

Company no. 04890494

The Companies Act 2006
Private company limited by shares
Written resolutions
of
Consensus Business Group Limited
9 June 2010 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of Consensus Business Group Limited (the "Company") propose that

- resolution 4 below is passed as an ordinary resolution (the "Ordinary Resolution"), and
- resolutions 1, 2 and 3 below are passed as special resolutions (the "Special Resolutions")

Special Resolutions:

- 1 That the articles of association of the Company be amended by deleting to the fullest extent permitted by law all of the provisions of the company's memorandum of association which, by virtue of Section 28, Companies Act 2006, are to be treated as provisions of the company's articles of association
- 2 That any limit on the maximum amount of shares that may be allotted by the company which is imposed by the amount of the company's authorised share capital that is in force be revoked,
- 3 That the draft articles of association attached to this resolution be and they are adopted by the company in substitution for, and to the exclusion of, its existing articles of association

Ordinary Resolutions

- 4 That the directors of the Company have the powers given by Section 550, Companies Act 2006

Important:

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

The undersigned, being all persons entitled to vote on the resolutions on the Circulation Date (see Notes 4 and 5), hereby irrevocably agree to the Ordinary Resolution and Special Resolutions

Michael Wabon
duly authorised signatory
for and on behalf of
Rotch Limited, sole shareholder

Date 9 June 2010

SATURDAY



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COMPANIES HOUSE

Notes

- 1 You can choose to agree to all of the Ordinary Resolution and Special Resolutions or none of them but you cannot agree to only some of them. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
 - By hand (by delivering the signed copy to 4th Floor Leconfield House, Curzon Street, London W1J 5JA marked for the attention of Michael Ingham)
 - By post (by returning the signed copy 4th Floor Leconfield House, Curzon Street, London W1J 5JA marked for the attention of Michael Ingham)
- 2 The resolutions will lapse if sufficient votes in favour of them have not been received by the end of the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one). Unless you do not wish to vote on the resolutions, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against all of the resolutions.
- 3 Once you have signified your agreement to the resolutions such agreement cannot be revoked.
- 4 In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s).
- 5 If a member has exercised the right, pursuant to the Company's articles of association and section 145 of the Companies Act 2006 to nominate another person to exercise a right to vote on a written resolution, then the vote of that nominee will be counted by the Company to the exclusion of the member.
- 6 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.

Articles of Association of

Consensus Business Group Limited

Company number 04890494

(Private company limited by shares)

as adopted by written special resolution passed on 9 June 2010

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Company number 04890494

The Companies Act 2006

Private company limited by shares

Articles of Association

of

Consensus Business Group Limited

(as adopted by written special resolution passed on 9 June 2010)

Part 1 Interpretation, Limitation of Liability and Other Miscellaneous Provisions

It is agreed as follows

1 Defined terms

In these articles, unless the context requires otherwise

"articles" means the company's articles of association as altered or varied from time to time (and **"article"** means a provision of the articles)

"CA2006" means the Companies Act 2006

"Companies Law" means CA2006 and every other statute, order, regulation, or other subordinate legislation from time to time in force concerning companies and affecting the company

"conflicted director" has the meaning set out in article 4 1

"conflict situation" has the meaning set out in article 4 1

"eligible director" means a director who would be entitled to vote on the matter were it to be proposed as a resolution at a directors' meeting (and thus excludes any conflicted director whose conflict situation has not been authorised or otherwise permitted under the articles or Companies Law)

"Model Articles" means the model articles for private companies limited by shares as set out in Schedule 1 to The Companies (Model Articles) Regulations 2008 (and **"Model Article"** means a provision of the Model Articles)

1 1 Unless the context otherwise requires (or unless otherwise defined or stated in these articles), words or expressions defined in the Model Articles shall have the same meaning in these articles

1 2 Any other words and expressions contained in these articles and/or the Model Articles shall have the same meaning as in the CA2006, whether or not capitalised in these articles, and so for example **"associated company"** shall be construed in accordance with the provisions of Section 256, CA2006, **"electronic form"** shall be construed in accordance with the provisions of Section 1168, CA2006, **"holding company"** and **"subsidiary"** shall be construed in

accordance with the provisions of Section 1159, CA2006, "**occupational pension scheme**" has the meaning set out in Section 235(6), CA2006, and "**parent undertaking**" and "**subsidiary undertaking**" shall be construed in accordance with the provisions of Section 1162, CA2006

- 1 3 The Model Articles shall apply to the company save insofar as they are excluded or modified by or are inconsistent with these articles, and the Model Articles (except insofar as so excluded, modified or inconsistent) together with these articles shall be the articles of association of the company (to the exclusion of any other regulations set out in any statute, statutory instrument or other subordinate legislation from time to time in force)

