

**COMPANY NO.: 5797794**

**THE COMPANIES ACT 1985 TO 1989**

**SPECIAL RESOLUTION**

**OF**

**TOPAZGLOW LIMITED**

**BY A RESOLUTION IN WRITING** of the members of the above named company passed pursuant to Regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended), the following resolution was duly passed as a Special Resolution

It is resolved -

"That the following resolution be and is hereby passed as a Special Resolution -

"That the Memorandum of Association be amended by the deletion of sub-clause (a) of clause 3 and the insertion of the following new sub-clause in place thereof -

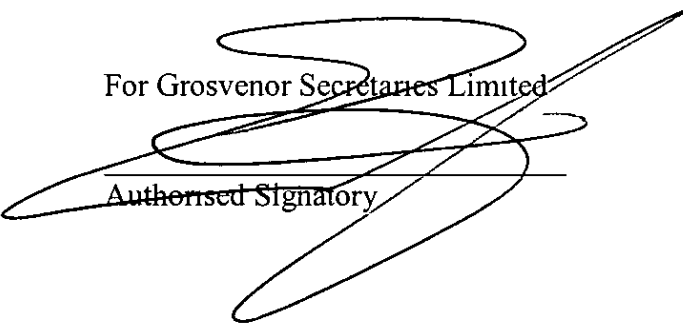
- (a) To carry on business as an investment and management company and to invest the capital and other moneys of the Company in the acquisition or upon the security of shares, stocks, debenture stock, bonds, bills, mortgages, obligations and securities of any kind issued or guaranteed by any company, corporation, government, state, dominion, colony, sovereign, ruler, commissioners, trust, public, municipal, local, or other authority or body of whatever nature wheresoever situated, to carry on business as a general commercial company, to carry on the business of a holding 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 to hold, manage, develop, lease, sell or dispose of the same, and 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 enter into, assist, or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description, and to establish, carry on, develop and extend the same or 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, and to carry on all or any of the businesses of capitalists, trustees, financiers, financial agents, company promoters, bill discounters, insurance brokers and agents, mortgage brokers, rent and debt collectors, stock and share brokers and dealers and commission and general agents, merchants and traders, and to manufacture, buy, sell, maintain, repair and deal in plant, machinery, tools, articles and things of all kinds capable of being used for the purposes of the above-mentioned businesses or any of them, or likely to be required by customers of or persons having dealings with the Company

Dated this 27<sup>th</sup> day of February 2007

For Grosvenor Secretaries Limited

Authorised Signatory



**THE COMPANIES ACTS 1985 TO 1989**

**COMPANY LIMITED BY SHARES**

**Memorandum of Association**

WEDNESDAY



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04/04/2007

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COMPANIES HOUSE

of

**TOPAZGLOW LIMITED**

**(As amended by Special Resolution passed 27<sup>th</sup> February 2007)**

- 1 The name of the Company is "TOPAZGLOW LIMITED"
- 2 The Registered Office of the Company will be situate in England and Wales
- 3 The objects for which the Company is established are -
  - (a) To carry on business as an investment and management company and to invest the capital and other moneys of the Company in the acquisition or upon the security of shares, stocks, debenture stock, bonds, bills, mortgages, obligations and securities of any kind issued or guaranteed by any company, corporation, government, state, dominion, colony, sovereign, ruler, commissioners, trust, public, municipal, local, or other authority or body of whatever nature wheresoever situated, to carry on business as a general commercial company, to carry on the business of a holding 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 to hold, manage, develop, lease, sell or dispose of the same, and 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 enter into, assist, or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description, and to establish, carry on, develop and extend the same or 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, and to carry on all or any of the businesses of capitalists, trustees, financiers, financial agents, company promoters, bill discounters, insurance brokers and agents, mortgage brokers, rent and debt collectors, stock and share brokers and dealers and commission and general agents, merchants and traders, and to manufacture, buy, sell, maintain, repair and deal in plant, machinery, tools, articles and things of all kinds capable of being used for the purposes of the above-mentioned businesses or any of them, or likely to be required by customers of or persons having dealings with the Company
  - (b) To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property

- (c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company
- (d) To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company
- (e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company
- (f) To invest and deal with the monies of the Company in such shares or upon such securities or otherwise in such manner as from time to time may be determined
- (g) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint purse agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof
- (h) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company
- (i) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit
- (j) To lend money to customers, associates and others whether incorporated or not and to guarantee the observance and performance of obligations and contracts by customers and others
- (k) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way
- (l) To pay or remunerate any person, firm or company for rendering services to the Company in the promotion of the Company or the placing and issue of shares, debentures, debenture stock or other securities of the Company
- (m) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependants
- (n) To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments
- (o) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company
- (p) To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company
- (q) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights

- (r) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any such objects shall not be abridged or cut down by reference to any other object of the Company

4 The liability of the members is limited

5 The share capital of the Company is £1,000 divided into 1,000 shares of £1 00 each

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names

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NAMES, ADDRESSES AND DESCRIPTIONS  
OF SUBSCRIBERS

Number of shares  
taken by each  
subscriber

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GROSVENOR ADMINISTRATION LIMITED  
6<sup>th</sup> Floor,  
Queens House,  
55/56 Lincoln's Inn Fields,  
London  
WC2A 3LJ

ONE

GLOBALWIDE LIMITED  
6<sup>th</sup> Floor,  
28 Kingsway,  
London  
WC2B 6JR

ONE

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Dated this 12<sup>th</sup> April 2006

