

Company No. 5678030

The Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

FISHER GERMAN PRIESTNER LIMITED

(Adopted by Special Resolution
passed [1/2] 2006)

1 Preliminary

- 1.1 The regulations contained or incorporated in Table A to the Companies (Tables A to F) Regulations 1985 and the Companies Act 1985 (Electronic Communications) Order 2000 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied by these Articles and such regulations (save as so excluded or varied) and these Articles shall be the regulations of the Company.
- 1.2 In Regulation 1 of Table A, the words "and in Articles of Association adopting the same" shall be inserted after the word "regulations" in the last paragraph of that Regulation and the sentence "Any reference to any statutory provision shall be deemed to include a reference to each and every statutory amendment, modification, re-enactment and extension thereof for the time being in force" shall be inserted at the end of that Regulation.

2 Interpretation

In these Articles and in Table A the following expressions have the following meanings unless inconsistent with the context:-

"Act"	the Companies Act 1985 including any statutory modification or re-enactment of the Act for the time being in force.
"A' director"	a director appointed to Article 13.1.
"these Articles"	these Articles of Association, whether as originally adopted or as from time to time altered by special resolution.
"B' director"	a director appointed pursuant to Article 13.2.
"clear days"	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
"directors"	the directors for the time being of the Company or (as the context shall require) any of them acting as the board of directors of the Company.
"holder"	in relation to shares means the member whose name is entered in the register of members as the holder of the shares
"member"	a member of the Company
"office"	the registered office of the Company
"seal"	the common seal of the Company (if any).
"secretary"	the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary
"shares"	the issued shares in the capital of the Company from time to time and shall include any interest in a share.

"United Kingdom"

Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these Articles and in Table A bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company. Regulation 1 of Table A shall not apply to the Company.

3 **Share Capital**

3.1 The authorised share capital of the Company at the date of adoption of these Articles is £2 divided into one A ordinary share of £1.00 ("A" share) and one B ordinary share of £1.00 ("B" share).

3.2 The A share and the B share for the purpose of the Act shall be separate classes of shares and except as otherwise provided in these Articles shall rank pari passu in all respects.

3.3 The authorised and issued share capital of the Company shall at all times consist solely of A shares and B shares in equal proportions.

4 **Unissued Share Capital**

4.1 The Directors shall have no power to issue unissued shares and shall not allot, grant options or subscription or conversion rights over or otherwise dispose of unissued shares save as provided in these Articles.

4.2 Except with the prior written consent of all the members every allotment shall be of an equal number of A shares and B shares which shall be allotted at the same price and otherwise on the same terms.

4.3 No shares of either class shall be issued otherwise than to members holding shares of the same class without the prior written consent of all the members.

4.4 For the purposes of the Companies Act 1985 Section 80 but subject to the provisions of these Articles, the directors are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities as defined in that section up to an aggregate nominal amount of £2. This authority shall expire 5 years from the date on which the resolution

adopting these Articles is passed but may be previously revoked or varied by the Company in general meeting and may from time to time be renewed by the Company in general meeting for a further period not exceeding 5 years. The Company may make any offer or agreement before the expiry of this authority that would or might require relevant securities to be allotted after this authority has expired and the directors may allot relevant securities in pursuance of any such offer or agreement as if this authority had not expired.

4.5 The Companies Act 1985 Sections 89(1) and 90(1)-(6) inclusive shall not apply.

5 Lien

The Company shall have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder of such shares or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company whether or not in respect of the shares in question. Regulation 8 of Table A shall be modified accordingly.

6 Calls on Shares and Forfeiture

There shall be added at the end of the first sentence of Regulation 18 of Table A, so as to increase the liability of any member in default in respect of a call, the words "and all expenses that may have been incurred by the Company by reason of such non-payment."

7 Transfer of Shares

7.1 Save as provided in Article 7.2, a member may at any time transfer all (but not some only) of his shares to any person only with the prior written consent of the other member(s).

7.2 Any member who holds shares as a bare nominee for another person (the "Beneficiary") may at any time transfer all (but not some only) of shares held by him to the Beneficiary or to another person to hold as bare nominee for the Beneficiary or to any successors to the business of the Beneficiary (or its nominee).

8 **General Meetings**

The directors may call general meetings and regulation 37 of Table A shall not apply to the Company.

9 **Proceedings at General Meetings**

9.1 No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. The quorum at a general meeting shall consist of one A shareholder and one B shareholder each of whom is present in person or by proxy or, in the case of a corporation, by a duly authorised representative.

9.2 If a quorum is not present within one hour from the time appointed for a general meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place and if a quorum is then not present it shall stand adjourned likewise to the following week.

9.3 Regulations 39, 40 and 41 of Table A shall not apply.

9.4 A poll may be demanded at any general meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 of Table A shall be altered accordingly.

9.5 In the case of an equality of votes whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall not have a second or casting vote. Regulation 50 of Table A shall not apply.

