

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 06838433

The Registrar of Companies for England and Wales hereby certifies that
RBS SME INVESTMENTS LIMITED

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

Given at Companies House on 5th March 2009



N06838433M



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

The above information was communicated in non-legible form and authenticated by the
Registrar of Companies under section 710A of the Companies Act 1985



Companies House

— for the record —

Electronic statement of compliance
with requirements on application
for registration of a company
pursuant to section 12(3A) of the
Companies Act 1985

Company number

6838433

Company name

RBS SME INVESTMENTS LIMITED

I,

MICHAEL ELLWOOD

of

**SNAPEGATE 44 LOUGHBOROUGH ROAD
COLEORTON
LEICESTERSHIRE
LE67 8HG**

a

person named as a director of the company in the
statement delivered to the registrar of companies
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section
12(3A) of the Companies Act 1985

Statement:

I hereby state 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.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies
electronically and authenticated in accordance with the registrar's
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to
criminal prosecution

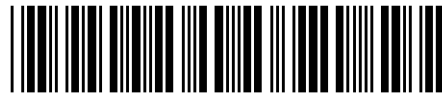


Companies House
— for the record —

10(ef)

**First directors and secretary and
intended situation
of registered office**

Received for filing in Electronic Format on the: **05/03/2009**



XVTJT7W0

*Company Name
in full:* **RBS SME INVESTMENTS LIMITED**

*Proposed Registered
Office:* **1 PRINCES STREET
LONDON
EC2R 8PB**

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **DLA PIPER UK LLP**

Agent's Address: **3 NOBLE STREET
LONDON
EC2V 7EE**

Company Secretary

Name **GARY ROBERT MCNEILLY STEWART**

Address: **3 CEDAR COTTAGES
LA RUETTE GABARD
ST MARTIN
JERSEY
JE3 6UH**

Consented to Act: **Y** *Date authorised* **05/03/2009** *Authenticated:* **YES**

Director 1:

Name **MICHAEL ELLWOOD**

Address: **SNAPEGATE 44 LOUGHBOROUGH ROAD
COLEORTON
LEICESTERSHIRE
LE67 8HG**

Nationality: **BRITISH**

Business occupation: **BANKER**

Date of birth: **05/04/1961**

Consented to Act: **Y** *Date Authorised:* **05/03/2009** *Authenticated:* **YES**

Director 2:

Name **ALAN SINCLAIR DEVINE**

Address: **42 MIRFIELD ROAD
SOLIHULL
WEST MIDLANDS
B91 1JD**

Nationality: **BRITISH**

Business occupation: **BANKER**

Date of birth: **18/01/1960**

Consented to Act: **Y** *Date Authorised:* **05/03/2009** *Authenticated:* **YES**

Director 3:

Name **KATHRYN WINUP**

Address: **106 STATION ROAD
HARPENDEN
HERTFORDSHIRE
AL5 4TU**

Nationality: **BRITISH**

Business occupation: **BANKER**

Date of birth: **30/08/1970**

Consented to Act: **Y** *Date Authorised:* **05/03/2009** *Authenticated:* **YES**

Authorisation

Authoriser Designation: **subscriber**

Date Authorised: **05/03/2009**

Authenticated: **Yes**

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

RBS SME INVESTMENTS LIMITED

1. The Company's name is RBS SME INVESTMENTS LIMITED.
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
 - 3.1 To carry on business as an investment company; that is to say:
 - 3.1.1 to carry on the business of being an investor and in particular to make investments in collective investment schemes for investment primarily in unquoted companies and businesses and for that purpose to assume obligations as a limited partner in any limited partnership; and
 - 3.1.2 to do all such things as are incidental or conducive to the carrying on of business as an investment company;
 - 3.2 to borrow or raise money in any manner and to secure by mortgage, charge or lien on the whole or any part of the Company's undertaking and property (whether present or future) including its uncalled capital, the discharge by the Company or any other person of any obligation or liability;
 - 3.3 to lend money and advance or give credit with or without security, but not to carry on the business of a registered money lender;
 - 3.4 generally to purchase, take on lease or exchange, hire or, by other means, acquire any real or personal property and any rights or privileges over or in respect of it;
 - 3.5 to sell, lease, let on hire or otherwise dispose of any real or personal property or the undertaking of the Company, or any part of it, for such consideration as the directors think fit;
 - 3.6 to guarantee support or secure whether by personal obligation or covenant or by mortgaging or charging all or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by any one or more or all of such methods or by any other method the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of, and premiums, interest, dividends,

