

TUESDAY



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26/03/2013

#51

COMPANIES HOUSE

Company number 05166855

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

HOSTRANGE LIMITED (Company)

Circulation Date 12 March 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 2 below are passed as a special resolutions (**together Special Resolutions**)

SPECIAL RESOLUTION[S]

| | For | Against |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------|---------|
| <p>1 That 1500 of the authorised but unissued Ordinary Shares of £1 00 each in the capital of the Company be redenominated into</p> <p>(a) 150 A Shares</p> <p>(b) 150 B Shares</p> <p>(c) 150 C Shares</p> <p>(d) 150 D Shares</p> <p>(e) 150 E Shares</p> <p>(f) 150 F Shares</p> <p>(g) 150 G Shares</p> <p>(h) 150 H Shares</p> <p>(i) 150 I Shares</p> <p>(j) 150 J Shares</p> <p>each with the rights and obligations set out in the proposed new Articles of Association of the Company to be adopted in accordance with Special Resolution 2 below</p> | <p>X X</p> <p>X X</p> <p>X X</p> <p>X X</p> <p>X X</p> <p>X X</p> <p>X X</p> <p>X X</p> <p>X X</p> <p>X X</p> <p>X X</p> <p>X X</p> | |
| <p>2 the Regulations contained in the printed document marked "A" and attached hereto are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association</p> | <p>X X</p> | |

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to any of the resolutions

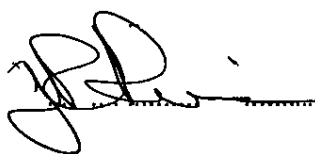
The undersigned, a person entitled to vote on the above resolutions on ~~12 June 2013~~ ^{12 March} hereby irrevocably agrees to those resolutions as indicated above

Signed by Mr Barry Raymond
Solomon Prince
Date



12-03-13

Signed by Mrs Janis Rochelle
Prince
Date



12/03/13

NOTES

1 If you wish to vote in favour of a resolution please put an 'X' in the "For" box next to that resolution. If you wish to vote against a resolution please put an 'X' in the "Against" box next to that resolution or leave both boxes next to that resolution blank. Once you have indicated your voting intentions please sign and date this document and return it to the Company using one of the following methods

- **By Hand** delivering the signed copy to Mr Barry Raymond Solomon Prince of The White House Hyver Hill London NW7 4HU
- **Post** returning the signed copy by post to Mr Barry Raymond Solomon Prince of The White House Hyver Hill London NW7 4HU

If there are no resolutions you agree with, 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 a resolution, you may not revoke your agreement

3 Where, by 31 March 2013, insufficient agreement has been received for a resolution to pass, such resolution will lapse. If you agree to all or any of the resolutions, please ensure that your agreement reaches us before or during this date

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members

5 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

"A"



COMPANIES HOUSE

#J2

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
HOSTRANGE LIMITED

(Adopted by written resolution passed on th12 March 2013)

1. INTRODUCTION

- 1.1 The Regulations contained or incorporated in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (*SI 1985/805*) as amended by the Companies (Tables A to F) (Amendment) Regulations 2007 (*SI 2007/2541*) and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 (*SI 2007/2826*), and as otherwise amended before the adoption of these Articles (**Table A**) shall apply to the Company, except insofar as they are varied or excluded by, or are inconsistent with, the following Articles. The model articles for private companies limited by shares set out in Schedule 1 to the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*) shall not apply to the Company.
- 1.2 In Regulation 1 of Table A, the words "and in Articles of association adopting the same" shall be inserted after the word "Regulations" in the last paragraph of that Regulation. The sentence "Any reference to any statutory provision shall be deemed to include a reference to each and every statutory amendment, modification, re-enactment and extension thereof for the time being in force" shall be inserted at the end of that Regulation.
- 1.3 Article headings are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4 Words in the singular shall include the plural and vice versa.
- 1.5 Save as otherwise specifically provided in these Articles
- (a) words and expressions which have particular meanings in the Act (to the extent in force from time to time) shall have the same meanings in these Articles, and

- (b) subject to article 15(a), words and expressions which have particular meanings in Table A shall have the same meanings in these Articles

