

Company number 05029083

**WRITTEN RESOLUTIONS OF THE COMPANY**

**PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006**

**PASSED ON 28<sup>TH</sup> JUNE 2011**

**Value Added Events Limited**  
(the "Company")

The following written resolutions having been duly proposed by the directors of the Company were duly passed by the Company, resolutions 1 and 2 as special resolutions of the Company, and resolution 3 as an ordinary resolution of the Company

**SPECIAL RESOLUTIONS**

- 1 That the existing Articles of Association of the Company are amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are treated as provisions of the Company's existing Articles of Association
- 2 That the existing Articles of Association of the Company are amended by deleting all of those provisions which have been struck through and by adopting all of those provisions which have been underlined in the same document, in the document produced to the meeting

**ORDINARY RESOLUTION**

- 3 That for so long as the Company has only one class of shares, the directors of the Company are authorised to exercise any power of the Company to allot shares and to grant rights to subscribe for or convert any security into shares of the Company

Signed



Director

for and on behalf of Value Added Events Limited

FRIDAY



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COMPANIES HOUSE

No 5029083

**THE COMPANIES ACT 2006**

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**A PRIVATE COMPANY LIMITED BY SHARES**

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**ARTICLES OF ASSOCIATION**

**of**

**VALUE ADDED EVENTS LIMITED**

Adopted by Special Resolution on 21 September 2009  
(as amended by Special Resolution passed on 28<sup>TH</sup> JUNE 2011) PSB

Company number 5029083

**THE COMPANIES ACT 1985–2006**

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**A PRIVATE COMPANY LIMITED BY SHARES**

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**ARTICLES OF ASSOCIATION**

of

**VALUE ADDED EVENTS LIMITED**

(the "Company")

(Adopted by Special Resolution on 21 September 2009 and as amended by Special Resolution  
passed on 2010)

**1. PRELIMINARY**

- 1 1 The regulations contained in Table A in the schedule to the Companies (Table A to F) Regulations 1985 as amended by SI 1985/1052, SI 2000/3373, SI 2007/2541 and SI 2007/2826 ("Table A") shall apply to the Company save in so far as they are varied or excluded by or are inconsistent with these articles and such regulations (save as excluded or varied or inconsistent with these articles) and these articles shall be the regulations of the Company
- 1 2 Regulations 8–11 (inclusive), 18–22 (inclusive), 24, 33, 44, 63, 64, 67, 76–79 (inclusive), 84, 89, 94–98 (inclusive), 101, 111–113 (inclusive), 115 and 118 of Table A shall not apply to the Company

**2. INTERPRETATION**

- 2 1 Unless already defined in these articles, words or expressions contained in these articles bear the same meaning as in the Act
- 2 2 Unless the context otherwise requires, references in these articles to statutory provisions shall be construed as referring to those provisions as amended or re-enacted and from time to time in force
- 2 3 The last sentence of regulation 1 of Table A is amended by deleting the words "but excluding any statutory modification thereof not in force when these regulations become binding on the Company"
- 2 4 The definitions of "communication" and "electronic communication" are deleted from regulation 1 of Table A
- 2 5 The following definitions are added to regulation 1 of Table A

**the " Act"**

means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force,

**"electronic form"**

has the meaning given in section 1168 of the Act,

**"group"**

means the Company and every subsidiary and holding company of the Company and every subsidiary and holding company of such subsidiary and holding company,

**"group company"**

means any company which is a member of the group, and

**"writing"**

means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

**3 LIABILITY OF SHAREHOLDERS**

The liability of the members is limited to the amount, if any, unpaid on the shares held by them

**4. SHARE CAPITAL**

- 4 1 The share capital of the Company at the date of the adoption of these articles is one hundred pounds (£100) divided into 100 shares of one pound (£1) each
- 4 2 In accordance with section 567(1) of the Act, sections 561 and 562 of the Act shall not apply to any allotment of equity securities (as defined in section 560 of the Act) made by the Company

