



**THE COMPANIES ACT 1985**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**

**Sinfonia Asset Management Limited\***

(Adopted pursuant to a special resolution passed on 28 September 2007)

**1. PRELIMINARY**

- 1 1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles ("Table A") shall apply to the Company save in so far as they are excluded or varied by these Articles and such regulations (save as so excluded or varied) and these Articles shall be the regulations of the Company.

**2 INTERPRETATION**

In these Articles and in Table A the following expressions have the following meanings unless inconsistent with the context:

<b>"A Ordinary Shares"</b>	means the A ordinary shares of £0.0001 each in the capital of the Company having the rights set out in <b>Article 5</b>
<b>"these Articles"</b>	these Articles of Association, whether as originally adopted or as from time to time altered by special resolution
<b>"B Ordinary Shares"</b>	means the B ordinary shares of £0 0001 each in the capital of the Company having the rights set out in <b>Article 5</b>
<b>"clear days"</b>	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
<b>"Companies Act 1985"</b>	the Companies Act 1985 (as amended from time to time)
<b>"Companies Act 2006"</b>	the Companies Act 2006 (as amended from time to time)

\* The company was incorporated under the name Horsforth Financial Services Limited on 11 July 2007 and changed its name to Sinfonia Asset Management Limited on 28 September 2007

<b>"directors"</b>	the directors for the time being of the Company or (as the context shall require) any of them acting as the board of directors of the Company
<b>"electronic address"</b>	any address or number used for the purposes of sending or receiving documents or information by electronic means
<b>"electronic form" and "electronic means"</b>	have the meaning given in section 1168 of the Companies Act 2006
<b>"Financial Year"</b>	means an accounting reference period in which the Company prepares its accounts in accordance with the relevant provisions of the Companies Act 1985
<b>"hard copy form"</b>	has the meaning given in section 1168 of the Companies Act 2006
<b>"holder"</b>	in relation to shares means the member whose name is entered in the register of members as the holder of the shares
<b>"office"</b>	the registered office of the Company
<b>"Ordinary Shares"</b>	the A Ordinary Shares of £0 0001 each and the B Ordinary Shares of £0 0001 each in the capital of the Company having the rights set out in <b>Article 5</b> and the term <b>"Ordinary Share"</b> shall be construed accordingly
<b>"seal"</b>	the common seal of the Company (if any)
<b>"secretary"</b>	the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary
<b>"share"</b>	includes any interest in a share
<b>"the Statutes"</b>	the Companies Acts as defined in section 2 of the Companies Act 2006 and every other statute, order, regulation, instrument or other subordinate legislation for the time being in force relating to companies and affecting the

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## Company

**"the United Kingdom"**

Great Britain and Northern Ireland

Unless the context otherwise requires, words or expressions contained in these Articles and in Table A bear the same meaning as in the Statutes but excluding any statutory modification thereof not in force when these Articles become binding on the Company. Regulation 1 of Table A shall not apply to the Company

References to any statute or statutory provision include, unless the context otherwise requires, a reference to that statute or statutory provision as modified, replaced, re-enacted or consolidated and in force from time to time and any subordinate legislation made under the relevant statute or statutory provision.

The word "address" where it appears in these Articles includes postal address and electronic address and "registered address" shall be construed accordingly

### 3 **SHARE CAPITAL**

3 1 The authorised share capital of the Company at the time of adoption of these Articles is £100,000 divided into -

3 1 1 510,000,000 A Ordinary Shares of £0.0001 each, and

3.1.2 490,000,000 B Ordinary Shares of £0 0001 each.

3 2 No share shall be issued at a discount or otherwise be issued in breach of the provisions of these Articles or of the Act

3 3 In accordance with section 91(1) of the Companies Act 1985, sections 89(1) and 90(1) to (6) (inclusive) of that Act shall not apply to the Company.

3.4 For the purposes of section 80 of the Companies Act 1985 the Directors are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as defined by that section) up to a maximum nominal value of £100,000, being the authorised share capital of the Company provided that this authority shall, unless it is (prior to its expiry) duly revoked or varied or is renewed expire five years from the date of adoption of these Articles save that the Company may, before such expiry, make an offer or agreement which will or may require relevant securities to be allotted after such expiry.

### 4. **LIEN**

The Company shall have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof

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or shall be one of two or more joint holders, for all moneys payable by him or his estate to the Company, whether or not in respect of the shares in question and whether or not such monies are presently payable. Regulation 8 of Table A shall be modified accordingly.

## **5. ORDINARY SHARES**

Save as specified in these Articles, the Ordinary Shares shall be treated *pari passu* and as if they constituted one class of share. The rights attached to the Ordinary Shares are as follows

### **5.1 Dividends**

Any profits which the Company determines to distribute in respect of any Financial Year shall, subject to the approval of members of the Company in general meeting be applied in distributing the balance of such profits amongst the holders of the Ordinary Shares then in issue on a *pro rata* basis.