and other moneys payable on or in respect of, any debentures, debenture stock, loan stock, shares or other securities, liabilities or obligations of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company, as defined by section 736 of the Companies Act 1985, (as re-enacted by the Companies Act 1989 or any subsequent re-enactment or amendment thereof) or a subsidiary undertaking or parent undertaking (as defined by section 1162 of the Companies Act 2006 or any re-enactment or amendment thereof) of the Company, or another subsidiary of such holding company, or otherwise associated with the Company in business or through shareholdings;

- 3.7 to establish and maintain, or procure the establishment and maintenance of, any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time directors or officers of, or in the employment or service of, the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or any such subsidiary or of any company which is a predecessor in business of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons as aforesaid and to make payments for or towards insurance for the benefit of any such persons as aforesaid;
- 3.8 to establish and contribute to any scheme for the purchase of, or subscription by trustees for shares in the Company to be held for the benefit of the employees of the Company and to lend money to such employees or to trustees on their behalf to enable them to purchase or subscribe for shares in the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with employees or any of them;
- 3.9 to purchase and maintain insurance cover for directors and other officers of the Company against any liability to the Company or to any other person against any negligence, default, breach of duty or breach of trust or any other liabilities which may lawfully be insured against;
- 3.10 to amalgamate with any other company;
- 3.11 to make donations, gifts or contributions of any kind and for any purpose to any organisation, club or society whatsoever; and
- 3.12 to pay or settle any claims made against the Company whether legally enforceable or not,

and to do any of the foregoing either with or without receiving any payment or other consideration or benefit therefore and either in connection with any other business, activity or transaction or by itself.

AND SO THAT:

- 3.13 Each of the objects specified in each sub-clause of this clause 3 shall, except where otherwise expressed in such sub-clause, be regarded as an independent main object and shall not be limited or restricted by reference to or inference from the terms of any other sub-clause of this clause 3 or the name of the Company.

- 3.14 None of the sub-clauses of this clause 3 or the objects or powers specified or conferred in those sub-clauses shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects and powers provided in each sub-clause as if each sub-clause contained the objects of a separate company.
 - 3.15 The word "company" in this clause 3 (except where it refers to this Company) shall be deemed to include any person or partnership or other body of persons whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere and words denoting the singular only shall include the plural and vice versa.
- 4. The liability of the members is limited.
 - 5. The Company's share capital is £1.00 divided into 1 shares of £1.00 each.

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

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER(S)	NUMBER OF SHARES TAKEN BY THE SUBSCRIBER(S)
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The Royal Bank of Scotland Public Limited Company 36 St Andrew Square Edinburgh EH2 2YB	One
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DATED 5 March 2009

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

RBS SME INVESTMENTS LIMITED

PRELIMINARY

1. The Company is a private company and the following provisions and (unless and to the extent that they are excluded or modified by, or are inconsistent with, the provisions set out in this document) the regulations contained in Table A shall constitute the articles of association of the Company and references in this document to "these articles" shall be construed accordingly.
2. In these articles:
 - 2.1 "Table A" means the regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985/805) (as amended by the Companies (Tables A-F) (Amendment) Regulations 1985 (SI 1985/1052), the Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000/3373), the Companies (Tables A-F) (Amendment) Regulations 2007 (SI 2007/2541) and the Companies (Tables A-F) (Amendment) (No. 2) Regulations 2007 (SI 2007/2826));
 - 2.2 "Act" has the meaning given to it in Table A;
 - 2.3 "2006 Act" means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
 - 2.4 "1985 Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
 - 2.5 "working day" has the meaning given to it in section 1173(1) of the 2006 Act;
 - 2.6 "written" and "in writing" include any method of representing or reproducing words in legible form;
 - 2.7 unless the context otherwise requires, any other words or expressions shall bear the same meaning as in the Act but excluding any statutory modification of that meaning not in force when these articles become binding on the Company;
 - 2.8 references in these articles to numbered regulations shall, unless the context requires otherwise, be deemed to be references to regulations in Table A; and

