

Company number 05121058  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS  
of  
ABBACHEM (HOLDINGS) LIMITED (Company)

5 December 2007

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (together Special Resolutions).

**SPECIAL RESOLUTIONS**


1. "That the authorised share capital of the Company be increased to £308,500 by the creation of £100,000 Ordinary Shares of £1 each and £38,500 Preference Shares such shares carrying the rights and being subject to the restrictions contained in the Articles of Association of the Company."
2. "That the draft regulations produced to the meeting and, for the purposes of identification, initialled by the Chairman be adopted as the articles of association of the Company, in substitution for, and to the exclusion of, the existing articles of association."

**AGREEMENT**

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

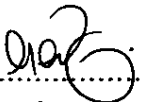
The undersigned, a person entitled to vote on the Special Resolutions on 5 December 2007, hereby irrevocably agrees to the Special Resolutions:

Signed by Andrew Ayres

  
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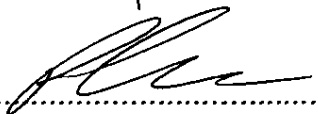
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Signed by Mark Edward Burnhope

  
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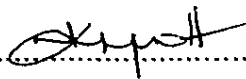
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Signed by Paul Richard Cadman

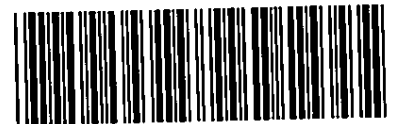
  
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Signed by Nigel Jonathan Mynott

  
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Signed by Matthew Clewes

Date

  
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## NOTES

1. You can choose to agree to all of the Special Resolutions or none of them but you cannot agree to only some of the resolutions. 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.

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, before the end of 28 days beginning with 5 December 2007, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

# **THE COMPANIES ACTS 1985 to 1989**

## **PRIVATE COMPANY LIMITED BY SHARES**

### **ARTICLES OF ASSOCIATION of ABBACHEM (HOLDINGS) LIMITED**

#### **PRELIMINARY**

1.

- (a) 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 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- (b) 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.

#### **AUTHORISED CAPITAL**

2. The authorised share capital of the Company at the date of adoption of these Articles is £308,500 divided into 235,000 Ordinary Shares of £1.00 each and 73,500 Preference Shares of £1.00 each.

#### **INCOME**

3. The Company shall without resolution of the Board of Directors in general meeting and before application of any profits to reserve for any other purpose first, pay in respect of each Preference Share, a fixed cumulative preferential dividend ("the Fixed Dividend") at the annual rate of 8% on the nominal value of each share which shall be paid on 31 December in each year in arrears to the persons registered as the holder of such shares at that date and which shall accrue daily and be calculated in respect of the period to such date assuming a 365 day year. The first such payment shall be paid on 31 December 2008 for the period from and including the date of issue of such Preference Shares to such date.
4. If the Fixed Dividend is not paid on the date fixed for payment then the amount in question shall become a debt due from and immediately payable by the Company to the shareholders in question. If the Company is unable to pay such a Fixed Dividend in full on the date due by reason of having insufficient available profits, then it shall on such date pay the same to the extent that it is lawfully able to do so and the unpaid amount shall carry interest at the rate of 4% above the base lending rate of National Westminster Bank Plc per annum in respect of the period from and including the payment date concerned down to and including the date of actual

payment of such interest to accumulate and form part of the Fixed Dividend to which it relates becoming payable when the Company has sufficient available profits with which to pay the Fixed Dividend in question.

5. After payment of the Fixed Dividend, the balance, if any, of the profits determined to be distributed shall be divided *pari passu* amongst the holders of Preference Shares and Ordinary Shares, according to the amounts paid up thereon.

## **RETURN OF CAPITAL**

6. The rights as regards return of capital attaching to each class of shares shall be as set out in this Article.
7. On a return of capital on liquidation or otherwise (except on a redemption or purchase by the Company of any shares) the surplus assets of the Company remaining after the payment of its liabilities (including for the avoidance of doubt any debts arising from non-payment of the Fixed Dividends) shall be applied in the following order of priority:-
  - (a) first, in paying to each holder of Preference Shares in respect of each Preference Share of which he is the holder, an amount equal to the nominal value thereof and the aggregate amount of any accruals and/or unpaid amounts of Fixed Dividends in respect thereof (to be calculated down to and including the date of the return of capital and to be payable irrespective of whether such Fixed Dividend would be unlawful by reason of there being insufficient available profits);
  - (b) second, in paying to each holder of Ordinary Shares in respect of each Ordinary Share of which it is the holder a sum equal to the nominal value thereof; and
  - (c) the balance of such assets (if any) shall be distributed amongst the holders of the Preference Shares and the Ordinary Shares *pari passu* as if the same constituted one class of share according to the amount paid up or credited as paid up on each such share.