### **5.2 Capital**

On a return of capital on liquidation or capital reduction or otherwise the surplus assets of the Company remaining after the payment of its liabilities shall be applied, pursuant to this **Article 5.2** amongst the holders of the Ordinary Shares then in issue on a *pro rata* basis.

### **5.3 Voting**

5.3.1 The holders of the A Ordinary Shares shall be entitled to receive notice of and to attend and speak at any general meetings of the Company and the holders of A Ordinary Shares who (being individuals) are present in person or by proxy or (being corporations) are present by duly authorised representative or by proxy shall, on a show of hands, have one vote each, and, on a poll, shall have one vote for each A Ordinary Share of which he is the holder.

5.3.2 The holders of the B Ordinary Shares shall not be entitled to receive notice of nor to attend or speak at any general meetings of the Company.

## **6 CALLS ON SHARES AND FORFEITURE**

There shall be added at the end of the first sentence of regulation 18 of Table A, so as to increase the liability of any member in default in respect of a call, the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

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## **7 TRANSFER OF SHARES**

7.1 The first sentence in regulation 24 of Table A shall not apply to the Company. The words "They may also" at the beginning of the second sentence of that regulation shall be replaced by the words "The directors may"

7.2 In the event that the number of members of the Company shall fall to one there shall, on the occurrence of that event, be entered in the Company's register of members with the name and address of the sole member ("Sole Member") a statement that the Company has only one member and the date on which the Company became a company having only one member.

7.3 In the event that the number of members of the Company shall increase from one member to two or more members there shall, on the occurrence of that event be entered in the Company's register of members with the name and address of the person who was formerly the Sole Member, a statement that the ~~Company has ceased to have only one member and the date on which the~~ Company became a company having more than one member

7.4 No transfer of Ordinary Shares or an Ordinary Share may be affected without the prior approval in writing of the Directors

## **8. GENERAL MEETINGS**

The directors may call general meetings and regulation 37 of Table A shall not apply to the Company.

## **9 NOTICE OF GENERAL MEETINGS**

9.1 A notice convening a general meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and regulation 38 of Table A shall be modified accordingly. The words "or a resolution appointing a person a director" and paragraphs (a) and (b) in regulation 38 of Table A shall be deleted and the words "in accordance with section 369(3) of the Companies Act 1985" shall be inserted after the words "if it is so agreed" in that regulation.

9.2 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of declaring a dividend, the consideration of the profit and loss account, balance sheet, and the reports of the directors and auditors, the appointment of and the fixing of the remuneration of the auditors, and the giving or renewal of any authority in accordance with the provisions of section 80 of the Companies Act 1985

9.3 Every notice convening a general meeting shall

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- 9.3.1 comply with the provisions of section 372(3) of the Companies Act 1985 as to giving information to members relating to their right to appoint proxies,
- 9.3.2 be given in accordance with the Companies Act 2006, that is in hard copy form, electronic form or by means of a website
- 9.4 The Company may send a notice of meeting by making it available on a website or by sending it in electronic form and if notice is sent in either way it will be valid provided it complies with the relevant provisions of the Companies Act 2006.
- 9.5 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 auditors for the time being of the Company.

## **10 PROCEEDINGS AT GENERAL MEETINGS**

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- 10.1 The words, "save that, if and for so long as the Company has only one person as a member, one member present in person or by proxy shall be a quorum" shall be added at the end of the second sentence of regulation 40 of Table A.
- 10.2 If a quorum is not present within half an hour from the time appointed for a general meeting, the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine. If at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor the member or members present in person or by proxy or (being a body corporate) by representative and entitled to vote upon the business to be transacted shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place. Regulation 41 of Table A shall not apply to the Company.

## **11. VOTES OF MEMBERS**

- 11.1 Regulation 54 of Table A shall not apply to the Company. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member entitled to vote who (being an individual) is present in person or by proxy (not being himself a member entitled to vote) or (being a corporate body) is present by a representative or proxy (not being himself a member entitled to vote) shall have one vote and, on a poll, every member who is present in person, by representative or by proxy shall have one vote for each share of which he is the holder.

