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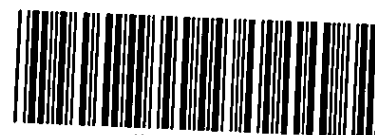
Private company limited by shares

Memorandum of association

of

MMH Isles Quarry Limited¹

THURSDAY



LD1 *L0M50DJW*
24/09/2009
COMPANIES HOUSE

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- 1 The Company's name is Stillness 979 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 a general commercial company; to carry on all or any of the businesses of general merchants and traders, manufacturers, assemblers, distributors, importers, exporters, merchants, factors, and shippers of, and wholesale and retail dealers in, goods, wares produce, products, commodities, fancy goods, handicrafts, and merchandise of every description, to act as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons, firms or companies as may be thought expedient, and to negotiate, assign and mortgage or pledge for cash or otherwise, any such agreements and the payments due thereunder and any property the subject thereof, to carry on all or any of the businesses of mail order specialists, credit and discount traders, cash and carry traders, manufacturers' agents, commission and general agents, brokers, factors, warehousemen, and agents in respect of raw materials and manufactured goods of all kinds, and general railway, shipping and forwarding agents and transport contractors; to create, establish, build up, and maintain an organisation for the marketing, selling, retailing, servicing, advertisement, distribution or introduction of the products, merchandise, goods, wares, and commodities dealt in or services rendered by any person, firm or company, and to participate in, undertake, perform and carry out all kinds of commercial, trading and financial operations and all or any of the operations ordinarily performed by import, export and general merchants, factors, shippers, agents, traders, distributors, capitalists and financiers, either on the Company's own account or otherwise; and to open and establish shops, stalls, stores, markets and depots for the sale, collection and distribution of the goods dealt in by the Company.
 - 3.2 To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or ancillary to any of the above businesses or the general business of the Company, or further any of its objects.

¹ The name of the Company was changed by Special Resolution dated 24 September 2009 from Stillness 979 Limited to MMH Isles Quarry Limited.

- 3.3 To purchase, take on lease or in exchange, hire or otherwise acquire and hold any estate or interest in any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property or any kind for such consideration and on such terms as may be considered expedient.
- 3.4 To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- 3.5 To borrow or raise or secure the payment of money for the purpose of or in connection with the Company's business, and for the purposes of or in connection with the borrowings or raising of money by the Company to become a member of any building society.
- 3.6 To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- 3.7 To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- 3.8 To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.
- 3.9 To make advances to customers and others with or without the security and upon such terms as the Company may approve, and generally to act as bankers for any person or corporation.
- 3.10 To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or relations of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or relations, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the company or its employees, and to institute and maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees.
- 3.11 To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

- 3.12 To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- 3.13 To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting 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.
- 3.14 To accept payment of any property or rights sold or otherwise disposed of or dealt with by the Company, 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 or special rights or restrictions in respect of dividend, repayment of capital, voting 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, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- 3.15 To become a member of any limited liability partnership or enter into any partnership or any limited partnership (either as a general partner or as a limited partner) or joint-purse arrangement or arrangement for sharing profits, union of interest or co-operation with any company, firm or person;
- 3.16 To carry on the business of an investment company or to act as a holding company and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any body corporate, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any body corporate.
- 3.17 To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of the Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of the Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- 3.18 To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which the Company is authorised to carry on.
- 3.19 To sell, improve, manage, develop, exchange, let on lease, or otherwise, mortgage, charge, sell, turn to account, grant licences options, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- 3.20 To amalgamate with any other company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to liabilities of this or any such

other company as aforesaid, with or without winding up, or by sale or purchase (for fully of partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or in any other manner.

- 3.21 To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal 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 insure against losses, damages, risks and liabilities of all kinds which may affect the Company and to purchase and maintain for any officer of the Company or the auditors of the Company insurance against any liability to the extent permitted by the law.
- 3.23 To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- 3.24 To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that (a) the objects set forth in each sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and (b) the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or the body of persons, whether corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere, and (c) except where the context expressly so requires, none of the several paragraphs of this clause, or the objects therein specified, or the powers thereby conferred shall be limited by, or be deemed merely subsidiary or auxiliary to, any other paragraph of this clause, or the objects in such other paragraph specified, or the powers thereby conferred.

