

Company number: 5605848

COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

OF

Wash Car Systems UK Limited ('the Company')

Pursuant to Section 381 of the Companies Act 1985

Passed on the 9th MARCH 2006



We, the undersigned members of the above named Company being the sole members at the date hereof who would be entitled to attend and vote at a general meeting of the Company hereby resolve as follows, such resolutions to take effect as written resolutions:

- (i) That the existing authorised but unissued share capital of 999 ordinary shares of £1.00 each be re-designated as 'A' ordinary shares;
- (ii) That the existing authorised and issued capital of the Company of 1 ordinary share of £1.00 be re-classified as an 'A' ordinary share;
- (iii) That the authorised share capital of £1,000 divided into 1,000 A ordinary shares of £1.00 be increased by £1,000 to £2,000 by the creation of 1,000 'B' ordinary shares of £1.00 each
- (iv) That the board be unconditionally authorised for the purposes of the Companies Act 1985 Section 80 to exercise all the powers of the company to allot relevant securities up to a maximum nominal amount of £2,000. This authority shall expire 15 months from the date of the passing of this resolution or, if earlier, the conclusion of the company's next annual general meeting, save that the company may before the expiry of this authority make an offer or agreement under which relevant securities would or might fall to be allotted after the expiry, and the board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired.

I hereby certify this to be a true
and accurate copy of the original
Signed..... *NHL* (SOLICITOR)
for Blackett Hart & Pratt

- (v) That the draft articles of association produced to the meeting and initialled by way of identification by the members be adopted in full to the exclusion of all existing regulations of the Company.

William Clouston

William Clouston

Kim Clouston

Kim Clouston

Dated this [9th MARCH 2006]

I hereby certify this to be a true
and accurate copy of the original
Signed..... W.H. (SOLICITOR)
for Blackett Hart & Pratt

COMPANIES ACT 1985

NEW ARTICLES OF ASSOCIATION

OF WASH CAR SYSTEMS UK LIMITED ('THE COMPANY')

(ADOPTED BY SPECIAL RESOLUTION PASSED ON 9th MARCH 2006)

1 Table A

The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended at the date of adoption of these articles ('Table A') shall, except where the same are excluded or varied by or inconsistent with these articles, apply to the Company to the exclusion of all other regulations set out in any statute or statutory instrument concerning companies.

2 Interpretation

In these articles unless the context otherwise requires:

- (A) 'address' in relation to electronic communications includes any number or address used for the purposes of such communication;
- (B) 'these articles' means these articles of association in their present form or as from time to time altered;
- (C) 'the Companies Acts' means every statute from time to time in force concerning companies in so far as the same applies to the Company;
- (D) 'member' means a member of the Company;
- (E) 'Subsidiary' means a subsidiary of the Company for the time being;
- (F) every reference in Table A to 'the Act' shall be construed as if the reference was to the Companies Acts;
- (G) any words or expressions defined in the Companies Acts in force at the date when these articles or any part of them are adopted shall (unless otherwise defined in these articles) bear the same meaning in these articles or such part (as the case may be); and
- (H) where for any purpose an ordinary resolution of the Company is required, a special or extraordinary resolution shall also be effective, and where an extraordinary resolution is required a special resolution shall also be effective.

3 Authorised share capital

- 3.1 The share capital of the Company at the date of the adoption of these articles is £2,000 divided into:
 - 1,000 A ordinary shares of £1 each ('A shares')
 - 1,000 B ordinary shares of £1 each ('B shares')
- 3.2 The A shares and the B shares shall each constitute different classes of shares for the purposes of the Act but save as otherwise provided in these articles shall rank *pari passu* in all respects.
- 3.3 Any reference in these articles to "ordinary shares" shall mean the A shares and B shares together

