

Registered company number: 05325778

THE COMPANIES ACT 1985 (AS AMENDED) AND THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

BIZSPACE (NE) LIMITED

(the "Company")

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 ordinary and special resolutions of the Company

(passed on 16 June 2010)

SPECIAL RESOLUTION

THAT the regulations annexed to this resolution at Appendix 1 be and are approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association and the memorandum of association of the Company

ORDINARY RESOLUTION

THAT the terms and arrangements contemplated by the execution, delivery and performance by the Company of

- 1 the amendment and restatement deed (the "**Amendment and Restatement Deed**") to be entered into on or around the date hereof and annexed to this resolution as Appendix 2 between (1) HXRUK II Limited, (2) the Present Subsidiaries, (3) the Original Guarantors, (4) the Original Lenders, (5) The Royal Bank of Scotland PLC (as Agent, Arranger and Security Trustee), and (6) the Hedging Providers all such terms as defined in the Amendment and Restatement Deed, and
- 2 the additional fee deed (the "**Additional Fee Deed**") to be entered into on or around the date hereof and annexed to this resolution as Appendix 3 between, *inter alia*, (1) HXRUK II Limited, (2) The Royal Bank of Scotland plc as Fee Agent and Fee Security Trustee and (3) the financial institutions listed therein as Fee Beneficiaries as amended, restated, supplemented or novated from time to time all such terms as defined in the Additional Fee Deed.

be approved

Agreement of sole member



A16 09/07/2010 403
COMPANIES HOUSE

The undersigned, being the sole member of the Company on the date of this resolution, entitled to vote on this resolution had it been proposed at a meeting of the Company, hereby irrevocably agrees to and unanimously passes the resolutions set out above as a special resolution and an ordinary resolution of the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006 and agrees that the resolutions shall have effect as if they had been passed at a meeting of the Company duly convened and held.

Signed

 
on behalf of
BIZSPACE INVESTMENTS LIMITED

Notes

- 1 You can choose to agree to all of the 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 using one of the following methods
 - By Hand Deliver the signed copy to Anna Cutfield at Jones Day, 21 Tudor Street, London EC4Y 0DJ,
 - By Post Post the signed copy to Anna Cutfield at Jones Day, 21 Tudor Street, London EC4Y 0DJ,
 - By Fax Fax a signed copy to Jones Day at 020 7039 5999 marked for the attention of Emily Finn

If you do not agree to all of the resolutions, 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 resolutions, you may not revoke your agreement
- 3 Where by 28 days time insufficient agreement has been received for a resolution to pass such resolution will lapse. If you agree to 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

Registered number 05325778

THE COMPANIES ACTS 1985 TO 2006
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

BIZSPACE (NE) LIMITED

(the "Company")

(Adopted by special resolution passed on 16 June 2010)

1. PRELIMINARY

The regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 (as amended, including by The Companies (Tables A to F) (Amendment) Regulations 1985, The Companies Act 1985 (Electronic Communications) Order 2000, The Companies (Tables A to F) (Amendment) Regulations 2007 and The Companies (Tables A to F) (Amendment) (No 2) Regulations 2007) (each such regulation being a "**Regulation**") shall apply to the Company save insofar as they are excluded or varied in or are otherwise inconsistent with these articles, and such regulations (save as so excluded or varied) and the following articles shall be the articles of association of the Company (the "**Articles**"), and each such article being an "**Article**")

2. SHARES

Subject to the Companies Act 2006 (the "**Act**") and these Articles (and to any resolution of the Company passed pursuant to these Articles), any unissued shares shall be at the disposal of the directors, who may offer, allot, grant options or rights over or otherwise dispose of them to such persons, at such times and on such terms as they may decide (including, without limitation, terms relating to the renunciation of any allotment) provided that no shares shall be issued at a discount. With regard to any such shares which are equity securities (as defined in section 560(1) of the Act), the directors are further authorised to allot, grant options over, convert any security into or otherwise dispose of the same, or agree to do any of the same, as if section 561(1) of the Act does not apply to the allotment of such shares

3. TRANSFER OF SHARES

- 3.1 Subject to Article 3.2 below, Regulation 24 shall not apply to the Company. The directors may in their absolute discretion and without giving any reason decline to register any transfer of any share, whether or not it is a fully paid share
- 3.2 The directors have no discretion to refuse to register the transfer of a share or the beneficial ownership of a share, nor may they suspend registration thereof, where such transfer is to

(A) a secured lender to the Company having the benefit of security over such share (a "Secured Lender"), or

