

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 07034937

The Registrar of Companies for England and Wales hereby certifies that
VSPN LTD

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

Given at Companies House on 30th September 2009



N07034937K



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

7034937

Company name

VSPN LTD

I,

DAVID GRAHAM BELL

of

**13 BURNSIDE ROAD
BURNSIDE
GLASGOW
UNITED KINGDOM
G73 4RL**

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: **30/09/2009**



XGK0JDPI

*Company Name
in full:*

VSPN LTD

*Proposed Registered
Office:*

**PHOENIX HOUSE BARTHOLOMEW STREET
NEWBURY
BERKSHIRE
RG14 5QA**

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

Agent's Name:

JORDANS (SCOTLAND) LIMITED

Agent's Address:

**24 GREAT KING STREET
EDINBURGH
EH3 6QN**

Company Secretary

Name **WJM SECRETARIES LTD**

Address: **302 ST VINCENT STREET
GLASGOW
UNITED KINGDOM
G2 5RZ**

Consented to Act: **Y** *Date authorised* **30/09/2009** *Authenticated:* **YES**

Director 1:

Name **MR DAVID GRAHAM BELL**

Address: **13 BURNSIDE ROAD
BURNSIDE
GLASGOW
UNITED KINGDOM
G73 4RL**

Nationality: **BRITISH**

Business occupation: **SOLICITOR**

Date of birth: **04/05/1963**

Consented to Act: **Y** *Date Authorised:* **30/09/2009** *Authenticated:* **YES**

Director 2:

Name **WJM DIRECTORS LTD**

Address: **302 ST VINCENT STREET
GLASGOW
UNITED KINGDOM
G2 5RZ**

Consented to Act: **Y** *Date Authorised:* **30/09/2009** *Authenticated:* **YES**

Authorisation

Authoriser Designation: **agent**

Date Authorised: **30/09/2009**

Authenticated: **Yes**

THE COMPANIES ACTS 1985 AND 2006

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

VSPN Ltd

("the Company")

1. The Company's name is VSPN Ltd.
2. The Registered Office of the Company will be situated in England and Wales.
3. The objects for which the Company is established are:-
 - (a) To carry on business as a general commercial company.
 - (b) To purchase, feu, lease, hire, take on licence or otherwise acquire, take options over or sell, dispose of, turn to account, exchange, let on lease, grant licences, options, rights and privileges in respect of and/or deal with any heritable or moveable, real or personal property and any rights or privileges necessary therefor or convenient thereto and to improve, manage, erect, construct, enlarge, alter and develop, maintain, pull-down and demolish any heritable and/or freehold and/or leasehold property.
 - (c) To borrow and raise money in any manner and/or to secure the payment or repayment of money or the observance of any obligations or liabilities whatever in such manner as the Board of Directors or the shareholders (by way of ordinary resolution) shall think fit and for such purpose to mortgage or charge, by way of Standard Security, Floating Charge, mortgage, charge, lien or otherwise in any manner of way, the whole or any part of the property, assets and undertaking of the Company, both present and future, including its uncalled capital, and to create, issue, make, draw, accept and negotiate perpetual or redeemable debentures or debenture stock, bonds or other obligations, bills of exchange, cheques, promissory notices or other negotiable instruments.
 - (d) To enter into any guarantee, contract of indemnity or suretyship with or without consideration in respect of the payment of money by, or the performance of any obligations of any kind by any person, firm or company and to grant security therefor in any manner of way including by way of mortgage, charge, standard security, lien or other security over all or any part of the undertaking, property or assets of the Company (including its uncalled capital) and in particular (but without prejudice to the generality of the foregoing) with or without consideration to guarantee or give security as aforesaid for the payment of any principal moneys, premiums, interest and

other moneys secured by or payable under any obligations or securities including particularly obligations or securities of any company which is in relation to the Company a holding company or a subsidiary of such holding company, or a subsidiary of the Company (all within the meaning of Section 1159 of the Companies Act 2006 and any statutory amendment or re-enactment thereof) or which is otherwise associated with the Company in business.

