

No: 4140677

**THE COMPANIES ACT 1985**

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**PRIVATE COMPANY LIMITED BY SHARES**

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**SPECIAL RESOLUTION**

**OF**

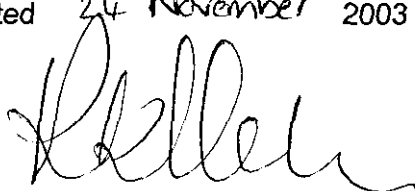
**THE DERITEND GROUP LIMITED**

Pursuant to a resolution in writing passed on the 24 day of November 2003 the following Resolution was duly passed as a Special Resolution:-

**SPECIAL RESOLUTION**

1. That the regulations annexed hereto and signed by the Chairman for the purpose of identification be adopted as the Articles of Association of the Company to the exclusion of all existing regulations.

Dated 24 November 2003



.....  
Chairman





**THE COMPANIES ACTS 1985 AND 1989**

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**PRIVATE COMPANY LIMITED BY SHARES**

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**ARTICLES OF ASSOCIATION  
OF  
THE DERITEND GROUP LIMITED**

**PRELIMINARY**

1. Subject as hereinafter provided and except insofar as the same are excluded or modified by these Articles, the regulations contained in Table A in 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 and, together with these Articles, shall constitute the Articles of the Company, to the exclusion of all other regulations and articles.

**INTERPRETATION**

2. Unless the context otherwise requires, words and expressions which bear particular meanings in Table A shall bear the same respective meanings in these Articles.

**SHARE CAPITAL**

3. The Directors are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (hereinafter referred to as "the Act") to exercise all the powers of the Company, and to grant rights to subscribe for or convert any security into shares of the Company, up to an aggregate nominal value of £100. Unless renewed, this authority shall expire on the fifth anniversary of the date of incorporation of the Company, provided that the Company may make any offer or agreement during the continuance of this authority (as originally granted or from time to time reviewed) which would or might require shares to be allotted, and/or rights to subscribe for or convert any security into shares to be granted, after its expiry.

**TRANSFER OF SHARES**

4. Subject as provided in the next following Article, the directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer

of any share whether or not it is a fully paid share. Regulation 24 of Table A shall not apply.

5.

5.1 For the purposes of this Article the expression "the Holding Company" means the body corporate (if any), being a member of the Company, which is within the meaning of section 736 of the Act a holding company of the Company, and a copy of any resolution of the board of Directors (or equivalent body) of the Holding Company certified by any director or the secretary (or equivalent officer) of the Holding Company and deposited at the office or delivered at a meeting of the Directors to the chairman or to the secretary or to any director shall be sufficient evidence of the passing thereof.

5.2 The Holding Company may by resolution of its board of Directors (or equivalent body) declare that any share of the Company is held by the registered holder thereof as the nominee of the Holding Company (or in the case of a share registered in the name of a deceased or bankrupt holder was so held at the time of his death or bankruptcy) and name some other person as authorised by the Holding Company to sign transfers in the place of the holder or the deceased or bankrupt holder and the Directors shall be entitled and bound to give effect to any instrument of transfer of that share signed by the person so named as transferor in all respects as if the instrument were signed by the registered holder or by his personal representatives or trustee in bankruptcy and notwithstanding that it may not be accompanied by the certificate for that share.

#### **TRANSMISSION OF SHARES**

6. The Directors may at any time give notice requiring any person becoming entitled to a share in consequence of the death or bankruptcy of a member to elect to be registered as holder of the share and if the notice is not complied with within ninety days the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been satisfied. Regulation 31 of Table A shall be modified accordingly.

#### **NOTICE OF GENERAL MEETING**

7. Regulation 38 of Table A shall apply subject to the omission of the words "or a resolution appointing a person as a director" and the deletion of the last paragraph thereof. Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all members and to the Directors.

#### **PROCEEDINGS AT GENERAL MEETINGS**

8. Regulation 41 of Table A shall apply subject to the addition of the following sentence:-

"If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved".

9. Regulation 53 of Table A shall apply subject to the addition of the words "or approved in writing" after the word "executed" in each place that it occurs in the said Regulation.

#### **VOTES OF MEMBERS**

10. Regulation 56 of Table A shall apply subject to the addition, after the word "exercised" in the second sentence of the said Regulation, of the following words:

"or to be delivered at any time before the time appointed for the holding of such meeting or adjourned meeting to any director or to the secretary at the place appointed for the holding of such meeting or adjourned meeting".

11. Regulation 62 of Table A shall apply subject to the following additions:

- 11.1 the addition, after the word "vote" in paragraph (a) of the said Regulation, of the words "to be delivered at any time before the time appointed for the holding of such meeting or adjourned meeting to any director or to the secretary at the place appointed for the holding of such meeting or adjourned meeting"; and

- 11.2 the addition, after the words "taking of the poll" in paragraph (b) of the said Regulation and after the word "director" in paragraph (c) of the said Regulation, of the words "or be delivered at any time before the time appointed for the taking of the poll to any director or to the secretary at the place appointed for the taking of the poll".