4 Variation of rights

The rights for the time being respectively attached to any A shares and/or B shares for the time being in issue may from time to time (whether or not the Company is being wound up) be varied or abrogated with the consent in writing of the holders of all the issued shares of the relevant class or with the sanction of a special resolution passed at a separate general meeting of the

holders of the shares of the class. To any such separate general meeting all the provisions of these articles as to general meetings of the Company shall mutatis mutandis apply, but so that the necessary quorum shall be one holder of the relevant class present in person or by proxy and holding or representing not less than 33.3% in nominal value of the issued shares of the relevant class, that every holder of shares of the class shall be entitled on a poll to one vote for every such share held by him and that any holder of shares of the class present in person or by proxy or (being a corporation) by a duly authorised representative may demand a poll. For the purpose of this article one holder present in person or by proxy or (being a corporation) by a duly authorised representative may constitute a meeting.

5 Unissued share capital

- 5.1 Subject to the provisions of the Companies Acts and these articles and to any direction to the contrary which may be given by ordinary or other resolution of the Company, any unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the directors who may offer, allot, grant options over or grant any right or rights to subscribe for such shares or any right or rights to convert any security into such shares or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the directors may determine.
- 5.2 For the purposes of the Companies Act 1985 section 80 but subject to the provisions of these articles, the directors are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities as defined in that section up to an aggregate nominal amount of £2,000. This authority shall expire 5 years from the date on which the resolution adopting these articles is passed but may be previously revoked or varied by the Company in general meeting and may from time to time be renewed by the Company in general meeting for a further period not exceeding 5 years. The Company may make any offer or agreement before the expiry of this authority that would or might require relevant securities to be allotted after this authority has expired and the directors may allot relevant securities in pursuance of any such offer or agreement as if this authority had not expired.
- 5.3 Article 5.2 shall not apply to redeemable shares, which shall be governed by the provisions of article 6.
- 5.4 The Companies Act 1985 sections 89(1) and 90(1)–(6) (inclusive) shall not apply.
- 5.5 Any shares for the time being unissued shall, before they are issued, be offered to the members holding ordinary shares in proportion as nearly as the circumstances admit to their existing holdings of ordinary shares. Such offer shall be made by notice specifying the number of shares offered and limited to a time within which the offer, if not accepted, will be deemed to be declined and after the expiration of such time, the directors may, subject to these articles, dispose of the same in such manner as they think most beneficial to the Company. The directors may, in like manner, dispose of any shares which by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any difficulty in apportioning the same cannot in the opinion of the directors be conveniently offered in the manner provided above. The provisions of this article may be relaxed or varied to any extent by the written agreement of all the members for the time being.
- 5.6 The rights conferred upon the holders of any shares or class of shares shall not, unless otherwise expressly provided in the rights attaching to, or the terms of issue of, such shares, be deemed to be altered by the creation or issue of further shares ranking *pari passu* with them.

6 Redeemable shares

Subject to the provisions of the Companies Acts, any shares may, with the sanction of a special resolution, be issued on terms that they are, or at the option of the Company or the member registered in respect of such shares are liable, to be redeemed on such terms and in such manner as may be provided for by these articles. Regulation 3 of Table A shall not apply.

7 Alteration of capital

The Company may from time to time by special resolution increase the share capital by such sum to be divided into shares of such amount as the resolution shall provide. Regulation 32 of Table A shall be varied accordingly.

8 Proceedings at general meetings

8.1 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. In default of a quorum within one hour after the time appointed for the meeting the meeting shall be adjourned to such time (not being earlier than 7 days from the date of the original meeting) and place as the directors may determine. If there shall be no quorum at the adjourned meeting within one hour after the time appointed for the meeting, the meeting shall again be adjourned as aforesaid. If there shall be no quorum at the further adjourned meeting within one hour after the time appointed for the meeting, the member or members present, whatever their number and the class or classes of shares held by them shall constitute a quorum.

8.2 Subject to article 8.1 the quorum at any general meeting (and at any adjourned general meeting) shall be 2 members present in person or by proxy or, being a corporation, by a duly authorised representative, of whom one shall be a holder of A shares and one a holder of B shares.

