

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

REDDING-MORRISON LIMITED

No. SC211225



PRELIMINARY

- 1.1 In the articles of association here set forth as may be amended from time to time ('the articles') the expression 'the Act' means the Companies Act 1985, and, for the purpose of the articles, Table A in The Companies (Tables A to F) Regulations 1985 S.I. No 805 or any alteration or replacement thereof ('Table A'), as statutorily in force on the date when the articles are adopted by the company named above ('the Company'), is deemed to be included in and shall be construed as one with the Act.
- 1.2 The Regulations contained in Table A are adopted by the Company subject to and together with the articles (such Regulations and the articles are together hereinafter called 'the regulations' and deemed to be comprised within the expression 'the regulations' as used in Table A).
- 1.3 Words and expressions used in the regulations, unless the context otherwise requires, have the same meaning as in the Act as in force at the date of the articles.
- 1.4 Statutory references in the articles shall include, subject as aforesaid, the statute as may be amended, extended or applied by or under any other statutory provision or as re-enacted.

SHARE CAPITAL

- 2 The authorised share capital of the Company at the time of adoption of these Articles is £2.00 divided into 2 Ordinary Shares of £1.00 each.

SHARES

- 3 Subject to any contrary direction given by the Company in general meeting and the provisions of the Act and of these Articles, the directors are authorised to create, allot, deal with or dispose of the shares which are authorised but unissued from the date of incorporation of the Company to such persons, on such terms and in such manner as

they think fit.

- 4 The Company may in accordance with and subject to Part V of the Act and all other provisions (if any) in force for the time being as to the increase, maintenance and reduction of share capital:
 - 4.1 give financial assistance directly or indirectly for the purpose of acquiring any shares in the Company, or its holding company, or subsidiary company of its holding company, if any;
 - 4.2 issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof, except that no redeemable shares may be issued at any time when there are no issued shares of the Company which are not redeemable;
 - 4.3 purchase its own shares including its own redeemable shares;
 - 4.4 make a payment in respect of the redemption or purchase of any of its own fully-paid shares out of the distributable profits of the Company or the proceeds of a fresh issue of shares or, so long as the Company is a private company, out of capital, or, so long as aforesaid, partly out of one and partly out of the other, and as to redemption on such date or dates (to be fixed prior to the issue of such shares) and terms and in such manner as may be determined at any time or times by the directors but so that the amount to be paid on redemption shall be the paid-up amount thereof plus the net amount of any arrears of dividends thereon.
- 5 The directors may in their absolute discretion, and without assigning any reason therefor, decline to register any transfer or any renunciation of any share whether or not it is a fully-paid share subject as hereinafter may be mentioned, provided always that the transferee of any fully paid share need not execute whether under seal or under hand the instrument of transfer, and subject hereto Regulations 23 and 24 of Table A are adopted.

GENERAL MEETINGS

- 6 For the purposes of the Company in general meeting, a quorum shall be made up of one person entitled to vote upon the business to be transacted, being a member of the Company, and can take a decision by the written resolution procedure and that decision shall be valid and effectual as if agreed by the Company in general meeting.

DIRECTORS

- 7.1 The number of the directors may be fixed by the Company, but unless and until so fixed there shall be no maximum number and the minimum number shall be one. The continuing directors or a sole continuing director may act notwithstanding any vacancies in the number thereof required by the articles. A quorum shall be made up of one director and that person shall have full authority to exercise all the powers and

discretions by the articles expressed to be vested in the directors, and Regulations 64 and 90 of Table A are not adopted, and subject hereto and as hereinafter mentioned Regulations 40 and 89 of Table A is adopted.

- 7.2 The directors need not retire by rotation. Regulations 73 to 78 of Table A are not adopted, and, subject to the articles, Regulation 79 of Table A except the words 'and shall not be taken into account in determining the directors who are to retire by rotation at the meeting' is adopted. The Company may by ordinary resolution appoint a person who is willing to be a director either to fill a casual vacancy or as an additional director.
- 7.3 Each director shall have power from time to time to nominate another director, or any person not being a director approved by the other directors, to act as the alternate thereof, and at the discretion of such director to remove such alternate director, save that a person not being a director who is appointed as an alternate shall not appoint an alternate, and each alternate director:
- 7.3.1 shall be subject to all the terms and conditions existing with reference to the other directors except as to power to appoint an alternate director and remuneration, and, subject to giving the Company an address at which notices may be served thereon, shall be entitled to receive notice of all meetings of the directors and shareholders and to attend, speak and vote at any such meeting at which the appointor thereof is entitled to be, but is not, present;
- 7.3.2 may act as alternate director to more than one director, and while so acting such person shall be entitled to a separate vote for each director thereby represented, and if any such alternate is a director the vote or votes thereof as an alternate director shall be in addition to the vote thereof as a director;
- 7.3.3 may be appointed or removed as an alternate director by letter, electronic mail via computer on the Internet or World Wide web ("e-mail"), facsimile transmission or in any other manner approved by the directors. Any telex or facsimile transmission shall be confirmed as soon as possible by letter but meanwhile may be acted upon by the Company;
- 7.3.4 appointed by any person ceasing to hold office as director shall cease simultaneously to have any power or authority to act as an alternate director provided always that any person who is an alternate director at a meeting when the appointor thereof ceases to be a director shall be deemed to be reappointed as an alternate director if at that meeting such appointor is reappointed or deemed to be reappointed as a director unless the contrary is expressed in writing by such appointor;
- 7.3.5 shall during the appointment thereof be an officer of the Company and shall not be deemed to be an agent of the appointor thereof and a director shall not be liable for the acts and defaults of any alternate director appointed thereby;
- 7.3.6 shall not be taken into account in reckoning the minimum number of directors allowed for the time being, but shall be counted for the purpose of reckoning