- 4 The liability of the members is limited.
- 5 The share capital of the Company is £100 divided into 100 ordinary shares of £1 each.

We, the subscribers 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 shown opposite our respective names.

Name and address of subscribers	Number of shares taken by each subscriber
T&H Secretarial Services Limited Sceptre Court 40 Tower Hill London EC3N 4DX	One

for and on behalf of T&H Secretarial Services Limited

dated 2009

witness to the above signature:

name:

address: Sceptre Court, 40 Tower Hill, London, EC3N 4DX

occupation:

Company number:

Private company limited by shares

Articles of association

of

MMH Isles Quarry Limited¹

Table A

- 1 The regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985, as amended prior to the date of adoption of these Articles and as amended pursuant to the Companies (Tables A to F) (Amendment) Regulations 2007 and the Companies (Tables A to F) (Amendment) (No. 2) Regulations 2007 in so far as such regulations apply to private companies limited by shares (**Table A**) shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) together with the following articles shall be the articles of association of the Company. References to "these Articles" shall be to the following articles as amended from time to time together with such regulations of Table A as apply to the Company.

Share capital

- 2 The authorised share capital of the Company as at the date of incorporation of the Company is £100 divided into 100 ordinary shares of £1 each.
- 3 Subject to the provisions of the Companies Act 1985, as amended, consolidated, or re-enacted from time to time (the **1985 Act**), and any provisions of the Companies Act 2006, as amended and as in force from time to time (the **2006 Act**), all shares shall be under the control of the directors and the directors may allot, grant options over, or otherwise deal with or dispose of any unissued shares in the capital of the Company (whether forming part of the original or any increased share capital) to such persons and generally on such terms and conditions and in such manner as they think fit.
- 4 The directors are generally and unconditionally authorised for the purposes of section 80 of the 1985 Act to exercise all the powers of the Company to allot relevant securities (as defined in section 80 of the 1985 Act) up to an aggregate nominal amount equal to the amount of the authorised but as yet unissued share capital of the Company as at the date of incorporation of the Company. This authority shall expire on the fifth anniversary of the date of incorporation of the Company unless varied or

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revoked or renewed by the Company in general meeting provided that the directors shall be entitled under the authority conferred by this article to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority.

- 5 Section 89(1) and sections 90(1) to (6) of the 1985 Act and sections 561(1) and 562 of the 2006 Act as the case may be, shall not apply to any allotment of equity securities (as defined in section 94 of the 1985 Act or section 560 of the 2006 Act, as the case may be) by the Company.

Share certificates

- 6 A share certificate need not be sealed with the seal but may be executed as a deed in accordance with the Act and signed by any two directors or any director and the company secretary. Regulation 6 of Table A shall be modified accordingly.

Lien

- 7 The lien conferred by regulation 8 of Table A shall also attach to fully paid shares. The Company shall also have a first and paramount lien on all shares, whether or not fully paid, which are registered in the name of any person indebted or under any liability to the Company, whether or not he is the sole registered holder or one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 of Table A shall be modified accordingly.

Transfers

- 8 The instrument of transfer of any share shown in the memorandum of association of the Company to have been taken by a subscriber to it need not be executed by or on behalf of the transferee even where the share is not fully paid. Regulation 23 of Table A shall be modified accordingly.
- 9 The directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of a share to any person, whether or not it is a fully-paid share or a share on which the Company has a lien. Regulation 24 of Table A shall be modified accordingly.

General meetings

- 10 Upon the requisition of members pursuant to the 2006 Act, the directors shall forthwith proceed to convene a general meeting for a date not later than 28 days after receipt of the requisition. Regulation 37 of Table A shall be modified accordingly.

Notice of general meetings

- 11 If and for so long as the Company has only one member, then the sole member may agree that any general meeting be called by shorter notice than that provided for by these Articles. Regulation 38 of Table A shall be modified accordingly.

