

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 5969941

The Registrar of Companies for England and Wales hereby certifies that
FRIARS 536 LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 17th October 2006



N05969941U



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

HC007B



12

Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

Company Name in full

FRIARS 536 LIMITED

I, MAUREEN POOLEY

of 12 LODGE LANE, OLD CATTON, NORWICH, NORFOLK, NR6 7HG

† Please delete as appropriate.

do solemnly and sincerely declare that I am a ~~SOLELY OWNED COMPANY~~
~~XXXXXXXXXXXXXXXXXXXX~~ [person named as director or secretary of the
company in the statement delivered to the Registrar under section 10 of the
Companies Act 1985] † and that all the requirements of the Companies Act
1985 in respect of the registration of the above company and of matters
precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to
be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at BIRKETTS, 16-18 QUEEN STREET, NORWICH

On

Day	Month	Year
1	2	1
2	0	2
0	0	6

① Please print name.

before me ① PAUL THOMAS SLEIGHT

Signed

Date 12 OCTOBER 2006

† A ~~XXXXXXXXXXXXXXXXXXXX~~ Solicitor

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

Mills & Reeve Solicitors
1 St James Court, Whitefriars, Norwich, NR3 1RU

Tel 01603 660155
DX number DX 5210 DX exchange Norwich

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh





10

Please complete in typescript,
or in bold black capitals.

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

FRIARS 536 LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

1 ST. JAMES COURT

WHITEFRIARS

Post town NORWICH

County / Region NORFOLK

Postcode NR3 1RU

If the memorandum is delivered by
an agent for the subscriber(s) of
the memorandum mark the box opposite
and give the agent's name and address.

☐

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

☐

You do not have to give any contact
information in the box opposite but if you
do, it will help Companies House to
contact you if there is a query on the
form. The contact information that you
give will be visible to searchers of the
public record.

Mills & Reeve Solicitors

1 St James Court, Whitefriars, Norwich, NR3 1RU

Tel 01603 660155

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DX exchange Norwich



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for companies registered in England and Wales or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**

Company Secretary (see notes 1-5)

Company name FRIARS 536 LIMITED

NAME *Style / Title MRS *Honours etc

* Voluntary details

Forename(s) MAUREEN

Surname POOLEY

Previous forename(s)

Previous surname(s)

Address ††

12 LODGE LANE

OLD CATTON

Post town NORWICH

County / Region NORFOLK

Postcode NR6 7HG

Country ENGLAND

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

I consent to act as secretary of the company named on page 1

Consent signature

Date 12 OCTOBER 2006

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title MRS. *Honours etc

Forename(s) MAUREEN

Surname POOLEY

Previous forename(s)

Previous surname(s)

Address ††

12 LODGE LANE

OLD CATTON

Post town NORWICH

County / Region NORFOLK

Postcode NR6 7HG

Country ENGLAND

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Date of birth

Day Month Year

0 6 1 0

1 9 4 6

Nationality BRITISH

Business occupation

PARALEGAL

Other directorships

I consent to act as director of the company named on page 1


Consent signature


Date 12 OCTOBER 2006

Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MISS		*Honours etc							
Forename(s)		MARY									
Surname		PRENTICE									
Previous forename(s)											
Previous surname(s)											
Address ††		79 PLANTSMAN CLOSE									
Post town		NORWICH									
County / Region		NORFOLK	Postcode	NR2 2NJ							
Country		ENGLAND									
Date of birth		Day	Month	Year							
		0	4	1	0	1	9	7	9	Nationality	BRITISH
Business occupation		SOLICITOR									
Other directorships											
I consent to act as director of the company named on page 1											
Consent signature								Date	12 OCTOBER 2006		

This section must be signed by*Either***an agent on behalf
of all subscribers****Signed****Date****Or the subscribers****Signed****Date**12 OCTOBER 2006**(i.e those who signed
as members on the
memorandum of
association).****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the *forename(s) and surname* and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may *exclude a company which either is or at all times during the past 5 years, when the person was a director, was* :