- (e) To lend or advance money or give credit with or without security and otherwise on such terms as may be thought fit to any person, firm or company (including, without prejudice to the foregoing generality any holding company, subsidiary company, subsidiary undertaking or any other company associated in any way with the Company) and to receive money on deposit or loan upon any terms.
- (f) To invest and deal with the funds of the Company in such investments or upon such securities and in such manner as may from time to time be determined and from time to time to subscribe for, take, purchase and otherwise acquire, hold, sell, deal with and dispose of shares, stocks, debentures, debenture stocks, bonds, securities, obligations or other investments, rights or interests of or in any other company or companies constituted or carrying on any business in any part of the world guaranteed by any government or authority public, local or regional or any other body in the United Kingdom or elsewhere.
- (g) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere in the world any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, service marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (h) To acquire or undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as the consideration or part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, cash and/or any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (i) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of that company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (j) To amalgamate or enter into partnership or joint venture with any person or company carrying on any business or having any objects similar to any of the businesses or objects of the Company or which may, directly or indirectly, benefit or advance the objects or interests of the Company and to make and carry into effect arrangements

regarding the provision of services, the purchase or sale of commodities and the prices thereof, the employment, regulation and remuneration of employees and the sharing of profits, union of interests or co-operation, either in whole or in part, with any such person or company and that in such manner and on such terms and conditions as may be considered to be for the benefit of the Company.

- (k) 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 in the employment or service of, or shall have rendered services of any kind to the Company or any company which is the holding company or a subsidiary of the Company or such holding company or is allied to, or associated with the Company or with any such holding company or subsidiary or which was a predecessor in business of the Company or of any such other Company as aforesaid or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid or any person in whose welfare the Company or any such other company as aforesaid is or has been at any time interested and to or for the benefit of the spouses, widows, widowers families and dependants of any such persons and to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid; and to subscribe or guarantee money for any charitable or benevolent objects or for any exhibition or for any public, general or useful object and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Provided that without the previous sanction of an ordinary resolution of the Company the foregoing power shall not be exercised in favour of any person who is or was a Director of the Company or of any such other company as aforesaid but who does not hold or has not held any salaried employment or office in the Company or in any such other company as aforesaid or in favour of the spouse, widow, widower, family or dependant or any such person.
- (l) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (m) To enter into any arrangements with any government or authority (municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions.
- (n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payment by way of subvention or otherwise and any other arrangements which may seem desirable

with respect to any business or operations of or generally with respect to any such company or companies.

- (o) To sell or otherwise dispose of or turn to account the whole or any part of the undertaking or property or assets of the Company, either together or in portions for such consideration as the Company may think fit, including the shares, debentures, debenture stock or securities of any company purchasing the same.
- (p) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (q) To remunerate any person, firm or company for services rendered or to be rendered to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (r) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any persons, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- (s) Subject to the provisions of the Companies Act 1985, the Companies Act 2006 and any statutory amendments or re-enactments thereof, to purchase its own shares (including any redeemable shares) and, provided it remains as a private company, to make a payment in respect of the redemption or purchase of its own shares otherwise than out of the distributable profits of the Company or the proceeds of a fresh issue of shares.
- (t) To distribute among the members of the Company in kind any property of the Company of whatever nature.
- (u) Subject to and in accordance with a due compliance with the provisions of the Companies Act 1985 and any statutory amendment or re-enactment thereof, to give, whether directly or indirectly, any kind of financial assistance (as defined in section 152 of the said Act) for any such purpose as is specified in section 151(1) and / or section 151(2) of the said Act.
- (v) To procure the Company to be registered or recognised in any part of the world.
- (w) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with another or others.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

- (1) The objects set forth in each sub-clause of this Clause shall not 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 sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

- (2) None of such sub-clauses and none of the objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate company.
- (3) The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

- 4. The liability of the members is limited.
- 5. The Company's share capital is £1000 divided into 1000 shares of £1.

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.