- 16 Regulations 8, 29 to 31 (inclusive), 54, 62, 76, 77, 82, 94 to 98 (inclusive) and 118 of Table A shall not apply to the Company
- 17 Regulation 6 of Table A shall be modified so that reference to the company seal is deleted
- 18 Regulation 18 of Table A shall be modified by adding the following words at the end of the first sentence "and all expenses that may have been incurred by the Company because of such non-payment "
- 19 Regulation 78 of Table A shall be modified by deleting the words " and may also determine the rotation in which any additional Directors are to retire"
- 110 Regulation 84 of Table A shall be modified by deleting the third and final sentences
- 111 Regulation 89 of Table A shall be modified
- (a) by the deleting the words " may be fixed by the Directors and unless so fixed at any other number " in the first sentence, and
 - (b) by the adding the following as a new final sentence "in the event that a meeting of the Directors is attended by a Director who is acting as alternate for one or more other Directors, the Director or Directors for whom he is the alternate shall be counted in the quorum despite their absence and if on that basis there is a quorum, the meeting may be held despite the fact that only one Director is physically present "
- 112 Regulation 101 of Table A shall be modified by adding the words " if the Company has one," after the words "the seal" at the beginning of that Regulation The following sentence shall also be added to that Regulation "Any instrument expressed to be executed by the Company and signed by two Directors, or by one Director and the Secretary, by the authority of the Directors or of a committee authorised by the Directors shall (to the extent permitted by the Act) have effect as if executed under seal "

2 INTERPRETATION

In these Articles, the following words have the following meanings

Act: the Companies Act 2006, in force from time to time

Acting in Concert: has the meaning given to it in the City Code on Takeovers and Mergers published by the Panel on Takeovers and Mergers (as amended)

A Shares: the 150 shares of £1 00 each in the capital of the Company designated as “A Shares”

Asset Sale: the disposal by the Company of all, or a substantial part of, its business and assets

Available Profits: the profits available for distribution within the meaning of Part 23 the Act

Board: the board of Directors and any committee of the board constituted for the purpose of taking any action or decision contemplated by these Articles

B Shares: the 150 shares of £1 00 each in the capital of the Company designated as “B Shares”.

Business Day: a day (other than a Saturday, Sunday or public holiday) when clearing banks in the City of London are open for the transaction of normal banking business

Company: Hostrange Limited

C Shares: the 150 shares of £1 00 each in the capital of the Company designated as “C Shares”

Director: a director of the Company from time to time

D Shares: the 150 shares of £1 00 each in the capital of the Company designated as “D Shares”

Encumbrance: any mortgage, charge, security, interest, lien, pledge, assignment by way of security, equity, claim, right of pre-emption, option, covenant, restriction, reservation, lease, trust, order, decree, judgment, title defect (including, without limitation, any retention of title claim), conflicting claim of ownership or any other encumbrance of any nature whatsoever (whether or not perfected other than liens arising by operation of law)

E Shares: the 150 shares of £1 00 each in the capital of the Company designated as “E Shares”

Exit: a Share Sale or an Asset Sale

F Shares: the 150 shares of £1 00 each in the capital of the Company designated as “F Shares”

Group: the Company and each and any of its Subsidiaries from time to time, and **Group Company** shall be construed accordingly

G Shares: the 150 shares of £1 00 each in the capital of the Company designated as “G Shares”

H Shares: the 150 shares of £1 00 each in the capital of the Company designated as “H Shares”

I Shares: the 150 shares of £1 00 each in the capital of the Company designated as “I Shares”

J Shares: the 150 shares of £1 00 each in the capital of the Company designated as “J Shares”

Non-Voting Shares: the A Shares, the B Shares, the C Shares, the D Shares, the E Shares, the F Shares, the G Shares, the H Shares, the I Shares and the J Shares or any of them

Ordinary Shares: the ordinary shares of £1 00 each in the capital of the Company

Parent Undertaking: has the meaning given to it in the Act

Relevant Securities: any shares or other securities convertible into, or carrying the right to subscribe for those shares, issued by the Company after the date on which these Articles are adopted

Sale: an Asset Sale or a Share Sale

Sale Shares: the shares specified or deemed to be specified for sale in a Transfer Notice or Deemed Transfer Notice

Shares: the Ordinary Shares and the Non-Voting Shares or any of them

Share Sale: the sale of (or the grant of a right to acquire or to dispose of) any of the shares in the capital of the Company (in one transaction or as a series of transactions) which will result in the buyer of those shares (or grantee of that right) and persons Acting in Concert with him together acquiring a Controlling Interest in the Company, except where the shareholders and the proportion of shares held by each of them following completion of the sale are the same as the shareholders and their shareholdings in the Company immediately before to the sale

Shareholder: a holder of Shares in the Company

Subsidiary and Subsidiary Undertaking: shall have the meanings given to them in the Act

3. SHARE CAPITAL

3 1 The authorised share capital of the Company at the date of adoption of these Articles is £9000 (nine thousand pounds) divided into

- (a) 7500 Ordinary Shares,
- (b) 150 A Shares,
- (c) 150 B Shares,
- (d) 150 C Shares,
- (e) 150 D Shares,
- (f) 150 E Shares,
- (g) 150 F Shares,
- (h) 150 G Shares
- (i) 150 H Shares,
- (j) 150 I Shares, and
- (k) 150 J Shares,

