



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company No. 358775

The Registrar of Companies for Scotland hereby certifies that

TM 1298 LIMITED

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

Given at Companies House on **28th April 2009**



NSC358775Q



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



CHFP025

SC 358775

TM 1298 Limited

Edinburgh Quay, 133 Fountainbridge, Edinburgh EH3 9AG

do solemnly and sincerely declare that I am a † [Solicitor engaged in the formation of the company] ~~XXXXXXXXXXXXXXXXXXXX~~
~~XXXXXXXXXXXXXXXXXXXX~~
~~XXXXXXXXXXXXXXXXXXXX~~
~~XXXXXXXXXXXXXXXXXXXX~~ and 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.

Declarant's signature

M. L. B. M.

Declared at | Edinburgh

Edinburgh

Day Month Year

On	2	2	0	4	2	0	0	9
----	---	---	---	---	---	---	---	---

1 Please print name.

before me ① Susan Lea McFadyen

Signed

Susan Mayhew

Date 22-04-09

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to

Tods Murray LLP
Edinburgh Quay,
133 Fountainbridge,
Edinburgh, EH3 9AG

MBH.EMY.S00585.1297 Tel 0131 656 2000
DX number DX ED58 DX exchange Edinburgh

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ **DX 33050 Cardiff**
for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235**

**DX 235 Edinburgh
or LP - 4 Edinburgh 2**



SCT

SKTR29FI

28/04/2009

COMPANIES HOUSE

2



10

Please complete in typescript,
or in bold black capitals.

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

SE 358776

Company Name in full

TM 1298 Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Edinburgh Quay

133 Fountainbridge

Post town Edinburgh

County / Region Midlothian

Postcode EH3 9AG

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

X

Agent's Name Tods Murray LLP

Address Edinburgh Quay

133 Fountainbridge

Post town Edinburgh

County / Region Midlothian

Postcode EH3 9AG

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if you
do, it will help Companies House to
contact you if there is a query on the
form. The contact information that you
give will be visible to searchers of the

Tods Murray LLP
Edinburgh Quay,
133 Fountainbridge,
Edinburgh, EH3 9AG

MBH.EMY.S0585.1298 Tel 0131 656 2000
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Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland
DX 235 Edinburgh
or LP - 4 Edinburgh 2



SCT 28/04/2009 1
COMPANIES HOUSE

Company Secretary (see notes 1-5)

Company name TM 1298 Limited

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

TM Company Services Limited

Previous forename(s)

Previous surname(s)

Address ††

Edinburgh Quay

133 Fountainbridge

Post town

Edinburgh

County / Region

Midlothian

Postcode

EH3 9AG

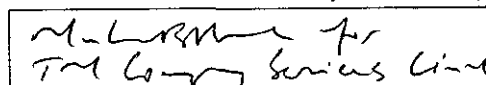
Country

Scotland

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

I consent to act as secretary of the company named on page 1

Consent signature



Date

22-04-09

Directors (see notes 1-5)

Please list directors in alphabetical order

For and on behalf of

TM Company Services Limited

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Holmes

Previous forename(s)

Malcolm Brian

Previous surname(s)

Address ††

1 Templar's Cramond

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Post town

Edinburgh

County / Region

Midlothian

Postcode

EH4 6BY

Country

Scotland

Date of birth

Day Month Year

0

1

0

7

1

9

6

8

Nationality

British

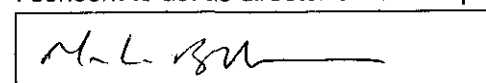
Business occupation

Solicitor

Other directorships

I consent to act as director of the company named on page 1

Consent signature



Date

22-04-09

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Reynard Nominees Limited

Previous forename(s)

Previous surname(s)

Address ☐

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Edinburgh Quay

133 Fountainbridge

Post town

Edinburgh

County / Region

Midlothian

Postcode

EH3 9AG

Country

Scotland

Day Month Year

Date of birth

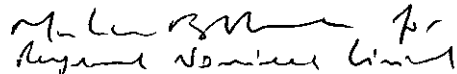
Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

