

Company Number. 05593466

TUESDAY



**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of**

**ENVOY SERVICES LIMITED (THE "COMPANY")**

On 7 July 2010 the following written resolution was passed as a special resolution by the requisite majority of eligible members in accordance with Chapter 2 of Part 13 of the Companies Act 2006

**SPECIAL RESOLUTION**

THAT the articles of association of the Company (the "Articles") be amended as follows

- (a) all references to the Companies Act 1985 in the headings of the Articles shall be amended to be references to the Companies Act 2006,
- (b) the first sentence of Article 1 shall be removed and replaced by the following sentence "These Articles together with the regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985/805) as amended by the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007/2541) and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 (SI 2007/2826) ("Table A") shall apply to the Company save in so far as such regulations are excluded or varied hereby",
- (c) the amendment of the definition of "the Act" in Article 2 1 shall be amended by the replacement of "the Companies Act 1985 (as amended by the Companies Act 1989)" with "the Companies Act 2006 (as amended)",
- (d) Article 2 6 shall be amended by the deletion of the reference to "Section 738 of the Act" and its replacement with "Section 583(2) of the Act",
- (e) Article 3 shall be amended by the deletion of "authorized",
- (f) Article 4 2 shall be amended by the deletion of "Section 80 of the Act" and its replacement with "Sections 550 and 551 of the Act",
- (g) Article 4 3 shall be amended by the deletion of "Section 94(2) of the Act" and its replacement with "Chapter 3 of the Act",
- (h) Article 4 4 shall be amended by the deletion of "Sections 89(1) and 90(1) to (6) of the Act" and its replacement with "Sections 561(1) and section 562(1) to (5)",
- (i) Article 4 5 shall be amended by the deletion of "Part V of the Act" and its replacement with "Chapter 3 of the Act",
- (j) Article 4 6 shall be amended by the deletion of "Part V of the Act" and its replacement with "Chapter 3 of the Act",

- (k) Article 4 7 shall be amended by the deletion of "sections 159 or 162 (as the case may be) of the Act" and its replacement with "sections 684, 685 and 687 of the Act",
- (l) Articles 10 3 and 11 1 shall be deleted and the remaining Articles renumbered accordingly,
- (m) Article 14 2(A) shall be amended by the addition of the following, which shall appear in the line immediately after 14 2(A)(2) "other than Phillip McGriskin, Paul Townsend or Jonathan Fisher, who shall therefore not be classified as Leavers under these Articles", and
- (n) Article 16 shall be deleted and replaced with the following
  - "16 Indemnity
  - 16 1 Subject to Article 16 2, a relevant director of the company or an associated company may be indemnified out of the company's assets against
    - (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
    - (b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act), or
    - (c) any other liability incurred by that director as an officer of the company or an associated company
  - 16 2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law
  - 16 3 In this Article
    - (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
    - (b) a "relevant director" means any director or former director of the company or an associated company"



**PHILLIP MCGRISKIN**

Director, for and on behalf of Envoy Services Limited