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

125 822 / 100



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1224

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

FRIARS 536 LIMITED



A12
COMPANIES HOUSE
13/10/2006

- 1 The Company's name is "**Friars 536 Limited**".
- 2 The Company's registered office is to be situated in England and Wales.
- 3 The Company's object is to carry on business as a general commercial company. In particular, but without prejudice to the generality of the foregoing, the Company has the following objects:
 - 3.1 To carry on business as:
 - 3.1.1 A general commercial company; and as
 - 3.1.2 buyers and sellers (wholesale and retail), distributors, providers of goods and services [(including financial services)], general merchants, traders, dealers, importers and exporters and mercantile agents and manufacturers and suppliers of goods, merchandise and articles of all kinds, whether manufactured in whole or in part or whether grown, cultivated, taken, processed or produced in any part of the world; and
 - 3.1.3 all or any of the businesses of manufacturers, mercantile and other agents, factors, distributors, shippers, importers, exporters, consignors, buyers and sellers (wholesale and retail), charterers, shipowners, warehousemen, merchants, builders, developers of and dealers in commodities, merchandise, goods and articles of all kinds whether manufactured in whole or in part or whether grown, cultivated, taken, processed or produced in any part of the world; to deal in commodities of all kinds which can conveniently be dealt with in connection with any of the aforesaid businesses or which may be required by customers or for persons dealing with the Company; to carry on and execute all kinds of commercial, trading, financial and other operations; and generally to carry on any other trade or business whatsoever which may seem to the Directors capable of being carried on advantageously in connection with the above businesses, or calculated directly or indirectly to enhance

the value or facilitate the realisation of any of the Company's property or rights.

- 3.2 To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- 3.3 To purchase, take on lease or in exchange, hire or otherwise acquire and hold, for any estate or interest, and manage any lands, buildings, easements, rights, privileges, concessions, machinery, plant, stock-in-trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department of that business.
- 3.4 To purchase or otherwise acquire, dispose of, protect, extend and renew any patents, registered designs, trade marks (whether registered or not), copyright, design right or any similar property rights, including those subsisting in inventions, designs, drawings, performances, computer programs, semi-conductor topographies, confidential information, business names, goodwill and the style of presentation of goods or services and applications for protection of any of the above, which may seem to the Company capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, receive or grant licences in respect of or otherwise turn to account any of the same for any purpose whatsoever, whether manufacturing or otherwise, which the Company may think calculated directly or indirectly to achieve these objects.
- 3.5 To form, promote, subsidise and assist companies, syndicates or other bodies of all kinds and to issue on commission or otherwise underwrite, subscribe for and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures or other capital or securities or obligations of any such companies, syndicates or other bodies, and to pay or provide for brokerage commission and underwriting in respect of any such issue.
- 3.6 To enter into partnerships or into any arrangement for sharing profits, union of interests, co-operation or otherwise with any person or company for the purpose of carrying on business within any of the objects of the Company.
- 3.7 To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person, body or company carrying on any business which this Company is authorised to carry on, or possessed of property, assets or rights suitable for any of the objects of the Company.
- 3.8 To develop, work, improve, manage, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property, assets or rights of the Company; to surrender or accept surrender of any lease or tenancy or rights; and to sell or deal with the whole or any part of the property, assets, business, rights or undertaking of the Company and for such consideration and on such terms as the Company may think fit, and including for cash or shares, debentures or securities of any other company.

- 3.9 To build, construct, erect, maintain, alter, replace or remove any buildings, works, offices, erections, plant, machinery, tools, equipment or otherwise as may seem desirable for any of the businesses or in the interests of the Company; and to manufacture, buy, sell, lease or otherwise acquire and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with in connection with any of the Company's objects.
- 3.10 To manage and conduct the affairs of any companies, firms, bodies and persons carrying on business of any kind whatsoever, and in any part of the world.
- 3.11 To enter into, carry on and participate in financial transactions and dealings and operations of all kinds; and to take any steps which may be considered expedient for carrying into effect such transactions, dealings and operations including, without prejudice to the generality of the foregoing, borrowing and lending money and entering into contracts and arrangements of all kinds.
- 3.12 To borrow or raise money in such manner as the Company shall think fit and in particular by the issue (whether at par or at a premium or discount and for such consideration as the Company may think fit) of bonds, debentures or debenture stock (payable to bearer or otherwise), mortgages or charges, shares or other securities, perpetual or otherwise, and, if the Company thinks fit, charged on all or any of the Company's property (both present and future) and undertaking, including its uncalled capital, and further, if so thought fit, convertible into any stock or shares or securities of the Company or any other company, and collaterally or further to secure any obligations of the Company by a trust deed or other assurance or pledge.
- 3.13 To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets and rights, present and future, and uncalled capital of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to capital, principal, premiums, interest, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company whatsoever, including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by section 736 of the Companies Act 1985) or a subsidiary undertaking (as defined by section 258 of the Companies Act 1985) of the Company or of the Company's holding company or is controlled by the same person or persons as control the Company or is otherwise associated with the Company in its business.
- 3.14 To grant indemnities of every description and to undertake obligations of every description.
- 3.15 To make, draw, accept, exchange, endorse, negotiate, execute and issue cheques, promissory notes, bills of exchange or other negotiable instruments or payment orders and to receive money on deposit or loan.
- 3.16 To pay all or any expenses incurred in connection with the formation and promotion and incorporation of the Company and to pay commission to and remunerate any person or company for services rendered in underwriting or placing, or assisting to underwrite or place, any of the shares in the

