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(No. ~~06849852~~)

The Companies Acts 1985 to 2006

Memorandum of Association of Davies UK 2A Limited

Private Company Limited by Shares
(Incorporated on 18 March 2009)

1. The Company's Name is "Davies UK 2A Limited".

2. The Company's registered office is to be situated in England and Wales.

3. The objects for which the Company is established are:

3.1 the investment in, the acquisition of and the disposal of and the retaining by any means (including but not limited to acquisition, transfers, assignments, sub-participations, credit derivatives, guarantees or otherwise) of loans, bonds, notes and other debt instruments, shares, warrants and other equity instruments or rights, including without limitation any kind of shares, notes, debentures, convertible securities and swaps and other derivative instruments, and any combination of the foregoing, in each case whether readily marketable or not, whether bilateral or syndicated, and obligations (including but not limited to synthetic securities obligations); and

3.2 to carry on business as a general commercial company; and

3.3 to invest the capital or other moneys of the Company in and to acquire (by purchase, lease concession, grant, licence or otherwise) and to hold, manage, develop, lease, sell or otherwise dispose of or deal in such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit in any part of the world; and to vary any of the investments of the Company, and to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings, and business of every description; and

3.4 to purchase or otherwise acquire and take over the whole or part of any company, business or undertaking which the Company may desire to acquire or become interested in, and the whole or any of the assets and liabilities of such company, business or

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undertaking, and to carry on the same, and to dispose of, remove, or put an end thereto, and otherwise deal with the same as may seem expedient; and

3.5 to acquire, hold, sell, indorse, discount, or otherwise deal with or dispose of, shares, stocks, debentures, debenture stock, scrip, bonds, mortgages, bills, notes, credits, contracts, certificates, coupons, warrants and other documents, funds, obligations, securities and investments issued or guaranteed by any company, corporation, society or trust constituted or carrying on business in any part of the world, and in the funds or loans or other securities and investments of or issued or guaranteed by any government, state or dominion, international organisation, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad; and

3.6 to acquire any such shares, stocks, debentures, loans, scrip, bonds and/or securities or investments by original subscription, tender, purchase, participation in syndicates, exchange or otherwise, and whether or not fully paid up, and to make payments thereon as called up in advance of calls or otherwise, and to subscribe for the same either conditionally or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof, and to vary and transpose from time to time, as may be considered expedient any of the Company's investments for the time being; and

3.7 to lend money, and grant or provide credit and financial accommodation, to any person and to carry on the business of a banking, finance or insurance company; and

3.8 to invest money of the Company in any investments and to hold, sell or otherwise deal with such investments, and to carry on the business of a property or investment company; and

3.9 to acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company; and

3.10 to enter into any forward rate transaction, option, swap, cap, collar, any combination or hybrid of the foregoing and any other financial derivative transaction; and

3.11 to accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities, whether negotiable or otherwise; and

3.12 to issue and allot securities of the Company for cash or in payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose; and

3.13 to pay all the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the registration and/or incorporation of the Company in or under the laws of any place outside England; and

3.14 (a) to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees or auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest, whether direct or indirect, or which is in any way allied to or associated with the Company or of any subsidiary undertaking of the Company or of such other company or who are or were at any time trustees of any pension fund or employees' share scheme in which any employees of the Company or of any such other company or subsidiary are interested, including (without prejudice to the generality of the foregoing) insurance against any liability

incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company, or any such other company, subsidiary undertaking or pension fund; and

(b) to such extent as may be permitted by law otherwise to indemnify or to exempt any such persons against or from any such liability; for the purposes of this clause 3.14 **"holding company"** and **"subsidiary undertaking"** have the meanings given to them in the Companies Act 2006; and

3.15 to cease carrying on or wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory; and

3.16 to distribute any of the property of the Company among its creditors and members in specie or kind; and

3.17 to carry on any other business or activity and do anything of any nature which in the opinion of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely, directly or indirectly, to enhance the value of or render more profitable all or any part of the Company's undertaking, property or assets or otherwise to advance the interests of the Company or of its members; and

3.18 to do all such other things as in the opinion of the Company are or may be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that:

(a) none of the objects set forth in this clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such clause, or by reference to or inference from the terms of any other clause of this clause, or by reference to or inference from the name of the Company;

(b) none of this clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each of this clause as though each such clause contained the objects of a separate, distinct and independent company;

(c) in this clause, **"company"**, except where used in reference to the Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere; **"person"** shall include any company as well as any other legal or natural person; **"securities"** shall include any full, partly or nil paid or no par value share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation; **"and"** and **"or"** mean **"and/or"** where the context so permits, **"other"** and otherwise" shall not be construed ejusdem generis where a wider construction is possible;

(d) in this clause the expression the **"1985 Act"** means the Companies Act 1985, but so that any reference in this clause to any provision of the 1985 Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

4. The liability of the members is limited.

5. The company's share capital is £10 divided into 1000 ordinary shares of £0.01 each[1].

[1] By way of an ordinary resolution of the Company dated 1 April 2009 the share capital of the Company was increased to £14,000 by the creation of an additional 1,399,000 ordinary shares of £0.01 each identical to and ranking pari passu with the existing 1,000 shares of £0.01 each in the capital of the Company.

By way of an ordinary resolution of the Company dated 18 August 2009, the share capital of the Company was increased to £1,332,000 by the creation of an additional 131,800,000 ordinary shares of £0.01 each identical to and ranking pari passu with the existing 1,400,000 shares of £0.01 each in the capital of the Company. By way of a special resolution passed on the same date, and in accordance with section 641 of the Companies Act 2006, the share capital of the Company was reduced from £1,331,251 to 1p by cancelling and extinguishing 133,125,099 ordinary shares registered in the name of Tragus Bidco Limited.

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

Names and addresses of subscriber	Number of shares taken by the subscriber
Davies Limited Walkers Corporate Services Walker House Mary Street George Town Grand Cayman KY1-9002	One ordinary share

Dated 16/3/09

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