

Company Number: 04154357

CHAPEL SPA LIMITED

WRITTEN RESOLUTIONS OF THE COMPANY'S MEMBER

Circulation Date *18 July* 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that

The Resolutions below are passed as special resolutions.

SPECIAL RESOLUTIONS

- 1 **THAT** 204,990 A Ordinary Shares in the issued share capital of the Company be redesignated as B Ordinary Shares having the rights ascribed thereto in the Articles of Association of the Company
- 2 **THAT** 58,584 C Ordinary Shares in the issued share capital of the Company be redesignated as 58,584 B Ordinary Shares having the rights ascribed thereto in the Articles of Association of the Company
- 3 **THAT** 240 of the authorised but unissued B Ordinary Shares in the capital of the Company be redesignated as 240 A Ordinary Shares having the rights ascribed thereto in the Articles of Association of the Company
- 4 **THAT** the regulations contained in the document annexed be approved and adopted as the Company's articles of association in substitution for and to the exclusion of all of the Company's existing articles of association

AGREEMENT

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



I the undersigned, being a person entitled to vote on or consent to the above resolution on 28 July 2008, hereby irrevocably agree to the Special Resolution above

Signed by



Name

Emma Louise Roberts

Date

28/7/08

NOTES

1. If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the person specified below using one of the following methods.

- **By Hand** delivering the signed copy to Guy Hopson at BPE Solicitors, St James House, St James Square, Cheltenham, GL50 3PR
- **Post** returning the signed copy by post to Guy Hopson at BPE Solicitors, St James House, St James Square, Cheltenham, GL50 3PR
- **Fax** faxing the signed copy to 01242 226712 marked "For the attention of Guy Hopson"
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to Guy Hopson@bpe.co.uk Please enter "Written resolution dated 2008" in the e-mail subject box

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

2. Once you have indicated your agreement to the resolution, you may not revoke your agreement

3. Unless, by 18 August 2008 sufficient agreement has been received for the resolution to be passed, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5 If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.

DATED 28TH July 2008

Articles of Association

Adopted by written special resolution on 28TH July 2008

relating to

CHAPEL SPA LIMITED

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Solicitors**

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Company Number: 04154357

THE COMPANIES ACTS 1985 AND 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

CHAPEL SPA LIMITED

- 1 1 The regulations constituting Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007/2541) and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 (SI 2007/2826), and as otherwise amended prior to the adoption of these Articles (Table A) apply to Chapel Spa Limited (the Company) except in so far as they are excluded or varied by these articles
- 1 2 Words and expressions defined in Regulation 1 of Table A have the same meanings in these articles where the context admits
- 1 3 Regulations 2, 3, 8, 24, 35, 41, 46, 54, 64, 66, 76-79, 84, 94 and 118 of Table A do not apply to the Company
- 1 4 The Company is a private company and no shares or debentures of the Company may be offered to the public
- 1 5 **Companies Acts** means the Companies Act 1985 and the Companies Act 2006 as amended and in force from time to time
- 1 6 **A Ordinary Share:** an ordinary share of £1 in the capital of the Company designated as an A Share,
- 1.7 **B Ordinary Share:** an ordinary share of £1 in the capital of the Company designated as a B Share.

2. SHARE CAPITAL

2 1 The issued share capital of the Company is £659,584 divided into 395,750 A ordinary shares of £1 each and 263,834 B ordinary shares of £1 each

2 2 The rights attaching to the respective classes of shares shall be as follows -

2.2.1 Income

The amount of dividend payable in respect of shares of any class for any financial year or other period shall be such amount (if any) as the Company may by ordinary resolution declare in respect of shares of the particular class. The amount (if any) of dividend per share so declared in respect of shares of one class may be the same as or more or less than the amount (if any) of dividend per share so declared in respect of shares of any other class. Any such dividend shall not exceed the amount (if any) recommended by the Board. Regulation 102 shall be modified accordingly.

Save as provided in the preceding paragraph of this article 2 2 the A Ordinary Shares and B Ordinary Shares shall rank *pari passu* in all respects.

2 3 Subject to the Companies Acts and without prejudice to the rights attached to any existing shares, any share may be issued with or have attached to it such rights or restrictions as the Company may by special resolution determine.

2 4 In accordance with and subject to the provisions of Part V of the Companies Act 1985 the Company may

2 4 1 1 subject to any rights conferred on the holders of any other shares issue shares that are to be redeemed or are liable to be redeemed at the option of the Company or holder,

2 4 1 2 subject to any rights conferred on the holders of any class of shares purchase its own shares (including any redeemable shares),

2 4 1 3 make a payment in respect of the redemption or purchase of any of its own shares as authorised by these articles otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

3 LIEN

The Company shall have a first and paramount lien on all shares whether fully paid or not registered (whether as sole registered holder or as one of two or more joint holders) 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. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation.

