

Company Number: 1898192

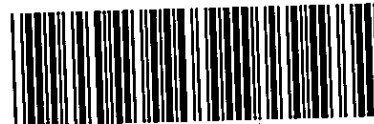
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

THOMAS MILLER & CO LIMITED
('the Company')

TUESDAY



A34 *AV1SXM8P* 165
03/08/2010
COMPANIES HOUSE

CIRCULATION DATE: 30 JUNE 2010

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions ('the Resolutions') -

SPECIAL RESOLUTIONS

That :

- 1 the articles of association in the form attached to these resolutions be adopted as the new articles of association of the Company in substitution for and in exclusion of any existing articles of association of the Company, and
- 2 all the provisions of the memorandum of association of the Company which, by virtue of section 28 of the Companies Act 2006 are to be treated as provisions of the Company's articles of association, be deleted in their entirety.

Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, being the sole member of the Company entitled to vote on the Resolutions on the circulation date, hereby irrevocably agrees to the passing of the Resolutions as special resolutions

Signed
Director

for Thomas Miller Holdings Ltd

NOTES

- 1 If you agree to the passing of the Resolutions, please sign and date this document where indicated above, returning it to the Company by hand or by post. If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 2 Once you have indicated your agreement to the Resolutions you may not revoke your agreement.
- 3 If within 28 days from the Circulation Date insufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date.

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

THOMAS MILLER & CO LIMITED

Adopted by special resolution passed on •

30 June 2010

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THOMAS MILLER & CO LIMITED

1. PRELIMINARY

- 1.1 The model articles for private companies limited by shares set out in Schedule 1 of the Companies (Model Articles) Regulations 2008 (**'the Model Articles'**), as excluded or modified by the following articles, together constitute the articles of association of the Company (**'the Articles'**).
- 1.2 For the avoidance of doubt, references in the Articles –
- (a) to a numbered Article are to a numbered Article as set out in this document; and
 - (b) to a numbered article of the Model Articles are to the article as numbered in the Model Articles immediately upon the coming into force of the Companies (Model Articles) Regulations 2008.
- 1.3 In the Articles, unless the context otherwise requires, a reference to the **'Public Company Articles'** means a reference to the model articles of association for Public Companies contained in Schedule 3 of the Companies (Model Articles) Regulations 2008 and references to a numbered article of the Public Company Articles are to the article as numbered in the Public Company Articles immediately upon the coming into force of the Companies (Model Articles) Regulations 2008
- 1.4 Articles 5(3), 8(1), 14, 15, 17(1), and 21 of the Model Articles shall not apply to the Company
- 1.5 In the Articles the use of any gender shall include all the genders

2. INTERPRETATION

- 2.1 Unless the context otherwise requires and except for words or expressions to which a meaning is given in the Articles, other words or expressions contained in the Articles

bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Company.

- 2 2 The provisions of the Articles relating to general meetings and to the proceedings at general meetings shall apply to separate meetings of a class of shareholder (save that the quorum requirement at all such separate meetings shall be as provided in section 334 of the Companies Act 2006)
- 2 3 A reference in the Articles to the exercise of a power or the taking of a decision by the directors includes the exercise of the power or the taking of the decision by any person or committee (including any sub-committee) to whom it has been delegated.
- 2 4 In the Articles, the headings are for convenience only and shall be ignored in construing the meaning of the Articles

3. CHANGE OF NAME

- 3.1 Without the need for a special resolution of the Company, the directors may decide at any time to change the name of the Company, and where the directors decide to change the name, the secretary (if any) or any other person authorised by the directors shall give a notice to that effect to the Registrar of Companies accompanied by a statement that the change of name has been made in accordance with the Articles (such statement to be in the form required by the Companies Acts).

