

THE COMPANIES ACTS 1985, 1989 AND 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN SHAREHOLDER'S RESOLUTION

- of -

CEDAR ROCK CAPITAL LIMITED
("the Company")

(Company number 04466326)

Circulated on 23 April 2008

THURSDAY



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24/04/2008
COMPANIES HOUSE

We the undersigned pass the following resolution as a written resolution to have effect as if passed by the Company in general meeting pursuant to section 288 of the Companies Act 2006

Special Resolution

1. Adoption of New Articles

THAT the regulations contained in the document attached to this Resolution (the 'New Articles') and for the purposes of identification signed by the Chairman be and are hereby approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company

Ordinary Resolution

THAT

2. Increase in authorised share capital

THAT the authorised share capital of the Company be increased by £400 000 by the creation of 400,000 "C" ordinary shares of £1 each, each such share having the rights attaching to it as set out in the new Articles

Signed by Andrew Brown
On 23 April 2008

I can certify that this is a true copy of the original	
Original seen	
Name	DAVID MILLER
Signature	
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Statement

Set out above is the form of a written resolution which it is proposed should be passed by the members of the Company in accordance with Part 13 of the Companies Act 2006

The resolutions are proposed to be passed as one special resolution and one ordinary resolution

If you wish to signify your agreement to the resolution you must do so by sending to the Company a document which identifies the resolution to which it relates and indicates your agreement to the resolutions. The easiest way to do this is to sign, date and return this document. Your agreement once signified may not be revoked.

In order for the resolution to be passed, eligible members holding the required majority must have indicated their agreement to the resolution on or before 23 April 2008.

The Companies Acts 1985, 1989 and 2006

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

CEDAR ROCK CAPITAL LIMITED

Incorporated on 20 June 2002
New articles adopted 17th December 2002
Further amended on 20th January 2003
and on 3 April 2008

PRELIMINARY

1 Subject as hereinafter provided the regulations contained in Table A in the Companies (Tables A-F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 the Companies (Tables A to F) (Amendment) Regulations 2007 and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 (hereinafter referred to as Table A) shall apply to the Company. Reference in these Articles to a "regulation" shall, unless the context otherwise requires be to a regulation of Table A.

2 (a) Regulations 2, 3, 40, 64, 76-79 (inclusive), 94, 95, 96 and 99 of Table A aforesaid shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Table A, subject to the modifications hereinafter expressed shall constitute the regulations of the Company.

(b) In these articles and in Table A the following expressions have the following meanings unless the context otherwise requires

Acquisition Cost in relation to a share registered in the name of an Employee (or his transferees) the price at which such Share was allotted to or first acquired by such Employee (or transferee)

"Act" the Companies Act 1985 in force from time to time and the Companies Act 2006 (and a reference to any particular provision of the Companies Act 1985 and/or the Companies Act 2006 includes any statutory modification or re-enactment of such provision in force from time to time and without limitation, in respect of any reference to the Companies Act 1985 includes any provision(s) of the Companies Act 2006 (and its related commencement orders) which replace(s) the same (with or without modification))

'A ordinary shares A ordinary shares of £1 each in the capital of the Company from time to time

A Shareholder Majority the holder or holders of more than 50% of the issued A

	ordinary shares at the relevant time
B ordinary shares	B ordinary non-voting shares of £1 each in the capital of the Company from time to time
C ordinary shares	C ordinary non-voting shares of £1 each in the capital of the Company from time to time
Employee	an individual who is employed by or a director of the Company or any other Group Company
Employee Trust	any employee benefit trust established by the Company the beneficiaries of which include all or substantially all of the employees of the Company and/or other Group Companies
Fair Market Value	the price of a B ordinary share and/or (as the case may be) of a "C" ordinary share determined by the auditors of the Company from time to time or an independent valuer which price shall not be discounted or enhanced to reflect the number of shares in respect of which the price is determined and in giving such determination the auditor or independent valuer shall act as an expert not an arbitrator
Good Leaver	any Employee who ceases to be an Employee by reason of any of the following circumstances <ul style="list-style-type: none"> (a) death of the Employee, (b) injury or disability proved to the satisfaction of the Directors (c) redundancy (d) retirement at the Employee's normal retirement date or early with the consent of the Employee's employing company (e) any other circumstance which the Directors shall determine within 90 days of the Employee ceasing to be an Employee (with the consent of an A Shareholder Majority) amounts to a good leaver circumstance
Group	the Company and each subsidiary of the Company of which the Company has control (within the meaning of Section 840 of the Income and Corporation Taxes Act 1988) and 'Group Company' shall be construed accordingly
Mandatory Transfer Notice	in respect of 'B ordinary shares and/or (as the case may be) 'C ordinary shares a notice given or deemed to be given pursuant to Article 5 by a person that he desires to transfer or dispose of his 'B ordinary shares and/or (as the case may be) his 'C ordinary shares
Sale Price	in respect of a transfer of 'B ordinary shares and/or 'C ordinary shares <ul style="list-style-type: none"> (a) if the Vendor is a Good Leaver the Fair Market Value of those shares and (b) in any other case the lower of the Fair Market Value of those shares and the Acquisition Cost of those shares
Shares	A ordinary shares and 'B ordinary shares and C ordinary shares
Trustees	the trustees for the time being of an Employee Trust
Vendor	any person who has given or is deemed to have given a

