

No: 04419913

The Companies Act 1985

Private company limited by shares

**Written resolutions pursuant to s. 381A Companies Act 1985
of**

Seckloe 111 Limited (the "Company")

(passed on April 2004)

We, being all the members of the Company entitled to attend and vote at an **extraordinary general meeting** of the Company, hereby resolve in accordance with the articles of association of the Company that the following resolutions be passed as a written resolution of the Company which would otherwise be required to be passed as special resolutions:

1. **That** the terms of a purchase agreement proposed to be made between Lloyds TSB Development Capital Limited (1) LDC Co-Investment Plan 2002 (2) and the Company (3), in the same form as the draft provided to us at the date of this resolution, be and they are hereby approved and any director of the Company be and he is authorised to enter into the agreement on behalf of the Company.
2. **That** the draft regulations, in the substantially the same form as the draft provided to us at the date of this resolution, be and they are hereby adopted by the Company in substitution for and to the exclusion of its existing articles of association.
3. **That** all pre-emption rights conferred on us by the articles of association of the Company or in any other way whatsoever be and they are disapplied for the purposes of the repurchase by the Company of the shares detailed in the agreement referred to at resolution 1 above.

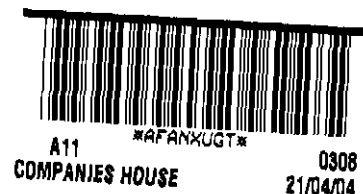
Anthony Bell

Director, for and on behalf of Lloyds TSB Development Capital Limited

Anthony Bell

Director, for and on behalf of LDC Co-Investment Plan 2002

.....
Peter Jones



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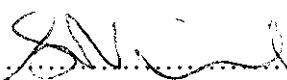
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.....
Director, for and on behalf of
Lloyds TSB Development Capital
Limited

.....
Director, for and on behalf of
LDC Co-Investment Plan 2002

BY AUTHORIZED ATTORNEY

.....

Peter Jones

Articles of Association

Seckloe 111 Limited

Company number: 04419913

Adopted by special
resolution passed on: 13th April 2004

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The Companies Act 1985

Private company limited by shares

Articles of Association

of

Seckloe 111 Limited

(as adopted by special resolution passed on 2004)

1. Preliminary

- 1.1 The Regulations contained in 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 1985 (hereinafter referred to as "**Table A**"), subject to additions, exclusions and modifications hereinafter expressed shall constitute the Articles of Association of the Company.
- 1.2 In these Articles the expression "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.

2. Share capital

- 2.1 The Directors of the Company may (subject to Articles 2.2 and 2.3 below and section 80 of the Act) allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Act) in the Company on such terms and conditions and in such manner as they think proper.
- 2.2 The Directors of the Company are generally and unconditionally authorised during the period of five years from the date of incorporation of the Company to allot, grant rights to subscribe for or convert securities into shares in relation to the original shares in the authorised share capital of the Company to such persons at such times and on such terms and conditions as they think fit, subject to the provisions of section 80 of the Act.



2.3 Subject to any direction to the contrary that may be given by Special Resolution by the Company in General Meeting, any shares which do not comprise the original authorised share capital of the Company shall, before they are issued, be offered to the Members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the Member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined, and after the expiration of such time or on receipt of an intimation from the Member to whom the notice is given that he declines to accept the shares, the Directors may dispose of the same in such manner as they think most beneficial to the Company. The provisions of this paragraph shall have effect only insofar as they are not inconsistent with section 80 of the Act.

2.4 In accordance with section 91(1) of the Act, section 89(1) and sections 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

3. **Lien**

3.1 The Company shall have a first and paramount lien on every partly paid share for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share. The Company shall also have a first and paramount lien on every partly paid share standing registered in the name of any Member solely or registered in the names of two or more joint holders 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 Article.