(B) to a third party at the discretion of a Secured Lender

3 3 No prohibition, restriction or right of pre-emption shall apply in respect of any transfer of shares in the Company (whether or not fully paid) to a Secured Lender and any such transfer shall not require consideration or approval by the board of Directors and shall be registered on presentation at the registered office

3 4 Regulations 8 to 11 (both inclusive) shall not apply to the Company

4. PROCEEDINGS AT GENERAL MEETINGS

4 1 The words "and if at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, or if during an adjourned meeting such a quorum ceases to be present, the meeting shall stand dissolved" shall be added at the end of Regulation 41

4 2 Regulation 46 shall be read and construed as if the words "any member" were substituted for the words "at least two members" in paragraph (b) of such Regulation, and paragraphs (c) and (d) of such Regulation shall not apply to the Company

5. SHARE CERTIFICATES

The Company may execute share certificates in accordance with the provisions of the Act regarding the execution of documents by companies and the provisions of Regulation 6 shall be varied accordingly

6. VOTES OF MEMBERS

Regulation 59 shall not apply to the Company On a poll, votes may be given either personally or by proxy or, in the case of a member being a corporation, by its duly authorised representative

7. DIRECTORS

7 1 Regulations, 64, 76 and 77 shall not apply to the Company

7 2 Unless and until otherwise determined by ordinary resolution there shall be no maximum number of directors and the minimum number of directors shall be one The quorum for the transaction of the business of directors may be fixed by the directors and unless so fixed at any other number shall be two If only one director is appointed the quorum for the transaction of the business of directors shall be one Regulation 89 not apply to the Company A sole director shall have authority to exercise all the powers of the Company vested in the directors

7 3 The holder or holders for the time being of a majority in number of the issued shares of the Company entitled at the time to vote at general meetings may at any time and from time to time, by written notice given to the Company at its registered office for the time being (such notice to take effect on delivery), appoint any person as a director and/or secretary of the Company and/or remove any person as a director and/or secretary of the Company, howsoever appointed

7 4 If any director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company

may remunerate the director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a meeting of the directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a director

- 7 5 In paragraph (c) of Regulation 85 there shall be inserted after the words "interest or benefit" the words "unless the Company by ordinary resolution otherwise directs"

8. ALTERNATE DIRECTORS

- 8 1 The same person may be appointed as the alternate director of more than one director

- 8 2 Subject to the provisions of these Articles, an alternate director shall be entitled to attend and vote at all meetings of directors, and of all meetings of committees of directors of which his appointor is a member, at which his appointor is not personally present and generally at such meetings to perform all the functions of his appointor as a director Regulation 66 shall be varied accordingly

- 8 3 A person appointed as an alternate director who is not a director is not and shall not be deemed to be a director by reason of such appointment and, except as provided in these Articles, shall not have power to act as a director An alternate director shall owe the Company the same duties in the performance of his office as are owed by a director Subject as provided in Article 9 1, the provisions of these Articles relating to whether or not a director may vote or be counted in the quorum on resolutions concerning matters in which such director has an interest or duty and to the disclosure of any such interest or duty shall accordingly apply in the same way to every such alternate director The provisions of Regulations 85, 86 and 94 (as varied by these Articles) shall apply to alternate directors except that paragraph (b) of Regulation 85 shall extend to the Company in addition to the bodies corporate referred to in that paragraph An alternate director shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of his appointor except in relation to matters in which he acted (or failed to act) on the direction or at the request of his appointor Regulation 69 shall not apply to the Company

- 8 4 The last sentence of Regulation 66 shall not apply to the Company

9. POWERS AND DUTIES OF DIRECTORS

- 9 1 Subject to a director complying with the provisions of the Act relating to the duty to declare an interest in existing or proposed transactions or arrangements, he shall be entitled to vote at a meeting of directors in respect of any contract or arrangement in which he is interested and if he does so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present Regulation 94 shall not apply to the Company

- 9 2 Notwithstanding Article 9 1, the directors may resolve in accordance with section 175 of the Act to authorise any matter which would, if not so authorised, result in a director infringing his duty under section 175 of the Act in relation to a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company

- 9 3 The directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as managing director, assistant managing director or in any other executive office or employment under the Company, or indirectly as an executive officer or employee of any subsidiary of the Company or of its holding company (if any), notwithstanding that he may be or may have been a director of the Company, and may

make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person Regulation 87 shall not apply to the Company

10. DISQUALIFICATION OF DIRECTORS

Regulation 81 shall not apply to the Company The office of director shall be vacated if the director

