

Registered No. 5840692

THE COMPANIES ACT 1985

Elective Resolution of

3i EFV GP Limited

Passed on Wednesday 20 June 2007

At the Annual General Meeting of the above named Company duly convened and held at 16 Palace Street, London, SW1E 5JD on Wednesday 20 June 2007, the following Resolutions were duly passed as Elective and Special Resolutions respectively

ELECTIVE RESOLUTIONS

THAT:

- (i) the provisions of section 80A of the Act shall apply, instead of the provisions of section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said section 80,
- (ii) the Company hereby elects pursuant to section 252 of the Act, to dispense with the laying of accounts and reports before the Company in general meetings,
- (iii) the Company hereby elects pursuant to section 366A of the Act, to dispense with the holding of annual general meetings,
- (iv) the Company hereby elects pursuant to section 386 of the Act, to dispense with the obligation to appoint auditors annually, and
- (v) while the election made by resolution (iv) above remains in force, the remuneration of the auditors be fixed by the Directors

SPECIAL RESOLUTION

THAT in accordance with section 378(2) of the Companies Act 1985, the new form of Articles of Association produced to the Meeting and initialled by the Chairman for the purposes of identification be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the Company's existing Articles of Association

For and on behalf of
3i plc


Secretaries

TUESDAY



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COMPANIES HOUSE

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

Adopted by Special Resolution passed on 20 June 2007

of

3i EFV GP Limited

PRELIMINARY

- 1 The regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (as amended prior to the date of adoption of these Articles) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or Articles of Association. References herein to regulations are to regulations in the said Table A unless otherwise stated.

SHARE CAPITAL

- 2 The share capital of the Company at the date of the adoption of these Articles is £100 divided into 100 Ordinary Shares of £1 each.
- 3 Subject to Section 80 and Section 80A of the Companies Act 1985 (the "Act"), all unissued shares (whether forming part of the original or any increased capital) shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times and on such terms as they think proper.
- 4 a) Pursuant to and in accordance with Section 80 and Section 80A of the Act, the Directors shall be generally and unconditionally authorised to exercise for an indefinite period from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £100.
- b) The Directors may allot relevant securities in pursuance of any offers or agreements which are made by the Company and which would or might require the allotment of relevant securities after the expiry of authority conferred by Article 4(a).
- 5 Section 89 (1) of the Act shall not apply to the allotment by the Company of equity securities.
- 6 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in Articles 2 to 6 (inclusive).

PROCEEDINGS AT GENERAL MEETINGS

- 7 In the case of a member which is a corporation a resolution in writing may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 53 shall be extended accordingly. Regulation 53 (as so extended) shall apply *mutatis mutandis* to resolutions in writing of any class of members of the Company.

- 8 An instrument appointing a proxy (and, where it is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) at least one hour before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the Secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding, the meeting or adjourned meeting or poll. The instrument may be in the form of a facsimile or other machine-made copy and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates. An instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require again to be delivered for the purposes of any subsequent meeting to which it relates. Regulation 62 shall not apply.
- 9 For all purposes of these Articles apart from when the Company has only one member, a general meeting of the Company or of the holders of any class of its shares shall be valid and effective for all purposes if one person being a duly authorised representative of two or more corporations each of which is a member entitled to vote upon the business to be transacted is present. Regulation 40 shall be modified accordingly. If, and for so long as, the Company has only one member, that member or the proxy for that member or, where that member is a corporation, its duly authorised representative shall be a quorum at any general meeting of the Company or of the holders of any class of shares. Regulation 40 shall be modified accordingly.

VOTES OF MEMBERS

- 10 At a general meeting, but subject to any rights or restrictions attached to any shares, on a show of hands every member present in person or by proxy (or being a corporation present by a duly authorised representative) shall have one vote, and on a poll every member who is present in person or by a duly authorised representative or by proxy shall have one vote for every share which the member holds. Regulation 54 shall not apply.

ALTERNATE DIRECTORS

- 11 Any Director (other than an alternate Director) may appoint any other Director, or any other person willing to act, to be an alternate Director and may remove from office an alternate Director so appointed by him. Regulation 65 shall not apply.

POWERS OF DIRECTORS

- 12 The Directors may by resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

DELEGATION OF DIRECTORS' POWERS

- 13 In addition to the powers to delegate contained in Regulation 72, the Directors may delegate any of their powers or discretions (including without prejudice to the generality of the foregoing all powers and discretions whose exercise involves or may involve the payment of remuneration to or the conferring of any other benefit on all or any of the Directors) to committees consisting of one or more Directors and (if thought fit) one or more other named person or persons to be co-opted as

hereinafter provided In so far as any such power or discretion is delegated to a committee, any reference in these Articles to the exercise by the Directors of the power or discretion so delegated shall be read and construed as if it were a reference to the exercise thereof by such committee Any committee so formed shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed by the Directors Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and may provide for members who are not Directors to have voting rights as members of the committee but so that (a) the number of members who are not Directors shall be less than one half of the total number of members of the committee and (b) no resolution of the committee shall be effective unless passed by a majority including at least one member of the committee who is a Director Regulation 72 shall be modified accordingly