3.2 Regulation 8 of Table A shall not apply to the Company.

4. **Notice of General Meetings**

4.1 Regulations 112 and 115 of Table A shall not apply to the Company.

4.2 Every Member is entitled to written notice of every meeting of the Company, at such address as the Member may inform the Directors of from time to time; provided that a notice given to a joint holder whose name stands first in the register of Members in respect of a jointly held share shall be sufficient to notify those holding jointly with him. A notice shall be deemed to have been received:

- (a) When given, if delivered personally;
- (b) On the next business day, if sent by facsimile, telex or E-Mail;
- (c) After two clear days, if sent by telegram to any properly notified address or if properly addressed and sent within the United Kingdom by pre-paid registered or recorded delivery post;

- (d) After seven clear days, if properly addressed and sent to or from an address outside of the United Kingdom by pre-paid registered or recorded delivery post;

and subject to the above, Regulation 116 of Table A shall be modified accordingly.

- 4.3 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at any such meeting. Regulation 39 of Table A shall not apply to the Company.
- 4.4 An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed:
 - (a) In the case of an Annual General Meeting, by all of the Members entitled to attend and vote thereat; and
 - (b) In the case of any other Meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety-five per cent, in nominal value of the shares giving that right.
- 4.5 The notice shall specify the time and place of the Meeting and in the case of special business only the general nature of the special business to be transacted and, in the case of an Annual General Meeting, shall specify the Meeting as such.
- 4.6 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend; the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of the Auditors.
- 4.7 Subject to the provisions of these Articles and to any restrictions imposed on any shares, all notices of and any other communications relating to any General Meetings of the Company or of separate General Meetings of the holders of any class of share capital of the Company shall be given to all members, to all persons entitled to a share in consequence of the death or bankruptcy of a Member and to the Directors and Auditors of the Company for the time being.
- 4.8 Regulation 38 of Table A shall not apply to the Company.

5. Proceedings at General Meetings

- 5.1 No business shall be transacted at any Meeting unless a quorum is present at the time the Meeting proceeds to business. Two persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.
- 5.2 For so long as the Company has only a sole Member, that Member shall constitute a quorum if present in person or by proxy or, if that Member is a corporation, by a duly authorised representative.
- 5.3 If such a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine. If at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, such adjourned Meeting shall be dissolved.
- 5.4 Regulations 40 and 41 of Table A shall not apply to the Company.
- 5.5 For so long as the Company has only a sole Member, any decisions or actions made or taken by that Member which are ordinarily required to be made or taken in General Meeting of the Company or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in General Meeting save that this paragraph shall not apply to resolutions passed pursuant to Sections 303 and 391 of the Act.
- 5.6 Any decision taken by a sole Member pursuant to paragraph 5.5 above shall be recorded in writing and delivered by that Member to the Company for entry in the Company's Minute Book.

6. Number of Directors

- 6.1 Unless otherwise determined by Ordinary Resolution in General Meeting of the Company, the number of Directors (other than Alternate Directors) shall not be subject to any maximum, and the minimum number of Directors shall be one. If and for so long as the number of Directors is one, a sole Director may exercise all the authorities and powers which are vested in the Directors by Table A and by these Articles. Regulation 89 of Table A shall be modified accordingly.
- 6.2 Regulation 64 of Table A shall not apply to the Company.

7. Appointment of Directors

- 7.1 The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Act.

- 7.2 No personnel shall be appointed a Director at any General Meeting unless:
- (a) he is recommended by the Directors; or
 - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a member qualified to vote at the General 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 Register of Directors of the Company together with notice executed by that person of his willingness to be appointed.
- 7.3 Subject to clause 7.2 above, 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.
- 7.4 The Directors may appoint a person who is willing to act to be a Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles as the maximum number of Directors.
- 7.5 A director shall automatically retire from office at the annual general meeting following his 70th birthday but shall be eligible for re-appointment. If re-appointed the director shall automatically retire at each subsequent annual general meeting but shall continue to be eligible for re-appointment on an annual basis.
- 7.6 The directors may exercise all the powers of the Company to borrow and raise money without limit as to the amount and upon such terms and in such manner as they think fit, and to mortgage and charge its undertaking, property and uncalled capital or any part of it, and subject to Section 80 of the Act, to issue debentures, debenture stock and other securities outright or as security for any debt, liability or obligation of the Company or of any third party.
- 7.7 A director who pursuant to Regulations 85 and 86 of Table A has declared at a meeting of the directors the nature of his interest in a contract, proposed contract or arrangement with the Company shall be entitled to vote in respect of that contract, proposed contract, or arrangement, or upon any matter arising there out and if he shall do so his vote shall be counted, and he may be taken into account in ascertaining whether or not a quorum is present at the meeting of the directors or the committee at which the vote is taken.
- 7.8 In Regulation 88 of Table A the words "It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom" shall be deemed to be deleted.