4. SHARES

- 4 1 The issued share capital of the Company on the date of the adoption of the Articles is £500,000 divided into 500,000 ordinary shares of £1 each.
- 4.2 The directors may exercise any power given to them by section 550 of the Companies Act 2006
- 4 3 This Article 4 3 applies to any time when –
- (a) the Company has only one class of shares, and
 - (b) there is a member holding a majority of the voting rights in the Company

Any power of the directors to allot shares of that class, or to grant rights to subscribe for or to convert any security into such shares, shall not be exercised unless such member shall first have given consent by notice in writing to the Company in hard copy form delivered to the Company's registered office to the exercise of the directors of that power, and such consent may be given generally or specifically in relation to a particular exercise and with or without conditions.

- 4 4 The requirements of 561 and 562 of the Companies Act 2006 are excluded and shall not apply to the Company

5. APPOINTMENT AND REMOVAL OF DIRECTORS

- 5 1 Any member or members from time to time holding shares carrying a majority of the voting rights in the Company may at any time appoint –

- (a) any person willing to act (and who is permitted by law to do so) to be a director either as an additional director or to fill a vacancy, and
- (b) may remove from office any director however appointed

Any appointment or removal under this Article shall be made either by an instrument signed by or on behalf of the person or persons making it and delivered to the Company's registered office or by a statement sent to the Company in electronic form to such address as the Company may for the time being have specified for the purpose and shall take effect upon delivery. Article 18 of the Model Articles shall be modified by the addition after sub-paragraph (f) of the following new sub-paragraph "*(g) that person is removed from office in accordance with any provision of the Articles* "

- 5 2 Any notice of the appointment or removal of a director under Article 5 1 shall be deemed to be an act of the Company (and no-one else) The power of removal of a director from office conferred on the Company by Article 5 1 is in addition to that conferred by the Companies Act 2006, to the intent that sections 168 and 169 of the Companies Act 2006 shall not apply to a removal under Article 5.1.

- 5 3 Where a director is appointed to office as chairman, as managing director or as the holder of an executive position or is otherwise appointed to provide services to the Company, that appointment or the contract for those services will terminate

immediately upon him ceasing (for any reason) to be a director. The termination of that appointment under this Article 5.3 will be without prejudice to any claim for damages he may have for breach of any employment contract or a contract to provide services between him and the Company

6. DIRECTORS DECISIONS

6.1 A decision under article 8 of the Model Articles must take the form of a resolution in writing complying with articles 8(2) to 8(4) of the Model Articles

6.2 Article 9(4) of the Model Articles is modified by the deletion of the words “*not more than 7 days after*” and the substitution for them of the words “*before or after*”

6.3 The directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors, of every directors’ written resolution and of every decision of a sole director

6.4 Where the directors have delegated any of their powers, they may revoke any delegation in whole or in part, or alter its terms and conditions, and where any person to whom any powers are delegated holds those powers by virtue of being appointed an executive, any variation or revoking of those powers is without prejudice to any contract with that executive.

7. DIRECTORS’ APPOINTMENTS AND INTERESTS

7.1 This Article 7 is subject to the provisions of the Companies Acts.

7.2 A director may -

- (a) be a party to, or otherwise directly or indirectly interested in, any transaction or arrangement with the company or in which the company is otherwise interested, and
- (b) be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise directly or indirectly interested in, any body corporate in which the company is interested,

and where a proposed decision of the directors is concerned with such a transaction, arrangement, office or employment, that director may be counted as participating in the decision making process for quorum and voting purposes.

7.3 Article 7 2 is subject to the relevant director making a declaration of the nature and extent of his interest in accordance with sections 177 and 184 to 187 of the Companies Act 2006.

7.4 The following shall not be treated as an ‘**interest**’ –

- (a) an interest of which a director is not aware and of which it is unreasonable to expect him to be aware, or an interest in a transaction or arrangement of which he is not aware and of which it is unreasonable to expect him to be aware,
- (b) an interest of which the other directors are aware, or ought reasonably be aware, to the extent they are or ought reasonably to be aware of such interest,
- (c) an interest which cannot reasonably be regarded as giving rise to a conflict of interest; and
- (d) an interest if, or to the extent that, that interest contains terms of his service contract which have been, or are to be, considered by a meeting of the directors or a duly appointed committee of the directors

8. DIRECTORS’ POWERS TO AUTHORISE CONFLICTS OF INTEREST

8 1 The directors may authorise, to the fullest extent permitted by law, any matter which would otherwise result in a director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company and which may reasonably be regarded as likely to give rise to a conflict of interests.