Company's capital or any debentures or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.

- 3.17 To pay for any property or rights acquired by the Company in such manner as the Company may think fit, including payment either in cash or in fully or partly paid-up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- 3.18 To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company in such manner as the Company may think fit, including payment either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- 3.19 While the Company remains a private company, and subject to the provisions of the Companies Act 1985, to:
 - 3.19.1 remunerate or undertake to remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him it or them of shares or securities of the Company credited as paid in full or in part or otherwise; and
 - 3.19.2 give financial assistance (within the meaning of section 152(1)(a) Companies Act 1985) for any such purpose as is specified in section 151(1) or 151(2) of that Act.
- 3.20 To make loans or donations, either of cash or of other assets whatsoever, to or enter into any arrangements whatsoever for the benefit of such persons and in such cases as the Company may think directly or indirectly conducive to any of its objects or otherwise expedient.
- 3.21 To distribute among the members in specie any property of the Company or any proceeds of sale, disposal or realisation of any property of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- 3.22 To subscribe for, purchase or otherwise acquire, take, hold, or sell any shares or stock, bonds, debentures or debenture stock, or other securities or obligations of any person, firm, government or other authority or issuer (including any subsidiary of the Company) and to invest, deal with or lend any of the moneys of the Company in such manner, with or without security and on such terms as the Company may think fit.
- 3.23 To amalgamate with any other company either the objects of which are or include objects similar to those of the Company or which is possessed of property, assets or rights suitable for any of the purposes of the Company, and on any terms whatsoever.

- 3.24 To procure the Company or any branch or representative of the Company to be registered or recognised in any country or place abroad or with any applicable regulatory authority in any part of the world.
- 3.25 To obtain any provisional or other order or Act of Parliament of the United Kingdom or of the legislature of any other state or jurisdiction for enabling the Company to carry any of its objects into effect, or for effecting any modifications to the Company's constitution, or for any other purpose which may seem expedient, and to oppose or make representations in connection with any proceeding, proposal or application which may seem calculated, directly or indirectly, to prejudice the Company's interests.
- 3.26 To appoint any person or persons, firm or firms, company or companies to be the attorney or agent of the Company and to act as agents, managers, secretaries, contractors or in similar capacity.
- 3.27 To insure the life of any person who may, in the opinion of the Company, be of value to the Company as having or holding for the Company interests, goodwill or influence or other assets and to pay the premiums on such insurance.
- 3.28 To establish and maintain or procure the establishment and maintenance of contributory or non-contributory pension or superannuation funds for the benefit of the persons referred to below, to grant emoluments, pensions, allowances, donations, gratuities, loans and bonuses to such persons and to make payments for or towards insurance on the life or lives of such persons; to establish, subsidise, subscribe to or otherwise support any institution, association, society, club, trust, other establishment or fund, the support of which may, in the opinion of the Company, be calculated directly or indirectly to benefit the Company or any such persons, or may be connected with any place where the Company carries on business; to institute and maintain any institution, association, society, club, trust or other establishment or profit-sharing scheme, share incentive scheme or employees' share scheme calculated to advance the interests of the Company or to benefit such persons; to institute and maintain or assist in the institution or maintenance of any scheme calculated to promote the purchase or holding of shares of or securities in the Company by the public, any section of the public or such persons; and, subject to the provisions of the Companies Acts 1985 and 1989, to lend money or make payments to, or guarantee or give an indemnity in respect of, or give any financial or other assistance to, any such persons or trustees on their behalf or any other person, for the purposes of, or to facilitate the institution or maintenance of, any such scheme; to join, participate in and subsidise or assist any association of employers or employees or any trade association; and to subscribe or guarantee money for charitable or benevolent objects or for any public, general or useful object or for any exhibition; the said persons are any persons who are or were at any time in the employment or service of the Company or any of its businesses or of any company which was or is for the time being the holding company or a subsidiary (both as defined by section 736 Companies Act 1985) or a subsidiary undertaking (as defined by section 258 Companies Act 1985) of the Company or of the Company's holding company or are or were otherwise associated with the Company or any of its businesses or who are or were at any time executive directors or executive officers of the Company or of such other company as aforesaid, or holding or who hold or has held any salaried employment or office in the Company or such other company, and the