- 7.9 Not less than seven days' notice of meetings of the directors shall be given to each of the directors at their address in the United Kingdom whether present in the United Kingdom or not and Regulation 88 of Table A shall be deemed to be modified accordingly.
- 7.10 Notice of a meeting of the directors shall include an agenda specifying in reasonable detail the matters to be discussed at the meeting.
- 7.11 The directors may grant retirement pensions or annuities or other allowances including allowances on death, to any person or to the widow or widower or dependants of any person, in respect of services rendered by him to the Company as Managing director or in any other executive office or employment under the Company or indirectly as an executive officer or employee of any subsidiary company of the Company or of its holding company (if any) notwithstanding that he may be or may have been a director of the Company and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person. Regulation 87 in Table A shall not apply.
- 7.12 Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.
- 7.13 In addition to the situations set out in Regulation 81 of Table A, the office of director shall be automatically vacated if:
- (a) *he is requested to resign by notice in writing addressed to him at his address as shown in the register of directors and signed by all the other directors (without prejudice to any claim for damages which he may have for breach of any contract between him and the Company); or*
 - (b) *he is convicted of an indictable offence or his conduct (whether or not concerning the affairs of the Company) is the subject of an investigation by an inspector appointed by the Secretary of State or by the Serious Fraud Squad (or any successor body or body equivalent in any foreign jurisdiction) and the directors shall resolve that it is undesirable in the interests of the Company that he remains a director of the Company; or*
 - (c) *his contract of employment is terminated for any reason; or*
 - (d) *he has been in breach of any material provision of his contract of employment or engagement with the Company for a period of 30 days after having been given written notice (if the breach is capable of remedy) to rectify the same.*

8. **Board Meetings**

- 8.1 A person in communication by electronic means with the chairman and with all other parties to a meeting of the directors or of a committee of the directors shall be regarded for all purposes as personally attending such a meeting provided that but only for so long as at such a meeting he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by electronic means.
- 8.2 A meeting at which one or more of the directors attends by electronic means is deemed to be held at such place as the directors shall at the said meeting resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the directors attending the meeting are physically present, or in default of such a majority, the place at which the chairman of the meeting is physically present.
- 8.3 In this Article '**electronic**' means actuated by electric, magnetic, electro-magnetic, electro-chemical or electro-mechanical energy and '**by electronic means**' means by any manner only capable of being so actuated.

9. **Secretary**

The Secretary or Joint-Secretary of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Act.

10. **The Seal**

- 10.1 The seal, if any, of the Company shall only be used by the authority of the Directors or of a committee of Directors authorised by the 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 a Director and by the Secretary or a second Director. The provisions of Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company adopts a common seal. Regulation 101 of Table A shall not apply to the Company.
- 10.2 The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

11. **Transfer of Shares**

- 11.1 The Directors may, in their absolute discretion, decline to register the transfer of a share whether or not it be a fully paid share, and no reason for the refusal to register the aforementioned transfer need be given by

the Directors. The first sentence of Regulation 24 of Table A shall not apply to the Company.

12. **Indemnity**

- 12.1 Every Director or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of his duties of his office or otherwise in relation thereto, 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 in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.
- 12.2 The provisions of clause 15.1 above of this Article shall not have effect in any proceedings resulting in a breach of the provisions of Section 310 of the Act.
- 12.3 Regulation 118 of Table A shall not apply to the Company.