Proceedings at general meetings

- 12 If and for so long as the Company has only one member, then the sole member or a proxy for that member (or if the sole member is a corporation, a duly authorised representative of that member) shall be a quorum. Regulation 40 of Table A shall be modified accordingly.
- 13 If, at an adjourned meeting, a quorum is not present within half an hour from the time appointed for the adjourned meeting, then the meeting shall be dissolved. Notice of an adjourned meeting shall be given to all the members of the Company. Regulation 41 of Table A shall be modified accordingly.
- 14 A poll may be demanded by a member (present in person or by proxy) having the right to attend and vote at the meeting or by a duly authorised representative of a corporation. Regulation 46 of Table A shall be modified accordingly.
- 15 A demand for a poll may, before the poll is taken, be withdrawn. Regulation 48 of Table A shall be modified accordingly.

Written resolutions

- 16 A proposed written resolution of the members of the Company (or of a class of members) shall lapse if it is not passed before the end of the period of six months beginning with the circulation date of such resolution (as defined in section 290 of the 2006 Act).

Votes of members

- 17 On a vote on a resolution on a show of hands, every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative shall have one vote only (irrespective of whether he has also been appointed as a proxy for any other member or members entitled to vote on the resolution) and every proxy or authorised representative present shall have one vote only (irrespective of whether he has been appointed as a proxy or authorised representative by one or more members entitled to vote on the resolution or is himself a member entitled to vote). Regulation 54 of Table A shall be modified accordingly.
- 18 Unless the directors otherwise determine, no member shall vote at any general meeting or at any separate meeting of the holders of any class of share in the Company (either in person or by proxy) in respect of any share held by him unless all moneys presently payable by him in respect of that share have been paid. Regulation 57 of Table A shall not apply.
- 19 The appointment of a proxy by a member shall not preclude such member from attending and voting at the meeting or at any adjournment thereof. Regulation 59 of Table A shall be modified accordingly.
- 20 The appointment of a proxy (and, where it is signed on behalf of the member by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be deposited or received at any such place as may be specified for that purpose in the notice convening the meeting (or, if no such place is specified, at the registered office of the Company) or at such other place or address, including an address for the

purpose of receiving electronic communications, or delivered to such person, as may be specified or agreed by the directors at or before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used on the day and at the place of, but in any event before the time appointed for holding the meeting or adjourned meeting or poll. The appointment of a proxy shall not be treated as valid until such delivery or receipt shall have been effected. Unless the contrary is stated thereon, the appointment of a proxy shall be valid as well for any adjournment of the meeting as for the meeting to which it relates. Regulation 62 of Table A shall not apply.

Number of directors

- 21 Unless and until the Company in general meeting shall otherwise determine, the number of directors is not subject to any maximum and the minimum number is one.

Alternate directors

- 22 Any director (other than an alternate director) may appoint any other director or any other person willing to act to be an alternate director and may remove from office any alternate director so appointed by him. The alternate need not be approved by a resolution of the directors. Regulation 65 of Table A shall not apply. Every such appointment or removal shall be effected by notice in writing and signed by the relevant director. Such notice may be in the form of a facsimile or other machine-made copy and shall take effect immediately (or on such later date, if any, specified in the notice) upon deposit of the notice at the registered office of the Company marked for the attention of the company secretary. Regulation 68 of Table A shall be modified accordingly.
- 23 The same person may be appointed as the alternate director of more than one director, in which event, such alternate director shall be entitled at meetings of the directors or any committee of the directors to one vote in respect of every director whom he represents in addition to his own vote (if any) as a director, but he shall not be counted more than once for the purpose of determining whether or not a quorum is present.
- 24 An alternate director shall not be entitled to receive any remuneration from the Company in respect of his appointment as an alternate director, 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. Regulation 66 of Table A shall be modified accordingly.
- 25 An alternate director who is absent from the United Kingdom shall be entitled to receive notice of all meetings of directors and meetings of committees of directors. Regulation 66 of Table A shall be modified accordingly.
- 26 The appointment of an alternate director shall also terminate automatically on the happening of any event which if he were a director would cause him to vacate his office as a director. Regulation 67 of Table A shall be modified accordingly.

Delegation of directors' powers

- 27 Where any provision of these Articles refers to the exercise of a power, authority or discretion by the directors and that power, authority or discretion has been delegated by the directors to a committee of the directors, such provision shall be construed as permitting the exercise of such power, authority or discretion by such committee. Regulation 72 of Table A shall be modified accordingly.