8 2 Authorisation given by the directors under Article 1 1 may be subject to any terms and conditions which the directors consider appropriate; and the directors may at any time vary or terminate such authorisation

8.3 A decision to authorise any matter under Article 1.1 may be made either at a meeting of the directors or by unanimous decision of those directors entitled to vote on the matter, but the decision will only be effective if -

- (a) the quorum for any meeting at which the matter is considered is met without counting the director in question or any other interested director; and
- (b) the matter is agreed to without any interested director voting, or would have been agreed to had no interested directors' votes been counted

8.4 The provisions of this Article 1 shall not apply to any conflict of interest arising in relation to a transaction or arrangement between a director and the company. Article 7 above shall apply to directors' interests in any such transactions or arrangements

9. MANAGEMENT OF DIRECTORS' CONFLICTS

9.1 Where the directors have authorised any matter under Article 1.1 above, or where a matter falls within Article 7, the directors may, at the time of such authorisation or subsequently, provide (without limitation) that an interested director –

- (a) is excluded from discussions (whether at directors' meetings or otherwise) related to the matter,
- (b) is not given any documents or other information relating to the matter, or
- (c) both for quorum purposes and for voting purposes may or may not be counted or vote at any future directors' meeting in relation to the matter.

9.2 Where the directors have authorised any matter under Article 1.1, or where a matter falls within Article 7 (subject to a director making a declaration of the nature or extent of his interest in an office, employment, transaction or arrangement in accordance with Article 7.3), then an interested director –

- (a) will not be required to disclose to the company, or use for the benefit of the company, any confidential information relating to the matter if to make such a disclosure would result in a breach of a duty or obligation of confidence owed by him in relation to or in connection with the matter;

- (b) may absent himself from directors' meetings at which the matter may be discussed, and
 - (c) may make such arrangements as he thinks fit not to receive documents and information in relation the matter, or for such documents and information to be received and read by a professional adviser on behalf of that director
- 9.3 Article 2 2 does not limit any existing law or equitable principle which may excuse the director from disclosing information in circumstances where disclosure would otherwise be required, or from attending meetings or receiving and reading documents in circumstances where such actions would otherwise be required.
- 9 4 Where the directors authorise a matter under Article 1.1, or where a matter falls within Article 7, then an interested director –
 - (a) will be obliged to conduct himself in accordance with any terms and conditions imposed on him by the directors in relation to the matter, and
 - (b) will not infringe any duty he owes to the company under sections 171 to 177 of the Companies Act 2006 if he complies with any terms, limits and conditions (if any) imposed by the directors in relation to the authorisation and, where relevant, makes any disclosure required under Article 7.3.
- 9.5 In relation to any matter which has been authorised under Article 1 1, or where a matter involves a transaction or arrangement which falls within Article 7 (subject to a director making a declaration of the nature or extent of his interest in an office, employment, transaction or arrangement in accordance with Article 7.3) –
 - (a) an interested director will not be accountable to the Company for any benefit conferred on him in connection with that matter,
 - (b) the receipt of such a benefit shall not constitute a breach of his duty under section 176 of the Companies Act 2006, and
 - (c) no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit

10. ALTERNATE DIRECTORS

10 1 The provisions of article 15 and articles 25 to 27 (inclusive) of the Public Companies Articles are incorporated into and shall form part of the Articles as if set out in the Articles but on the following basis –

- (a) any terms defined in such articles shall have the same meanings in the Articles,
- (b) article 25(1) of the Public Company Articles shall be read as if –
 - (i) the words “*resolution of the directors*” were deleted and the words “*decision of the directors*” substituted for them; and
 - (ii) the following words were added at the end of that article –

