

Company No. 05948858

TUESDAY



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COMPANIES HOUSE

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

GPT HALVERTON LIMITED

(the "Company")

BGP UK Investments Limited and GPT UK Limited, being all the members of the Company who at the circulation date of this resolution are entitled to vote on the resolution, **RESOLVE**, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolution which has been proposed as a special resolution:

SPECIAL RESOLUTION

THAT the Company's articles of association be amended by deleting article six in its entirety and replacing it with "Not in use".

Signed

Name: FITZROY JONATHAN JOHNSTONE

For and on behalf of BGP UK Investments Limited

Dated: 20/10/09

Signed

Name: JAMES COYNE

For and on behalf of GPT UK Limited

Dated: 26/10/09

RICHARD JAMES
20/10/2009

Michael O'Brien

Michael O'Brien

26/10/2009

NOTES:

1. The circulation date of this resolution is 20 October 2009. This resolution has been sent to eligible members who would have been entitled to vote on the resolution on this date. Only such eligible members (or persons duly authorised on their behalf) should sign this resolution.
2. An eligible member can signify his or its agreement to the resolution by signing the resolution and by either delivering a copy of the signed resolution to an officer of the Company by hand or by sending a copy of the signed resolution in hard copy form by post to the Company Secretary by fax to +44(0)2076344001. An eligible member can also signify his or its agreement to the resolution by sending an email from his or its email address held by the company for such purposes to Jonathon Johnstone at jonathon.johnstone-highland@gpt.com.au identifying the resolution and indicating his agreement to such resolution.
3. This resolution must be passed by 17 November 2009, being the date 28 days from the circulation of this resolution. If the resolution is not passed by such date it will lapse. The agreement of a member to this resolution is ineffective if signified after this date.
4. A copy of this resolution has been sent to the auditors.

THE COMPANIES ACTS 1985 TO 2006
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

GPT HALVERTON LIMITED

(Adopted by special resolution passed on 26 October 2009)

Preliminary

1. (a) The regulations contained or incorporated in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985, The Companies Act 1985 (Electronic Communications) Order 2000, the Companies (Tables A to F) (Amendment) Regulations 2007 and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 (such Table being hereinafter called 'Table A') shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

(b) In these Articles the term "the Act" shall mean the Companies Act 1985, including any statutory modification or re-enactment of it for the time being in force.

Private Company

2. The Company is a private limited company within the meaning of the Act and accordingly no shares or debentures of the Company shall be offered to the public.

Shares

3. (a) The authorised share capital of the Company is £2,000,000 divided into 2,000,000 ordinary shares of £1.00 each.

(b) Any shares proposed to be issued shall first be offered to the members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by 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 14 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 in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them, such further offer shall be made in like terms 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 or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this article by such special resolution as aforesaid shall be under the

control of the directors, who may (subject to paragraph (d) below) 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 therefor than the terms on which they were offered to the members.

(c) In accordance with section 91 of the Act sections 89(1) and 90 of the Act shall not apply to the Company.

(d) The directors are generally and unconditionally authorised for the purposes of section 80 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital at the date of adoption of these Articles at any time or times during the period of 5 years from the said date and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said section 80) be renewed, revoked or varied by ordinary resolution.

4. The lien conferred by regulation 8 in Table A shall attach also to fully paid up shares. Regulation 8 in Table A shall be modified accordingly.
5. The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 in Table A of the words 'and all expenses that may have been incurred by the Company by reason of such non-payment'.
6. Not in use.

Redemption of Shares

7. Subject to the provisions of the Act shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder, provided that the terms on which and the manner in which any such redeemable shares shall or may be redeemed shall be specified by special resolution before the issue thereof.

Regulation 3 of Table A shall not apply to the Company.