Appointment and retirement of directors

- 28 Notwithstanding any other provision of these Articles, the holder or holders of a majority in nominal value of the issued ordinary shares in the capital of the Company may at any time and from time to time appoint any person to be a director (provided that any such appointment does not cause the number of directors to exceed a number fixed by or in accordance with these Articles as the maximum number of directors) or remove any director from office. Every such appointment or removal shall be effected by notice in writing and signed by or on behalf of the relevant holder or holders. Such notice may be in the form of a facsimile or other machine-made copy and shall take effect immediately (or on such later date, if any, specified in the notice) upon deposit of the notice at the registered office of the Company marked for the attention of the directors. Any such notice of appointment or removal may consist of several documents in similar form, each signed by or on behalf of one or more holders.

Remuneration of directors

- 29 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 or may receive such other benefits as the directors may determine. Regulation 82 of Table A shall be modified accordingly.

Authorisation of directors' interests

- 30 For the purposes of section 175 of the 2006 Act, the Board shall have the power to authorise any matter which would or might otherwise constitute or give rise to a breach by a Director of the duty to avoid conflicts of interest set out in that section of the 2006 Act.
- 31 Authorisation of a matter under Article 30 shall be effective only if:
- 31.1 the matter in question shall have been proposed in writing for consideration by the Board, or in such other manner as the Board may determine;
- 31.2 any requirement as to the quorum at the meeting of the Board at which the matter is considered is met without counting the Director in question and any other interested Director (together the Interested Directors); and
- 31.3 the matter was agreed to without the Interested Directors voting or would have been agreed to if the votes of the Interested Directors had not been counted.

- 32 Unless otherwise determined by the Board (excluding the Interested Directors), any authorisation of a matter under Article 30 shall extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised.
- 33 Any authorisation of a matter under Article 30 shall be on such terms and/or conditions as the Board (excluding the Interested Directors) may determine, whether at the time such authorisation is given or subsequently and may be varied or terminated by the Board (excluding the Interested Directors) at any time. Such terms or conditions may include (without limitation) terms and conditions as to the duration, renewal and/or revocation of the authorisation, and/or the exclusion of the Interested Directors from all information and discussion of the matter in question. A Director shall comply with any obligations imposed on him by the Board (excluding the Interested Directors) pursuant to any such authorisation.
- 34 If a Director receives or has received any information otherwise than by virtue of his position as a director of the Company and in respect of which he owes a duty of confidentiality to another person, the Director is under no obligation to:
- 34.1 disclose any such information to the Company, the Board or any other director or employee of the Company; or
- 34.2 use or apply any such information in connection with the performance of his duties as a Director;
- provided that to the extent that such duty of confidentiality arises out of a situation or relationship which would or might otherwise constitute or give rise to a breach by the Director of the duty to avoid conflicts of interest set out in section 175 of the 2006 Act, this Article shall apply only if such situation or relationship has been authorised by the Board under Article 30.
- 35 A director shall not, save as otherwise agreed by him, be accountable to the Company for any benefit which he (or a person connected with him) derives from any matter authorised by the Board under Article 30 and any contract, transaction or arrangement relating thereto shall not be liable to be avoided on the grounds of any such benefit.

Proceedings of directors

- 36 A director who is absent from the United Kingdom shall be entitled to receive notice of all meetings of directors and meetings of committees of directors. A director may waive (either prospectively or retrospectively) the requirement that notice of a meeting of the directors or of a committee of the directors be given to him. Regulation 88 of Table A shall be modified accordingly.
- 37 The quorum for the transaction of business of the directors shall be two unless there is a sole director, in which event, the sole director shall constitute a quorum. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum. Regulation 89 of Table A shall be modified accordingly.

