



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 5439709

The Registrar of Companies for England and Wales hereby certifies that  
HALVERTON SECRETARIES LIMITED

is this day incorporated under the Companies Act 1985 as a private  
company and that the company is limited.

Given at Companies House, Cardiff, the 28th April 2005



NO 5439709C



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —



**Companies House**

— *for the record* —

Electronic statement of compliance  
with requirements on application  
for registration of a company  
pursuant to section 12(3A) of the  
Companies Act 1985

Company number

5439709

Company name

HALVERTON SECRETARIES LIMITED

I,

HAYSMACINTYRE COMPANY DIRECTORS  
LIMITED

of

FAIRFAX HOUSE  
15 FULWOOD PLACE  
LONDON  
WC1V 6AY

a

person named as a director of the company in the  
statement delivered to the registrar of companies  
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section  
12(3A) of the Companies Act 1985

Statement:

I hereby state that all the requirements of the  
Companies Act 1985 in respect of the registration of  
the above company and of matters precedent and  
incidental to it have been complied with.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies  
electronically and authenticated in accordance with the registrar's  
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to  
criminal prosecution



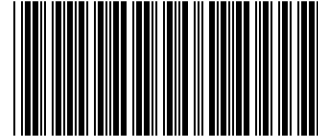
**Companies House**

— for the record —

**10(ef)**

**First directors and secretary and  
intended situation  
of registered office**

Received for filing in Electronic Format on the: **28/04/2005**



XBTMR4TB

*Company Name  
in full:* **HALVERTON SECRETARIES LIMITED**

*Proposed Registered  
Office:* **FAIRFAX HOUSE  
15 FULWOOD PLACE  
LONDON  
WC1V 6AY**

*memorandum delivered by an agent for the subscriber(s):* **Yes**

*Agent's Name:* **HAYSMACINTYRE**  
*Agent's Address:* **FAIRFAX HOUSE  
15 FULWOOD PLACE  
LONDON  
WC1V 6AY**

*Company Secretary*

*Name* **HAYSMACINTYRE COMPANY SECRETARIES LIMITED**

*Address:* **FAIRFAX HOUSE  
15 FULWOOD PLACE  
LONDON  
WC1V 6AY**

*Consented to Act:* **Y** *Date authorised* **28/04/2005** *Authenticated:* **Y**

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*Director 1:*

*Name* **HAYSMACINTYRE COMPANY DIRECTORS LIMITED**

*Address:* **FAIRFAX HOUSE  
15 FULWOOD PLACE  
LONDON  
WC1V 6AY**

*Consented to Act:* **Y** *Date authorised* **28/04/2005** *Authenticated:* **Y**

*Other Directorships:*

<b>5371311</b>	<b>AMBA RESEARCH UK LIMITED</b>
<b>5374832</b>	<b>AMI MANAGEMENT LIMITED</b>
<b>5422767</b>	<b>COMPLETE MEDIA GROUP (HOLDINGS) LIMITED</b>
<b>5411522</b>	<b>EAUDIT LIMITED</b>
<b>5379105</b>	<b>FACILITIES RECRUITMENT PROCESS OUTSOURCING LIMITED</b>
<b>5415423</b>	<b>FAIRFAX SUPPORT LIMITED</b>
<b>5414614</b>	<b>HALVERTON INVESTMENTS LIMITED</b>
<b>5432688</b>	<b>HALVERTON MANAGEMENT LIMITED</b>
<b>5216859</b>	<b>HEXNET LIMITED</b>
<b>5044893</b>	<b>INTERNATIONAL FOOD SOURCING LIMITED</b>
<b>5430501</b>	<b>MGHR LIMITED</b>
<b>5253037</b>	<b>SQUARE I PRODUCTIONS LIMITED</b>
<b>5378597</b>	<b>TITANIUM HOLDINGS LIMITED</b>

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*Authorisation*

*Authoriser Designation:* **SUBSCRIBER** *Date Authorised:* **28/04/2005** *Authenticated:* **Yes**