Mandatory Transfer Notice

CAPITAL

- 3 (a) The authorised share capital of the Company is £1,400,000 divided into 600 000 'A' ordinary shares of £1 each and 400 000 'B' ordinary shares of £1 each and 400 000 'C' ordinary shares of £1 each
- (b) The 'A' ordinary shares and 'B' ordinary shares and 'C' ordinary shares shall rank pari passu in all respects save that the 'B' ordinary shares and the 'C' ordinary shares shall not entitle the holders of them to receive notice of or to attend or vote at any general meeting of the Company and save as otherwise provided for in these Articles Regulations 54 to 63 of Table A shall be construed accordingly
- 4 The shares of the Company whether forming part of the original capital or of any increased capital may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine, subject in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares. The provision in regulation 6 requiring share certificates to be issued under seal shall not apply to the Company

TRANSFER OF SHARES

- 5 (a) Any share may be transferred by a member to his or her spouse or lineal descendant and any share of a deceased member may be transferred to any such relation as aforesaid of the deceased member. 'B' ordinary shares and 'C' ordinary shares may be transferred to Trustees where offered to the Trustees in accordance with Article 6(d). 'B' ordinary shares and 'C' ordinary shares may be transferred by Trustees subject to the prior consent of the Directors. Save as aforesaid or where the shares are the subject of an Mandatory Transfer Notice the Directors in their absolute discretion and without assigning any reason therefor may decline to register the transfer of any share whether or not it is a fully paid share. The first sentence of regulation 24 shall not apply to the Company
- (b) Unless the Directors with the consent of an 'A' Shareholder Majority otherwise determine, any member who is an Employee (or who holds 'B' ordinary shares and/or 'C' ordinary shares which were originally issued or transferred to an Employee (the "Original Employee")) shall give a Mandatory Transfer Notice in respect of all the 'B' ordinary shares and 'C' ordinary shares then registered in his name upon such member (or the Original Employee) ceasing to be an Employee without remaining or thereupon becoming an Employee of another Group Company
- (c) A Mandatory Transfer Notice shall if not actually given within a period of 14 days of the Employee ceasing to be an Employee be deemed to have been given on the 14th day after such event
- (d) Where there are Trustees following receipt of a Mandatory Transfer Notice the Directors shall offer by notice in writing ('the Offer Notice') all the 'B' ordinary shares and the 'C' ordinary shares the subject of such Mandatory Transfer Notice (' Sale Shares') for sale at the Sale Price to the Trustees. Such offer (the 'Trust Offer') shall be open for acceptance in whole or in part within 21 days of receipt of the Offer Notice failing which the Trust Offer will be deemed to have been declined
- (e) If the Trustees decline to purchase any or all of the Sale Shares within the time specified for acceptance in sub-paragraph (d) of this Article (or if there are no Trustees) the Directors shall offer by notice in writing (the 'Second Offer Notice') all of the Sale Shares which the Trustees have declined to purchase (or if there are not Trustees of all the Sale Shares) at the Sale Price to the holders of 'A' ordinary shares (other than the Vendor) pro rata as nearly as

may be in proportion to the existing number of A ordinary shares then held by them (or if this is not possible without creating fractions of shares in such proportions as the Directors shall determine to remove the incidence of fractions) (the "First Members Offer") Such offer will be open for acceptance within 21 days of receipt of the Second Offer Notice failing which the First Members Offer will be deemed to have been declined

