

CRN SC003318

THE COMPANIES ACTS 1985 AND 1989

RESOLUTION of
YARM ROAD INTERNATIONAL LIMITED (the "Company")

On the 25th day of June 2007, the following Resolution in Writing (such resolution to have effect as a special resolution) was duly passed by the sole member of the Company entitled to attend and vote at a general meeting of the Company pursuant to the Company's articles of association

"THAT, the regulations contained in the document annexed to this resolution and, for the purpose of identification, signed by the signatory to this resolution, be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles thereof "

Signed

Rufus Laycock

Name Rufus Laycock

Title Secretary

TUESDAY



SBA7RS36

SCT

14/08/2007

1300

COMPANIES HOUSE

Company No SC003318

THE COMPANIES ACT 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

YARM ROAD INTERNATIONAL LIMITED

(Adopted by Resolution passed on 25 June 2007)

1. PRELIMINARY

1 1 In these Articles

"the Act" means the Companies Act 1985 including any statutory modification or re enactment thereof for the time being in force

Table A" means the Table A in the Schedule of Companies (Tables A to F) Regulations 1985 (as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 and by the Companies Act 1985 (Electronic Communications) Order 2000)

"Subsidiary" has the meaning as defined in Section 736 of the Act

"Holding Company" has the meaning as defined in the said Section 736 of the Act

"Group Company" means any company which in relation to the Company is a Subsidiary, a Holding Company or a Subsidiary of such Holding Company

1 2 The regulations contained in Table A shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or Articles of Association. References herein to regulations are to regulations in the said Table A unless otherwise stated

1 3 Where an ordinary resolution of the Company is expressed to be required for any purpose, a special or extraordinary resolution is also effective for that purpose, and where an extraordinary resolution is expressed to be required for any purpose, a special resolution is also effective for that purpose

2 SHARES

2 1 The Company is a private company limited by shares and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited

2 2 Subject as otherwise provided in the Act or in these Articles, the Shares shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons and in such manner as they think fit

2 3 The pre-emption provisions of Section 89 (1) of the Act and the provisions of sub sections (1) to (6) inclusive of Section 90 of the Act shall not apply to any allotment of the Company's equity securities

3 TRANSFER OF SHARES

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 a fully paid share. Regulation 24 shall not apply.

4. NOTICE OF GENERAL MEETINGS

- 4.1 Every notice calling a General Meeting shall specify the place and the day and hour of the meeting, and there shall appear with reasonable prominence in every such notice a statement that a member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote instead of him and that a proxy need not be a member of the Company.
- 4.2 The notice shall specify the general nature of the business to be transacted at the meeting, and if any resolution is to be proposed as an Extraordinary Resolution or as a Special Resolution, the notice shall contain a statement to that effect.
- 4.3 In the case of an Annual General Meeting, the notice shall also specify the meeting as such.

5. PROCEEDINGS AT GENERAL MEETINGS

In the case of joint holders of a share, a resolution in writing may be signed by any one of such joint holders. In the case of a corporation which holds a share, a resolution in writing may be signed on its behalf by any Director or the Secretary thereof. Regulation 53 shall be extended accordingly.

6 VOTES OF MEMBERS

- 6.1 A proxy shall be entitled to vote on a show of hands and Regulation 54 of Table A shall be modified accordingly.
- 6.2 In the case of an instrument in writing appointing a proxy (and, where it is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) at least one hour 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 or be delivered to the Secretary (or the chairman of the meeting) 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 instrument may be in the form of a facsimile or other machine made copy and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates. An instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been delivered for the purposes of any meeting shall not require again to be delivered for the purposes of any subsequent meeting to which it relates. Regulations 62(a), 62(b) and 62(c) shall not apply. Regulation 62(aa) shall apply save that the words "at least one hour" shall be substituted for the words "not less than 48 hours" in such Regulation.

7 CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

Any one of the Directors or the Secretary for the time being of any corporation which is a member of the Company, or any other person appointed by resolution of the Directors or other governing body of such corporation, may (subject to the Articles of Association of that corporation) act as its representative at any meeting of the Company or any class of members of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company

Any one of the Directors or the Secretary for the time being of the Company or any other person appointed by resolution of the Directors may act as its representative at any meeting of any corporation of which the Company is a member or of any class of members of such corporation and the person so authorised shall be entitled to exercise the same powers on behalf of the Company as the Company could exercise if it were an individual member of that corporation

8. DIRECTORS

8 1 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one Whenever the minimum number of directors is one, a sole director shall have authority to exercise all the powers and discretions by Table A and these Articles expressed to be vested in the directors generally, and regulations 64 and 89 in Table A shall be modified accordingly