Part 2

Directors and Secretary

Decision-making by Directors

2 Quorum for directors' meetings

The quorum for the transaction of the business of the directors shall be

- (a) where at the relevant time there is only one director of the company, that director
- (b) where at the relevant time there are two or more directors of the company, two eligible directors unless in relation to any meeting (or part of any meeting) held pursuant to article 4 the company has only one eligible director when the quorum for such meeting (or the part thereof) dealing with the authorisation pursuant to article 4 shall be one eligible director

Model Article 11(2) is modified accordingly

3 Casting vote

If, at a meeting of the directors, the numbers of votes for and against a proposal are equal, the chairman shall not have a casting vote Model Article 13 is modified accordingly

4 Authorisation of conflicts of interest

4 1 Subject to and in accordance with the CA2006

- (a) the directors may authorise any matter or situation arising on or after 1 October 2008 in which a director (the "**conflicted director**") has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company (including, without limitation, in relation to the exploitation of any property, information or opportunity, whether or not the company could take advantage of it) and for this purpose a conflict of interest includes a conflict of interest and duty and a conflict of duties (the "**conflict situation**"),
- (b) any authorisation given in accordance with this article 4 may be made on such terms and subject to such conditions and/or limitations as the directors may, in their absolute discretion, determine (including, without limitation, excluding the conflicted director and any other interested director from certain directors' meetings, withholding from him or them certain directors' or other papers and/or denying him or them access to certain confidential company information) and such terms, conditions and/or limitations may be imposed at the time of or after the authorisation and may be subsequently varied or terminated, and
- (c) in considering any request for authorisation in respect of a conflict situation, the directors shall be entitled to exclude the conflicted director from any meeting or other discussion (whether oral or written) concerning the authorisation of such conflict

situation and they shall also be entitled to withhold from such conflicted director any board papers or other papers concerning the authorisation of such conflict situation

4 2 If any conflict situation is authorised or otherwise permitted under the articles, the conflicted director (for as long as he reasonably believes such conflict situation subsists)

- (a) shall not be required to disclose to the company (including the directors or any committee) any confidential information relating to such conflict situation which he obtains or has obtained otherwise than in his capacity as a director of the company, if to make such disclosure would give rise to a breach of duty or breach of obligation of confidence owed by him to another person in relation to such matter, office, employment or position,
- (b) shall be entitled to attend or absent himself from all or any meetings of the directors (or any committee) at which anything relating to such conflict situation will or may be discussed, and
- (c) shall be entitled to make such arrangements as he thinks fit to receive or not to receive documents or information (including, without limitation, directors' papers (or those of any committee of it)) relating to any such conflict situation and/or for such documents or information to be received and read by a professional adviser on his behalf,

and in so doing, such conflicted director shall not be in breach of any general duty he owes to the company pursuant to Sections 171 to 177 (inclusive), CA2006 and the provisions of this article 4 shall be without prejudice to any equitable principle or rule of law which may excuse the conflicted director from disclosing information or attending meetings or receiving documents or information, in circumstances where such disclosure, attendance or receipt would otherwise be required under the articles

4 3 For the purposes of this article 4, an interest of a person who is, for any purpose of the CA2006 (excluding any statutory modification thereof not in force when this regulation becomes binding on the company), connected with a director shall be treated as an interest of the director

5 Directors may have interests and vote and count for quorum

5 1 Provided permitted by Companies Law, and provided he has disclosed to the other directors the nature and extent of his interest pursuant to Section 177 or 182, CA2006 or otherwise pursuant to the articles (as the case may be), a director, notwithstanding his office

- (a) may be a party to, or otherwise directly or indirectly interested in any contract, arrangement, transaction or proposal with the company or in which the company is otherwise interested and may hold any other office or place of profit under the company (except that of auditor or of auditor of a subsidiary of the company) in addition to the office of director and may act by himself or through his firm in a professional capacity for the company and in any such case on such terms as to remuneration and otherwise as the directors may arrange either in addition to or in lieu of any remuneration provided for by any other article,
- (b) may be a shareholder, director or other officer of, or employed by, or hold any other office or position with, or be directly or indirectly interested in any contract, arrangement, transaction or proposal with or a party to or otherwise directly or indirectly interested in, any subsidiary and subsidiary undertaking of the company or any parent undertaking of the company and any of such parent undertaking's subsidiaries or subsidiary undertakings or any other body corporate promoted by the company or in which the company is otherwise interested,
- (c) shall not, by reason of his office, be liable to account to the company for any dividend, profit, remuneration, superannuation payment or other benefit which he derives from

- (i) any matter, office, employment or position which relates to a conflict situation authorised in accordance with article 4, or
- (ii) any office, employment, contract, arrangement, transaction or proposal or other interest permitted pursuant to paragraphs (a) and (b) of this article,

and no contract, arrangement, transaction or proposal shall be avoided on the grounds of any director having any such interest or receiving any such dividend, profit, remuneration, superannuation, payment or other benefit authorised in accordance with article 4 or permitted pursuant to paragraphs (a) or (b) of this article and the receipt of any such dividend, profit, remuneration, superannuation, payment or other benefit so authorised or permitted shall not constitute a breach of the duty not to accept benefits from third parties as set out in Section 176, CA2006