- 2.9 references in these articles to numbered articles shall be deemed to be references to numbered provisions in this document.
3. Regulation 1 shall be modified by the deletion of the words "'communication" means the same as in the Electronic Communications Act 2000." and "'electronic communication" means the same as in the Electronic Communications Act 2000.". Regulations 8, 25, 40, 54, 60 to 63 (inclusive), 67, 76 to 79 (inclusive), 87, 94 to 97 (inclusive) 111, 112, 115 and 118 shall not apply to the Company.

SHARES

4. Pursuant to section 80 of the 1985 Act, the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 of the 1985 Act) up to a maximum amount of the authorised but as yet unissued share capital of the Company at the date of incorporation of the Company at any time or times during the period of five years after the date of incorporation of the Company 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. This authority may, at any time (subject to the said section 80), be renewed, revoked or varied by ordinary resolution of the Company.
5. In accordance with section 91(1) of the 1985 Act, sections 89(1) and 90(1) to (6) inclusive of the 1985 Act shall not apply to the Company.

SHARE CERTIFICATES

6. Regulation 6 shall be modified by adding after "Every certificate shall be sealed with the seal" the words "or executed in such other manner as the directors authorise, having regard to the Act".

LIEN

7. The Company shall have a first and paramount lien on every share (whether fully paid or not) registered in the name of any member (whether solely or jointly with others) for all debts or liabilities due from such member or his estate whether solely or jointly with any other person (whether or not a member) and whether or not such debts or liabilities are presently payable or dischargeable. The Company's lien on a share shall extend to all dividends or other moneys and rights payable on it or accruing to it or in respect of it.

TRANSFER OF SHARES

8. The directors may, in their absolute discretion refuse to register any transfer of any share, whether or not it is a fully paid share. The first sentence of regulation 24 shall not apply.

PURCHASE OF OWN SHARES

9. Regulation 35 shall be modified by deleting the words "otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares" and substituting instead the words "whether out of its distributable profits or out of the proceeds of a fresh issue of shares or otherwise".

GENERAL MEETINGS

10. The quorum for a general meeting shall be as stated in the Act. In regulation 41 the words “and if at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, or if during an adjourned meeting such a quorum ceases to be present, the meeting shall stand dissolved” shall be added after the words “directors may determine”.
11. A poll may be demanded at any general meeting by any one member present in person or by proxy and entitled to vote. Paragraph (b) of regulation 46 shall be modified accordingly and paragraphs (c) and (d) of that regulation shall not apply.

VOTES OF MEMBERS

12. Regulation 56 shall be modified by the deletion of the words “instruments of proxy, not less than 48 hours before the time appointed for holding” and substituting instead the words “forms of proxy, within the time limits prescribed by these articles for deposit of forms of proxy for use at” and by including the words “or poll” after the words “adjourned meeting”.
13. Subject to article 14, a form appointing a proxy shall be in writing in any form which is usual or in such other form which the directors may approve, and shall be executed by or on behalf of the appointer.
14. Subject to the Act, the directors may resolve to allow a proxy to be appointed by electronic means subject to such limitations, restrictions or conditions as the directors think fit (including, without limitation, the ability to require such evidence as they consider appropriate to decide whether the appointment of a proxy in such manner is effective).
15. In order for the appointment of a proxy to be valid:
 - 15.1 in the case of an appointment of a proxy by hard copy, the form of proxy, together with the relevant documents, if any, must be:
 - 15.1.1 left at or sent by post to the office (or such other place within the United Kingdom as may be specified in the notice convening the meeting and/or in any form of proxy or other accompanying document sent out by the Company in relation to the meeting) by the relevant time; or
 - 15.1.2 duly delivered in accordance with article 17; and
 - 15.2 in the case of an appointment of proxy by electronic means, the communication appointing the proxy by electronic means together with the relevant evidence must be received at the address by the relevant time.
16. For the purposes of article 15:
 - 16.1 for the purpose of appointing a proxy by electronic means, “**address**” means the number or address which has been specified by the Company for the purpose of receiving communications appointing proxies by electronic means;
 - 16.2 “**relevant documents**” means either (i) the power of attorney or other authority relied on to sign the form of proxy, or (ii) a copy of such document certified as a true copy of the original by a notary or solicitor or