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- 11 2 The words "be entitled to" shall be inserted between the words "shall" and "vote" in regulation 57 of Table A.
- 11.3 A member shall not be entitled to appoint more than one proxy to attend on the same occasion and accordingly the final sentence of regulation 59 of Table A shall not apply to the Company. Any such proxy shall be entitled to cast the votes to which he is entitled in different ways.
- 11 4 At any time when the Company has only one member any decision which may be taken by the Company in general meeting may be made by the Sole Member and shall be as valid as if agreed by the Company in general meeting.
- 11 5 If the Sole Member shall take any such decision as is referred to in Article 11.4 the Sole Member shall (unless such decision is made by way of a written resolution) provide the Company with a written record of the decision
- 11 6 Failure to comply with the provisions of Article 11 5 shall not affect the validity of any decision made by the Sole Member and a person dealing with the Company shall not be concerned to inquire whether a written record has been provided to the Company in accordance with Article 11.5.

## 12. **NUMBER OF DIRECTORS**

- 12 1 Regulation 64 of Table A shall not apply to the Company
- 12 2 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution. 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

## 13. **ALTERNATE DIRECTORS**

- 13.1 The words "Subject to his obtaining the prior approval of the Sole Member (if there is one)," shall be inserted at the beginning of regulation 65 of Table A.
- 13.2 An alternate director shall be entitled to receive notice of all meetings of the directors and of all meetings of committees of the directors of which his appointor is a member (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) An alternate director shall be entitled to attend and vote at any such meeting at which the director appointing him is not personally present and generally to perform all the functions of his appointor at such meeting as a director in his absence. 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

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notice in writing to the Company from time to time direct Regulation 66 of Table A shall not apply to the Company

- 13 3 A director, or any such other person as is mentioned in regulation 65 of Table A, 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 and the final sentence of regulation 88 of Table A shall not apply to the Company

14. **APPOINTMENT AND RETIREMENT OF DIRECTORS**

- 14 1 The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.

- 14 2 A member or members holding a majority of the voting rights in the Company (within the meaning of section 736A(2) of the Companies Act 1985) shall have power at any time, and from time to time, to appoint any person to be a director, either as an additional director (provided that the appointment does not cause the number of directors to exceed any number determined in accordance with Article 12.2 as the maximum number of directors for the time being in force) or to fill a vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be made by notice in writing to the Company signed by the member or members making the same or, in the case of a member being a corporate body, signed by one of its directors or duly authorised officers or by its duly authorised attorney and shall take effect upon lodgement of such notice at the office

- 14.3 The Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.

- 14.4 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 12.2 as the maximum number of directors for the time being in force.

- 14.5 If, immediately following and as a result of the death of a member, the Company has no members and if at that time it has no directors, the personal representatives of the deceased member may appoint any person to be a director and the director who is appointed will have the same rights and be subject to the same duties and obligations as if appointed by ordinary resolution in accordance with Article 12.3 If two members die in circumstances rendering it uncertain which of them survived the other, such deaths shall, for the

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purposes of this Article, be deemed to have occurred in order of seniority and accordingly the younger shall be deemed to have survived the elder.

## **15. DISQUALIFICATION AND REMOVAL OF DIRECTORS**

### **15.1 The office of a director shall be vacated if:**

15 1 1 he ceases to be a director by virtue of any provision of the Statutes or these Articles or he becomes prohibited by law from being a director, or

15 1 2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

15 1 3 he is, or may be, suffering from mental disorder and either:

15.1.3.1 he is admitted to hospital in pursuance of an application ~~for admission for treatment under the Mental Health Act 1983~~ or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or

15 1.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or

15.1.4 he resigns his office by notice to the Company, or

15 1 5 he shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated; or

15 1 6 he is removed from office as a director pursuant to Article 14 2

15 2 Regulation 81 of Table A shall not apply to the Company

## **16. DIRECTORS' APPOINTMENTS AND INTERESTS**

16 1 Subject to the provisions of the Statutes, and provided that he has disclosed to the directors the nature and extent of any interest of his, a director notwithstanding his office.

16.1.1 may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is in any way interested,

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- 16 1.2 may be a director or other officer of or employed by or be a party to any transaction or arrangement with or otherwise interested in any body corporate promoted by the Company or in which the Company is in any way interested,
- 16 1 3 may, or any firm or company of which he is a member or director may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested;
- 16.1.4 shall not by reason of his office be accountable to the Company for any benefit which he derives from such office, service or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit; and
- 16.1.5 shall be entitled to vote on any resolution and (whether or not he shall ~~vote~~) be counted in the quorum on any matter referred to in any of Articles 16 1.1 to 16 1 4 (inclusive) or on any resolution which in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever and if he shall vote on any resolution as aforesaid his vote shall be counted.
- 16.2 For the purposes of Article 16 1
- 16.2.1 a general notice to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified,
- 16.2.2 an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his, and
- 16.2.3 an interest of a person who is for any purpose of the Companies Act 1985 (excluding any statutory modification not in force when the Company was incorporated) connected with a director shall be treated as an interest of the director and in relation to an alternate director an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise
- 16 3 Regulations 85 and 86 of Table A shall not apply to the Company.