PRIVATE COMPANY LIMITED BY SHARES

**Memorandum of Association**

of

**HALVERTON SECRETARIES LIMITED**

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1. The Company's name is HALVERTON SECRETARIES LIMITED.
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's main objects are:
  - (a) To carry on business as a general commercial company and in this connection to carry on in the United Kingdom and elsewhere any business for profit, directly or indirectly, whether by itself and in its own name or through subsidiary, associated or allied companies or firms in the United Kingdom or elsewhere, in all or any of its branches, any business, undertaking, project or enterprise of any character whether private or public and all or any trades, activities and processes connected therewith or ancillary and complementary thereto; to act as an investment, holding and management company in all its branches and to acquire, by purchase, lease, concession, grant, licence or otherwise, such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, debenture stock, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit, and generally hold, manage, develop, lease, sell or dispose of the same; to vary any of the investments of the Company, to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations; to establish, carry on, develop and extend investments and holdings and to sell, dispose of, or otherwise turn the same to account, and to co-ordinate the policy and administration of any companies of which this Company is a member or which are in any manner controlled by or connected with the Company; to carry on all or any of the businesses of general merchants and traders, cash and credit traders, importers, exporters, designers, manufacturers, agents, representatives, buyers, sellers, distributors, factors, wholesalers, retailers, letters on hire, shippers of and dealers in produce, products, goods, wares and merchandise and electronic, engineering, electric, industrial and agricultural equipment, items, accessories and spare parts of every description; to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; to carry on as consultants, market research specialists, experts and advisers in electronic and engineering equipment of every kind, marketing and sales promotion, management, commercial, social and other undertakings and pension, insurance, finance, technical, economic and financial matters; to create establish and maintain on organisation for the purchase, sale, vending, distribution, advertising or introduction of products, merchandise, goods, wares and commodities of every description and as franchise operators; to carry on the business of haulage and transport contractors, removers, general storekeepers and warehousemen, discount and credit traders, mail order specialists, railway, shipping, forwarding agents and printers and publishers; to carry on the businesses of builders and estate agents and to acquire by purchase, lease, exchange or otherwise for development, investment, letting, or resale land and buildings and other property of any tenure or any interest therein; and to act as merchants generally
  - (b) To carry on any other trade or business whatever which may in the opinion of the directors seem to be capable of being advantageously or conveniently carried on in connection with or ancillary to any of the businesses of the Company or which may be expected to enhance the value of or make more profitable all or any of its properties, assets, rights or interests.
  - (c) To purchase, take on lease, concession, grant or licence, or in exchange, hire or otherwise acquire, hold and manage any lands or buildings of freehold, leasehold or other tenure or any estate or interest therein and any other property of any description, and any easements, rights or privileges of

any kind over or in connection with any property, and to develop, improve, manage or otherwise deal with the same.

- (d) To apply for, register, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, copyright, know how, licences, secret processes, trade and service marks, designs, protections, concessions and intellectual property rights of whatever nature which may appear likely to be advantageous or useful to the Company and to disclaim, alter, modify, renew, develop, use and turn to account and to manufacture under or grant licences or privileges in respect of the same or any interest therein and to expend money in experimenting upon and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (e) To purchase or otherwise acquire or take over and undertake the whole or any part of the share capital, business or undertaking, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire any interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for subsidising or otherwise assisting any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with any of the property and effects of the Company.
- (g) To invest and deal with the Company's money and funds not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with or dispose of any investment made.
- (h) To lend and advance money or give credit or receive money or give financial accommodation to any persons on such terms as may seem expedient with or without security and to enter into guarantees, contracts or indemnity and suretyships of all kinds, to receive money on deposit, loan or otherwise upon such terms as the directors may approve and to secure or guarantee the payment of any sums of money or the performance of an obligation by any company, firm or person including any parent, subsidiary or fellow subsidiary company in such manner as the directors may think fit.
- (i) To borrow and raise money in such manner as the directors may think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the undertaking and all or any part of the property or assets (whether present or future), including the uncalled capital of the Company, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding to it.
- (j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, promissory notes, bills of lading, warrants, debentures, documents of title and other negotiable or transferable instruments.
- (k) To apply for, promote, and obtain any Act of Parliament, charter, contract, decree, right, privilege, provisional order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the constitution of the Company, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interest, and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the Company's interests.
- (l) To act as agents or brokers and as trustees for any person, firm or company, or to undertake and perform sub-contracts.
- (m) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government or authority any charters, decrees, rights, privileges or

concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges or concessions which the Company may think desirable.