certified in some other way approved by the directors;

16.3 "relevant evidence" means any evidence required by the directors in accordance with the provisions of article 14; and

16.4 "relevant time" means:

16.4.1 48 hours before the time appointed for the commencement of the meeting or adjourned meeting to which the proxy appointment relates; and

16.4.2 in the case of a poll taken more than 48 hours after it is demanded, 24 hours before the time appointed for the taking of the poll.

In calculating the periods in this article 16.4 no account shall be taken of any part of a day that is not a working day.

17. If a meeting is adjourned for less than 48 hours, or if a poll is not taken immediately but is taken not more than 48 hours after it was demanded, a form of proxy may also be delivered in hard copy form at the adjourned meeting or at the meeting at which the poll was demanded to any director or the secretary. In calculating the periods in this article 17 no account shall be taken of any part of a day that is not a working day.

18. A vote given or poll demanded by proxy or by a duly authorised representative of a corporation shall be valid even though the authority of the person voting or demanding a poll has previously terminated, unless notice of the termination was received by the Company:

18.1 in the case of a duly authorised representative of a corporation, at the office;

18.2 where the proxy was appointed by a form of proxy in hard copy form, at the office or such other place as is specified for depositing such form of proxy; or

18.3 where the proxy was appointed by electronic means, at the address as defined in article 16

in each case either (i) before the time appointed for the commencement of the meeting or adjourned meeting at which such vote is given or (ii) in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting, before the time appointed for the taking of the poll at which the vote is cast.

DIRECTORS

19. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but the minimum number shall be one. Whilst there is only one director, he shall constitute a quorum for all directors' meetings. Regulations 64 and 89 shall be modified accordingly.

20. An alternate director shall cease to be an alternate director for his appointor when his appointor ceases to be a director.

21. A director (including an alternate director) is not required to hold any qualification

shares in the Company, but nevertheless shall be entitled to attend and speak at any general meeting of, and at any separate meeting of the holders of any class of shares in, the Company.

22. Any director (or his alternate) may validly participate in a meeting of directors or of a committee of directors through the medium of a conference telephone or similar form of communication equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall, accordingly, be counted in a quorum and be entitled to vote. 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.
23. A director (including an alternate director) who has disclosed his interest may vote as a director in regard to any contract or arrangement in which he has, directly or indirectly, an interest or on any matter arising out of any such contract or arrangement, and if he does so vote, his vote shall be counted, and he shall be counted in the quorum when any such contract or arrangement is under consideration.
24. Any director who, at the request of the board of directors, performs special or extraordinary services on behalf of the Company, or who goes to or resides in any place other than where he usually resides for the purpose of discharging his duties, may be paid such extra remuneration (whether by way of lump sum, salary, commission or participation in profits or otherwise) as the directors may determine.
25. The directors may exercise all the powers of the Company to borrow money and to mortgage or charge all or any part of its undertaking, property and uncalled capital and, subject to the provisions of the Act, to issue debentures, debenture stock and other securities, either outright or as security for any debts, liability or obligation of the Company or of any third party.
26. The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an additional director.
27. A member or members holding a majority in nominal amount of the issued shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a director or directors, either to fill a casual vacancy or as an addition to the existing directors and to remove from office any director howsoever appointed. Every such appointment or removal shall be in writing and signed by or on behalf of the member or members making the same and shall take effect on delivery to the Company.
28. The Company may at any time and from time to time by ordinary resolution appoint any person or persons to be a director or directors, either to fill a casual vacancy or as an addition to the existing directors and, without prejudice to the provisions of the Act, may at any time remove a director from office provided that any such removal shall be without prejudice to any claim such director may have for breach of any contract of service between him and the Company.
29. The last sentence of regulation 84 shall not apply.