Name and address of Subscriber	Number of shares taken by the Subscriber
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For and behalf of WJM Share Nominees Limited 302 St Vincent Street GLASGOW G2 5RZ

-	One Ordinary share
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Total shares taken

-	1
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Dated 30/09/2009

THE COMPANIES ACTS 1985 AND 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

VSPN Ltd

("the Company")

PRELIMINARY

1. (a) The regulations and definitions contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 as amended ("Table A") shall except where the same are excluded or varied by or are inconsistent with the following articles apply to the Company and together with the following articles shall constitute the articles of the Company.
- (b) In regulation 1 of Table A the words "and in articles of association adopting the same" shall be inserted on each occasion after the word "regulations".
- (c) Regulations 5, 8, 24, 41, 59, 64, 65, 76 to 78 (inclusive), 87, 94 to 97 (inclusive) and 118 of Table A shall not apply.
- (d) In these Articles unless inconsistent with the context:

"CA 1985" means the Companies Act 1985, to the extent that it is in force from time to time, and any statutory amendment thereto;

"CA 2006" means the Companies Act 2006, to the extent that it is in force from time to time, and any statutory amendment thereto;

 - (i) words importing the singular include the plural and vice versa; words importing one gender include the other genders; and words importing persons include bodies corporate and unincorporated;
 - (ii) references to Articles are references to these Articles and references to paragraphs and sub-paragraphs are, unless otherwise stated, references to paragraphs of the Article or references to the sub-paragraphs of the sub-paragraph in which the references appears;

- (iii) save as aforesaid, any words or expressions defined in the CA 1985 or CA 2006 shall, if not inconsistent with the subject or context, bear the same meanings in the Articles; and
 - (iv) a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force for the time being, taking account of any amendment or re-enactment or extension and includes any former statute, statutory provision or subordinate legislation which it amends or re-enacts.
2. The Company is a private company. No offer will be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and there will be no allotment of or agreement to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

ALLOTMENT OF SHARES

3. The Directors are authorised generally and unconditionally for the purposes of Section 80 of the CA 1985 to allot, issue, grant options over and otherwise deal with such number of relevant securities (as defined in Section 80(2) of the CA 1985) on such terms and conditions as they may in their discretion think fit subject always to the following conditions and the other provisions of the Articles:-
- 3.1 the maximum amount of relevant securities to be allotted in pursuance of this authority shall be the unissued shares in the capital of the Company for the time being; and
 - 3.2 this authority shall expire, unless sooner renewed, revoked or altered by ordinary resolution of the Company in general meeting, on the expiry of the period of five years from the date of incorporation of the Company provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the power conferred hereby had not expired. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by ordinary resolution of the Company.
4. In accordance with Section 91(1) of the CA 1985, Section 89(1) and 90(1) to (6) (inclusive) of the CA 1985 shall not apply to the Company.

SHARES AND SHARE CERTIFICATES

5. Every certificate in respect of shares shall be executed on behalf of the Company by two directors or one director and the secretary and Regulation 6 of Table A shall be modified accordingly.
6. The Company shall have a first and paramount lien on every share, for all money (whether presently payable or not) called or payable at a fixed time in respect of that share. The Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all money owing to the Company by him or

his estate whether as a member or not and whether presently payable or not. The directors may at any time declare any share to be wholly or partly exempt from all the provisions of this Article. Without prejudice to the foregoing, the Company's lien on a share extends to any amount payable in respect of it.

7. The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".
8. The Company shall be entitled, but shall not be bound, to recognise in such manner and to such extent as it may think fit any trusts in respect of any of the shares of the Company. Notwithstanding any such recognition the Company shall not be bound to see to the execution, administration or observance of any trust, whether expressed, implied or constructive, in respect of any shares of the Company and shall be entitled to recognise and give effect to the acts and deeds of the registered holders of such shares as if they were the absolute owners thereof. For the purpose of this Article "trust" includes any rights in respect of any shares of the Company other than an absolute right thereto in the registered holder thereof for the time being of such other rights in case of transmission thereof as are mentioned in Table A.

TRANSFER AND TRANSMISSION OF SHARES

- 9.1 No share shall be issued or transferred to any bankrupt or person of unsound mind.
- 9.2 The directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share (whether or not it is fully paid).

GENERAL MEETINGS

- 10.1 A notice convening a general meeting shall require to specify the general nature of all the business to be transacted with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, and the appointment of, and the fixing of the remuneration of, the auditors. Regulation 38 of Table A shall be modified accordingly.
- 10.2 Every notice convening a general meeting shall comply with the provisions of Section 325(1) of the CA 2006 as to giving information to members in regard to their right to appoint proxies; and 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.

PROCEEDINGS AT GENERAL MEETINGS

- 11.1 Regulation 40 in Table A shall be read and construed as if the words "at the time when the meeting proceeds to business" were added at the end of the first sentence.
- 11.2 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; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved.