8 2 A Director of the Company may be or become a Director or other officer or otherwise interested in any Holding Company of the Company or any other company promoted by such Holding Company or in which such Holding Company may be interested and Regulation 85 of Table A shall be extended accordingly

9. REMUNERATION OF DIRECTORS

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 shall be extended accordingly

10 ALTERNATE DIRECTORS

10 1 An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and of any committee of the Directors of which his appointor is a member and shall be entitled to attend and vote as a Director and be counted in the quorum at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director, his voting rights shall be cumulative but he shall not be counted more than once for the purposes of the quorum If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor An alternate Director shall not (save as aforesaid) have power to act as a Director, nor shall he be deemed to be a Director for the purposes of these Articles, nor shall he be deemed to be the agent of his appointor Regulations 66 and 69 shall not apply

10 2 An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only 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

11. DIRECTORS' INTERESTS

A Director shall not vote in respect of any contract or arrangement in which he is interested (and if he shall do so his vote shall not be counted) nor shall he be counted for the purpose of any resolution regarding the same in the quorum present at the meeting, but this Article shall not apply to any of the following matters, namely

- (a) any arrangement for giving to him any guarantee, security or indemnity in respect of money lent by him or obligations undertaken by him for the benefit of the Company or any of its subsidiaries, or
- (b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company, or any of its subsidiaries for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security, or
- (c) any contract by him to subscribe for or underwrite shares or debentures of the Company or any of its subsidiaries, or
- (d) any contract or arrangement with any other company in which he is interested only as a shareholder in or beneficially interested in shares or securities of that company and such shares or securities have a listing on the London Stock Exchange or any other recognised stock exchange, or
- (e) any such scheme or fund as is referred to in Article 17 which relates both to Directors and to employees or a class of employees and does not accord to any Director as such any privilege or advantage not generally accorded to the employees to which such scheme or fund relates, or
- (f) any contract or arrangement with a Group Company

The provisions of this Article may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction, by ordinary resolution of the Company, and any particular contract, arrangement or transaction carried out in contravention of this Article may be ratified by ordinary resolution of the Company. Regulations 94 to 97 shall not apply

12. DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 12 1 The office of a Director shall be vacated in any of the events specified in Regulation 81 and also if he shall in writing offer to resign and the Directors shall resolve to accept such offer or if he shall be removed from office by notice in writing signed by all his co Directors (being at least two in number), but so that if he holds an appointment to an executive office which thereby automatically determines such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company
- 12 2 Any provision of the Act which, subject to the provisions of these Articles, would have the effect of rendering any person ineligible for appointment or election as a Director or liable to vacate office as a Director on account of his having reached any specified age or of requiring special notice or any other special formality in connection with the appointment or election of any Director over a specified age, shall not apply to the Company

13 ROTATION OF DIRECTORS

The Directors shall not be subject to retirement by rotation. Regulations 73 to 75 and the second and third sentences of Regulation 79 shall not apply, and other references in the said Table A to retirement by rotation shall be disregarded

14 ASSOCIATE DIRECTORS

The Directors may from time to time appoint any person or persons to be an Associate Director or Associate Directors of the Company and may from time to time define, limit and/or restrict his or their powers and may fix and determine his or their remuneration and duties, and may at any time remove any such Associate Director provided always that any such Associate Director shall not be taken into account in calculating the quorum or be entitled to vote at any of the meetings of the Directors at which he maybe asked to be present and shall not

- (a) have any right of access to the books of the Company, or
- (b) be entitled to receive notice of or to attend meetings of the Directors, or
- (c) be entitled to participate in any respect in the exercise of the collective powers or duties of the Directors, or to exercise any individual powers or duties of a Director under these Articles (including this Article) provided that no act shall be done by the Directors which would impose any personal liability on any such Associate Director, whether under the Act or otherwise, except with his knowledge

15 VIDEO CONFERENCE AND TELEPHONE BOARD MEETINGS

- 15 1 The Directors, and any committee of the Directors, may meet by way of a video conference or conference telephone or similar equipment designed to allow everybody to take part in the meeting, or by way of a series of video conferences or telephone calls from the chairman of the meeting Participation in this way shall be treated as being present at the meeting
- 15 2 A meeting which takes place by a series of video conferences or telephone calls from the chairman shall be treated as taking place where the chairman is In other cases, meetings shall be treated as taking place where the largest group of the participants are or, if there is no such group, where the chairman is

16. WRITTEN RESOLUTIONS

A resolution in writing signed or approved by fax or by any electronic systems or by telephone and subsequently confirmed in writing or by fax or by electronic systems by all the directors for the time being and entitled to vote thereon or of a committee of directors shall be as valid and effectual as a resolution duly passed at a meeting of the directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents or other such forms of approval in the like form each signed or so approved by one or more of the directors, but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity This article shall replace Regulation 93

