obtain any statute, law, order or other licence of or from any authority for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem calculated directly or indirectly to promote or further the Company's interests; and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- 3.17 To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable; and to carry out, exercise and comply with any such charters, decrees, rights, privileges and concessions.
- 3.18 To control, manage, finance, subsidise, co-ordinate or otherwise assist in any way any person, firm, company or body in which the Company has a direct or indirect financial interest; to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such person, firm, company or body and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with

respect to any business or operations of, or generally with respect to, any such person, firm, company or body.

- 3.19 To procure the Company to be registered or otherwise recognised in, or under the laws of, any territory outside England.
- 3.20 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company or to contract with any person, firm, company or body to pay the same and to pay commissions to brokers *and others for underwriting, placing, selling, or guaranteeing the* subscription of, any shares or other securities of the Company.
- 3.21 To establish, subscribe to and support any charitable, benevolent, national, public or useful object or any institution, association, society, fund or club or any other object or purpose which may be for the benefit, or be considered likely, directly or indirectly, to further the interests, of the Company or that of any company which is the holding company or the Company or a subsidiary of the Company or of any such holding company or that of any of their respective Directors or employees (whether present or former) or members or which may be connected with any town or place where the Company carries on business.
- 3.22 To establish and maintain or contribute to any pension or superannuation funds for the benefit of, and to give or procure the giving of any emoluments, pensions, annuities, gratuities, donations or other allowances or benefits or charitable aid to, and generally to provide advantages, facilities and services (including establishing and supporting any institutions, associations, clubs or funds) for, any persons who are or have been Directors of or who are or have been employed by or who are serving or have served the Company or any

company which is the holding company of the Company or a subsidiary of the Company or of any such holding company or is allied to or associated with the Company or any of the predecessors in business of the Company or of any such other company and the spouses, widows, widowers, children and other relatives and dependants of such persons; to make payments for and towards the insurance of any such persons; and to set up establish, support and maintain profit sharing schemes for the benefit of any of the employees of the Company or of any such holding or subsidiary or associated company.

- 3.23 To establish and maintain, and to contribute to and administer and operate, any scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of its employees or former employees or those of any company which is the Company's holding company or a subsidiary of the Company or of any such holding company or by or for the benefit of such other persons as may for the time being be permitted by law; and, to the extent permitted by law, to lend money to employees of the Company or of any such other company or of any other company which is allied to or associated with the Company with a view to enabling them to acquire shares in the Company or its holding company.

- 3.24 To purchase and maintain insurance for or for the benefit of any persons:-

3.24.1 who are or were at any time directors, officers, employees or auditors of:-

- (a) the Company; or

(b) of any other company (i) which is the Company's holding company or (ii) in which the Company or such holding company or any of the predecessors of the Company or such holding company has any interest (whether direct or indirect) or (iii) which is in any way allied to or associated with the Company ("such other company"); or

(c) of any subsidiary undertaking (as defined in the Companies Act 1985, as amended by the Companies Act 1989) of the Company or such other company; or

3.24.2 who are or were at any time trustees of any pension fund in which any employees of the Company or such other company or subsidiary undertaking are interested;

including (without limitation) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution of their duties or powers;

and, to the extent permitted by law, otherwise to indemnify or exempt any such person against or from any such liability.

3.25 To distribute among the members of the Company in kind or in specie or otherwise in any way or by any means permitted by law, all or any property or assets of the Company of whatever nature (including any proceeds from any disposal of any such property or assets).

3.26 To do all or any of the things or matters set out above in any part of the world and either as principals, agents, contractors, trustees or otherwise and

by or through agents, brokers, sub-contractors, trustees or otherwise and either alone or in conjunction with others.

- 3.27 To do all such other things as may be considered to be incidental or conducive to any of the above objects.

And it is hereby declared that the Company's objects, as set out in the preceding paragraphs of this Clause, shall, except in so far as expressly required by any such paragraph, be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the order in which such objects occur or the name of the Company.

4. The liability of the members is limited.
5. The Share Capital of the Company is £100 divided into 100 shares of £1 each with power to increase or divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise as the Articles of Association may from time to time prescribe.