families (including former spouses) of them or any person who is or was dependant on them. To purchase and maintain insurance for the benefit of any persons who are or were at any time directors, officers or employees of the Company or any other company which is a subsidiary or subsidiary undertaking of the Company or in which the Company has any interest, whether direct or indirect, or who are or were at any time trustees of any pension fund in which any employee of the Company or of any other such company or subsidiary undertaking are or have been interested indemnifying such persons against liability for negligence, default, breach of duty or breach of trust or any other liabilities which may be lawfully insured against.

- 3.30 To take, make, execute, enter into, commence, carry on, prosecute or defend all steps, claims, demands, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements and schemes, and to do all other acts, matters and things which shall at any time appear conducive or expedient for the advantage or protection of the Company.
- 3.31 To do all or any of the above things in any part of the world and either as principals, agents, attorneys, contractors, trustees, or otherwise, and either alone or in conjunction with others.
- 3.32 To do all such acts or things as are incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:

- (a) the word "**company**" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or to be formed after the date of this Memorandum; and
 - (b) the objects set forth in each sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given to them and they shall not, except where the context expressly so requires, be in any way limited or restricted by application of the ejusdem generis rule or by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company; none of such sub-clauses or the object or objects specified in them or the powers conferred by them shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have full power to exercise all or any of the objects conferred by and provided in each of such sub-clauses as if each sub-clause contained the objects of a separate company.
- 4 The liability of the members is limited.
 - 5 The share capital of the Company is £1,000 divided into 1,000 Ordinary Shares of £1 each.

I, the subscriber of this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum and I agree to take the number of shares in the capital of the Company shown opposite my name.

Name, address of subscriber	Number of shares taken by the subscriber (in words)
MAUREEN POOLEY 12 Lodge Lane Old Catton Norwich Norfolk NR6 7HG PARALEGAL	ONE 
Total shares taken	ONE

Dated: 12 October 2006

WITNESS to the above signature



MARY PRENTICE
79 Plantsman Close
Norwich
Norfolk
NR2 2NJ

SOLICITOR

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

FRIARS 536 LIMITED

1 **Preliminary**

1.1 In these Articles:

"the Act" means the Companies Act 1985 (as amended).

"associated company" means any subsidiary or holding company of the Company or any other subsidiary of the Company's holding company;

"Table A" means Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 and the Companies Act 1985 (Electronic Communications) Order 2000. References to **"Regulations"** are to regulations in Table A.

"the Statutes" means the Act and any statutory modification or re-enactment of it for the time being in force and every other Act for the time being in force concerning companies and affecting the Company.

1.2 Subject as provided in these Articles, the regulations contained in Table A shall apply to the Company.

1.3 Regulations 38, 73 to 78 inclusive, 87, and 118 shall not apply to the Company, but these Articles and the remaining regulations of Table A, subject to the modifications set out in these Articles, shall constitute the regulations of the Company. Any words or expressions defined in Table A shall (if not inconsistent with the subject or context) bear the same meanings in these Articles.