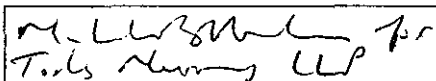


Date

22-04-09

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed



Date

22-04-09

Signed

Signed

Signed

Signed

Signed

Signed

Date

Date

Date

Date

Date

Date

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years**, when the person was a director, **was** :
 - dormant,
 - a parent company which wholly owned the company making the return,
 - a wholly owned subsidiary of the company making the return, or
 - another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet

CHWP000

Company Name

TM 1298 Limited

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

☐

Post town

County / Region

Postcode

Country

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

TM Company Services Limited

Previous forename(s)

Previous surname(s)

Address †

☐

Post town

County / Region

Postcode

Country

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Edinburgh Quay

133 Fountainbridge

Edinburgh

Midlothian

EH3 9AG

Scotland

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

M. L. B. for
TM Company Services Limited

Date

22-04-09

THE COMPANIES ACTS 1985 to 2006
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

TM 1298 LIMITED

2009

DND.EMY.S00585.1298



TODS MURRAY LLP
SOLICITORS

Edinburgh Quay 133 Fountainbridge Edinburgh EH3 9AG

Tel 0131 656 2000 Fax 0131 656 2020 DX ED58

Also at: 33 Bothwell Street Glasgow G2 6NL Tel 0141 275 4771 Fax 0141 275 4781 DX 512815-Glasgow Central

Email maildesk@todsmurray.com

www.todsmurray.com

THE COMPANIES ACTS 1985 to 2006
PRIVATE COMPANY LIMITED BY SHARES

COMPANIES HOUSE
FEE PAID
EDINBURGH

MEMORANDUM OF ASSOCIATION

of

TM 1298 LIMITED

TUESDAY



SKTQ09E6

SCT

28/04/2009

16

COMPANIES HOUSE

- 1 The Company's name is "TM 1298 LIMITED".
- 2 The Company's registered office is to be situated in Scotland.
- 3 The Company's objects are:-
 - 3.1 To carry on, directly or indirectly, whether by itself or through subsidiary, associated or allied companies or firms in all or any of its branches any business, undertaking, project or enterprise of any description whether of a private or public character.
 - 3.2 To carry on all or any businesses connected with or ancillary or complementary to the foregoing business or which, in the opinion of the Directors of the Company, can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.
 - 3.3 To purchase, feu, take on lease, exchange, hire or otherwise acquire and hold for any estate or interest any real or personal or heritable or moveable property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
 - 3.4 To borrow or raise money upon such terms and on such security as may be considered expedient, and in particular by the issue or deposit of notes, debentures or debenture stock (whether perpetual or not) and to secure the repayment of any money borrowed raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.
 - 3.5 To manufacture any apparatus, appliances, plant, machinery, tools, goods or things for the purposes of any business of the Company or the manufacture of which may seem calculated directly or indirectly to benefit the Company.
 - 3.6 To apply for, register, purchase or otherwise acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any designs, trade marks, patents, licences, concessions and the like, conferring an exclusive or non exclusive or limited right of user or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences or privileges in respect of or otherwise turn to account any rights and information so acquired.

- 3.7 To purchase, subscribe for or otherwise acquire and hold, sell and deal with any shares, stocks, or other securities of any other company constituted or carrying on business in any part of the world.
- 3.8 To purchase or otherwise acquire all or any part of the business, goodwill, assets, property and liabilities of
 - 3.8.1 any company or firm carrying on or proposing to carry on any business within the objects of the Company or
 - 3.8.2 any person carrying on any business within the said objectsand to conduct and carry on, or liquidate and wind up, any such business.
- 3.9 To pay for any property or rights acquired by the Company either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital 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.
- 3.10 To accept payment for any property or rights sold or otherwise disposed of or dealt with or for any services rendered by the Company, either in cash, by instalments or otherwise, or in shares of any company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or by debentures or debenture stock of any company or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, deal with or dispose of any consideration so received.
- 3.11 To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing, placing, underwriting, or guaranteeing the subscription of, shares, notes, debentures, debenture stock, bonds, stocks and securities of any company at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.
- 3.12 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 payments 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.
- 3.13 To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities (including land of any tenure in any part of the world) and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.
- 3.14 To lend and advance money or give credit on any terms and with or without security to such person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company) and on such terms as may be considered expedient and to receive money on deposit or loan from and enter into guarantees, contracts of indemnity and suretyships of all kinds whether secured on any assets of the Company or not and to secure or guarantee in any manner and

upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

- 3.15 To finance or assist in financing the sale of goods, articles or commodities of all and every kind or description by way of hire purchase or deferred payment, or similar transactions, and to institute, enter into, carry on, subsidise, finance or assist in subsidising or financing the sale and maintenance of any goods, articles or commodities of all and every kind and description upon any terms whatsoever, to acquire and discount hire purchase or other agreements or any rights thereunder (whether proprietary or contractual) and generally to carry on business and to act as bankers, financiers, traders, commission agents, or in any other capacity, and to import, export, buy, sell, barter, exchange, pledge, make advances upon or otherwise deal in goods, produce, articles and merchandise.
- 3.16 To enter into any arrangement with any government or other authority, supreme, municipal, local or otherwise, or any person or company and to obtain from any such government, authority, person or company all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain any Provisional Order, Act of Parliament or other legislative or executive act for the purposes of the Company or any other company or for effecting any alteration or modification of the Company's constitution.
- 3.17 To apply for, promote and obtain any Act of Parliament, order or licence of the Department of Trade and Industry or other authority for enabling the Company to carry any of its objectives 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 interest and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.
- 3.18 To enter into partnership or into any arrangements for joint working in business or for sharing profits or to amalgamate with any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- 3.19 To establish and maintain or procure the establishment and maintenance of any contributory or non contributory pension or superannuation funds or share purchase or share option schemes for the benefit of, and grant or procure the granting of donations, gratuities, pensions, allowances, benefits or emoluments to the Directors, former Directors, officers, former officers, employees or former employees of the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company or any persons in whose welfare the Company or any such other company as aforesaid is or has been interested, and the spouses, surviving spouses, families and dependants of any such persons, and to make payments for or towards the insurance of any such persons as aforesaid and to establish and support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit any such persons; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or any such subsidiary, holding or fellow subsidiary

- company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.
- 3.20 To subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any useful object of a public or general nature.
 - 3.21 To act as agents or brokers and as trustees for any person, firm or company and to undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously or otherwise.
 - 3.22 To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient, including shares, debentures or securities of any company purchasing the same.
 - 3.23 To build upon any land, and to alter, enlarge, maintain, rebuild, repair, decorate or otherwise improve any buildings, works and machinery.
 - 3.24 To promote, finance or assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
 - 3.25 Subject to and in accordance with a due compliance with the provisions of sections 155 to 158 (inclusive) of the Companies Act 1985 (if and so far as such provisions shall be applicable) to give, whether directly or indirectly, any kind of financial assistance (as defined in section 152(1) of the said Act) for any such purpose as is specified in section 151(1) and/or section 151(2) of the said Act.
 - 3.26 To pay all costs, charges and expenses incurred or sustained in or about the promotion or establishment of the Company, or which the Company shall consider to be in the nature of preliminary expenses including therein the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters.
 - 3.27 To remunerate any person or company rendering services to the Company, or in or about its formation or promotion, in such manner as may be thought expedient.
 - 3.28 To draw, make, accept, endorse, discount, negotiate, execute, and issue promissory notes, bills of exchange, bills of lading, scrip, warrants and other transferable or negotiable instruments.
 - 3.29 To effect, purchase, or otherwise acquire and keep up, at the cost of the Company, any policy or policies of assurance upon the life or lives of any persons holding any office or employment under the Company, and to surrender, sell, discharge or upgive any such policy as aforesaid.
 - 3.30 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, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.
 - 3.31 To procure the Company to be registered in any country or place.

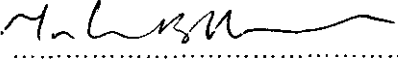
- 3.32 To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
- 3.33 To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub clause or from the terms of any other sub-clause or by the name of the Company. None of such sub clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub clause, but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub clauses.

It is hereby declared that where the context so admits the word "company" in this clause shall be deemed to include any partnership, firm or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 2006.

- 4 The liability of the members is limited.
- 5 The Company's share capital is £100 divided into 100 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.