**5. SHARE CERTIFICATES**

Regulation 6 of Table A is amended by adding after the words "Every certificate shall be sealed with the seal" the words "or executed in such other manner as the directors authorise, having regard to the Act"

**6. TRANSFER OF SHARES**

No transfer of any share in the capital of the Company shall be made or registered without the previous sanction of the directors who may decline to give any such sanction

## **7. VOTES OF MEMBERS**

- 7 1 Regulation 54 of Table A is amended by replacing the words "on a poll every member shall have one vote" with "on a poll every member who is present in person, by representative or by proxy shall have one vote"
- 7 2 Regulation 59 is amended by deleting the second sentence and adding the following sentence at the end of the regulation
- "A proxy need not be a member of the Company"
- 7 3 Regulation 62 of Table A is amended as follows
- 7 3 1 delete paragraph (aa),
- 7 3 2 add the following words to the end of the regulation
- "In calculating the time periods in this regulation, no account shall be taken of any part of a day that is not a working day", and
- 7 3 3 delete the final paragraph
- 7 4 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken more than 48 hours after it is demanded) the time appointed for taking the poll

## **8. DIRECTORS**

- 8 1 Unless and until otherwise determined by the Company by ordinary resolution, the directors shall be not less than two in number. Notwithstanding the foregoing, if and so long as there is a sole director, such director may act alone in exercising all the powers and authorities vested in the directors. Any director, excluding a sole director, may be an individual or a body corporate
- 8 2 The directors shall have power at any time and from time to time to appoint any person to be a director either to fill a casual vacancy or as an additional director
- 8 3 Without prejudice to the powers of the directors under **article 8 2** the Company may by ordinary resolution at any time and from time to time appoint any person to be a director either to fill a casual vacancy or as an additional director
- 8 4 A member or members holding a majority in nominal amount of the issued ordinary shares for the time being in the Company shall have power at any time and from time to time to appoint any person as a director either as an additional director or to fill any vacancy and to remove from office any director however appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed by one of its directors on its behalf, may consist of several documents in the like form each signed by or on behalf of a member as aforesaid and shall take effect upon communication to the registered office of the Company

by physical delivery or by any public or private means of communication which produces an independent written facsimile or other documentary record of what is communicated

## **9. ALTERNATE DIRECTORS**

- 9 1 A director or any other person as is mentioned in regulation 65 of Table A may act as an alternate director to represent more than one director and an alternate director shall be entitled at any meeting of the directors or any committee of directors to one vote for every director whom he represents who is not present in addition to his own vote (if any) as director, but he shall count as only one for the purposes of determining whether a quorum is present
- 9 2 An alternate director, in his capacity as such, is not entitled to vote on a resolution on which his appointor is not entitled to vote
- 9 3 An alternate director ceases to be an alternate for his appointor when his appointor ceases to be a director
- 9 4 A director and alternate director shall not require a share qualification
- 9 5 A director and an alternate director in the absence of his appointor shall be entitled to attend and speak at any general meeting of the Company and at any separate meeting of the holders of any class of shares in the Company, notwithstanding that he is not a member

## **10. DIRECTORS' APPOINTMENTS**

- 10 1 The directors may appoint any one or more of their body to be holder of any executive office for such period and on such terms and with or without such title or titles as they think fit. A director holding any such office (whether appointed as aforesaid or otherwise) shall (subject to the terms of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other directors of the Company and if he shall vacate the office of director or (subject as aforesaid) if the directors resolve that his term of office as holder of such executive office as aforesaid be determined, his appointment as such shall immediately determine but without prejudice to any claim for damages for breach of contract of service between the director and the Company
- 10 2 A director appointed to any such office shall receive such remuneration (whether by way of salary, commission, participation in profits, provision for retirement or insurance benefit, or partly in one way and partly in another, or otherwise) as the directors may determine
- 10 3 The directors may entrust to and confer upon any director appointed to any such office any of the powers exercisable by them as directors, other than the power to make calls or forfeit shares, upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers
- 10 4 Regulation 86 of Table A is amended by relettering paragraph (b) as paragraph (c) and by adding the following after paragraph (a)
- "(b) a general notice to the directors that a director is a member of a specified company or firm and is to be regarded as interested in contracts that are made with the company

or firm after the date of the notice shall be deemed to be a sufficient disclosure of his interest in relation to the contracts, and"

