

**GREYSTONE EXPORT TRADING LIMITED**

**Company number 05195930**

**The Companies Acts 1985 to 1989**

**Company limited by shares**

Resolution of the members passed on *30th March 2005* under 53  
in the Companies (Table A to F) Regulations 1985.

Resolved as a special resolution

The Company's existing articles of association shall cease to apply to it  
and the Company adopts in substitution for them the new articles of  
association in the form of the draft annexed to this resolution.

Signed by



Damien Hancox



Sachin Patel

*We certify that this is  
a true copy of the original  
London Registrar Ltd  
Company Secretary  
7/4/05*



LD2  
COMPANIES HOUSE

0258  
08/04/05

# **THE COMPANIES ACTS 1985**

## **COMPANY LIMITED BY SHARES**

### **NEW ARTICLES OF ASSOCIATION**

#### **FOR**

#### **GREYSTONE EXPORT TRADING LIMITED**

(Company Number 05195930)

(Adopted by special resolution on *30th March* 2005)

#### **PRELIMINARY AND INTERPRETATION**

1 Except as mentioned in these articles the regulations contained in or made applicable by Table A ('Table A') in the schedule to The Companies (Tables A to F) Regulations 1985, SI 1985/805 amended by SI 1985/1052 shall apply to the Company.

2 Pursuant to the Companies (Single Member Private Limited Company) Regulations 1992 the Company may have one member.

#### **NUMBER OF DIRECTORS**

3 Regulation 64 of Table A shall not apply to the Company. There may be a sole director and there shall be no maximum number of directors.

#### **POWERS OF DIRECTORS**

4 In regulation 70 of Table A the word 'special' in the first place where it appears shall be deleted and the word 'ordinary' substituted for it.

#### **APPOINTMENT AND RETIREMENT OF DIRECTORS**

5 The directors shall not be subject to retirement by rotation, and accordingly regulations 73, 74 and 75 of Table A shall not apply to the Company, and all other references in Table A to rotation shall be disregarded.

6 The Company may by an extraordinary resolution remove any director before the expiration of his or her period of office, and may by an ordinary resolution appoint another director in his or her place. A person so appointed shall be subject to retirement at the same time as if he or she had become a director on the day on which the director in whose place he or she is appointed was last elected a director.

7 Any member or members holding over 50% of the Company's issued share capital may at any time by written notice to the Company do all or any of the following:

- vary the number of directors of the Company;
- appoint one or more additional directors; and
- remove one or more directors from office.

#### **PROCEEDINGS OF DIRECTORS**

8 For so long as any member of the Company holds over 50% of the issued shares in the Company's capital he or she shall be the chairman of the directors and shall have such number of votes as enables him or her to carry or defeat any proposal for a resolution of the directors.

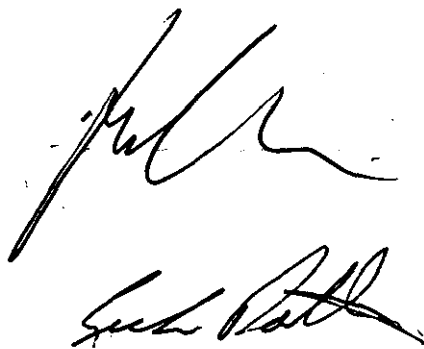
9 The quorum at meetings of the directors shall be two holding together over 50% of the Company's issued share capital, and regulation 89 of Table A shall be construed accordingly.

10 If at any meeting of the directors called by not less than four days' written notice a quorum is not present within half an hour of the time appointed for the meeting, the director present, if he or she or the person appointing him or her as an alternative or the person appointing him or her under regulation 21 holds not less than 50% of the issued share capital of the Company, shall be a quorum.

11 All directors or any committee of them may participate in a meeting of the directors or that committee by a conference telephone, video link or any other communication system which allows all persons participating in the meeting to hear or hear and see each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum. The meeting shall be deemed to take place where the largest group of those participating is assembled or if there is no such group where the chairman of the meeting then is.

#### DIRECTORS' INTERESTS

12 Regulation 94 of Table A shall not apply to the Company, if a director has complied with the duty of disclosure imposed by regulation 85 of Table A and has done so in writing not less than three clear days (excluding Saturdays, Sundays and statutory or customary holidays) before the meeting at which the resolution is proposed, he or she shall be counted in the quorum and may vote at any meeting of directors or a committee of directors on any resolution concerning a matter in which he or she has, directly or indirectly, an interest or duty which is material or does or may conflict with the interests of the Company.



We hereby certify that  
this is a true copy of  
the original.  
London Registrar Ltd  
Company Secretary 7/4605