WITNESS to the above signatures -

Fiona O'Toole  
64 Princelet Street  
London  
E1 5LP

**The Companies Acts, 1985 to 1989**

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**COMPANY LIMITED BY SHARES**

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**Articles of Association**

**of**

**TOPAZGLOW LIMITED**

**PRELIMINARY**

- 1 Regulations 2, 3, 24, 64, 84, 94 and 99 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall not apply to the Company but the Articles hereinafter contained together with the remaining regulations of Table A subject to the modifications hereinafter expressed, shall constitute the regulations of the Company

**CAPITAL**

- 2 The initial share capital of the Company is £1,000 divided into 1,000 shares of £1 00 each
- 3 The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject, in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares
- 4 (a) After the initial allotment of shares by the Directors any further shares proposed to be issued shall first be offered to the Members in proportion as nearly as may be to the number as the existing shares held by them respectively unless the Company shall be Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered to them, such further offer shall be made in the same manner and limited by a like period as the original offer, any shares not accepted pursuant to such offer or further offer as aforesaid except by way of reactions and any shares released from the provisions of this Articles by such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they are offered to the Members. In accordance with Section 91 of the Act, Section 89(1) and Section 90(1) to (6) of the Act shall be excluded from applying to the Company
- (b) Subject to paragraph (a) of this Article the Directors are authorised in accordance with Section 80 of the Act to exercise any power of the Company (and in particular the power contained in Article 3 of these regulations) to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the share

capital created on the incorporation of the Company and may do so at any time before the date of the fifth anniversary of such incorporation and the authority shall expire on that date except that the Directors may allot shares thereafter in pursuance of any agreement or offer to allot made before that date. This authority may be revoked, varied or renewed (but not for more than five years at a time) by an Ordinary Resolution

- 5 Subject to the provisions of Chapter V11 of Part V of the Act any Shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed

#### **TRANSFER OF SHARES**

- 6 Any share may be transferred by a member to his or her spouse or lineal descendant and any shares of a deceased member may be transferred to any such relation as aforesaid of the deceased member. Save as aforesaid the Directors, in their absolute discretion and without assigning any reason therefor, may decline to register the transfer of any share whether or not it is a fully paid share

#### **VOTES OF MEMBERS**

- 7 Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder

#### **DIRECTORS**

- 8 A Director who has disclosed his interest and the interest of any person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Company) connected with the Director and, in the case of an alternate directors, any interest of his appointer, in accordance with Regulation 85 of Table A and Section 317 of the Act may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such Director shall be counted in the quorum present at any meeting at which such contract or proposed contract or arrangement is being considered
- 9 Any Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine
- 10 Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director to act as Auditor for the Company
- 11 The Company shall not be subject to Section 293 of the Act, and accordingly 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
- 12 The office of a Director shall be vacated
- (1) In any of the circumstances specified in article 81 of Table A (any resignation of office being by notice in writing), or
- (2) If he is removed from office by a resolution duly passed under Section 303 of the Act

### **SOLE DIRECTOR**

- 12A Article 64 of Table 'A' shall apply, with the exception of the words "but shall not be less than two" and accordingly there may be a sole Director. If and so long as there is a sole Director, such Director may act alone in exercising all powers and authorities by Table 'A' or these Articles vested in the Directors generally.

### **MANAGING DIRECTORS AND MANAGERS**

- 13 The Directors may from time to time appoint one or more of their body to the office of Managing Directors for such period and on such terms (as to remuneration and otherwise) as they think fit and, subject to the terms of any agreement entered into, in any particular case, may revoke such appointment. A Director so appointed, whilst holding such office, shall not be subject to retirement by rotation or be taken into account in determining the number of Directors to retire by rotation or the rotation or retirement of Directors, but his appointment, subject to the payment to him of such compensation or damages as may be payable to him by reason thereof, shall be automatically terminated if he ceases from any cause to be a Director.

### **SECRETARY**

- 14 Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. If at any time there shall be no Secretary or for any reason no Secretary capable or acting, the Directors may appoint an assistant or deputy Secretary.

### **NOTICES**

- 15 Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company any address within the United Kingdom for the giving of notices to them, and shall also be given to the directors and the auditors.

### **FIRST DIRECTORS**

- 16 The number of Directors shall not be more than ten but the Company in General Meeting may reduce or increase this limit. The first Director shall be GROSVENOR ADMINISTRATION LIMITED.

### **FIRST SECRETARY**

- 17 The first Secretary of the Company shall be GROSVENOR SECRETARIES LIMITED.

### **ONE MEMBER**

- 18 (a) If and for so long as the Company has only one Member, that Member present or by proxy, or if that Member is a corporation by a duly authorised representative, shall be a quorum.
- (b) If and for so long as the Company has only one Member and that Member takes any decision which it is required to be taken in General Meeting or by means of a written resolution, that decision shall be 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. 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 Company's Minute Book.

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NAMES, ADDRESSES AND DESCRIPTIONS  
OF SUBSCRIBERS

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GROSVENOR ADMINISTRATION LIMITED  
6<sup>th</sup> Floor,  
Queens House,  
55/56 Lincoln's Inn Fields,  
London  
WC2A 3LJ

GLOBALWIDE LIMITED  
6<sup>th</sup> Floor,  
28 Kingsway,  
London  
WC2B 6JR

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Dated this 12<sup>th</sup> April 2006

WITNESS to the above signatures -

Fiona O'Toole  
64 Princelet Street  
London  
E1 5LP