17. NOTICES

- 17 1 Any notice or other document required by these Articles to be given by the Company may be served on or delivered to any member or other person by the Company either
 - (a) personally,
 - (b) by sending it by post in a pre paid envelope to the address, if any, supplied by the member or other person to the Company as the address for service of documents,
 - (c) by delivering it to such address addressed as aforesaid,
 - (d) by fax (except for share certificates) to a fax number notified by the member or other person to the Company in writing, and
 - (e) by electronic mail (except for share certificates) to an address notified by the member or other person to the Company in writing

- 17 2 Where a notice or other document is served or delivered by post, service or delivery shall be deemed to be effected at the time when the envelope containing the same is posted, and in proving such service it shall be sufficient to prove that the envelope containing the notice or document was properly addressed, stamped and posted. Where a notice or other document (other than a share certificate) is served or delivered by fax, service or delivery shall be deemed to be effected at the time it was sent. Where a notice or other document (other than a share certificate) is served or delivered by electronic mail, service or delivery shall be deemed to be effected at the time it was sent.
- 17 3 Members may serve or deliver a document to the Company
- (a) by delivering it by hand to the registered office of the Company,
 - (b) by sending it by post or other delivery service in an envelope (with postage or delivery paid) to the registered office of the Company,
 - (c) by fax to the fax number notified by the Company in its communication to members for this purpose, and
 - (d) by electronic mail to the address notified by the Company in its communication to members for this purpose.
- 17 4 If a notice or document is delivered by hand, service or delivery shall be deemed to be effected at the time it is left at the registered office of the Company. If a notice or document is sent by post or other delivery service, service or delivery shall be deemed effected at the time it is received at the registered office of the Company. If a notice or document is sent by fax, service or delivery shall be deemed to be effected at the time it was received. If a notice or document is sent by electronic mail, service or delivery shall be deemed to be effected at the time it was received.
- 17 5 A member whose registered address is not within the United Kingdom shall be entitled to have notices sent to him as if he were a member with a registered address within the United Kingdom and the third sentence of Regulation 112 shall not apply.
- 17 6 Regulations 111 to 116, inclusive shall be modified accordingly.

18. INDEMNITY

- 18 1 Subject to the provisions of the Act and without prejudice to any indemnity to which a Director may otherwise be entitled, every Director and other officer of the Company (other than any person (whether an officer or not) employed by the Company as auditor) shall be entitled to be indemnified out of the assets of the Company against any liability attaching to him in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company, provided that this Article shall be deemed not to provide for, or entitle any such person to, indemnification to the extent that it would cause this Article or any element of it to be treated as void under the Act.
- 18 2 The Company may 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 any such other company, or who are or were at any time trustees of any pension fund or employee benefits trust in which any employees of the Company or of any such other company or subsidiary undertaking 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 the Company or any such other company, subsidiary undertaking, pension fund or employee benefits trust, and, to such extent as may be permitted by law, otherwise to indemnify or to exempt any such person against or from any such liability.

19. SOLE MEMBER

If and for so long as the Company has only one member

- (a) in relation to a general meeting, the sole member or a proxy for that member or (if the member is a corporation) a duly authorised representative of that member is a quorum and regulation 40 of Table A is modified accordingly,
- (b) a proxy for the sole member may vote on a show of hands and regulation 54 of Table A is modified accordingly,
- (c) the sole member may agree that any general meeting, other than a meeting called for the passing of an elective resolution, be called by shorter notice than provided for by the articles, and
- (d) all other provisions of the articles apply with any necessary modification (unless the provision expressly provides otherwise)

20 OVERRIDING PROVISIONS

Any member holding, or any members together holding, shares carrying not less than 90 per cent of the votes which may for the time being be cast at a General Meeting of the Company may at any time and from time to time

- (a) appoint any person to be a Director (whether to fill a vacancy or as an additional Director),
- (b) remove from office any Director howsoever appointed but so that if he holds an appointment to an executive office which thereby automatically determines such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company,
- (c) by notice to the Company require that no unissued shares shall be issued or agreed to be issued or put under option without the consent of such member or members
- (d) restrict any or all powers of the Directors in such respects and to such extent as such member or members may by notice to the Company from time to time prescribe

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed by the member or members. The notice may consist of several documents in similar form each signed by or on behalf of one or more holders and shall be left or sent by post or facsimile transmission to the office or such other place designated by the Directors for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of such member or members has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.

To the extent of any inconsistency this Article shall have overriding effect as against all other provisions of these Articles.