whether a quorum is present at any meeting of the directors attended thereby at which such alternate director is entitled to vote, and

- 7.3.7 shall not be entitled to receive any emoluments from the Company in respect of being an alternate director provided always that the Company may pay all travelling, hotel and other expenses properly incurred by such alternate director in attending and returning from meetings of the directors or any committee of the directors or general meetings of the Company or in connection with the business of the Company.
- 7.4 Subject to any written agreement between the members, the directors may receive such emoluments (whether by way of fees, salary, commission, participation in profits, or partly in one way and partly in another or otherwise) as shall from time to time be determined by the Company in general meeting, and any managing director may receive such emoluments determined as aforesaid, and Regulation 82 of Table A is adopted as if it applied to all such emoluments as aforesaid, and Regulation 84 of Table A is adopted except the last sentence.
- 7.5 The directors may retain any benefits received by them or any of them by reason of the exercise of any powers in Clause 3.20 of the memorandum of association, and subject hereto Regulation 87 of Table A is adopted.
- 7.6 The directors shall be reimbursed by the Company for all expenses incurred properly by them in the discharge of their duties in addition to any expenses payable under Regulation 83 of Table A, and in addition the Company shall repay, as the directors think fit, all costs, expenses and disbursements of or in connection with legal advice and without limitation other advice obtained in connection with the affairs of the Company.
- 7.7 The Company is not required to have a seal and the provisions of Regulation 83 of Table A shall apply only if the Company has a seal.
- 7.8 Notice of any meeting of the directors may be given by telephone or by computer via electronic mail on the internet or world wide web ("e-mail"). The contemporaneous linking together by telephone or via e-mail of a number of the directors being not less than the quorum and the company secretary shall be deemed to constitute a meeting of the directors wherever in the world they are, so long as:
- 7.8.1 none of the directors is absent from the meeting except only as to any of them who the chairman may have consented before the meeting may be absent therefrom;
- 7.8.2 the directors who are present at and throughout the meeting subject as hereinafter mentioned constitute a quorum;
- 7.8.3 at the commencement of the meeting each director acknowledges the presence thereof to all the other directors taking part;
- 7.8.4 each of the directors taking part and the company secretary are able to hear or

in the case of e-mail are connected on the line with each other of them subject as hereinafter mentioned throughout the meeting;

- 7.8.5 the directors present at the commencement of the meeting do not leave the meeting by disconnecting, but the meeting shall be deemed to have been conducted validly notwithstanding accidental disconnection during the meeting and the proceedings thereof shall be deemed to be as valid as if there had not been any disconnection,
- 7.8.6 and a minute of the proceedings shall be sufficient evidence thereof and of the observance of all necessary formalities if certified by both the chairman and the company secretary.
- 7.9 A director may vote as a director in regard to any contract or arrangement in which that director is interested or upon any matter arising thereout provided always that such interest is first disclosed to the directors, and such vote shall be counted and such director shall be counted in the quorum present at the meeting when any such contract or arrangement is under consideration, and subject hereto Regulations 85 and 89 of Table A are adopted.
- 7.10 Subject to section 310 of the Act and whether or not in connection with any application under sections 144 or 727 of the Act or otherwise, every director or other officer of the Company shall be indemnified out of the assets of the Company against all losses and liabilities, and the directors and other officers shall not be liable for any loss, damage or misfortune which may happen to or be incurred for the Company in the execution of their duties to the Company, and the Company may purchase and maintain insurance against liability relating to the Company in respect of any negligence, default, breach of duty and breach of trust attaching to any officer or auditor of the Company for the time being provided always that the directors shall state the existence of any such insurance in their report for each financial year, and subject hereto Regulation 118 of Table A is adopted.

WINDING UP

- 8 Any dividends resolved to be recommended, declared or paid, any sum resolved to be capitalised and the assets of the Company to be divided on a winding up shall be paid or distributed, subject to the articles and the rights attaching to the shares, in proportion to the nominal amount of the shares (whether or not fully paid) held by the members entitled thereto provided always that if any share is issued on terms that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly, and Regulation 104 of Table A is not adopted.