

Company No 5799376  
5783218

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

CERTIFIED A TRUE AND COMPLETE  
COPY OF THE ORIGINAL

DATE 20<sup>th</sup> April 2007 WRITTEN RESOLUTIONS

SOLICITOR'S REFERENCE T901 of

Burges Salmon LLP BURGES SALMON LLP  
Narrow Quay House, Narrow Quay, Bristol BS1 4AH  
Burges Salmon LLP is regulated by The Law Society

**GOCOMPARE.COM LIMITED**  
(the "Company")

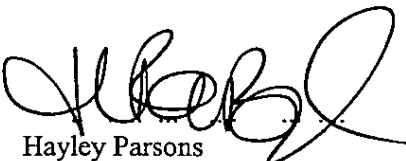
PASSED on 25 January 2007



Pursuant to the authority given by Regulation 53 of Table A in the Schedule to the Companies (Tables A-F) Regulations which regulations form part of the Company's Articles of Association we, the undersigned, being all the members of the Company for the time being who are entitled to receive notice of and to attend and vote at general meetings of the Company hereby make the following resolution as a Special Resolution and agree that the resolution shall for all purposes be as valid and effective as if passed at a general meeting of the Company duly convened and held

SPECIAL RESOLUTION

That the regulations contained in the printed document attached to this resolution be and they are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing articles of association

  
Hayley Parsons

Daniel Cassell  
Daniel Cassell

Lee Griffin  
Lee Griffin

Christopher Davies  
Christopher Davies

Suzanne Bradshaw  
Suzanne Bradshaw

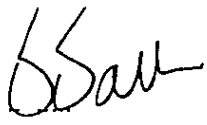
Bartholomew Day  
Bartholomew Day

David Harvey  
David Harvey

~~Bartholomew Day~~

John MacNiven  
John MacNiven

 Alan Parsons go compare com Ltd  
On behalf of Blue Boar Holdings Limited

  
Scott Salter

SARAH SALTER  
Sarah Salter

Hayley Parsons has signed above for herself and as attorney  
for the others

Company number: 5799376

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

GOCOMPARE COM LIMITED

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21/04/2007  
COMPANIES HOUSE

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(adopted by written resolution on 25<sup>th</sup> January 2007)

1. Preliminary

Except as otherwise provided in these articles the regulations contained in Table A shall constitute the regulations of the company. In the case of any inconsistency between these articles and the regulations of Table A, the provisions of these articles shall prevail. A copy of Table A is set out in the schedule to these articles.

2. Definitions and interpretation

2.1 In these articles

- (a) the following words and expressions shall (except where the context otherwise requires) have the following meanings:

**"Business Day"** means any day other than a Saturday, Sunday or a public holiday in England,

**"electronic communication"** has the same meaning as in the Electronic Communications Act 2000,

**"Table A"** means Table A in the schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985/805) as amended by the Companies (Tables A - F) (Amendment) Regulations 1985 (SI 1985/1052) and Schedule 1 to the Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000/3373),

- (b) words and expressions defined in the Act or Table A shall have the same meanings in these articles unless the context otherwise requires; and
- (c) any reference to presence at a general meeting or class meeting shall include presence of a member by a duly authorised representative and shall include presence which is deemed in accordance with these articles (and "presence" shall be construed accordingly)

### **3. Share capital and no lien**

- 3 1 The share capital of the company is £1,000,000 divided into 1,000,000 ordinary shares of £1 each
- 3 2 The company shall not have any lien on any share Regulations 8 to 11 (inclusive) of Table A shall not apply

### **4. Shares**

- 4 1 During the period of five years from the date of adoption of these articles, the directors are generally and unconditionally authorised to exercise all the powers of the company to allot relevant securities forming part of the authorised share capital of the company with which the company was incorporated
- 4 2 The directors may also at any time after the expiry of the authority granted by article 4 1 allot any relevant securities in accordance with any offer or agreement which is made by the company prior to such expiry
- 4 3 Section 89(1) of the Act shall not apply to any allotment of equity securities made by the company
- 4 4 Subject to articles 4 5 and 4 6 and unless otherwise determined by special resolution, any equity securities shall, before they are allotted on any terms, be first offered by the company on the same or more favourable terms to the members in proportion as nearly as is practicable to the nominal value of the shares in the company held by them
- 4 5 Any offer required to be made under article 4 4 shall be made by written notice to each member at his registered address or if he has no registered address in the United Kingdom to the address in the United Kingdom notified by him to the company in writing for the purpose of receiving notices If a member's registered address is not in the United Kingdom and he has not notified an address in the United Kingdom then the offer shall be deemed to have been made to him even though no notice is sent to him The notice shall specify the number of equity securities offered and the period, being at least twenty-one days, within which the offer, if not accepted, will be deemed to have been declined After the expiration of such period, or if earlier on receipt of notice of acceptance or refusal of each offer so made, the directors may, subject to these articles, allot such equity securities as have not been taken up in such manner as they think fit
- 4 6 Article 4 4 shall not apply to the allotment of equity securities which would, apart from a renunciation or assignment of the right to their allotment, be held under an employees' share scheme.