4 TRANSFER OF SHARES

The directors may in their absolute discretion refuse to register the transfer of any share whether or not it is a fully paid share

5 PROCEEDINGS AT GENERAL MEETINGS

5.3 If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting is adjourned to such day and at such time and place as the directors may determine and if a quorum is not present within half an hour from the time appointed for the adjourned meeting the meeting is dissolved

5.4 A poll may be demanded at any general meeting by any member present in person or by proxy and entitled to vote

6 VOTES OF MEMBERS

Subject to any rights or restrictions attached to any shares and to any other provisions of these articles, on a show of hands every member present in person or by proxy shall have one vote, unless the proxy is himself a member entitled to vote and on a poll every member present in person or by proxy shall have one vote for every share of which he is the holder

7 NUMBER OF DIRECTORS

Unless otherwise determined by ordinary resolution, the number of directors is not subject to any maximum. The minimum number of directors is one

8 ALTERNATE DIRECTORS

8.3 An alternate director may act as alternate director to more than one director and is entitled at a meeting of the directors or of a committee of the directors to one vote for every director that he acts as alternate director for in addition to his own vote (if any) as a director of the Company, but an alternate director counts as only one director in determining whether a quorum is present

8.4 An alternate director is entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his appointor's absence. But it is not necessary to give notice of such a meeting to an alternate director who is absent from the UK

8.5 Unless otherwise determined by ordinary resolution of the Company, an alternate director is not entitled 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 appointor as such appointor may by notice to the Company direct

9 POWERS OF DIRECTORS

9.3 The directors are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 for a period of five years from the date of incorporation of the Company to allot all or any of the unissued shares of the Company. The maximum aggregate nominal amount of A Ordinary Shares and B Ordinary Shares that may be allotted is £1,000,000. This authority may be varied or revoked by ordinary resolution of the Company.

9.4 The directors are authorised in accordance with section 91 of the Companies Act 1985 to allot shares of the Company as if section 89(1) of the Companies Act 1985 did not apply to the allotment. This power will expire on the date the section 80 of the Companies Act 1985 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.

10 APPOINTMENT AND RETIREMENT OF DIRECTORS

10.3 No person shall be appointed a director at any general meeting unless

10.3.1 he is recommended by the directors, or

10.3.2 not less than 14 or more than 35 clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment stating the particulars which would, if he were so appointed, be required to be included in the Company's register of directors together with notice executed by that person of his willingness to be appointed.

10.4 Not less than seven nor more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the directors for appointment as a director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment as a director. The notice shall give particulars of that person which would, if he were so appointed, be required to be included in the Company's register of directors.

10 5 Subject as aforesaid the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director

10 6 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any maximum number of directors that may be fixed by ordinary resolution

11 DIRECTORS' APPOINTMENTS AND INTERESTS

Subject to the provisions of the Companies Acts, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the Company and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made on such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate (unless the terms of his appointment provide otherwise) if he ceases to be a director but without prejudice to any claim for damages for breach of the contract of service between the director and Company.

12 VARIATION OF CLASS RIGHTS

12 1 The Company shall exercise the power conferred upon it by section 719 of the Companies Act 1985 only with the prior sanction of a special resolution. If at any time the capital of the Company is divided into different classes of shares, the exercise of such power as aforesaid shall be deemed to be a variation of the rights attached to each class of shares and shall accordingly require the prior consent in writing of the holders of three-fourths in nominal value of the issued share of each class or the prior sanction of an extraordinary resolution passed at a separate meeting of the holders of the shares of each class convened and held in accordance with the provisions of section 334 of the Companies Act 2006.

13 PROCEEDINGS OF DIRECTORS

13 3 A person may participate in a meeting of the directors or of a committee of directors by means of electronic communication provided that throughout the meeting all persons participating in the meeting are able to communicate interactively and simultaneously with all other parties participating in the meeting notwithstanding accidental disconnection of the means of electronic communication during the meeting. A person participating in a meeting in this manner shall be deemed present in person at the meeting and shall be entitled to vote and be counted in the quorum.

- 13 4 Subject to disclosure in accordance with section 317 of the Companies Act 1985, a director is entitled to vote at any meeting of the directors or of a committee of directors on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company, and in relation to any such resolution (whether or not he votes on the same) he is to be taken into account in calculating the quorum present at the meeting

14 INDEMNITY

- 14 3 Subject to the Companies Acts, but without prejudice to any indemnity to which a director may otherwise be entitled, each director or other officer of the Company (other than any person (whether an officer or not) engaged by the Company as auditor) shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a director or other officer of the Company or any company that is a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006) in the actual or purported execution and/or discharge of his duties, or in relation thereto including any liability incurred by him in defending any civil or criminal proceedings, in which judgement is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's affairs
- 14.4 The Company may buy and maintain insurance against any liability falling upon its directors or other officers which arises out of their respective duties to the Company, or in relation to its affairs