- (n) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any businesses capable of being carried on so as to directly or indirectly benefit the Company or enhance the value of its property and co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.
- (o) To remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment to him or them of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (p) To pay out of the funds of the Company all or any expenses incurred in connection with the promotion, formation and incorporation of, or the raising of money for, the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or the securities of the Company.
- (q) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the company, its directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors or employees of, or who are serving or have served any subsidiary of the Company or of the predecessors in the business of the Company or any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such person; to make payments toward insurance; to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such person and of their wives, widows, children and other relatives and dependants; and set up, establish support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.
- (r) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company aforesaid.
- (s) To sell or otherwise dispose of the whole or part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (t) To guarantee, either with or without the Company receiving any consideration or advantage, by personal covenant or by mortgaging or charging all or any part of its undertaking, property and assets present and future and uncalled capital, the payment of any monies or the performance of any contracts, liabilities, duties, obligations or engagements of every kind and description, upon such terms as the directors may consider desirable, of any company, firm or person including but not limited to any person which is for the time being the Company's holding company or a subsidiary of the Company or of the Company's holding company or any person who is for the time being a member or otherwise has any interest in the Company or is associated with the Company in any business or venture, and for the purposes of this paragraph reference to 'guarantee' shall include indemnities, sureties and any obligation (howsoever described) to pay, satisfy, provide funds for the payment or satisfaction of any obligations, including the payment of dividends, interest and premiums on any stock, shares, debentures, debenture stock or other securities of any company.
- (u) To create and issue at par, or at a premium or discount, debentures or debenture stock, in either permanent, redeemable, or other repayable form, bonds, and any other obligations or securities of the Company, and to grant standard or other securities in favour of lenders or trustees for lenders in

order to secure any money borrowed or raised by the Company, and to exchange or convert from time to time any such securities.

- (v) To enter into partnership, or into any agreement or joint purchase or joint venture arrangement, or any arrangement for sharing profits and losses, or union of interest, or co-operation with any person, company, corporation or association carrying on, or proposing to carry on any business or transaction which the Company may legally carry on or enter into, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and in connection therewith to grant and receive guarantees, and to acquire and hold shares, stock or securities of any such company; and to enter into any contract with any person, company, corporation or association to regulate the course of business for the purpose of establishing any tariff or prices, or otherwise and to contribute out of the Company's funds to any association or fund calculated directly or indirectly to benefit the Company or its interests and to amalgamate with any person or firm, or any company, whose objects are within the objects of the Company; and for that purpose to purchase or sell for shares (preference, ordinary, deferred or otherwise) the undertaking of the Company or such person, firm or other company, subject to the liabilities of the Company or such person, firm, or other company, with or without winding up, or to purchase or sell for shares (preference, ordinary, deferred or otherwise) all the shares or stock of the Company or any such other company as aforesaid, or to amalgamate by partnership, or any arrangement of the nature of partnership or in any other manner; and to take by subscription, purchase or otherwise, and hold shares (preference, ordinary or deferred) or stock in, or debentures or other securities of any company, society or undertaking having any object of a like nature with any of those of the Company, or such as may be deemed likely to advance in any way the interests of the Company.
- (w) To distribute among the members of the Company in kind any property of the Company of whatever nature whether by way of dividend or upon a return of capital, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (x) To procure the Company and any branch office of the Company to be registered or recognised in any part of the world and to do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (y) To do all such things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them, in any part of the world.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or the object or objects therein specified or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere and the word "members" shall, unless the contrary intention appears, be deemed to include the singular as well as the plural thereof.

- 4. The liability of the members is limited.
- 5. The share capital of the Company is £100.00 divided into 100 Ordinary shares of £1.00 each with power to divide the shares in the capital for the time being into several classes, and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company.



I, the Subscriber of this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum and I agree to take the number of shares shown opposite my name.

---

**Name, address and description  
of Subscriber**

**Number of Ordinary  
shares of £1.00 each taken by  
Subscriber**

---

HAYSMACINTYRE COMPANY DIRECTORS LIMITED

1

FAIRFAX HOUSE  
15 FULWOOD PLACE  
LONDON  
WC1V 6AY

Total shares taken -

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1

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Dated: 28/04/2005

PRIVATE COMPANY LIMITED BY SHARES

**Articles of Association**

of

**HALVERTON SECRETARIES LIMITED**

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**PRELIMINARY**

1. Except as otherwise provided in these Articles the Regulations contained in Table A shall be the regulations of the Company. In the case of any inconsistency between these Articles and Table A, the provisions of these Articles shall prevail.
2. Regulations 8, 64, 73 to 80, 101 and 118 of Table A shall not apply to the Company and in Regulation 1 of Table A the following words shall be inserted after the word "regulations" in line 1 thereof - "and in any Articles adopting the same".