DIRECTORS' GRATUITIES AND PENSIONS

30. The directors may grant retirement pensions or annuities or other gratuities or

allowances, including allowances on death, to any person or to the widow of or dependants of any person in respect of services rendered by him to the Company whether as managing director or in any other office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company or any predecessor in business of the Company or of any such subsidiary, including a director or former director of the Company, and the Company may make payments towards insurance or trusts for such purposes in respect of any such person and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person.

NOTICES

31. Any notice or other document to be given to or by any person pursuant to these articles (other than a notice calling a meeting of the directors) shall be in writing.

32. Subject to the articles, any notice or other document to be sent or supplied:

32.1 to a member by the Company may be sent or supplied in accordance with and in any way in which the 2006 Act provides for documents or information to be sent or supplied by a company, including, but not limited to, by means of a website; and

32.2 by anyone to the Company may be sent or supplied in accordance with and in any way in which the 2006 Act provides for documents or information to be sent or supplied to a company.

Nothing in article 32.1 shall affect any provision of the Act requiring offers, notices or documents to be served on, or delivered to, a member in a particular way.

33. Any notice or other document sent or supplied by the Company to a member (or other person entitled to receive notice under these articles) shall:

33.1 if sent in accordance with section 1147 of the 2006 Act, be deemed to have been received by the intended recipient at the time prescribed by that section save that in calculating a period of hours for the purposes of that section account shall be taken of any part of a day that is not a working day;

33.2 if sent by post to the intended recipient at his registered address outside the United Kingdom or at an address specified by him for the purpose outside the United Kingdom, be deemed to have been received 72 hours after it was posted provided that it was properly addressed and prepaid as airmail; and

33.3 if delivered personally, by hand to or left at a registered address or an address specified for the purpose by the intended recipient, be deemed to have been received by the intended recipient on the day it was so delivered or left.

34. In the case of joint holders of a share:

34.1 all notices and other documents shall be given or sent to the person named first in the register in respect of the joint holding and notice so given shall be sufficient notice to all joint holders; and

34.2 any request for consent to receipt of communications in electronic form and/or by means of a website shall be sent to the person named first in the

register in respect of the joint holding and any express consent (or deemed consent) given by such holder to the receipt of communications in any such manner shall bind all joint holders.

35. A member shall be entitled to have notices and other documents given to him at his registered address whether such address be in the United Kingdom or elsewhere.

INDEMNITY

36. Subject to the provisions of the Act, but without prejudice to any indemnity to which he may otherwise be entitled, every director, alternate director, secretary, auditor or other officer or employee of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses, damages and liabilities which he may sustain or incur in or about the execution of his duties or the exercise of his powers or otherwise in relation to them including (without prejudice to the generality of the foregoing) any liability incurred defending any proceedings, whether civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted to be done by him as an officer or employee of the Company in which judgment is given in his favour or in which he is acquitted, or which are otherwise disposed of without any finding or admission of material breach of duty on his part or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

INSURANCE

37. The directors may exercise all the powers of the Company to purchase and maintain policies of insurance providing insurance cover up to such limit or limits as the directors may decide for the directors or any of them and any other officer (including former directors and other officers) of the Company against liability for negligence or default, breach of duty or breach of trust or any other liability in relation to the affairs of the Company which may be lawfully insured against.

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER(S)

The Royal Bank of Scotland Public Limited Company
36 St Andrew Square
Edinburgh
EH2 2YB

DATED 5 March 2009