### **5. Transfer of Shares**

Any instrument of transfer in respect of the first transfer of any shares issued on the incorporation of the company need only be executed by or on behalf of the transferor whether or not fully paid Regulation 23 of Table A shall be modified accordingly.

## **6. Proceedings at general meetings**

- 6.1 If a quorum is not present at any such adjourned meeting as is referred to in regulation 41 of Table A, then, provided that the member present holds at least 75% in nominal value of the ordinary shares of the company in issue, any resolution agreed to by such member shall be as valid and effectual as if it had been passed unanimously at a general meeting of the company duly convened and held
- 6.2 If at any general meeting any votes shall be counted which ought not to have been counted, or shall not be counted which ought to have been counted, the error shall not vitiate the result of the voting unless it is pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to affect the result of the voting
- 6.3 Any member or member's proxy or duly authorised representative (being a corporation) may participate in a general meeting or a meeting of a class of members of the company by means of any communications system whereby all those participating in the meeting can hear and address each other. Such participation shall be deemed to constitute presence in person (or by proxy or authorised representative as appropriate) at such meeting for all purposes including that of establishing a quorum. A meeting held by such means shall be deemed to take place where the largest number of participators is assembled or if no such group can be identified at the location of the chairman.
- 6.4 Regulation 57 of Table A shall not apply
- 6.5 (a) A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several documents each executed by or on behalf of one or more members
- (b) Where the company and any member have so agreed, the confirmation to the company by such member of his assent to any resolution by means of an electronic communication shall be deemed to constitute a duly executed document for the purposes of article 6.5(a). Any such electronic communication shall be sent to the address notified by the company for this purpose
- (c) Regulation 53 of Table A shall not apply

## **7. Single member**

- 7.1 Notwithstanding any provision to the contrary in these articles or in Table A, in circumstances where the company has only one member, that member present in person or by proxy shall be a quorum
- 7.2 A single member shall, upon taking a decision which may be taken by the company in general meeting and which has effect as if agreed by the company in general meeting (unless that decision is taken by way of written resolution or unanimous assent), provide the company with a written record of that decision.

7 3 For so long as the company is a single member company, all provisions of these articles and of Table A shall be construed so as to be consistent with the company only having one member

7 4 If, for any reason, the number of members of the company increases beyond one and for so long as the number of members is more than one, the provisions of this article shall not apply.

## **8. Proxies**

An instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notanally certified copy of that power or authonty may be handed to the chairman of the relevant meeting and regulation 62 of Table A shall be modified accordingly

## **9. Directors**

9 1 Unless otherwise determined by ordinary resolution the number of directors shall not be subject to any maximum but shall be at least one Regulation 64 of Table A shall not apply

9 2 Any adult person may be appointed or elected as a director whatever his age, and no director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age

9 3 The directors may appoint any person who is willing to act to be a director, either to fill a casual vacancy or as an additional director

9 4 A member or members having the right to attend and vote at any general meeting of the company and holding at least 75% in nominal value of the shares giving that right may from time to time by notice in writing to the company remove any director from office or appoint any person to be a director, and any such removal or appointment shall be deemed to be an act of the company and not only of such member or members Any such notice may consist of one or more documents each executed by or on behalf of such member or members and shall take effect at and from the time when such notice is received at the registered office of the company or produced to a meeting of the directors of the company.

9 5 The directors shall not be liable to retirement by rotation and regulations 73 to 80 of Table A (inclusive) shall not apply

## **10. Alternate directors**

10 1 Any director (other than an alternate director) may appoint any other person (including another director) to be an alternate director and may remove from office an alternate director so appointed by him Regulation 65 of Table A shall not apply

10 2 An alternate director shall have the same entitlement to receive notice of meetings as the entitlement of his appointor and he 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 one person only for the purpose of determining whether a quorum is present).