- 11.3 A poll may be demanded at any general meeting by any member entitled to vote at it. Regulation 46 of Table A shall be modified accordingly.
- 11.4 On a show of hands or on a poll votes may be given either personally or by proxy.

DIRECTORS

- 12.1 Unless otherwise determined by ordinary resolution the number of the directors of the Company (other than alternate directors) shall not be subject to any maximum number and the minimum number shall be one. In the event of the minimum number of the directors being one, a sole director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the directors generally and Regulation 89 in Table A shall be modified accordingly.
- 12.2 The Company may by ordinary resolution in general meeting appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.
- 12.3 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with Article 12.1. Subject to Section 168 of the CA 2006 and the provision of these Articles, any director so appointed shall hold office only until the conclusion of the next general meeting of the Company next following such appointment unless he is re-elected during such meeting.
- 12.4 There is no age limit for directors of the Company.

ALTERNATE DIRECTORS

- 13.1 A director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director appointed by him.
- 13.2 An alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Regulation 66 of Table A shall be modified accordingly.
- 13.3 A director, or any such other person as is mentioned in Article 13.1, 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.

- 13.4 The appointment of an alternate director shall automatically determine on the happening of any event which if he were a director would cause him to vacate office. An alternate director shall also cease to be an alternate director if his appointor ceases to be a director.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

14. The office of a director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Regulation 81 in Table A shall be modified accordingly.
15. In addition and without prejudice to the provisions of Section 168 of the CA 2006 the Company may by special resolution remove any director.

GRATUITIES AND PENSIONS

16. Without restricting the generality of their powers, the directors may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been directors of or employed by or in the service of the Company, its subsidiaries (if any) any company which is from time to time an immediate or indirect holding company of the Company or a subsidiary of any such holding company and any company which is otherwise allied to or associated with the Company and to the spouses, former spouses, widows, widowers, children and other relatives and dependants of any such person and may set up, establish, support and maintain pension, superannuation and other funds or schemes, (whether contributory or non-contributory) and make payments towards insurance or other payments (either in connection with any such fund or scheme or otherwise) for the benefit of such persons or any of them or any class of them and so that any Director shall be entitled to receive and retain for his benefit any such pension, annuity, gratuity allowance or other benefit whether under any such fund or scheme or otherwise.

BORROWING POWERS

17. The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the CA 1985 to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

FINANCIAL ASSISTANCE

18. The Directors may exercise the powers of the Company conferred by object 3 (u) of the Memorandum of Association of the Company.

PROCEEDINGS OF DIRECTORS

- 19.1 Provided that he shall have first disclosed the nature of his interest to the meeting, a director may vote at any meeting of the directors or of any committee of the directors on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest or duty whatsoever, and if he shall vote on any such resolution having declared his interest as aforesaid his vote shall be counted; and in relation

to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

- 19.2 A director may participate in a meeting of the directors or a committee of the directors of which he is a member by means of electronic communication, meaning communication comprising sounds or images or both transmitted (whether from one person to another, from one device to another or from a person to a device or vice versa)- (a) by means of a telecommunication system; or (b) by other means but in an electronic form.
- 19.3 A person in electronic communication with the chairman and with all other parties to a meeting of the directors or a committee of the directors of which he is a member shall be regarded for all purposes as personally attending such a meeting provided that (but only for so long as) at such a meeting he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by way of electronic communication.
- 19.4 A meeting at which one or more directors attends by way of electronic communication is deemed to be held at such place as directors attending such a meeting shall at the said meeting resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of those directors attending the meeting are physically present, or in default of such a majority, the place at which the chairman of the meeting is physically present.
- 19.5 A committee of directors has the power, unless the directors direct otherwise, to appoint as a member of the committee for any specific purpose a person who is not a director of the Company.

NOTICES

20. In Regulation 115 of Table A, the figure "48" shall be deleted and replaced by the figure "24".

INDEMNITY

21. Subject to the provisions of the CA 1985 and CA 2006 but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company is entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office, including any liability incurred by him (a) in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part; or (b) in connection with any application in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company. The Company may purchase and maintain for any person to whom this article applies insurance against any liability in respect of which he is entitled to be indemnified.

Name and address of Subscriber

For and behalf of
WJM Share Nominees Limited
302 St Vincent Street
GLASGOW
G2 5RZ

Dated 30/09/2009