“and the alternate’s appointor may, at any time, remove any alternate director appointed by him”,

- (c) article 26(1) of the Public Company Articles shall be read as if there were added the words “*or unanimous decision of the directors*” immediately after the words “*or directors’ written resolution*”; and
- (d) the Articles shall be read as if the following additional paragraph were added to article 26 of the Public Company Articles –

“An alternate director may act as alternate to more than one director, and on any decision of the directors will have a separate vote for each of his appointors, and when an alternate director is also a director, any vote he exercises on behalf of the appointor will be in addition to his own vote (if any) on any decision of the directors (provided that the appointor is an eligible director in relation to that decision)”

10 2 The Company may pay expenses to any alternate director and article 20 of the Model Articles is modified by adding after the words “*the directors*” where they first appear the words “*any alternate directors and the company secretary (if any)*”

11. SECRETARY

- 11.1 The directors may determine from time to time whether a person shall hold the office of company secretary and, at any time when the Company is without a secretary, that anything required or authorised to be done by or to the secretary may be done by or to a director (or by a person authorised generally or specifically in that behalf by the directors), the appointment of a person, or persons jointly, to office as secretary shall be decided by the directors who may remove any person or persons appointed to that office and may appoint a person or persons to act in the place of any secretary removed from office or may appoint a person or persons to act jointly with any person holding office as secretary
- 11.2 The Company may pay expenses to any secretary and article 20 of the Model Articles is modified in the manner set out in Article 10.2

12. PARTLY PAID SHARES

- 12.1 Shares may be issued as nil, partly or fully paid
- 12.2 If, upon the issue of any share, either the whole or a part of the share's nominal value or any premium at which it was issued is not paid to the Company, that share will be **'partly paid'**
- 12.3 The provisions of articles 52 to 62 (inclusive) and article 73 of the Public Companies Articles are incorporated into and shall form part of the Articles as if set out in the Articles but on the following basis –
- (a) any terms defined in such articles shall have the same meaning in the Articles,
 - (b) article 55(1) of the Public Company Articles as incorporated into the Articles shall be read as if the following words were added at the end of it –

“Once a call notice is issued, the person to whom it was issued will remain liable in respect of that call”,
 - (c) article 57(1)(b) of the Public Company Articles as incorporated into the Articles shall be read as if the following words were added at the end of it –

“and all expenses that have been incurred by the company by reason of non-payment,”;

- (d) there are inserted in article 58(c) of the Public Company Articles as incorporated into the Articles the words *“and expenses”* between the words *“ accrued interest”* and *“by a date ”*, and
- (e) there are inserted in article 61(4) of the Public Company Articles as incorporated in the Articles the words *“and any expenses and interest payable under the Articles”* between the words *“ net of any commission”* and *“and excluding ”*

12 4 For so long as there are any partly paid shares in existence, the following amendments shall be deemed to apply to the Model Articles –

- (a) Article 26(1) of the Model Articles be read as if the following words were added at the end of it –

“and, if any of the shares is not fully paid, the transferee ”,

- (b) article 30(4) of the Model Articles be read as if the words *“each shareholder’s holding of shares on the date of the resolution or decision to declare or pay it”* were deleted and there were substituted for them the following words –

*“to the amounts paid up on the shares on which the dividend is paid
All dividends shall be apportioned and paid proportionately to the
amounts paid up on the shares during any portion or portions of the
period in respect of which the dividend is paid (but no account shall be
taken for this purpose of any amount which has been paid up on a
share in advance of the due date for payment of that amount) ”; and*

- (c) article 42 of the Model Articles be read as if renumbered 42(1) and there is added to article 42 the following new paragraph 42(2) –