8.3 Regulations 40 and 41 of Table A shall not apply.

8.4 At any general meeting a poll may be directed by the chairman or demanded by any member present in person or by proxy or, being a corporation, by a duly authorised representative, and Regulation 46 of Table A shall be varied accordingly.

8.5 In the case of an equality of votes whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall not have a second or casting vote. Regulation 50 of Table A shall not apply.

8.6 In the case of a corporation a resolution in writing may be signed on its behalf by a director or the secretary of the corporation or by its duly appointed attorney or duly authorised representative and Regulation 53 shall be extended accordingly.

8.7 A member shall be treated as present in person at general meeting if he is in communication with the meeting by conference telephone or other communication equipment permitting those attending the meeting to hear one another. A member taking part in a meeting by telephone shall be counted in the quorum of the meeting and shall be entitled to vote at it. A general meeting shall be deemed to take place where the majority of those participating is assembled or, if there is no majority, at the place where the chairman of the meeting is present.

9 Votes of members

9.1 Subject to any rights or restrictions for the time being attached to any class or classes of shares (including, without limit, the provisions of articles 10.2 and 10.3 below), on a show of hands every member present in person or by proxy or (being a corporation) by a duly authorised representative shall have one vote, and on a poll every member

present in person or by proxy or (being a corporation) by a duly authorised representative shall have one vote for each share of which he is the holder. Regulation 54 of Table A shall not apply.

9.2 Upon any resolution for the removal from office of any director appointed or deemed to be appointed under the provisions of article 13.1 by the holders of the A shares, no B share shall confer upon the holder any right to vote either on a poll or a show of hands or otherwise.

9.3 Upon any resolution for the removal from office of any director appointed or deemed to be appointed under the provisions of article 13.2 by the holder of the B shares, no A share shall confer upon the holder any right to vote either on a poll or a show of hands or otherwise.

9.4 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or copy (certified as true and accurate by a solicitor) of such power or authority, shall in the case of an instrument in writing, be deposited at the registered office of the Company (or at such other place in the United Kingdom as is specified for that purpose in the notice of meeting or any instrument of proxy sent by the Company in relation to the meeting) not less than four hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or handed to the chairman of the meeting or adjourned meeting before the commencement of such meeting or, in the case of an appointment contained in an electronic communication, where an address in the United Kingdom has been specified in:

- (A) the notice convening the meeting; or
- (B) in any instrument of proxy sent out by the Company in relation to the meeting; or
- (C) in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting.

It shall be received at such address not less than four hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote. In default, the instrument of proxy shall not be treated as valid. Regulation 62 of Table A shall not apply.

10 Number of directors

The number of directors shall not be less than 2 and must be comprised of 1 A director and 1 B director. Regulation 64 of Table A shall not apply

11 Alternate directors

11.1 Any director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director appointed by him. *For the purposes of these articles, an alternate director appointed by an A director shall be deemed to be an A director and an alternate director appointed by a B director shall be deemed to be a B director.* A person can be appointed an alternate director by more than one director provided all such appointors represent the same class of shares but not otherwise.

11.2 An alternate director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent *mutatis mutandis* as if he were a director but shall not be entitled to receive from the Company any fee in his capacity as an alternate director except only such part (if any) of the remuneration otherwise payable to the director appointing him as such director may by notice in writing to the Company from time to time direct. An alternate director who is absent from the United Kingdom shall

be entitled to receive notice of all meetings of the directors and of all meetings of committees of directors of which his appointor is a member at such address as he shall have notified to the secretary. Such notice may be given by electronic communication. Regulations 65 and 66 of Table A shall be varied accordingly.

- 11.3 Every person acting as an alternate director shall have one vote for each director for whom he acts as alternate (in addition to his own vote if he is also a director) but he shall count as only one A director or one B director (as appropriate) for the purpose of determining whether a quorum is present. The signature of an alternate director to any resolution in writing of the directors or of a committee of the directors shall, unless notice of his appointment provides to the contrary, be as effective as the signature of his appointor.