2 Share capital

- 2.1 Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and Article 2.3) allot, grant options over or otherwise dispose of such shares, to such persons (including the Directors themselves), on such terms and at such times and in such manner as they think fit.
- 2.2 All shares which are not comprised in the authorised share capital with which the Company is incorporated, and which the Directors propose to issue, 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 in General Meeting 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 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 in the same proportion as set out above to the persons who have, within that 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 or not capable of being offered except by way of fractions and any shares released from the provisions of this Article by any such special resolution 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, such shares shall not be disposed of on terms which are more favourable to the subscribers for them than the terms on which they were offered to the Members. The provisions of this Article 2.2 shall have effect subject to Section 80 of the Act.
- 2.3 The authority conferred on the Directors by Articles 2.1 shall expire on the day preceding the fifth anniversary of the date of incorporation of the Company and the Directors may exercise such authority after that day pursuant to an offer or agreement to allot, grant any options over or otherwise dispose of any shares made before that day.
- 2.4 The provisions of section 89(1) of the Act shall not apply to the Company.

3 Lien

- 3.1 The lien conferred by regulation 8 shall apply to:
- 3.1.1 all shares of the Company whether fully paid or not;
- 3.1.2 all shares registered in the name of any person indebted or under liability to the Company, whether he be the sole registered holder of them or one of several joint holders;

and shall be for all indebtedness or other liability to the Company of any member. Regulation 8 shall be modified accordingly.

4 Transfer of shares

- 4.1 The Directors may, in their absolute discretion and without assigning any reason, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 shall be modified accordingly.

5 General meetings

- 5.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or an elective resolution or a resolution appointing a person as a Director shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 days' notice but a general meeting may be called by shorter notice if it is so agreed:

5.1.1 in the case of an annual general meeting or a meeting called for the passing of an elective resolution, by all the members entitled to attend and vote at that meeting; and

5.1.2 in the case of any other meeting, by a majority in number of the members having a right to attend and vote, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right, or such less percentage, not being less than 90 per cent., as may be specified in or pursuant to any elective resolution passed by the Company.

The notice shall specify the time and place of the meeting, the general nature of the business to be transacted and the terms of any resolution to be proposed at it and, in the case of an annual general meeting, shall specify the meeting as such.

Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the Directors and, if the Company has them, to the auditors.

- 5.2 Regulation 40 shall be modified by the addition at the end of the first sentence of the following words "at the time when the Meeting proceeds to business".
- 5.3 Regulation 41 shall be modified by the addition at the end of that regulation of the following sentence: "If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.
- 5.4 A resolution in writing in accordance with regulation 53 shall be deemed to have been duly executed on behalf of a corporation if signed by one of its directors, its secretary, duly appointed attorney or duly authorised representative. In the case of a share held by joint holders the signature of any one of them on behalf of all such joint holders shall be sufficient for the purposes of that regulation. The Directors shall cause a record of each resolution in writing, and of the signatures to it, to be entered in a book in the same way as minutes of proceedings of a general meeting of the Company and to be signed by a Director or the secretary of the Company.
- 5.5 At or before the time a proposed written resolution is supplied to a member for signature, the Directors and the secretary of the Company shall, if the Company has auditors, secure that a copy of the resolution is sent to them, or that they are otherwise notified of its contents.

6 Directors

- 6.1 The first Director shall be appointed in writing by completion of the statement required to be delivered for registration by section 10 of the Act. The maximum number and minimum number respectively of the Directors may be determined from time to time by ordinary resolution in General Meeting of the Company. Subject to

and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whenever the minimum number of the Directors is one, a sole Director shall have authority to exercise all the powers and discretions by Table A and these Articles expressed to be vested in the Directors generally, and Regulation 89 shall be modified accordingly.

7 Appointment, removal and disqualification of Directors

7.1 No person shall be appointed a Director at any General Meeting unless either:

7.1.1 he is recommended by the Directors; or

7.1.2 not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.

7.2 Subject to Article 7.1, the Company may by ordinary resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

7.3 The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with Article 6.2 as the maximum number of Directors and for the time being in force.

7.4 The office of a Director shall be vacated:

7.4.1 in any of the events specified in regulation 81; or

7.4.2 if he shall become incapable by reason of illness or injury of managing and administering his property and affairs; or

7.4.3 if he shall in writing offer to resign and the Directors shall resolve to accept such offer; or

7.4.4 if he shall have served upon him a notice in writing signed by all his co-directors (being at least two in number) removing him from office as director, but so that in the case of a managing director or a Director appointed to any other executive office 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. Regulation 81 shall be modified accordingly.