## 11. DELEGATION OF DIRECTORS' POWERS

In regulation 72 of Table A the second sentence is omitted

## 12. DIRECTORS' CONFLICTS

12 1 A "conflict situation" means a situation in which a director or an alternate has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company

12 1 1 including a situation relating to the exploitation of any property, information or opportunity, irrespective of whether the Company could take advantage of the property, information or opportunity,

12 1 2 excluding a situation which could not reasonably be regarded as likely to give rise to a conflict of interest, and

12 1 3 excluding a situation involving a transaction or arrangement

12 2 A director or an alternate shall not infringe his duty to avoid a conflict situation if the matter or situation which would otherwise result in that director or alternate infringing that duty arises out of or results from that director or alternate

12 2 1 being a director, alternate, officer, employee, consultant or member of any other group company,

12 2 2 being (directly or indirectly) involved with or interested in, any other group company, or

12 2 3 acting as trustee, or a director of a corporate trustee, or being a member, of any pension scheme of which the Company is an employer (as defined in section 124 Pensions Act 1995) or having a direct or indirect interest in any company which is a trustee of or employer in relation to, any such pension scheme,

for the reason that any such matter or situation is hereby authorised and no further authorisation, whether pursuant to **article** 12 3 or otherwise, is required in respect of such matter or situation. In addition, any such director or such alternate shall not be in breach of any other duties he owes to the Company, including the duty to exercise independent judgment, as a result of him being involved in other group companies or pension schemes in the manner referred to in this **article** 12 2

12 3 Any other matter or situation which would otherwise result in a director or an alternate director infringing his duty to avoid a conflict situation may be authorised by the directors. Any such authorisation will only be effective if

12 3 1 the quorum at the meeting of the directors at which that matter or situation is considered is met without counting the director or alternate in question or any other interested director or alternate, and

12 3 2 the matter or situation was agreed to without their voting or would have been agreed to if their votes had not been counted

- 12 4 Any authorisation given by the directors in accordance with **article 12 3**
- 12 4 1 may (at the time it is given or at any subsequent time) be made subject to such terms and such conditions as the directors consider appropriate, and
- 12 4 2 may be revoked or varied by the directors (any such revocation or variation will not affect anything previously done by the director or alternate in accordance with such prior authorisation)
- 12 5 Where in relation to a director or an alternate, a matter or situation is authorised under **article 12 3** or specifically authorised by the directors under **article 12 4**, that director or alternate shall, irrespective of his interest in the matter or situation giving rise to the conflict situation, and subject, at all times, to the terms and conditions (if any) of any authorisation
- 12 5 1 be entitled to
- (a) receive any papers or other documents in relation to or concerning, such matter or situation,
  - (b) attend any meeting (or any part of any meeting) of the directors or of a committee of the directors, at which such matter or situation is discussed or absent himself from any such meeting (or any part of any such meeting), and
  - (c) be counted in the quorum and vote at, any such meeting, and
- 12 5 2 not be required to
- (a) disclose to or use for the benefit of the Company, any confidential information relating to such matter or situation if such disclosure or use would constitute a breach of confidence, and
  - (b) account to the Company for any benefit which he derives from such matter or situation