**DEFINITIONS AND INTERPRETATION**

3. In these Articles:
  - (a) the following words and expressions shall (except where the context otherwise requires) have the following meanings:

**"electronic communication"** has the same meaning as in the Electronic Communications Act 2000;

**"Table A"** means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) and Schedule 1 to the Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No. 3373).
  - (b) 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.
  - (c) the words "written" and "writing" shall, unless the contrary intention appears, be construed as including references to printing and other modes of representing or reproducing words in a visible form and shall include any document sent by telex, facsimile, optical image transmission or other similar means of transmission.
  - (d) the words "member" and "members" shall, unless the contrary intention appears, be deemed to include both the plural and singular tenses thereof.

**ALLOTMENT OF SHARES**

4. (a) In accordance with the provisions of Section 80 of the Act the directors are unconditionally authorised to allot, grant options over, or otherwise deal with or dispose of any unissued shares and relevant securities (as defined by Section 80(2) of the Act) of the Company to such persons and generally on such terms and conditions as the directors may determine.

- (b) The general authority conferred by paragraph (a) of this Article shall extend to the amount of the authorised share capital with which the Company is incorporated and will expire five years from the date of incorporation unless renewed, varied or revoked at any time (subject to Section 80 of the Act) by ordinary resolution of the Company in general meeting.
  - (c) The directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.
5. In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to 90(6) inclusive of the Act shall not apply to the Company.

### **TRANSFER OF SHARES**

6. The directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of a share, whether or not it is a fully paid share. The directors may also decline to register any transfer of shares on which the Company has a lien. The first sentence of Regulation 24 and all of Regulation 25 of Table A shall not apply to the Company.
7. Any instrument of transfer in respect of the first transfer of any shares issued on the incorporation of the Company need only be executed by or on behalf of the transferor whether or not fully paid. Regulation 23 of Table A shall be modified accordingly.

### **LIEN ON SHARES**

8. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or in the name of one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.
9. The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

### **GENERAL MEETINGS AND RESOLUTIONS**

10. In accordance with Section 372(3) of the Act in every notice convening a general meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company.
11. (a) If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved.
- (b) Regulation 41 of Table A shall not apply to the Company.

### **SINGLE MEMBER**

12. If and for so long as the Company shall have only one member pursuant to The Companies (Single Member Private Limited Companies) Regulations 1992 the following provisions shall apply:

- (a) One person present in person, being the sole member of the Company or a proxy for that member or, if that member is a corporation, a duly authorised representative of such member, shall be a quorum and Regulation 40 of Table A shall be modified accordingly.
  - (b) The sole member of the Company or the proxy of the sole member or authorised representative where that member is a corporation shall be the Chairman of any general meeting of the Company and Regulation 42 of Table A shall be modified accordingly.
  - (c) A proxy for the sole member of the Company may vote on a show of hands and Regulation 54 of Table A shall be modified accordingly.
  - (d) All other provisions of these Articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company which has only one member.
13. (a) If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting save that this paragraph shall not apply to resolutions passed pursuant to Sections 303 and 391 of the Act.
- (b) Any decision taken by a sole member pursuant to paragraph (a) above shall be recorded in writing and delivered by that member to the Company for entry in the minute book of the Company.

## **DIRECTORS**

14. Unless and until the Company by ordinary resolution shall otherwise determine, there shall be no maximum number of directors and the minimum number of directors shall be one. If and so long as there is a sole director he may exercise all the powers and authorities vested in the directors as expressed by Table A and by these Articles.
15. The directors may appoint any person who is willing to act to be a director, either to fill a casual vacancy or as an addition to the existing directors provided that the appointment does not cause the number of directors to exceed any number determined in accordance with Article 14 as the maximum number of directors and for the time being in force.
16. No person shall be appointed a director at any general meeting unless either:-
- (a) the person is recommended by the directors; or
  - (b) not less than fourteen days nor more than thirty-five clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.
17. Subject to Article 16 the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a casual vacancy or as an addition to the existing directors.
18. Subject to the provisions of these Articles and to Section 293 of the Act any person may be appointed or elected as a director, whatever his age, and no director shall be required to vacate his office of director by reason of his attaining or having attained the age of seventy years or any other age.
19. A director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend and speak at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the Company.
20. In any case where, as the result of the death of a sole member of the Company, the Company has no members and no directors the personal representatives of such deceased member shall have the right by notice in writing to appoint a person to be a director of the Company and such appointment shall be as effective as if made by the Company in general meeting pursuant to Article 17.