#### **ALTERNATE DIRECTORS**

12. At the end of Regulation 66 of Table A there shall be added the following:-

"nor shall any meeting of directors be invalid by reason that notice thereof or of any business to be transacted thereat was not given to any alternate director if his appointor attends such meeting".

#### **POWERS OF DIRECTORS**

13. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under the Articles) and upon such conditions as they may think fit, and may also authorise any such agent to delegate all or any of the powers, authorities and discretions vested in or exercisable by him. The Directors may revoke or alter any such appointment but no person dealing in good faith and without notice of any such revocation or alteration shall be affected by it. Regulation 71 of Table A shall not apply.

#### **DELEGATION OF DIRECTORS' POWERS**

14. Regulation 72 of Table A shall apply subject to the insertion of the words "powers, authorities and discretions" in place of the word "powers" wherever it occurs in the said Regulation and the addition at the end of the third sentence of the said Regulation of the words "but no person dealing in good faith and without notice of any such revocation or alteration shall be affected by it".

## **APPOINTMENT, DISQUALIFICATION**

### **AND REMOVAL OF DIRECTORS**

15. The holder or holders for the time being of a majority in nominal value of the shares of the Company carrying the right to attend and vote at general meetings of the Company may at any time by notice in writing signed by him or them or, in the case of a corporate holder, by one of its directors on its behalf and deposited at the registered office or delivered at a meeting of the Directors or at a general meeting of the Company to the chairman (unless such notices relates to the chairman) or to the secretary or to any director to whom the notice does not relate appoint any person to be a director either to fill a vacancy or as an additional director and by like notice remove any director from office notwithstanding anything in the Articles or in any agreement between the director and the Company.
16. Without prejudice to the powers conferred by the last preceding Article, any person may be appointed a director by the Directors either to fill a vacancy or as an additional director.
17. No director shall be required to retire or vacate his office nor shall any person be ineligible for appointment as a director by reason of his having attained any particular age.
18. The directors shall not be liable to retirement by rotation. Regulations 73 to 80 (inclusive) of Table A shall not apply and all other references to Table A to retirement by rotation shall be disregarded.
19. The office of a director shall be vacated not only upon the happening of any of the events mentioned in Regulation 81 of Table A but also if he is removed from office pursuant to the Articles. Regulation 81 of Table A shall be modified accordingly.

### **REMUNERATION OF DIRECTORS**

20. The ordinary remuneration of the Directors shall be such amount as the Directors shall from time to time determine or such other amount as the Company may from time to time by ordinary resolution determine, to be divided among them in such proportion and manner as the Directors may determine or, failing agreement, equally. Subject as aforesaid, a Director holding office for part only of a year shall be entitled to a proportionate part of a full year's remuneration. Regulation 82 of Table A shall not apply.

### **DIRECTORS' APPOINTMENT AND INTERESTS**

21. The penultimate sentence of Regulation 84 of Table A shall not apply.

### **PROCEEDINGS OF DIRECTORS**

22. Regulation 93 of Table A shall apply to the Company subject to the addition of the words "or approved in writing" after the word "signed" in each place that it appears in the said Regulation.

23. Provided that (so far as applicable) he has complied with the provisions of Regulation 85 of Table A and section 317 of the Act, a Director shall be entitled to vote on any resolution in respect of any contract or proposed contract (within the meaning of the said section 317) in which he has, directly or indirectly, an interest or duty and shall be counted in the quorum present at a meeting in relation to any such resolution. Regulations 94 to 96 (inclusive) of Table A shall be modified accordingly.

#### **ASSOCIATE DIRECTORS**

24. The Directors may at any time and from time to time appoint any person to be an Associate Director having such title including the word "director" as the Directors may decide and may at any time remove any person so appointed. A person so appointed shall not be a director of the Company and shall not be a member of the Board. Subject as aforesaid, the Directors may define and limit the powers and duties of any Associate Directors and may determine their remuneration which may be in addition to their remuneration as managers or employees of the Company.

#### **INDEMNITY**

25. Subject to and so far as may be permitted by the Act, but without prejudice to any indemnity to which any person concerned may otherwise be entitled, the Directors, alternate directors, Auditors, Secretary and other officers for the time being of the Company shall be indemnified out of the assets of the Company against any costs, charges, losses, expenses and liabilities incurred by them in the execution and discharge of their duties, including all liability incurred by them as such in defending any proceedings, whether civil or criminal, in which judgement is given in their favour, or in which they are acquitted or in connection with any application under the Act in which relief is granted to them by the Court. Regulation 118 of Table A shall not apply.