*“42 2 No voting rights attached to a share may be exercised at any
general meeting, at any adjournment of it, or on any poll called at or
in relation to it, and no voting rights attached to a share may be*

exercised in relation to a written resolution (to be passed in accordance with Chapter 13 of the Companies Act 2006), unless all amounts presently payable to the Company in respect of that share have been paid, and, accordingly, the holder of any such share shall not by virtue of holding such share, be an "eligible member" under section 289 of the Companies Act 2006 for the purposes of a written resolution "

13. TRANSMISSION OF SHARES

- 13.1 Nothing in the Articles releases the estate of a deceased member or a member who has been declared bankrupt from any liability in respect of a share solely or jointly held by that member
- 13.2 All the Articles relating to the transfer of shares apply to any notice under article 28(1) of the Model Articles or any transfer made or executed under article 28(2) of the Model Articles either of which is to be treated as if it were made or executed by the person from whom the transmittee has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred
- 13.3 Article 29 of the Model Articles shall read as if, after the words "*the transmittee's name*", there shall be added the words "*or the name of any person named as transferee of the shares in an instrument of transfer executed under article 28 (2) "*

14. MEMBERS' DECISIONS

- 14.1 A written resolution to be passed in accordance with the Chapter 13 of the Companies Act 2006 shall lapse if not passed before the end of 28 days beginning with the date of the circulation date (as that term is defined in section 290 of the Companies Act 2006)

15. PROXY NOTICES

- 15.1 Subject to any instructions in the notice of general meeting to which the proxy notice relates, such proxy notice (and any authentication required by the directors) must be received at the address specified by the Company in the notice of meeting or in the proxy notice not less than 48 hours before the time for holding the meeting (or

adjourned meeting) at which the proxy appointed by the proxy notice is to vote, and any proxy notice received and that address less than 48 hours before the time for holding the meeting (or adjourned meeting) shall not be valid (unless accepted as valid under Article 15 2) In calculating the periods mentioned in this article, no account is to be taken of any part of a day that is not working day (as that term is defined in section 1173 of the Companies Act 2006).

- 15 2 A proxy notice which does not comply with the provisions of article 45 of the Model Articles or Article 15 1 may, in their discretion, be accepted as valid by the directors at any time before the meeting to which it relates

16. NOTICES

- 16.1 Article 48(1) of the Model Articles shall be read as if it were amended by the addition of the following sentence –

“Subject to the Articles, the provisions of section 1147 of the Companies Act 2006 shall apply to anything sent or supplied to the Company as they apply to anything sent or supplied by the Company”.

- 16 2 Any notice, document or other information will be deemed served on or delivered to the intended recipient if addressed either –

- (a) to an address outside the United Kingdom; or
- (b) from outside the United Kingdom to an address within the United Kingdom,

five working days after posting, provided (in each case) it was sent by reputable international overnight courier addressed to the intended recipient, with delivery in at least five working days guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider

17. INDEMNITY AND INSURANCE

- 17.1 Article 52 of the Model Articles shall be read as if it were amended as follows –

- (a) in article 52(1).

- (i) the words "*or a relevant secretary*" were added immediately after the words "*a relevant director*", and
- (ii) the words "*or that secretary*" were added immediately after the words "*that director*" in sub-paragraphs (a), (b) and (c), and
- (b) in article 52(3) a new sub-paragraph (c) be added immediately after sub-paragraph (b) –

“(c) a “*relevant secretary*” means any company secretary or former company secretary of the company or an associated company”.

17.2 Article 53 of the Model Articles shall be read as if it were amended as follows –

- (a) in article 53(1) the words "*or any relevant secretary*" were added immediately after the words "*any relevant director*"; and
- (b) in article 53(2) :
 - (i) in sub-paragraph (b), the words "*or a relevant secretary*" were added immediately after the words "*a relevant director*" and the words "*or secretary's*" were added immediately after the words "*that director's*"; and
 - (ii) the existing sub-paragraph (c) be renumbered as (d) and a new sub-paragraph (c) be added immediately after sub-paragraph (b) as follows –

“(c) a “*relevant secretary*” means any company secretary or former company secretary of the company or an associated company, and”