The first sentence of regulation 66 of Table A shall be modified accordingly The second sentence of regulation 66 of Table A shall not apply

10 3 An alternate director shall cease to be an alternate director if his appointor ceases to be a director Regulation 67 of Table A shall not apply

10 4 Any appointment or removal of an alternate director shall be by notice to the company from the director making or revoking the appointment or in any other manner approved by the directors Regulation 68 of Table A shall not apply

## **11. Vacation of office by directors**

11 1 The office of a director shall be vacated if any director

- (a) has a bankruptcy order made in respect of him under Part IX of the Insolvency Act 1986;
- (b) becomes prohibited by law from being a director,
- (c) in the reasonable opinion of all his co-directors becomes incapable by reason of mental disorder of discharging his duties as a director,
- (d) resigns his office by written notice to the company, or
- (e) is removed from office pursuant to article 10.4

11 2 Regulation 81 shall not apply

## **12. Proceedings of directors**

12 1 Provided that he has disclosed to the directors any material interest, a director shall be entitled to vote at a meeting of directors or of a committee of the directors in respect of such contract or proposed contract in which he is interested and shall also be counted in reckoning whether a quorum is present at such a meeting Regulations 94 to 96 (inclusive) of Table A shall not apply

12 2 Notice of every meeting of the directors shall in so far as reasonably practicable be given orally (or in writing) to every director and alternate director (whether or not within the United Kingdom), but the accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any director shall not invalidate the proceedings at that meeting. Regulation 88 of Table A shall be modified accordingly

12 3 Where there is one director only, the quorum for any meeting of directors or committee of directors shall be one and that director or his alternate shall exercise all the powers and discretions expressed to be vested in the directors by the regulations of Table A and by these articles Regulation 89 of Table A shall be modified accordingly

12 4 (a) A resolution in writing executed by or on behalf of all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as effectual as if it had been passed at a meeting of the directors or, as the case may be, a committee of directors duly convened and held and may consist of several documents each executed by or on behalf of one or more directors; but a resolution executed by an alternate director need not also be

executed by his appointor and, if it is executed by a director who has appointed an alternate director, it need not also be executed by the alternate director in that capacity

(b) Where the company and any director have so agreed, the confirmation to the company by such director of his assent to any resolution by means of an electronic communication shall be deemed to constitute a duly executed document for the purposes of article 12 4(a). Any such electronic communication shall be sent to the address notified by the company for this purpose.

(c) Regulation 93 of Table A shall not apply.

12 5 Any director may participate in a meeting of directors by means of any communications system whereby all those participating in the meeting can hear and address each other. Such participation shall be deemed to constitute presence in person at such meeting for all purposes including that of establishing a quorum. A meeting held by such means shall be deemed to take place where the largest number of participators is assembled or if no such group can be identified at the location of the chairman

### 13. Notices

13 1 Any notice in writing given under these articles may

(a) be delivered or sent by first class post (airmail if overseas)

in the case of a member or his legal personal representative or trustee in bankruptcy	to such member's address as shown in the company's register of members or the address notified to the company for that purpose,
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in the case of a director or alternate:	to his last known address or the address last notified to the company for that purpose, and
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in the case of the company	to its registered office,
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or

(b) where a fax number or an address for email or other form of electronic communication has been notified to or by the company for that purpose, be sent by the relevant form of electronic communication to that address

13.2 Any such notice shall be deemed to have been served and be effective

(a) if delivered, at the time of delivery, and

(b) if posted or sent by fax, email or any other form of electronic communication on receipt or 48 hours after the time it was sent, whichever occurs first

13.3 In the case of joint holders of a share all notices shall be given to the joint holder whose name stands first in the register of members of the company in respect of the joint holding. Notice so given shall constitute notice to all the joint holders.



13.4 Regulations 112 and 115 of Table A shall not apply

**14. Winding up**

In regulation 117, the words "with the like sanction" shall be inserted immediately before the words "determine how the division"

**15. Indemnity**

15 1 Subject to the provisions of and to the extent permitted by the Act, every director or other officer (excluding the auditors) of the company shall be entitled to be indemnified out of the assets of the company against all liabilities which he may incur in the performance or purported performance of his duties or the exercise, or the purported exercise, of his powers, or otherwise in connection with such actual or purported performance or exercise

15 2 Regulation 118 of Table A shall not apply

**Table A: Companies Act 1985**  
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