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 14 Regulations 73 to 80 (inclusive) and the last sentence of Regulation 84 shall not apply
- 15 The Directors may appoint a person who is willing to be a Director, either to fill a vacancy or as an additional Director A Director so appointed shall hold office until any of the events specified in Regulation 81 or in Articles 16 and 17 occur

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 16 The office of a Director shall be vacated in any of the events specified in Regulation 81 and also if he shall in writing offer to resign and the Directors shall resolve to accept such offer or if he shall be removed from office by notice in writing signed by all his co-Directors (being at least two in number), but so that, if he holds an appointment to an executive office which thereby automatically determines, such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company
- 17 Save where the Board resolves otherwise prior to his vacation of office, the office of any Director, who at the time of his appointment as a Director was an employee of the Company or any holding company of the Company or any subsidiary undertaking of such a company, shall be vacated on his ceasing to be an employee of any such company

REMUNERATION OF THE DIRECTORS

- 18 The Directors may exercise all the powers of the Company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any Director or former Director or the relations, connections or dependants of any Director or former Director who holds or has held any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or with a predecessor in business of the Company or of any such body corporate and may contribute to any fund and pay premiums for the purchase or provision of any such benefit No Director or former Director shall be accountable to the Company or the members for any benefit provided 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 Regulation 87 shall not apply

PROCEEDINGS OF DIRECTORS

- 19 All or any of the members of the Board or any committee of the Board may participate in a meeting of the Board or of that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other A person so

participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is not such group, where the Chairman of the meeting then is.

- 20 On any matter in which a Director is in any way interested he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence thereof. Regulations 94 to 98 shall not apply.

THE SEAL

- 21 The Directors shall provide for the safe custody of the seal which shall be used only by the authority of the Directors or of a committee of the Directors authorised by the Directors on their behalf and every instrument to which the seal shall be affixed shall be signed by any person appointed by the Directors for that purpose and who shall be designated "authorised sealing officer" or at least one Director and the Secretary or by at least two Directors or by such other person or persons as the Board may approve. The Company may have for use for sealing share and debenture certificates and bonds an official seal which is a facsimile of the seal with the addition on its face of the word "securities". Wherever in these Articles reference is made to the seal, the reference shall, when and so far as may be applicable, be deemed to indicate any such official seal as aforesaid. Regulation 101 shall not apply.

NOTICES

- 22 A member whose registered address is not within the United Kingdom shall be entitled to have notices sent to him as if he were a member with a registered address within the United Kingdom and the last sentence of Regulation 112 shall not apply. Any notice or other document, if sent by post, shall be deemed to have been served or delivered twenty four hours after posting 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 notice or other document left at a registered address otherwise than by post, or sent by fax or telex or other instantaneous means of transmission, shall be deemed to have been served or delivered when it was so left or sent. Regulation 115 shall not apply.

INDEMNITY

- 23 Subject to the provisions of and so far as may be consistent with any statutes, every Director, Secretary or other officer of the Company shall be indemnified by the Company out of its own funds against and/or exempted by the Company from all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which 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 judgment is given in his favour (or the proceedings are 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 to him by the Court.
- 24 Without prejudice to Article 23 the Directors shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Directors, officers or employees of any Relevant Company (as defined in Article 25) or who are or were at any time trustees of any pension fund or employees' share scheme in which employees of any Relevant Company are

interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to any Relevant Company, or any such pension fund or employees' share scheme

- 25 For the purpose of Article 24 **Relevant Company** shall mean the Company, any holding company of the Company or any subsidiary undertaking of the Company or such holding company or any other body, whether or not incorporated, in which the Company or such holding company or any of the predecessors of the Company or of such holding company or any subsidiary undertaking of the Company has or had any interest whether direct or indirect or which is in any way allied to or associated with the Company, any holding company of the Company or any subsidiary undertaking of the Company

OVERRIDING PROVISIONS

- 26 Any member holding, or any members together holding, shares carrying not less than 90 per cent of the votes which may for the time being be cast at a general meeting of the Company may at any time and from time to time
- (a) appoint any person to be a Director (whether to fill a vacancy or as an additional Director),
 - (b) remove from office any Director howsoever appointed but so that, if he holds an appointment to an executive office which thereby automatically determines, such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company,
 - (c) by notice to the Company require that no unissued shares shall be issued or agreed to be issued or put under option without the consent of such member or members,
 - (d) restrict any or all powers of the Directors in such respects and to such extent as such member or members may by notice to the Company from time to time prescribe

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed by the member or members. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of such member or members has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors

To the extent of any inconsistency this Article shall have overriding effects as against all other provisions of these Articles