General Meetings and Resolutions

8. Every notice convening a general meeting shall comply with the provisions of Section 325 of the Companies Act 2006 as to giving information to members in regard to their right to appoint proxies, and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditor (if any) for the time being of the Company.
9. Regulation 41 in Table A shall be read and construed as if the words 'and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum' were added at the end.

Appointment of directors

10. The number of the directors may be determined by ordinary resolution of the Company but unless so fixed there shall be no maximum number of directors and the minimum number of directors shall be one. In the event of the minimum number of directors fixed by or pursuant to these Articles or Table A being one, a sole Director shall have authority to exercise all the powers and discretions by Table A or these articles expressed to be vested in the directors generally and the quorum for the transaction of the business of the directors shall be one and the provisions of regulation 89 in Table A shall be modified accordingly. Regulation 64 in Table A shall not apply to the Company.
11. The directors shall not be required to retire by rotation.
12. Any appointment or removal of an alternate director may be made by letter, cable, telex, telegram, facsimile or radiogram or in any other manner approved by the directors. Any cable, telex, telegram, facsimile or radiogram shall be confirmed as soon as possible by letter but is a valid appointment in the meantime. Accordingly regulation 68 in Table A shall not apply to the Company.
13. In the event of the Company having no members and no directors as the result of the death or deaths of the members and/or directors, the personal representative of the last member or director to die has the right by notice in writing to appoint a director of the Company and this appointment shall have the same effect as if made in a general meeting. Where due to circumstances resulting in the death of two or more members or directors it is uncertain which of them survived the longest it shall be assumed that death occurred in the order of seniority, thus the younger will be assumed to have outlived the elder.

Powers of Directors

14. In addition to and without prejudice to the generality of the powers conferred by regulation 70 of Table A the directors may mortgage or charge all the undertaking and property of the Company including the uncalled capital or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
15. (a) The directors may exercise the powers of the Company conferred by its memorandum of association and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.
(b) Accordingly, regulation 87 in Table A shall not apply to the Company.
16. A director may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in calculating a quorum when any such contract or arrangement is under consideration, and regulations 94 to 97 in Table A shall be modified accordingly.

17. Any director or member of a committee of the directors may participate in a meeting of the directors or such committee by means of conference telephone, videoconferencing or by means of "electronic communication" as defined in the Electronic Communications Act 2000 or any statutory modification or re-enactment thereof. A person in communication with the chairman and with other directors at a meeting of the directors or a committee by means of electronic communications or otherwise shall be deemed to be present at the meeting provided that but only for so long as they have the ability to communicate with all other parties attending the meeting including others attending by way of electronic communication. Where a meeting is held by electronic communication it shall be deemed to be held at such venue as the directors shall resolve. In the absence of any such resolution it shall be deemed to have been held at the place where the majority of directors are physically present or in the absence of such a majority the place where the chairman of the meeting is physically present.

Single Member Company

18. If at any time, and for as long as, the Company has a single member all provisions of these articles shall (in the absence of any expressed provision to the contrary) apply with such modification as may be necessary in relation to a company with a single member.

The Seal

19. The seal, if any, shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director. The obligation under regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal.

Regulation 101 of Table A shall not apply to the Company.

Indemnity

20. (a) Every director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under sections 144 or 727 of the Act, in which relief is granted to him by the court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this article shall only have effect in so far as its provisions are not avoided by Sections 232 of the Companies Act 2006.

(b) The directors shall have power to purchase and maintain an insurance policy for any director or officer of the Company effecting cover against any such liability as is referred to in Section 232 of the Companies Act 2006.

(c) Accordingly regulation 118 in Table A shall not apply to the Company.

21. Any director, unanimously nominated by all shareholders, may exercise the full powers of the Company with respect to the employment and termination of any other director of the Company and in respect of the appointment and removal from office of any other director of the Company, including without limitation, by exercising all rights of the Company pursuant to any contract of employment between the Company and such director. Any acts of a director in accordance with this article 21 shall be regarded as duly authorised and binding acts of the Company.