- (f) If the Directors do not find existing holders of 'A ordinary shares willing to purchase all of the Sale Shares within the period specified for acceptance in sub-paragraph (e) the Directors shall offer by notice in writing (the 'Third Offer Notice') all or any of the Sale Shares in respect of which a purchaser has not been found for sale at the Sale Price to holders of A ordinary shares who accepted their full entitlement under the First Members Offer (the 'Second Members Offer') The Second Members' Offer shall be open for acceptance within 21 days of receipt of the Third Offer Notice failing which it will be deemed to have been declined If acceptances are received for shares in excess of the aggregate number of Sale Shares available each acceptance received shall be scaled down in proportion to the aggregate number of Sale Shares available (or if this is not possible without creating fractions of shares in such proportion as the Directors shall determine to remove the incidence of fractions)
- (g) If the Directors shall not have found purchasers pursuant to the provisions of sub-paragraphs (d) to (f) of this Article for all of the Sale Shares within the relevant periods specified for acceptance the Directors may determine (in which case the following provisions of this Article shall apply) that (subject to the provisions of the Act relating to purchases of own shares or any statutory re-enactment or amendment thereof) the Company shall purchase some or all of any balance of Sale Shares not so purchased at the Sale Price within a period of 42 days beginning on the day following the end of the period for the acceptance of the Second Members Offer
- (h) If the Directors shall find purchasers in respect of all or any of the Sale Shares in accordance with the provisions of sub-paragraph (d) to (g) of this Article they shall forthwith give notice thereof to the Vendor (the 'Sale Notice') which notice shall specify the number of Sale Shares accepted the Sale Price and that the Vendor shall be bound to complete the sale and purchase of the Sale Shares the subject of a Sale Notice within seven days of the date of the Sale Notice
- (i) If a Vendor makes default in transferring a Sale Share the Company shall receive and give a good discharge for the purchase money on behalf of the Vendor but shall not be bound to earn or pay interest thereon and the Directors shall authorise some person to execute a transfer of the Sale Shares in favour of the purchaser and shall enter the name of the purchaser in the Register of Members as the holder of such of the Sale Shares as shall have been so transferred to him The Vendor shall in such case be bound to deliver up his certificate(s) for the Sale Shares to the Directors whereupon the Vendor shall be entitled to receive the purchase price
- (j) If following the giving of a Mandatory Transfer Notice a purchaser for the Sale Shares comprised in such notice cannot be found in accordance with the provisions of sub-paragraphs (d) to (g) of this Article 5 an 'A Shareholder Majority may at any time by written notice to the Directors subsequently require any member who has previously been required to give a Mandatory Transfer Notice to give a further transfer notice in respect of all the B ordinary shares and all the C ordinary shares then registered in his name Such further Mandatory Transfer Notice shall be deemed to have been given on the next business day after receipt of such notice

DIRECTORS

- 6 The first Director or Directors of the Company shall be the persons named in the statement delivered under Section 10 of the Companies Act 1985
- 7 Unless and until otherwise determined by the Company in general meeting the number of Directors (other than alternate directors) shall not be less than one If at any time and from time to time there shall be only one Director (other than the alternate directors) of the Company such Director may act

alone in exercising all the powers discretion and authorities vested in the Directors and regulation 89 in Table A shall be modified accordingly

- 8 No persons 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 of appointment 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 that 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
- 9 Subject as aforesaid the Company may by ordinary resolution appoint a person who is willing to act as a Director either to fill a vacancy or as an additional Director
- 10 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 number fixed by or in accordance with the articles as the maximum number of Directors
- 11 A Director who has disclosed his interest in accordance with Regulations 85 and 86 of Table A and the provision of the Act may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such a Director shall be counted in the quorum at any meeting at which such contract or proposed contract or arrangement is being considered
- 12 A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine
- 13 Any Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director to act as Auditor for the Company
- 14 Subject to section 157 of the Companies Act 2006 any person may be appointed or elected as a Director whatever their age and no Director shall be required to vacate their office of Director by reason of their attaining any age
- 15 A meeting of the directors may consist of a conference between Directors who are not all in one place but of whom each is able (direct or by telephonic or electronic 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. The word "meeting" in these Articles shall be construed accordingly

BORROWING POWERS

- 16 The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking property and uncalled capital or any part thereof and subject to section 80 of the Act to issue debentures, debenture stock and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party

SECRETARY

- 17 The first Secretary of the Company shall be the person named in the statement delivered under section 10 of the Act
- 18 The Board may determine from time to time whether a person should be appointed to fulfil the role of a Company Secretary. If the Board determines that a person should be Company Secretary from time to time the Company Secretary shall be appointed by the Directors for such term at such remuneration

and upon such conditions as they may think fit and any Company Secretary so appointed may be removed by them