## **VOTING RIGHTS**

8. On a show of hands, every shareholder holding one or more Ordinary Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, shall have one vote.
9. The Preference Shares will entitle the holders thereof to receive notice of all general meetings but will not entitle the holders to attend or vote at any general meeting.

## **REDEMPTION RIGHTS**

10. The Preference Shares shall, subject to the Act, be redeemed by the Company at any time on not less than seven business days noting in writing to the holders

thereof determined by the Board of Directors in multiples of not less than 100 Preference Shares.

11. Where Preference Shares are to be redeemed in accordance with Article 10 the Company shall give to the holders of the Preference Shares falling to be redeemed notice in writing of the redemption. The redemption notice shall specify the Preference Shares to be redeemed and the date fixed for redemption.
12. On the date fixed for redemption, each of the holders of the Preference Shares falling to be redeemed shall be bound to deliver to the Company, at the Company's registered office the certificates for such Preference Shares (or an indemnity, in a form reasonably satisfactory to the Board of Directors, in respect of any lost certificate) in order that the same may be cancelled. Upon such delivery, the Company shall pay to the holder (or in the case of any joint holders, the holder whose name stands first in the Company's register of members in respect of such shares) the amount due to him in respect of such redemption against the delivery of a proper receipt for the redemption monies.

## SHARES

13. The directors of the Company are generally and unconditionally authorised to allot, grant options over or otherwise dispose of the unissued share capital of the Company, whether forming part of the original share capital or not for a period of five years from the date of adoption of these Articles to such persons at such times and on such conditions as they think fit, subject to the provisions of Section 80 of the Act.
14.
  - (a) Subject to the statutes the Company may purchase any of its own shares, including any Redeemable shares whether out of capital or distributable profits.
  - (b) The Company shall, before allotting any unissued shares, offer them to the Members in proportion as nearly as possible to the nominal value of the existing shares held by them and the offer shall be made by notice specifying the number of shares to which the Member is entitled and a period of time (not less than 14 days) within which the offer if not accepted will be deemed to declined, and after expiration of the time limit or on receipt of a written notice from the Member declining the shares then the directors may dispose of them as they think proper.
  - (c) The provisions of Section 89(1) and Sections 90(1) to (6) inclusive shall not apply to the Company.

## **DIRECTORS**

15. Regulation 64 in Table A shall not apply to the Company. Unless and until otherwise determined by ordinary resolution in General Meeting of the Company there shall be no maximum number of directors and the minimum number shall be one. A sole director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Regulation 89 is modified accordingly.
16. The directors shall not be required to retire by rotation and Regulations 73-77 (inclusive) and Regulation 80 of Table A shall not apply to the Company. In Regulation 78 the words "and may also determine the rotation in which any additional directors are to retire" shall be deleted, and the final two sentences of Regulation 79 shall not apply to the Company.
17. A director may vote as a director in respect of any contract or arrangement in which he is interested or upon any matter arising therefrom, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum at any meeting at which any such contract or arrangement is under consideration: and Regulation's 94 and 95 of Table A shall be modified accordingly.
18. In the case of an equality of votes at any Directors Meeting the Chairman of the Meeting shall not have a second or casting vote and Regulation 88 of Table A shall be modified accordingly.

## **TRANSFER OF SHARES**

19. A member desiring to transfer shares otherwise than to the Company shall first give notice in writing handed personally or sent by registered or recorded delivery post to the Registered Office of the Company and to the last known address of the Directors and all Shareholders of the Company of such intention, giving full particulars of the shares in question. The Directors as agent for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors or failing agreement at a price fixed by the Auditors or the Company as a fair value thereof. If within 28 days of the date of the said notice the Directors are unable to find a member willing to purchase all such shares on such conditions then but not before then the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice, but the Directors may in their absolute discretion and without assigning any reason therefore decline to register any such transfer whether or not it is in respect of a fully paid up share or shares and Regulation 24 of Table A shall be modified accordingly.

## **THE COMPANY SEAL**

20. If the Company has a seal it shall only be used with the authority of the Directors or committee of Directors. Any instrument to which the seal is affixed shall be signed by a Director and by the Secretary or second Director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall only apply if

the Company has a Seal. Regulation 101 of Table A shall not apply to the Company. 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.

#### **PROCEEDINGS AT MEETINGS**

21. In the event of an equality of votes the Chairman shall not have a second or casting vote and Regulation 50 of Table A shall not apply to the Company.