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17 **DIRECTORS' GRATUITIES AND PENSIONS**

Regulation 87 of Table A shall not apply to the Company and the directors may exercise any powers of the Company conferred by its Memorandum of Association to give and provide pensions, annuities, gratuities or any other benefits whatsoever to or for past or present directors or employees (or their dependants) of the Company or any subsidiary or associated undertaking (as defined in section 27(3) of the Companies Act 1989) of the Company and the directors shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

18 **PROCEEDINGS OF DIRECTORS**

18.1 Regulation 88 of Table A shall be amended by substituting for the sentence.

"It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom "

the following sentence:

"Notice of every meeting of the directors shall be given to each director and his alternate, including directors and alternate directors who may for the time being be absent from the United Kingdom and have given the Company an address within the United Kingdom for service."

18.2 Whenever the minimum number of the directors shall be one pursuant to the provisions of Article 12 2, a sole director shall have authority to exercise all the powers and discretions which are expressed by Table A and by these Articles to be vested in the directors generally and regulations 89 and 90 of Table A shall be modified accordingly.

18 3 Any director (including an alternate director) may participate in a meeting of the directors or a committee of the directors of which he is a member by means of a 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 and, subject to these Articles and the Companies Act 1985, he shall be entitled to vote and 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 no such group, where the chairman of the meeting then is

18.4 Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.

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19. **THE SEAL**

If the Company has a seal it shall be used only with the authority of the directors or of a committee of the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined, every instrument to which the seal is affixed shall be signed by one director and by the secretary or another director. The obligation under regulation 6 of Table A relating to the sealing of share certificates shall only apply if the Company has a seal. Regulation 101 of Table A shall not apply to the Company.

20. **NOTICES**

20.1 In regulation 112 of Table A, the words "first class" shall be inserted immediately before the words "post in a prepaid envelope". When any member has given to the Company as his registered address an address outside of the United Kingdom he shall be entitled to have notices given to him at that address. Regulation 112 of Table A shall be amended accordingly.

20.2 Where a notice is sent by first class post, the notice shall be deemed to have been given at the expiration of 24 hours after the envelope containing the same is posted. Where a notice is sent in electronic form, the notice shall be deemed to have been given at the expiration of 24 hours after the time of transmission. Regulation 115 of Table A shall be amended accordingly.

20.3 Where a notice is sent by making it available on a website, the notice shall be deemed to have been given either when it was first made available on the website or when the member received or was deemed to have received notice of the fact that the notice was available on the website.

20.4 If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Company is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised in at least one national daily newspaper and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day when the advertisement appears. In any such case the Company shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

21. **WINDING UP**

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

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## 22 INDEMNITY

22.1 Subject to the provisions of, and so far as may be permitted by, the Companies Act 1985 but without prejudice to any indemnity to which the person concerned may be otherwise entitled, the Company may indemnify every director, alternate director, auditor, secretary or other officer of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or the exercise of his powers or otherwise in relation to or in connection with his duties, powers or office, including any liability which may attach to him in respect of any negligence, default, breach of duty or breach of trust in relation to anything done or omitted to be done or alleged to have been done or omitted to be done by him as a director, alternate director, auditor, secretary or other officer of the Company Regulation 118 of Table A shall not apply to the Company.

22.2 The directors may purchase and maintain at the cost of the Company insurance ~~cover for or for the benefit of every director, alternate director, auditor,~~ secretary or other officer of the Company or of any associated company (as defined in the Companies Act 1985) against any liability which may attach to him in respect of any negligence, default, breach of duty or breach of trust by him in relation to the Company (or such associated company), including anything done or omitted to be done or alleged to have been done or omitted to be done by him as a director, alternate director, auditor, Secretary or other officer of the Company or associated company.

22.3 Subject to the provisions of, and so far as may be permitted by, the Companies Act 1985, the Company shall be entitled to fund the expenditure of every director, alternate director or other officer of the Company incurred or to be incurred:

22.3.1 in defending any criminal or civil proceedings, or

22.3.2 in connection with any application under sections 144(3), 144(4) or 727 of the Companies Act 1985

23 Documents sent in electronic form or by means of a website

Where the Statutes permit the Company to send documents or notices to its members in electronic form or by means of a website such documents and notices will be validly sent provided the Company complies with the requirements of the Statutes

Subject to any requirements of the Statutes, documents and notices may be sent to the Company in electronic form to the address specified by the Company for that purpose and such documents or notices sent to the Company are

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sufficiently authenticated if the identity of the sender is confirmed in the way the Company has specified.

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**Name, address and description of Subscriber**

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Tenent Client Services Limited  
Network House  
Lister Hill  
Horsforth  
Leeds  
West Yorkshire  
LS18 5AZ

11 July 2007