- (A) resigns his office by notice in writing to the Company,
- (B) becomes bankrupt or makes any arrangement or composition with his creditors generally,
- (C) ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director, or
- (D) becomes of unsound mind

11. PROCEEDINGS OF DIRECTORS

11 1 Notices of meetings of directors shall be given to all directors and to any alternate directors appointed by them Notice of the meeting of the directors shall be deemed to be properly given to a director if it is given to him personally or sent in writing to him at his last known address or at any other address given by him to the Company for this purpose, or by any other means authorised in writing by the director concerned A director absent or intending to be absent from the United Kingdom may request that notices of meetings of the directors shall, during his absence, be sent in writing to him at an address given by him to the Company for this purpose Regulation 88 shall be varied accordingly and the words "(other than a notice calling a meeting of the directors)" in Regulation 111 shall not apply to the Company

11 2 Regulation 90 shall not apply to the Company

11 3 All or any of the directors or the members of any committee of the directors may participate in a meeting of the directors or that committee by means of a conference telephone or any other communication equipment which allows all persons participating in the meeting to hear and speak to 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 accordingly Such a 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

12. NOTICES

Neither the last sentence of Regulation 112 nor the words "within the United Kingdom" in Regulation 116 shall apply to the Company

13. WINDING UP

In Regulation 117 there shall be inserted before the words "determine how the division" the words "with the like sanction"

14. INDEMNITY

14 1 Subject to and to the fullest extent permitted by the Act, but without prejudice to any indemnity to which he may be otherwise entitled

- (A) every director and alternate director (and every director or alternate director of any company which is an associated company of the Company as defined in section 256 of the Act (an "associated company")) shall be entitled to be indemnified out of the assets of the Company against all costs and liabilities incurred by him in relation to any proceedings (whether civil or criminal) or any regulatory investigation or action which relate to anything done or omitted or alleged to have been done or omitted by him in his capacity as such save that no such person shall be entitled to be indemnified (whether directly or indirectly)
- (1) for any liability incurred by him in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or any associated company of the Company,
 - (2) for any fine imposed in criminal proceedings which have become final,
 - (3) for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising,
 - (4) for any liability incurred by him in defending any criminal proceedings in which he is convicted and such conviction has become final,
 - (5) for any liability incurred by him in defending any civil proceedings brought by the Company or an associated company of the Company in which a final judgment has been given against him, and
 - (6) for any liability incurred by him in connection with any application under sections 661(3) or (4) or 1157 of the Act in which the court refuses to grant him relief and such refusal has become final,
- (B) every director and alternate director (and every director or alternate director of any associated company of the Company) shall be entitled (i) to have funds provided to him by the Company to meet expenditure incurred or to be incurred by him in defending himself in any proceedings (whether civil or criminal) or in connection with an application for relief (as defined in section 205(5) of the Act) or in an investigation, or against action proposed to be taken, by a regulatory authority or (ii) to receive assistance from the Company as will enable any such person to avoid incurring such expenditure, where such proceedings, application, investigation or action are in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to the Company or any associated company of the Company, provided that he will be obliged to repay any funds provided to him no later than
- (1) in the event he is convicted in such proceedings, the date when the conviction becomes final, or
 - (2) in the event of judgment being given against him in such proceedings, the date when the judgment becomes final, or
 - (3) in the event of the court refusing to grant him such relief, the date when the refusal becomes final, or
 - (4) in the event he becomes liable for any sum payable to a regulatory authority by way of penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising, the date on which any appeal relating to

such sum becomes final (within the meaning of section 205(3) of the Act), and

- (C) every director and alternate director shall be entitled to be indemnified out of the assets of the Company against all costs and liabilities incurred by him in relation to any of the Company's activities as trustee of an occupational pension scheme (as defined in section 235(6) of the Act) save that no director or alternate director shall be entitled to be indemnified
- (1) for any fine imposed in criminal proceedings which have become final,
 - (2) for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising, and
 - (3) for any costs for which he has become liable in defending any criminal proceedings in which he is convicted and such conviction has become final

15. PURCHASE OF INSURANCE

Subject to the Act, the directors may purchase and maintain insurance at the expense of the Company for the benefit of any person who is or was at any time a director or other officer or employee of the Company or any associated company of the Company or in which the Company has an interest whether direct or indirect or who is or was at any time a trustee of any pension fund or employee benefits trust in which any employee of any such body corporate is or has been interested indemnifying such person against any liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a director, officer, employee or trustee