3 2 Unless the context requires otherwise, references in these Articles to shares of a particular class shall include shares created and/or issued after the date of adoption of these Articles and ranking pari passu in all respects (or in all respects except only as to the date from which those shares rank for dividend) with the shares of the relevant class then in issue

3 3 The A Shares, the B Shares, the C Shares, the D Shares, the E Shares, the F Shares, the G Shares, the H Shares, the I Shares and the J Shares shall each constitute separate classes of shares, shall not carry any voting rights but shall be dividend bearing subject to whatever dividends the Board sees fit to declare in respect of them (if any) in its absolute discretion

4. DIVIDENDS

4 1 In any financial year, the Available Profits of the Company shall be used to pay dividends as set out in this article 4

4 2 The Board shall have absolute discretion to determine how much of the Available Profits that the Company shall distribute and the allocation of any dividends among the holders of the Ordinary Shares and the holders of each class of Non-Voting Shares. The Non Voting Shares shall not rank pari passu with the Ordinary Shares nor shall each class of Non-Voting Shares rank pari passu with each other

4 3 Subject to the Act and to these Articles, the Board may pay interim dividends if the Available Profits for the relevant period justify such payment

4 4 Each dividend shall accrue daily (assuming a 365-day year). All dividends are expressed net and shall be paid in cash

5. LIQUIDATION PREFERENCE

On a return of assets on liquidation, capital reduction or otherwise (other than a conversion, redemption or purchase of shares), the assets of the Company remaining after the payment of its liabilities shall (to the extent that the Company is lawfully able to do so) be applied in paying the sum of £1.00 (one pound) for each of the Non-Voting Shares with the balance to the Ordinary Shares

6. EXIT PROVISIONS

6 1 The proceeds of a Share Sale shall be distributed in the order of priority set out in this article 6.1 as follows

- (a) each of the Non-Voting Shares shall receive an amount equal to their fair value based on such Non-Voting Shares carrying

- (i) no voting rights,
 - (ii) an entitlement to dividend based on the absolute discretion of the Board, and
 - (iii) an entitlement to a return limited to £1 each in the event of an insolvency, and
 - (b) the remaining proceeds to be divided between the holders of the ordinary Shares in accordance with their respective holdings of such shares
- 6.2 The Directors shall not register any transfer of Shares if the proceeds of sale are not distributed in that manner (save in respect of any Shares not sold in connection with that Share Sale)
- 6.3 On an Asset Sale, the surplus assets of the Company remaining after payment of its liabilities shall if so determined by the Board be distributed (to the extent that the Company is lawfully able to do so) in the order of priority set out in article 6.1
- 6.4 In the event of an Exit approved by the Board in accordance with the terms of these Articles (**Proposed Exit**), all Shareholders shall consent to, (to the extent their Shares have voting rights) vote for, raise no objections to and waive any applicable rights in connection with the Proposed Exit. The Shareholders shall take all applicable actions that are required by the Board to facilitate the Proposed Exit. If any Shareholder fails to comply with this article 6.3
- (a) the Company shall be constituted the agent of each defaulting Shareholder for taking such actions as are necessary to effect the Proposed Exit,
 - (b) the Directors may authorise an officer or member to execute and deliver on behalf of such defaulting Shareholder the necessary documents, and
 - (c) the Company may receive any purchase money due to the defaulting Shareholder in trust for each defaulting Shareholder
- 7. VOTING**
- 7.1 Subject to any other provisions in these Articles concerning voting rights, shares in the Company shall carry votes as follows
- (a) the Ordinary Shares shall confer on each holder of Ordinary Shares the right to receive notice of and to attend, speak and vote at all general meetings of the Company, and each Ordinary Share shall carry one vote per share,
 - (b) the Non-Voting Shares shall not entitle the holders of them to receive notice of, to attend, to speak or to vote at any general meeting of the Company
- 7.2 The holders of the Ordinary Shares shall exercise votes may be exercised

- (a) on a show of hands by every such holder of Ordinary Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by a proxy (in which case, each Shareholder holding shares with votes shall have one vote), or
- (b) on a poll by every such holder of Ordinary Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by a proxy (in which case, each Shareholder holding shares with votes shall have one vote for each such share held)

8. FURTHER ISSUES OF SHARES

8 1 Subject to the remaining provisions of this article 8, the Directors are generally and unconditionally authorised, for the purpose of section 551 of the Act to exercise any power of the Company to

- (a) offer, allot or grant rights to subscribe for, or
- (b) convert securities into, or
- (c) otherwise deal in, or dispose of,

any Shares (or any other Relevant Securities in the Company) to any person, at any time and subject to any terms and conditions as the Directors think proper

8 2 The authority referred to in article 8 1

- (a) shall be limited to a maximum nominal amount of Shares equal to the amount of the authorised but unissued share capital of the Company immediately following the date on which these Articles are adopted,
- (b) shall only apply insofar as the Company in general meeting has not renewed, waived or revoked it, and
- (c) may only be exercised for a period of five years commencing on the date on which these Articles are adopted, save that the Directors may make an offer or agreement which would, or might, require relevant securities to be allotted after the expiry of such authority (and the Directors may allot relevant securities in pursuance of an offer or agreement as if such authority had not expired)