12 The seal

The Company may exercise all the powers conferred by the Companies Acts with regard to having any official seal, or otherwise in relation to the execution of documents by the Company, and such powers shall be vested in the directors. Any instrument to which an official seal is affixed or which is otherwise executed by the Company shall be signed by such persons, if any, as the directors may from time to time determine and unless otherwise so determined shall be signed by a director and by the secretary or a second director. Any such document shall be delivered at such time, and in such manner, as the directors may from time to time determine, and shall not be deemed to be delivered by the Company solely as a result of having been executed by the Company. Regulation 101 of Table A shall not apply.

13 Appointment and retirement of directors

- 13.1 The members who for the time being hold a majority in nominal value of the issued A shares from time to time shall be entitled to appoint two directors holding office at any one time, to remove any director so appointed and to appoint another director in place of any director so appointed who for any reason ceases to be a director.
- 13.2 The members who for the time being hold a majority in nominal value of the issued B shares from time to time shall be entitled to appoint two directors, to remove any director so appointed and to appoint another director in place of any director so appointed who for any reason ceases to be a director. Any persons so appointed or deemed to be so appointed under this article 13.2 are called 'B directors'.
- 13.3 Any appointment or removal under this article 13 shall be by notice in writing lodged at the registered office of the Company or delivered to a duly constituted meeting of the directors of the Company and signed under the hand or hands of the holder or holders of a majority in nominal value of the issued shares of the class effecting the same. Any such appointment or removal shall take effect as at the time of such lodgement or delivery or at such later time as shall be specified therein. In the case of a corporation such notice may be signed by or on its behalf by a director or secretary of the corporation or by its duly appointed attorney or duly authorised representative.
- 13.4 No director shall be required to retire or vacate his office or be ineligible for reappointment as a director, nor shall any person be ineligible for appointment as a director, by reason of his having attained any particular age.
- 13.5 Regulations 73 to 80 (inclusive) of Table A shall not apply.
- 13.6 The office of a director shall be vacated if:
- (A) he resigns his office by notice in writing delivered to the registered office of the Company or tendered to a meeting of the directors; or

- (B) he becomes of unsound mind or a patient for the purposes of any statute relating to mental health and the directors resolve that his office is vacated; or
- (C) he becomes bankrupt or compounds with his creditors; or
- (D) he is prohibited from being a director by law or by the order of any court or tribunal of competent jurisdiction; or
- (E) being a director appointed or deemed to be appointed under article 13, he is removed from office under the provisions of that article; or

Regulation 81 of Table A shall not apply.

14 Directors' gratuities and pensions

The directors on behalf of the Company may exercise all the powers of the Company to grant pensions, annuities, gratuities or other allowances and benefits in favour of any person including any director or former director or the relations, connections or dependants of any director or former director. A director or former director shall not be accountable to the Company or the members for any benefit of any kind conferred under or pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company.

15 Proceedings of directors

- 15.1 Questions arising at any meeting of the directors or of any committee of the directors shall, unless otherwise determined by all the members, be decided by a majority of votes of the directors present (or their alternates) (except that, subject to there being a quorum at the relevant meeting, should any A director not be present at the meeting in person or by his alternate director (if any) the vote of that director may be exercised by another A director present at such meeting in person or by his alternate, and should there be more than one A director so present, the vote of the most senior by date of appointment shall be accepted to the exclusion of any other A director. The same provisions shall apply mutatis mutandis, in respect of B directors.
- 15.2 Subject as provided in article 15.3, the quorum necessary for the transaction of the business of the directors or of any committee of the directors shall throughout the meeting be 2 directors of whom 1 shall be A directors and 1 shall be B directors. A person who holds office only as an alternate director shall, if the director he has been appointed to represent is not present, be counted in the quorum. Regulation 89 Table A shall not apply.
- 15.3 If there shall be no quorum at any meeting of the directors within one hour after the time fixed for the meeting, the meeting shall be adjourned to such time (not being earlier than 7 days after the date of the original meeting) as the director or directors present at the meeting shall determine, or if none, shall be determined by the secretary. If there shall be no quorum within one hour after the time fixed for the adjourned meeting, the meeting shall be further adjourned as aforesaid. If there shall be no quorum within one hour after the time fixed for the further adjourned meeting within one hour after the time fixed for the meeting the director or directors present, whatever their number and their designations shall constitute a quorum.
- 15.4 Any director who ceases to be a director at a board meeting may continue to be present and to act as a director and be counted in the quorum until the termination of the board meeting if no other director objects and if otherwise a quorum of directors would not be present.
- 15.5 A director shall be treated as present in person at a meeting of the directors or any committee of the directors if he is in communication with the meeting by conference

