

Company No. 5558240

The Companies Act 1985
Company Limited by Shares
ARTICLES OF ASSOCIATION
of
GW 957 LIMITED
PRELIMINARY

FRIDAY



RM 05/07/2013 #151
COMPANIES HOUSE

- 1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save insofar as they are varied or excluded by or are inconsistent with these regulations
- 2 Regulations 6, 8-11 inclusive, 24, 40, 41, 50, 64, 73 to 80 inclusive, 88, 89, 94 to 98 inclusive, 101 and 118 of Table A shall not apply to the Company but the Articles hereinafter contained and, subject to the Companies Act 1985 (the "Act") and the modifications hereinafter expressed, the remaining Regulations of Table A shall constitute the Articles of Association of the Company

SHARES

- 3 The authorised share capital of the Company at the date of adoption of these Articles is £26,596 divided into 26,596 Ordinary Shares of £1 00 each
- 4 The Directors may allot, grant options over, or otherwise dispose of any relevant securities (as defined by Section 80(2) of the Act) of the Company to such persons, at such times and generally on such terms and conditions as they think proper, and the general authority conferred hereby will expire on the fifth anniversary of the date of incorporation of the Company unless renewed, varied or revoked by the Company in General Meeting. The said authority shall extend to all relevant securities of the Company from time to time unissued during the period of such authority
- 5 Section 89(1) of the Act shall not apply to any exercise of the general authority conferred by the preceding Article.
- 6 Subject to the provisions of the Act and in particular of Sections 162 and 171, the Company may purchase its own shares and make a payment in respect of the redemption or purchase of its own shares
- 7 Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer -
 - (i) is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a "Secured Institution"), or
 - (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or

20K

- (11) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to provide any prior written notice to the Company or to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not

BORROWING POWERS

- 8 The Company has unlimited borrowing powers and the Directors may exercise all the powers of the Company to borrow money without limit, to mortgage or charge 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 of any third party

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 9 Unless and until otherwise determined by Ordinary Resolution the number of Directors (other than alternate directors) shall not be subject to any maximum but shall be a minimum of one
- 10 When and so long as any limited company (herein referred to as "the Parent Company") holds not less than three fourths of the shares of the Company for the time being issued and carrying full voting rights, the Parent Company shall have the right of appointing and removing Directors of the Company and shall be entitled from time to time to remove any nominee of its from the Board and to fill any vacancy therein which may arise from any cause and the Directors in office at whichever is the later of the date of adoption of this Article or the date upon which any limited company shall have become the Parent Company shall for the purposes hereof be deemed to have been appointed by the Parent Company No Director from time to time appointed or deemed to have been appointed by the Parent Company shall during the period aforesaid be liable to retirement by rotation but subject to regulation 81 of Table A shall hold office until removed by the Parent Company under the powers herein contained Every such appointment or removal of a Director shall be made by instrument in writing under the hand of an officer of the Parent Company duly authorised and shall be effective immediately upon delivery to the registered office of the Company or presentation at a meeting of the Directors of the Company at which a quorum is present wheresoever the same is being held The Parent Company shall also have the right by such an instrument in writing as aforesaid of appointing any Director (whether appointed by that instrument or already a Director of the Company) to be the Chairman of the Directors and of removing from the office of Chairman any person whether or not so appointed by it The regulations of Table A relating to the appointing of a Chairman of the Directors shall take effect subject to the foregoing provisions of this Article
- 11 A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration
- 12 The Company may by Resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional Director and the Directors shall not be subject to retirement by rotation



- 13 An appointment or removal of an alternate Director may be effected at any time by notice in writing to the Company given by his appointor or in any other manner approved by the Directors or the Company. An alternate Director may also be removed from his office by the Company or by a majority of his co-Directors or following a decision at a meeting of Directors. The notice to the alternate Director shall be in writing and shall have immediate effect.

PROCEEDINGS OF DIRECTORS

- 14 The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be two.
- 15 Books containing the minutes or proceedings of any meeting of directors must be kept, and where the Company has only one Director and he takes any decision which may be taken at a meeting of Directors and which has effect as if agreed at such a meeting, he shall provide the Company with a written record of that decision.
- 16 An alternate Director shall not be entitled in the absence of his appointer to a separate vote in addition to his own vote, and in the case of an equality of votes at any Directors Meeting the Chairman of the Meeting shall not have a second or casting vote, and the last two sentences of regulation 88 of Table A shall be omitted.
- 17 Without prejudice to Article 16, a meeting of the Directors or a Committee of the board of directors may consist of a conference between directors who are not all in one place but whom each is able (directly or by telephonic communication) to speak to each of the others and to be heard by each of the others simultaneously, and the word "meeting" in these articles shall be construed accordingly.

PROCEEDINGS AT GENERAL MEETINGS

- 18 One person entitled to vote, being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

INDEMNITY

- 19 The Directors, Managing Directors, Auditors and other officers for the time being of the Company and the trustees (if any) for the time being acting in relation to any of the affairs of the Company and their respective executors or administrators shall be indemnified out of the assets of the Company from and against any liability incurred by them to the extent permitted by the Act and any statutory modification or re-enactment thereof for the time being in force.

LIEN AND FORFEITURE

- 20 The Company shall have no lien on any shares which have been charged by way of security to a Secured Institution and the provisions of Regulation 11 of Table A relating to liens over shares shall not apply in respect of any such shares.