- 38 A meeting of the directors or of a committee of the directors who are not all in one place may consist of a conference between directors (or their alternates) through the medium of conference telephone or any form of electronic communication or similar form of communications equipment or combination of such methods provided that each director (or his alternate) participating in the meeting is able to hear and speak to each other participating director (or his alternate) throughout the meeting. A director (or his alternate) 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. Subject to the Act, all business transacted in such manner by the directors or a committee of the directors shall for the purposes of these Articles be deemed to be validly and effectively transacted at a meeting of the directors or of a committee of the directors notwithstanding that fewer than two directors or alternate directors are physically present at the same place. 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. The word "meeting" in these Articles shall be construed accordingly.
- 39 Without prejudice to the obligation of any director to disclose his interest in accordance with the Act or the provisions of these Articles, in respect of any matter in which a director is in any way interested, he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence thereof. Regulations 94 to 98 of Table A shall be modified accordingly.
- 40 If and so long as there is a sole director, he shall be entitled to exercise all the powers and authorities vested in the directors by these Articles or Table A, in which event, the provisions of these Articles and Table A shall be construed accordingly. A sole director may exercise any such powers and authorities by resolution in writing signed by him.

Capitalisation of profits

- 41 The directors may, with the authority of an ordinary resolution of the Company, resolve that any shares allotted under regulation 110 of Table A to any member in respect of a holding by the member of any partly paid shares shall, so long as those shares remain partly paid, rank for dividends only to the extent that the partly paid shares rank for dividend. Regulation 110 of Table A shall be modified accordingly.

Company communications

- 42 Anything sent or supplied by or to the Company under these Articles may be sent or supplied in any way in which the 2006 Act provides for documents or information which are authorised or required by any provision of the 2006 Act to be sent or supplied by or to the Company.
- 43 Any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which

that director has asked to be sent or supplied with such notices or documents for the time being.

- 44 A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
- 45 Anything sent to a member under these Articles may be sent to that member's address as registered in the register of members, unless:
- 45.1 the member and the Company have agreed that another means of communication is to be used, and
- 45.2 the member has supplied the Company with the information it needs in order to be able to use that other means of communication.
- 46 Any notice or document sent to a director may be sent to that director's address as registered in the register of directors, unless:
- 46.1 the director and the Company have agreed that another means of communication is to be used, and
- 46.2 the director has supplied the Company with the information it needs in order to be able to use that other means of communication.
- 47 Any member whose registered address is not within the United Kingdom shall be entitled to have notices or documents given to him at that address.
- 48 A notice or document sent by post to an address outside the United Kingdom shall be deemed to be given at the expiration of seven days after the envelope containing it was posted.
- 49 Regulations 111, 112, 115 and 116 of Table A shall not apply to the Company.

Indemnity

- 50 The Company may indemnify any director, alternate director, secretary or other officer of the Company (other than any person (whether an officer or not) engaged by the Company as an auditor) out of the assets of the Company from and against any loss, liability or expense incurred by him or them in relation to the Company provided that this Article shall have effect, and any indemnity provided by or pursuant to it shall apply, only to the extent permitted by, and subject to the restrictions of, the 2006 Act. This Article does not allow for or provide (to any extent) an indemnity which is more extensive than as permitted by the 2006 Act and any such indemnity is limited accordingly. This Article is also without prejudice to any indemnity to which any person may otherwise be entitled. Regulation 118 of Table A shall not apply.
- 51 To the extent permitted by, and subject to the restrictions in, the 2006 Act and without prejudice to any indemnity to which he may otherwise be entitled, the board shall have the power to provide funds to meet any expenditure incurred or to be incurred by any

director, alternate director, secretary or other officer of the Company (other than any person (whether an officer or not) engaged by the company as an auditor) in defending any criminal or civil (including regulatory) proceedings, or in connection with an application under the 2006 Act, or to enable him to avoid incurring such expenditure.

- 52 Without prejudice to the provisions of regulation 87 of Table A or the provisions of these Articles, the directors may exercise all the powers of the Company to purchase and maintain insurance for the benefit of a person who is an officer or employee, or former officer or employee, of the Company or of a company which is a subsidiary undertaking of the Company or in which the Company has an interest (whether direct or indirect), or who is or was a trustee of a retirement benefits scheme or another trust in which an officer or employee or former officer or employee is or has been interested, indemnifying him against liability for negligence, default, breach of duty or breach of trust or another liability which may lawfully be insured against by the Company.

Name and addresses of subscribers

**T&H Secretarial Services Limited
Sceptre Court
40 Tower Hill
London EC3N 4DX**

for and on behalf of T&H Secretarial Services Limited

dated 2009

witness signature

name

address Sceptre Court, 40 Tower Hill, London, EC3N 4DX

occupation