- 5 2 For the avoidance of doubt, a director may be or become subject to one or more conflict situations as a result of any matter referred to in paragraph (b) of article 5 1 without requiring authorisation under the provisions of article 4 provided he has declared, as soon as reasonably practicable, the nature and extent of his interest in the conflict situation. The provisions of Section 177(2), Section 177(3), Section 177(5), Section 177(6), Section 184 and Section 185, CA2006 shall be applied (with any necessary modifications) in respect of any such declaration
- 5 3 Subject to Section 175(6), CA2006 and save as otherwise provided in the articles, a director may vote at any meeting of the directors or any meeting of any committee of which he is a shareholder on any resolution and a director may participate in the transaction of the business of the directors and count in the quorum at any such meeting of the directors or meeting of any committee of which he is a shareholder notwithstanding that it concerns or relates in any way to a matter in which he has directly or indirectly any kind of interest or duty. This article does not affect any obligation of a director to disclose any such interest, whether pursuant to Section 177, CA2006, Section 182, CA2006 or otherwise
- 5 4 Subject to article 5 5, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive (except in a case where the nature or extent of any interest of the director has not been fairly disclosed)
- 5 5 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes
- 5 6 For the purposes of this article 5, an interest of a person who is, for any purpose of the CA2006 (excluding any statutory modification thereof not in force when this regulation becomes binding on the company), connected with a director shall be treated as an interest of the director
- 5 7 Model Article 14 shall be excluded from applying to the company

Part 3

Shares and Distributions

Shares

6 Exclusion of statutory pre-emption provisions

The directors may exercise any power of the company to allot equity securities in the company as if the requirements of section 561 of the Act (existing shareholders' right of pre-emption) did not apply to the allotment

Part 4

Decision-making by Shareholders

Organisation of General Meetings

Voting at General Meetings

7 Delivery of proxy notices

- 7.1 The appointment of a proxy and the power of attorney or other authority (if any) under which it is signed (or a copy of such authority certified by a solicitor or some other person approved by the directors) shall be sent or supplied in hard copy form, or (subject to any conditions and limitations which the directors may specify) in electronic form

- (a) to the registered office of the company, or
- (b) to such other address (including electronic address) as is specified in the notice convening the meeting or in any instrument of proxy or any invitation to appoint a proxy sent or supplied by the company in relation to the meeting, or
- (c) as the directors shall otherwise direct,

to be received 24 hours before the time for the holding of the meeting or adjourned meeting to which it relates or, in the case of a poll taken after the date of the meeting or adjourned meeting, before the time appointed for the poll

- 7.2 Any instrument of proxy not so sent or supplied or received shall be invalid unless the directors at any time prior to the meeting or the chairman of the meeting at the meeting, in their or his absolute discretion, accept as valid an instrument of proxy where there has not been compliance with the provisions of this article and such proxy shall thereupon be valid notwithstanding such default

Part 5

Administrative Arrangements

8 Exercise of shareholders' rights

No shareholder in the company shall be entitled to nominate another person or persons to enjoy or exercise all or any specified rights of the shareholder in relation to the company pursuant to Section 145, CA2006. Accordingly, the company shall not be obliged to give effect to any purported nomination notice received by it

Directors' Indemnity, Funds and Insurance

9 Indemnity and Funds

9 1 Subject to article 9 2 (but otherwise to the fullest extent permitted by law) and without prejudice to any indemnity to which he may otherwise be entitled

(a) any director or former director, secretary or other officer (other than any person engaged as auditor) of the company or an associated company may, at the discretion of the directors, be indemnified out of the company's assets against all or any part of any costs, charges, losses, expenses and liabilities incurred by that director, secretary or other officer

(i) in the actual or purported exercise of his powers in relation to the affairs of the company or associated company, and

(ii) in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme, and

(b) any director or former director, secretary or other officer (other than any person engaged as auditor) of the company or any holding company may, at the discretion of the directors, be provided with funds to meet any expenditure incurred or to be incurred by him as provided in Section 205 and/or Section 206, CA2006 (or enable him to avoid incurring any such expenditure)

9 2 This article does not authorise any indemnity or provision of funds which would be prohibited or rendered void by Companies Law

9 3 Model Article 52 shall be excluded from applying to the company

10 Insurance

Subject to the provisions of the CA2006, the directors may in their absolute discretion decide to purchase and maintain insurance, at the expense of the company, for the benefit of any director or former director, secretary or other officer (other than any person engaged as auditor) of the company or associated company in respect of all or any part of any relevant loss. Model Article 53 shall be excluded from applying to the company