<u>Names and Addresses</u> <u>of Subscribers</u>	<u>Number of Shares</u> <u>taken by each Subscriber</u>
<p>1. </p> <p>.....</p> <p>For and on behalf of Reynard Nominees Limited Edinburgh Quay, 133 Fountainbridge Edinburgh EH3 9AG</p>	<p>1</p>

Total Shares Taken

1

Dated: 22 April 2009

Witness to the above signatures:-



Emma Marie Young
Edinburgh Quay,
133 Fountainbridge
Edinburgh
EH3 9AG

THE COMPANIES ACTS 1985 to 2006
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

TM 1298 LIMITED

2009

DND.EMY.S00585.1298



TODS MURRAY LLP
SOLICITORS

Edinburgh Quay 133 Fountainbridge Edinburgh EH3 9AG

Tel 0131 656 2000 Fax 0131 656 2020 DX ED58

Also at: 33 Bothwell Street Glasgow G2 6NL Tel 0141 275 4771 Fax 0141 275 4781 DX 512815-Glasgow Central

Email maildesk@todsmurray.com

www.todsmurray.com

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THE COMPANIES ACTS 1985 to 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
of
TM 1298 LIMITED

1 CONSTITUTION AND INTERPRETATION

- 1.1 The Company is established as a private company within the meaning of Section 4(1) of the Companies Act 2006 in accordance with and subject to the provisions of the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force (hereinafter referred to as "the Act") and the Memorandum of Association of the Company. The Regulations contained in Table A in the Companies (Tables A to F) (Amendment) Regulations 2007 as amended by the Companies (Tables A to F) (Amendment) (No. 2) Regulations 2007 (hereinafter referred to as "Table A") shall apply to the Company so far as the same are not excluded or varied hereby or inconsistent herewith.

- 1.2 Regulations 2, 5, 24, 41, 64, 73 to 77 (inclusive), 80, 82, 87, 94 to 97 (inclusive) and 118 of Table A shall not apply to the Company and the following Regulations of Table A shall be modified:-

Regulation 3 so that the words "provided by the articles" shall be deleted and there shall be inserted in lieu thereof the words "specified in the articles or as the company before the allotment of the shares may by special resolution determine".

Regulation 6 so that the words "be sealed with the seal" shall be deleted and there shall be inserted in lieu thereof the words "bear autographic signatures of at least two directors or one director and the secretary".

Regulation 8 so that the words "(not being a fully paid share)" shall be deleted and the words "and the company shall also have a first and paramount lien on all shares standing registered in the name of a single person or in the name of any person jointly with another or others for all monies presently payable by him or any of them or his estate or their estates to the company" shall be inserted after the words "in respect of that share".

Regulation 10 so that the words "Neither the purchaser nor, if a different person, the transferee shall be bound to see to the application of the purchase money and" shall be inserted immediately before the words "The title".

Regulation 11 so that the words "thereof as determined by the directors" shall be inserted after the word "costs".

Regulation 15 so that the words "in whole or in part" shall be inserted after the words "remains unpaid".

Regulation 18 so that there shall be added to the end of the first sentence thereof the words "and all expenses that may have been incurred by the company by reason of such non-payment".

Regulation 38 so that the words "or a resolution appointing a person as a director" shall be deleted.

Regulation 59 so that the second sentence thereof shall be deleted.

Regulation 66 so that there shall be added to the end of the first sentence thereof the words "except 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 78 so that the words "Subject as aforesaid" and the words from and including the word "and" to the end of the Regulation shall be deleted.

Regulation 79 so that the second and third sentences thereof shall be deleted.

Regulation 81 so that the figures "1960" shall be deleted and the figures "1984" inserted in lieu thereof.

Regulation 84 so that the last sentence thereof shall be deleted.

Regulation 101 so that the words "The seal" shall be deleted and there shall be inserted in lieu thereof the words "If the company has a seal, it".

- 1.3 In these Articles the following expressions shall have the meanings set opposite them:-

"the Auditors" shall mean the auditors for the time being of the Company.

"equity share capital", "holding company" and "subsidiary" shall have the meanings respectively attributed to them by the Act.

"the Statutes" shall mean the Act and all other statutes from time to time in force concerning companies insofar as the same apply to the Company.

- 1.4 In these Articles, words and expressions defined in the Act and/or in Table A shall, save where otherwise defined in these Articles, bear the same meanings herein.

- 1.5 References in these Articles to the singular includes the plural and vice versa and references to any gender includes all genders.