8 3 In accordance with section 568 of the Act, sections 561 and 562 of the Act shall not apply to an allotment of Equity Securities made by the Company

9 TRANSFER OF SHARES

9 1 No Share (nor any interest therein) may be transferred or disposed of and the Directors shall not register the transfer of any Shares unless such transfer or disposal is made in accordance with the prior written agreement of all the holders of the Ordinary Shares for the time being

- 9 2 The first sentence of regulation 24 of Table A shall not apply to the Company The words “They may also” at the beginning of the second sentence of that regulation shall be replaced by the words “The directors may”

10 NUMBER OF DIRECTORS

Unless and until the Company in general meeting determines otherwise, the number of directors shall not be less than one

11. DISQUALIFICATION AND PROCEEDINGS AT MEETINGS OF DIRECTORS

- 11 1 In addition to the provisions of Regulation 81 of Table A, the office of Director shall also be vacated if he is convicted of a criminal offence (other than a minor motoring offence) and the Directors resolve that his office should be vacated
- 11 2 Notwithstanding any provision of these Articles to the contrary, any person appointed as a Director may appoint any person he thinks fit to be his, her or its alternate Director The appointment of an alternate Director shall not require approval by a resolution of the Directors Regulation 65 of Table A shall be modified accordingly
- 11 3 Meetings of the Board shall take place at least once each year
- 11 4 Any Director who participates in the proceedings of a meeting by means of a communication device (including, without limitation, a telephone) that allows all the other Directors present at the meeting (whether in person, alternate or using a communication device) to hear that Director at all times, and that Director to hear all other Directors present at the meeting (by whatever means) at all times, shall be deemed to be present at the meeting and counted in the quorum A meeting held by these means shall be deemed to take place where the largest number of participants is assembled In the absence of a majority, the Chairman's location shall be deemed to be the place of the meeting
- 11 5 A Director may vote at a Board meeting, and form part of a quorum present at that meeting, in relation to any matter in which he has, directly or indirectly, an interest or duty which conflicts (or may conflict) with the interests of the Company, provided that he has previously disclosed the nature of such duty or interest to the Directors The provisions of Regulation 86 of Table A shall apply equally to any disclosure to be made under the provisions of this article 11
- 11 6 Questions arising at any meeting of the Directors shall be decided by a majority of votes If there is an equality of votes, the chairman shall [not] have a second or casting vote

12. LIEN

The lien conferred by Regulation 8 of Table A shall apply to all shares of the Company whether fully paid or not, and to all shares registered in the name of any person indebted or under liability to the Company, whether he is the sole registered holder of the shares or one of several joint holders

13. PARTLY PAID SHARES

If the subscription price of any share (including any premium) is partly paid, the rights to dividend and on a return of capital of any such share shall be reduced in the same proportion as the unpaid amount bears to the total subscription price

14 INDEMNITY

14 1 Subject to the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, each director or other officer of the Company (other than any person (whether an officer or not) engaged by the Company as auditor) shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a director or other officer of the Company or any company that is a trustee of an occupational pension scheme (as defined in section 235(6) of the Act) in the actual or purported execution and/or discharge of his duties, or in relation thereto including any liability incurred by him in defending any civil or criminal proceedings, in which judgement is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's affairs

14 2 The Company may buy and maintain insurance against any liability falling upon its Directors or other officers or auditors which arises out of their respective duties to the Company, or in relation to its affairs

15. DATA PROTECTION

15 1 Each of the Shareholders and Directors (from time to time) consent to the processing of their personal data by the Company, its shareholders and directors (each a **Recipient**) for due diligence exercises, compliance with applicable laws, regulations and procedures and the exchange of information amongst themselves. A Recipient may process such personal data either electronically or manually

15 2 The personal data that may be processed for such purposes under this article 15 shall include any information which may have a bearing on the prudence or commercial merits of investing, or disposing of any shares (or other investment or security) in the

Company Other than as required by law, court order or any regulated authority, that personal data shall not be disclosed by a Recipient or any other person, except to

- (a) its Parent Undertaking,
- (b) to Subsidiary Undertakings of that Parent Undertaking (**Recipient Group Companies**),
- (c) to employees, directors and professional advisors of that Recipient or the Recipient Group Companies, and
- (d) to funds managed by any of the Recipient Group Companies

15 3 Each of the Shareholders and Directors (from time to time) consent to the transfer of such personal data to persons acting on behalf of any Recipient and to the offices of any Recipient, both within and outside the European Economic Area, for the purposes stated above, where is it necessary or desirable to do so