8 Rotation of Directors

8.1 The Directors shall not be required to retire by rotation, and accordingly the second and third sentences of regulation 79 shall be deleted.

9 Powers and duties of Directors

9.1 The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act

to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part of it, 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.

- 9.2 The Directors may exercise all the powers of the Company contained in clause 3.28 of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

10 Alternate Directors

- 10.1 Any appointment or removal of an alternate Director under Table A shall be delivered at the registered office of the Company.
- 10.2 If his appointor is for the time being absent from the United Kingdom or otherwise not available the signature of an alternate Director to any resolution in writing of the Directors shall be as effective as the signature of his appointor.
- 10.3 An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of regulation 66 shall be modified accordingly.
- 10.4 A Director, or any such other person as is mentioned in regulation 65, may act as an alternate Director to represent more than one Director and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.
- 10.5 An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements with the Company and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration, except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

11 Remuneration of Directors

Any Director who serves on any committee, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a director, may be paid such extra remuneration by way of salary, commission or otherwise as the Directors may determine. Regulation 82 shall be extended accordingly.

12 Proceedings of Directors

- 12.1 Subject to the provisions of the Statutes, a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary of it) under

the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated for so acting. Notwithstanding his interest a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulations 94 to 98 shall be modified accordingly.

- 12.2 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 or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.
- 12.3 The following sentence shall be inserted after the first sentence of regulation 72: "Any committee shall have power unless the Directors direct otherwise to co-opt as a member or members of the committee any person or persons although not being a Director of the Company".
- 12.4 For a signed resolution under regulation 93 to be effective it shall not be necessary for it to be signed by a Director who is prohibited by the Articles or by law from voting on the resolution. Regulation 93 shall be modified accordingly.

13 Notices

- 13.1 Every Director of the Company and every alternate Director shall be entitled to receive notices of general meetings (at his usual address or such other address as he may notify to the Company) in addition to the persons so entitled under the Statutes. The third sentence of regulation 112 shall be deleted.
- 13.2 Any notice required by these Articles to be given by the Company may be given on paper or by any other visible form, including fax and e-mail, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 shall be modified accordingly.

14 Indemnity

- 14.1 Subject to the provisions of, and so far as may be consistent with, the Statutes, but without prejudice to any indemnity to which a Director or other officer may otherwise be entitled, the Company shall indemnify every Director or other officer of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and/or discharge of his duties and/or the 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 relation to any proceedings, whether civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as a Director or other officer of the Company PROVIDED that, in the case of any Director of the Company, such indemnity shall not apply to any liability of that Director:
 - 14.1.1 to the Company or to any of its associated companies;
 - 14.1.2 to pay any fine imposed in criminal proceedings or any sum payable to a regulatory authority by way of penalty in respect of non-compliance with any requirement of a regulatory nature (however arising); or

14.1.3 incurred:

- (i) in defending any criminal proceedings in which he is convicted or any civil proceedings brought by the Company or any of its associated companies in which judgment is given against him; or
- (ii) in connection with any application under any statute for relief from liability in respect of any such act or omission in which the Court refuses to grant him relief,

in each case where the conviction, judgment or refusal by the Court is final within the meaning stated in section 309B of the Act.

14.2 Every Director shall be entitled to have funds provided to him by the Company to meet expenditure incurred or to be incurred in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him as a Director, provided that he will be obliged to repay such amounts no later than:


- 14.2.1 in the event he is convicted in proceedings, the date when the conviction becomes final;
- 14.2.2 in the event of judgment being given against him in proceedings, the date when the judgment becomes final; or
- 14.2.3 in the event of the court refusing to grant him relief on any application under any statute for relief from liability, the date when refusal becomes final;

in each case where the conviction, judgment or refusal by the Court is final within the meaning stated in section 309B of the Act.

Name, address of subscriber
<p>MAUREEN POOLEY</p> <p>12 Lodge Lane Old Catton Norwich Norfolk NR6 7HG</p> <p>Paralegal</p>

Dated: 12 October 2006

WITNESS to the above signature


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SOLICITOR