- 1.6 Reference in these Articles to a meeting shall not be taken as requiring more than one person to be present if any quorum requirement can be satisfied by one person.

2 **SHARE CAPITAL**

The authorised share capital of the Company is £100 divided into 100 shares of £1 each.

3 VARIATION OF RIGHTS

- 3.1 Whenever the capital of the Company is divided into different classes of shares the special rights attached to any class may be varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up, only with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate meeting of the holders of the shares of that class, but not otherwise. To every such separate meeting all the provisions of these Articles relating to general meetings of the Company or to the proceedings thereat shall, *mutatis mutandis*, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class unless all the shares of the class are registered in the name of a single shareholder in which case the quorum shall be one person being that shareholder (or in the case of a corporate shareholder the duly authorised representative thereof) or (in either case) the proxy of such shareholder (but so that if at any adjourned meeting of such holders a quorum as above defined is not present those members or that member who are or is present shall be a quorum) and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively.
- 3.2 If any class of shares shall be issued with any preferential right to dividend or capital, the creation or issue of other shares ranking *pari passu* with that class as regards either dividend or capital shall not be deemed a variation of the rights of the holders of that class of shares (unless otherwise expressly provided by the latter's terms of issue).

4 TRUSTS

The Company shall be entitled, but shall not be bound, to accept and, in the event of acceptance, shall be entitled to record in such manner as it may think fit, notices of any trusts in respect of any shares of the Company. Notwithstanding any such acceptance and/or the making of any such record, the Company shall not be bound to see to the execution, administration, or observance of any trust whether express, 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 purposes of this Article "trust" includes any right in respect of any shares of the Company other than an absolute right thereto in the registered holder thereof.

5 ISSUE OF SHARES

- 5.1 The Directors are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985 (as amended)) provided that the aggregate of the nominal amount of such securities, where they are shares, and, where such securities are not shares, the nominal amount of the shares in respect of which such securities confer subscription or conversion rights shall not exceed the amount of the Company's authorised share capital from time to time.
- 5.2 The authority conferred by Article 5.1 shall expire on the date five years from the date of incorporation of the Company save 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 authority conferred hereby had not expired. The

authority hereby given may at any time (subject to the said Section 80) be reviewed, rendered or varied by ordinary resolution of the Company in general meeting.

- 5.3 The powers invested in the Directors to allot equity securities (within the meaning of Section 94(2) of the Companies Act 1985 (as amended)) shall be exercisable as if Sections 89(1) and 90(1) to (6) inclusive of the Companies Act 1985 (as amended) did not apply to the allotment thereof.
- 5.4 Subject to the special rights attached to any class of share and notwithstanding any other provisions of these Articles, (unless, subject to the due authorisation of any variation or abrogation of the special rights attached to any class of share, otherwise authorised by Special Resolution or agreed in writing by all the members holding shares in the equity share capital of the Company) any shares of the Company (including in relation to any allotment or issue referred to in this Article any securities or options in either case conferring the right to convert the same into or have allotted shares of the Company, references hereafter in this Article to "shares" being construed accordingly) from time to time proposed to be issued (or, in the case of options, granted) shall before issue (or grant) be offered on the same terms to the existing holders of the Company's equity share capital for subscription in proportion (as nearly as may be without involving fractions) to their existing holdings of equity share capital. Each such offer to every such holder shall be made in writing and shall state the total number and class of shares offered, the proportionate entitlement of that holder, the price per share and payment terms, that the offer is open for acceptance in whole or in part in writing within a period of 21 days from the date of the offer ("the offer period") and in default of such written acceptance by the offeree will lapse as regards that offeree and that an offeree who accepts his proportionate entitlement in full may, along with his acceptance, apply in writing to subscribe for a specified number of further shares on the same terms in the event of acceptances not being received for all the shares offered. Any shares so offered for which no acceptances have been received at the expiry of the offer period (or which would have been so offered but for such offer thereby involving fractions of shares) shall be allocated to those holders who have accepted the offer in full and who have offered to subscribe for further shares ("applicants"). In the event of competition for such shares, the same shall forthwith be allocated to the applicants as nearly as may be (without involving fractions or any applicant being allocated more than the number of shares specified by him in his application) pro rata to their existing holdings of equity share capital and this procedure shall be repeated as necessary until all the shares have been allocated. At the expiry of the offer period or, if it has been necessary to allocate shares to applicants pursuant to the foregoing procedure, at the conclusion of such procedure the Directors shall allot the shares (or grant the options) so offered to and amongst the holders who accepted the offer and the applicants entitled thereto in accordance with the foregoing provisions. Subject thereto the Directors may allot any shares (or grant any options) for which no acceptance or application has been duly received (including shares or options representing the fractions referred to above) to such persons as they may select provided that no such allotment (or grant) shall be made on terms more favourable to the allottees (or grantees) than those originally offered to the existing holders of the Company's equity share capital and provided further that the Directors shall not be entitled to make any such allotment (or grant) at any date later than the date two months after the expiry of the offer period.
- 5.5 Unless otherwise authorised by Special Resolution or agreed in writing by all the members holding shares in the equity share capital of the Company, no shares shall be allotted (or options granted) on terms that the right to take up the shares allotted