### **13. DIRECTORS INTERESTS IN TRANSACTIONS AND ARRANGEMENTS**

- 13 1 A "situation involving a transaction or arrangement" means a situation in which a director or an alternate is in any way, directly or indirectly, interested in a transaction or arrangement with the Company in circumstances where the provisions of sections 177 or 182 of the Act apply
- 13 2 The provisions of **article 12** shall not apply to a situation involving a transaction or arrangement
- 13 3 Any director or alternate may be interested in a situation involving a transaction or arrangement as long as he declares the nature of his interest in accordance with section 177 or, as the case may be, section 182, of the Act
- 13 4 Where, in relation to a director or an alternate, a situation involving a transaction or arrangement has arisen and the director or alternate has declared the nature of his interest in accordance with section 177 or, as the case may be, section 182, of the Act, that director or alternate shall, irrespective of his interest in the matter giving rise to the situation involving a transaction or arrangement, be entitled to
- 13 4 1 receive any papers or other documents in relation to or concerning, such matter,



13 4 2 attend a meeting (or any part of any meeting) of the directors or of a committee of the directors, at which such matter is discussed, and

13 4 3 be counted in the quorum and vote at, any such meeting

#### **14. PROCEEDINGS OF DIRECTORS**

14 1 The last sentence of regulation 88 of Table A is deleted

14 2 If and so long as there is a sole director the quorum necessary for the transaction of the business of the directors shall be one If and so long as there is more than one director the quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be two A person who holds office only as an alternate director shall (if his appointor is not present) be counted in the quorum

14 3 A director may vote at any meeting of directors or any committee of directors on any resolution notwithstanding that it in any way concerns or relates to a matter in which he has an interest, directly or indirectly, of any kind whatsoever and shall be counted in the quorum present at the meeting notwithstanding such interest

14 4 A director may participate in a meeting of the directors or of a committee of which he is a member by conference telephone or similar communications equipment by means of which all the persons participating in the meeting can hear each other at the same time Participation in a meeting in this manner is treated as presence in person at the meeting

#### **15. MINUTES**

Regulation 100 of Table A is amended by replacing paragraphs (a) and (b) with

"(a) of all proceedings of general meetings and class meetings,

(b) of all proceedings of meetings of directors and of committees of directors, and

(c) of all written resolutions of shareholders or directors "

#### **16. THE SEAL**

If the Company has a seal, it shall only be used by the authority of the directors or of a committee of the 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 by a second director A document signed by a director and the secretary or by two directors and expressed to be executed by the company has the same effect as if executed under the seal

#### **17. INDEMNITY**

To the extent not avoided by the provisions of the Act and without prejudice to any indemnity which an officer might otherwise be entitled, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges and

expenses, losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation to it, and the Company may

- 17 1 purchase or maintain for any such officer or auditor insurance against any such liability, (whether or not avoided by the provisions of the Act), and
- 17 2 without prejudice to the foregoing indemnify such officer or auditor against any liability incurred by him in defending any proceedings (whether civil or criminal) in which judgment is given in his favour or in which he is acquitted or where the proceedings are withdrawn or settled on terms which do not include a finding or admission of a material breach of duty by him or in connection with any application under the Act in which relief is granted to him by the Court

## **18. NOTICES**

- 18 1 The company may give any notice to a member in any way in which the Act provides for documents or information to be sent or supplied by the company for the purposes of the Companies Acts (as defined in the Act)
- 18 2 In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all members
- 18 3 A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him or an address to which notices may be sent to him in electronic form shall be entitled to have notices given to him at that address, but otherwise, except as required by law, no such member shall be entitled to receive any notice from the company
- 18 4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that notice in hard copy form was given Proof that notices sent in electronic form were sent in accordance with the guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given A notice given in hard copy form shall be deemed given at the expiration of 48 hours after the envelope containing it was posted A notice given in electronic form shall be deemed given at the expiration of 24 hours after the time it was sent Section 147(5) of the Act shall not apply to the company

## **19. COMPANY SECRETARY**

The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement