

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
PR GOAL 3 LIMITED

(Registered Number 5547809)

WRITTEN RESOLUTIONS

FRIDAY



A32

AT1BYIFA

19/03/2010

COMPANIES HOUSE

128

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions were passed as special resolutions, in each case as written resolutions of the Company on **10 MARCH 2010**

SPECIAL RESOLUTIONS

"THAT -

- 1 The Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association,
- 2 Any limit previously imposed on the Company's authorised share capital, whether by the Company's Memorandum or Articles of Association or by Resolution passed by the members of the Company, be removed,
- 3 In accordance with section 551 of the 2006 Act, the Directors be and hereby are generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of 150,000,000,000 Euros provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of this Resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired,
- 4 Subject to the passing of the Resolution 3 and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by Resolution 3, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of 150,000,000,000 Euros and shall Expire on the fifth anniversary of the date of this Resolution (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired,
- 5 The regulations contained in the document annexed hereto be and are adopted as the Articles of Association of the Company in substitution for and to the entire exclusion of the existing Articles of Association of the Company "

Director / Secretary



SHEPHERD+ WEDDERBURN

THE COMPANIES ACTS 1985 TO 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

PR GOAL 3 LIMITED (05547809)

As adopted by Written Resolution of the Company on

10 MARCH 2010

SHEPHERD AND WEDDERBURN LLP
155 ST VINCENT STREET
GLASGOW
G2 5NR
DX GW409 GLASGOW
T +44 (0)141 5669900
F +44 (0)141 565 1222
www.shepwedd.co.uk

CONTENTS

Article		Page No
1	Interpretation	1
2	Shares and Share Certificates	2
3	Lien	3
4	Calls on Shares and Forfeiture	4
5	Transfer and Transmission of Shares	5
6	Notice of General Meetings	5
7	Proceedings at General Meetings	6
8	Written Resolutions	9
9.	Number and Proceedings of Directors	9
10.	Directors' Interests in Contracts, Transactions or Arrangements with the Company	10
11	Authorisation of Directors' Interests	11
12	Remuneration and Expenses of Directors	12
13.	Appointment and Disqualification of Directors	12
14	Alternate Directors	13
15	Declaring Dividends	14
16.	Powers of Directors	15
17	Secretary	15
18	Minutes	16
19.	Accounts	16
20	Capitalisation of Profits	16
21	Indemnity and Insurance	16
22.	Notices	17
23	Auditors Appointment and Re-Appointment	18
24	Seal	18
25	Winding Up	19