(or options granted) may be renounced or assigned to another and no person entitled to the allotment of a share may direct that such share be allotted or issued to any other person.

- 5.6 Subject to the provisions of the Statutes and these Articles and to any direction to the contrary that may be given by Special Resolution, all the unissued shares (including any redeemable shares) of the Company (whether forming part of the existing or any increased capital) shall be at the disposal of the Directors, who may offer, allot, issue, grant options or rights over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions and with such preferred, deferred or other special rights or restrictions whether in regard to dividend, voting, return of capital, the date on or by which or the dates between which the shares (if redeemable shares) are to be or may be redeemed or otherwise as the Directors may determine, but so that no shares shall be issued at a discount.

6 DISCLOSURE OF BENEFICIAL INTERESTS

The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information which they consider necessary for the purpose of determining the beneficial ownership of the shares (or any of them) in respect of which such person is registered, together with such evidence thereof as the Directors in their sole discretion require, and if such requirements are not complied with within 14 days of a written request therefor being made by the Directors (a) all the shares in respect of which such person is registered as aforesaid and in respect of which such information and evidence as aforesaid has not been furnished shall on written notice thereof being given by the Directors to such person be disenfranchised and accordingly such shares shall not for the purposes of these Articles and the Statutes entitle the holder to receive notice of or attend or vote at any general meeting of the Company or any meeting of any class of the shareholders of the Company (and shall remain so disenfranchised for so long as the Directors may determine or, if earlier, until such date as the Directors shall have been furnished with all information and evidence required by them for the purposes of this Article), and (b) the Directors may for such periods as are referred to in (a) above, withhold any dividends, other payments or distributions otherwise due or becoming due in respect of such shares.

7 TRANSFER AND TRANSMISSION OF SHARES

- 7.1 The Directors may in their absolute discretion and without assigning any reason therefor refuse to register any transfer of any share whether or not it is a fully paid share.
- 7.2 A transferor shall be deemed to remain the holder of any share transferred by any instrument of transfer until the name of the transferee is entered in the Register of Members in respect thereof.

8 GENERAL MEETINGS

- 8.1 A notice convening a general meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Regulation 38 of Table A shall be modified accordingly.
- 8.2 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, 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.

- 8.3 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.

9 DIRECTORS

The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution of the Company. 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. When only one person holds office as a Director, he shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Regulations 89 and 90 of Table A shall be modified accordingly.

10 BORROWING POWERS OF DIRECTORS

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

11 ALTERNATE DIRECTORS

A Director, or any such other person as is mentioned in Regulation 65 of Table A, may act as 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 be counted as only one for the purpose of determining whether a quorum is present.

12 DISQUALIFICATION OF DIRECTORS

In addition to the provisions of Regulation 81 of Table A, 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 shall be modified accordingly.

13 REMUNERATION OF DIRECTORS

The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree or, failing agreement, equally except that (unless such Ordinary Resolution otherwise provides) any

Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for such proportion of remuneration as relates to the period during which he has held office. In the event of any Director performing or rendering any duties or services to the Company which in the opinion of the Directors go beyond his ordinary duties as a Director, the Directors may pay such Director special remuneration and such special remuneration may be by way of salary, commission, participation in profits or otherwise as may be arranged.