telephone or other communication equipment permitting those attending the meeting to hear one another. A director taking part in a meeting by telephone shall be counted in the quorum of the meeting and shall be entitled to vote at it. A meeting of the directors or of a committee to which this article applies shall be deemed to take place where the majority of those participating is assembled or, if there is no majority, at the place where the chairman of the meeting is present.

15.6 Any member may, and the secretary at the request of any member shall, call a meeting of the directors.

15.7 Subject to the provisions of these articles and provided a director shall have disclosed such interest in accordance with Regulation 85 of Table A and section 317 of the Act, a director shall be entitled to vote in respect of any transaction, contract, arrangement or agreement with the Company in which he is in any way, whether directly or indirectly, interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. For the purpose of this article, an interest of a person who is, for any purpose of the Act, connected with a director (which shall, without limitation, include any person (or any other person connected with such person) who pursuant to these articles shall have appointed such director) shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise. Regulations 94 to 98 (inclusive) of Table A shall not apply. The last sentence of Regulation 94 of Table A shall not apply.

15.8 In Regulations 53 and 93 of Table A and these articles 'writing' shall be deemed to include photocopy, fax and other forms of electronic communication capable of reproducing or communicating in writing in visible form.

16 Notices

16.1 Any notice or other document (including a share certificate or other document of title) may be served on or delivered to any member by the Company either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register of members (whether or not such address is within the United Kingdom) and sent by first class post (or in the case of an address outside the United Kingdom by airmail), or by delivering it to or leaving it at such registered address, addressed as aforesaid, or by any other means provided such other means have been authorised in writing by the member concerned, or (except for a share certificate or other document of title) by giving it using electronic communication to an address notified to the Company by the member. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Any notice or other document served or delivered in accordance with these articles shall be deemed duly served or delivered notwithstanding that the member is then dead or bankrupt or otherwise under any legal disability or incapacity and whether or not the Company had notice thereof. Any such notice or other document, if sent by first-class post (or in the case of a notice or other document sent by airmail 5 days after posting), shall be deemed to have been served or delivered on the day after the day when the same was put in the post, and in proving such service or delivery it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any such notice or other document sent by an electronic communication shall be deemed to have been

served 48 hours after the same was sent and proof that the same was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

- 16.2 Notice of every general meeting shall be given in any manner authorised by or under these articles to all members other than such as, under the provisions of these articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company provided that any member may in writing waive notice of any meeting either prospectively or retrospectively and if he shall do so it shall be no objection to the validity of such meeting that notice was not given to him. Regulations 112, 115 and 116 of Table A shall not apply.

17 Winding up

If the Company shall be wound up (whether the liquidation is voluntary, under supervision, or by the Court) the liquidator may, with the authority of an extraordinary resolution and subject to any provision sanctioned in accordance with the provisions of the Companies Acts, divide among the members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such values as he deems fair upon any assets to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority, vest the whole or any part of the assets in trustees upon such trusts for the benefit of members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability and the liquidator may make any provision referred to in and sanctioned in accordance with the provisions of the Companies Acts. Regulation 117 of Table A shall not apply.

18 Indemnity

Subject to the provisions of the Companies Acts, the Company may purchase and maintain for every director, alternate director, secretary or other officer of the Company (excluding any auditor) insurance against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company and (whether or not any such insurance is effected) every such person shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, that relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted by the Court. Regulation 118 of Table A shall not apply.