## **ALTERNATE DIRECTORS**

21. (a) A director, or any such 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 of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.
- (b) An alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Regulation 66 in Table A shall be modified accordingly.
- (c) An alternate director shall cease to be an alternate director if his appointor ceases to be a director. Regulation 67 of Table A shall not apply.
- (d) Any appointment or removal of an alternate director shall be by notice to the Company from the director making or revoking the appointment or in any other manner approved by the directors. Regulation 68 of Table A shall not apply.

## **PROCEEDINGS OF DIRECTORS**

22. (a) A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- (b) Notice of every meeting of the directors shall in so far as reasonably practicable be given orally (or in writing) to every director and alternate director (whether or not within the United Kingdom), but the accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any director shall not invalidate the proceedings at that meeting. Regulation 88 of Table A shall be modified accordingly.
- (c) The quorum necessary for the transaction of the business of the directors when more than one director holds office may be fixed by the directors but unless so fixed shall be two present in person. In the event of the minimum number of directors fixed by or pursuant to these Articles being one, the quorum shall be one. Regulation 89 of Table A shall be modified accordingly.
- (d) (i) A resolution in writing executed by or on behalf of all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as effectual as if it had been passed at a meeting of the directors or, as the case may be, a committee of directors duly convened and held and may consist of several documents each executed by or on behalf of one or more directors; but a resolution executed by an alternate director need not also be executed by his appointor and, if it is executed by a director who has appointed an alternate director, it need not also be executed by the alternate director in that capacity.
- (ii) Where the Company and any director have so agreed, the confirmation to the company by such director of his assent to any resolution by means of an electronic communication shall be deemed to constitute a duly executed document for the purposes of paragraph (i) above. Any such electronic communication shall be sent to the address notified by the company for this purpose.
- (iii) Regulation 93 of Table A shall not apply.
- (e) A meeting of the directors or of a committee of the directors who are not all in one place may consist of a conference between directors (or their alternates) by means of a conference telephone or similar form of communications system whereby all those participating in the meeting are able to hear and speak to each other participating director (or his alternate) throughout the meeting. Such participation shall be deemed to constitute presence in person

at the meeting for all purposes including that of establishing a quorum. Subject to the Act, all business transacted in such manner by the directors or a committee of the directors shall for the purposes of these Articles be deemed to be validly and effectively transacted at a meeting of the directors or of a committee of the directors notwithstanding that fewer than the number of directors required to constitute a quorum as specified in Article xxx are physically present at the same place. A meeting held by such means shall be deemed to take place where the largest number of those participating is assembled or, if no such group, can be identified at the location of the chairman. The word “**meeting**” in these Articles shall be construed accordingly.

## **VACATION OF OFFICE BY DIRECTORS**

22. The office of a director shall be vacated if the director:
- (a) has a bankruptcy order made in respect of him under Part IX of the Insolvency Act 1986;
  - (b) becomes prohibited by law from being a director;
  - (c) in the reasonable opinion of all his co-directors becomes incapable by reason of illness, injury or mental disorder of managing and administering his property and affairs or discharging his duties as a director;
  - (d) resigns his office by written notice to the Company; or
  - (e) is removed from office pursuant to Article f, and Regulation 81 in Table A shall be modified accordingly.

## **BORROWING POWERS**

23. The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party.

## **THE SEAL**

24. (a) If the Company has a seal it shall only be used with the authority of the directors or of a committee of 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 also by the secretary or by a second director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal.
- (b) 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.

## **INDEMNITY**

25. Subject to the provisions of Section 310 of the Act every director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Sections 144(3) or (4) or Section 727 of the Act in which relief is granted to him by the Court, and no other director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. In this connection the Company may pursuant to Section 310(3) of the Act purchase and maintain indemnity insurance cover for its directors and other officers. Such indemnity shall extend to former directors and officers of the Company.

**Name and address of Subscriber**

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HAYSMACINTYRE COMPANY DIRECTORS LIMITED  
FAIRFAX HOUSE  
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LONDON  
WC1V 6AY

Dated: 28 April 2005

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