14 PROCEEDINGS OF DIRECTORS

14.1 A meeting of the Directors or any committee thereof may, subject to notice thereof having been given in accordance with these Articles, be for all purposes deemed to be held when Directors are in simultaneous communication with each other by telephone or by any means of audio-visual communication, if all the Directors of the Company agree to treat the meeting as so held and the number of Directors participating in such communication constitutes the quorum of Directors which would otherwise be required by these Articles to be present at the meeting.

14.2 A Director, who has complied with the duty of disclosure contained in Regulation 85 of Table A and required by the Act, 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, relates to or touches upon a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution 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

15 PENSIONS, SHARE SCHEMES AND GRATUITIES

15.1 The Directors on behalf of the Company and without the approval of any resolution of the Company may establish, maintain, participate in and contribute to, or procure the establishment and maintenance of, participation in and contribution to, any pension, superannuation, benevolent or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of any persons (including Directors, former Directors, officers and former officers) who are or shall have been at any time in the employment or service (a) of the Company or (b) of any company which at the time is or was a subsidiary or a holding company of the Company or other subsidiary of a holding company of the Company or otherwise associated with the Company or any such other company or (c) of the predecessors in business of the Company or of any such other company as aforesaid, and/or for the benefit of the relations, spouses, surviving spouses, families, connections or dependents of any such persons and/or for the benefit of any other persons whose service or services have directly or indirectly been of benefit to the Company and their relations, spouses, surviving spouses, families, connections or dependents, and the Directors on behalf of the Company and without the approval of any resolution of the Company may grant or procure the grant of donations, gratuities, pensions, allowances (including allowances on death) or other payments or benefits of any kind to any such persons as aforesaid; and the Directors on behalf of the Company and without the approval of any resolution of the Company may establish, subsidise, subscribe to or support institutions, associations, clubs, schools, funds, trusts and schemes calculated or considered to be for the benefit of any such persons as aforesaid or otherwise for the advancement of the interests and well-being of the Company or of any such other company as aforesaid or their respective members; and the Directors on behalf of the

Company and without the approval of any resolution of the Company may make payments for or towards the insurance of any such persons as aforesaid. Any such Director or former Director may participate in and retain for his own benefit any such donation, gratuity, pension, allowance, payment or other benefit conferred under or pursuant to this Article and the receipt thereof shall not disqualify any person from being or becoming a Director of the Company.

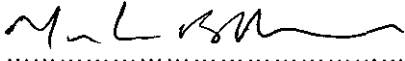
- 15.2 Subject to the provisions of Sections 151 to 158 of the Companies Act 1985 (as amended) the Directors on behalf of the Company and without the approval of any resolution of the Company may establish and contribute to any employees' share scheme (within the meaning of Section 1166 of the Companies Act 2006) for the purchase or subscription by trustees of shares of the Company or of a holding company of the Company and may lend money to the Company's employees to enable them to purchase or subscribe for shares of the Company or of a holding company of the Company; and may establish and maintain any option or incentive scheme whereby selected employees (including salaried Directors and officers) of the Company are given the opportunity of acquiring shares in the capital of the Company; and may formulate and carry into effect any scheme for sharing the profits of the Company with its employees (including salaried Directors and officers) or any of them. Any Director may participate in and retain for his own benefit any such shares, profit or other benefit conferred under or pursuant to this Article and the receipt thereof shall not disqualify any person from being or becoming a Director of the Company.

16 INDEMNITY

Every Director or other officer of the Company shall be indemnified out of the assets of the Company and the Directors may on behalf of the Company and without the approval of any resolution of the members of the Company and at the expense of the Company purchase and/or maintain insurance against all costs, charges, expenses, losses or liabilities which such Director or other officer may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Companies Act 1985 (as amended) in which relief is granted to him by the court. But this Article

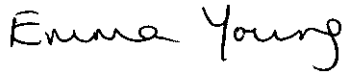
shall only have effect insofar as its provisions are not avoided by Section 310 of the Companies Act 1985 (as amended).

Names and Addresses
of Subscribers

1. 
.....
For and on behalf of
Reynard Nominees Limited
Edinburgh Quay,
133 Fountainbridge
Edinburgh
EH3 9AG

Dated: 22 April 2009

Witness to the above signatures:-



Emma Marie Young
Edinburgh Quay,
133 Fountainbridge
Edinburgh
EH3 9AG