10 **Votes of Members**

10.1 Subject to any rights or restrictions for the time being attached to any class or classes of shares (including, without limit, the provisions of Articles 10.2 and 10.3 below), on a show of hands every member present in person or by proxy or (being a corporation) by a duly authorised representative shall have one vote, and on a poll every member present in person or by proxy or (being a corporation) by a duly authorised representative shall have one vote for each share of which he is the holder. Regulation 54 of Table A shall not apply.

- 10.2 Upon any resolution for the removal from office of any director appointed or deemed to be appointed under the provisions of Article 13.1 by the holders of the A shares, no B share shall confer upon the holder any right to vote either on a poll or a show of hands or otherwise.
- 10.3 Upon any resolution for the removal from office of any director appointed or deemed to be appointed under the provisions of Article 13.2 by the holder of the B shares, no A share shall confer upon the holder any right to vote either on a poll or a show of hands or otherwise.
- 10.4 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall in the case of an instrument in writing, be deposited at the registered office of the Company (or at such other place in the United Kingdom as is specified for that purpose in the notice of meeting or any instrument of proxy sent by the Company in relation to the meeting) not less than one hour before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or handed to the chairman of the meeting or adjourned meeting before the commencement of such meeting or, in the case of an appointment contained in an electronic communication, where an address in the United Kingdom has been specified in:-
- 10.4.1 the notice convening the meeting; or
- 10.4.2 in any instrument of proxy sent out by the Company in relation to the meeting; or
- 10.4.3 in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting.

It shall be received at such address not less than one hour before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote. In default, the instrument of proxy shall not be treated as valid. Regulation 62 of Table A shall not apply.

11 Number of Directors

Regulation 64 of Table A shall not apply to the Company. The directors shall not be not less than two or more than four in number of whom one shall be an A director and one shall be a B director provided always that there are equal numbers of A and B directors.

12 Alternate Directors

12.1 Any director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director appointed by him. For the purpose of these Articles, an alternate director appointed by an A director shall be deemed to be an A director and an alternate director appointed by a B director shall be deemed to be a B director. A person can be appointed an alternate director by more than one director provided all such appointers represent the same class of shares but not otherwise.

12.2 An alternate director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent mutatis mutandis as if he were a director but shall not be entitled to receive from the Company any fee in his capacity as an alternate director except only such part (if any) of the remuneration otherwise payable to the director appointing him as such director may by notice in writing to the Company from time to time direct. An alternate director who is absent from the United Kingdom shall be entitled to receive notice of all meetings of the directors and of all meetings of committees of directors of which his appointor is a member at such address as he shall have notified to the secretary. Such notice may be given by electronic communication. Regulations 65 and 66 of Table A shall be varied accordingly.

12.3 Every person acting as an alternate director shall have one vote for each director for whom he acts as alternate (in addition to his own vote if he is also a director) but he shall count as only one A director or one B director (as appropriate) for the purpose of determining whether a quorum is present. The signature of an alternate director to any resolution in writing of the directors or of a committee of the directors shall, unless notice of his

appointment provides to the contrary be as effective as the signature of his appointor.

13 Appointment and Retirement of Directors

13.1 The members who for the time being hold a majority in nominal value of the issued A shares from time to time shall be entitled to appoint one director holding office at any one time, to remove any director so appointed and to appoint another director in place of any director so appointed who for any reason ceases to be a director. Any persons so appointed under this Article 13.1 are called "A directors".

13.2 The members who for the time being hold a majority in nominal value of the issued "B" shares from time to time shall be entitled to appoint one director, to remove any director so appointed and to appoint another director in place of any director so appointed who for any reason ceases to be a director. Any person so appointed under this Article 13.2 are called "B directors".

13.3 Any appointment or removal under this Article 13 shall be by notice in writing lodged at the registered office of the Company or delivered to a duly constituted meeting of the directors of the Company and signed under the hand or hands of the holder or holders of a majority in nominal value of the issued shares of the class effecting the same. Any such appointment or removal shall take effect as at the time of such lodgement or delivery or at such later time as shall be specified therein.

13.4 No director shall be required to retire or vacate his office or be ineligible for re-appointment as a director, nor shall any person be ineligible for appointment as a director, by reason of his having attained any particular age.

13.5 Regulations 73 to 80 (inclusive) of Table A shall not apply.

13.6 The office of a director shall be vacated if:-

13.6.1 he resigns his office by notice in writing delivered to the registered office of the Company or tendered to a meeting of the directors; or

13.6.2 he becomes of unsound mind or a patient for the purposes of any statute relating to mental health and the directors resolve that his office is vacated; or

13.6.3 he becomes bankrupt or compounds with his creditors; or

13.6.4 he is prohibited from being a director by law or by the order of any court or tribunal of competent jurisdiction; or

13.6.5 being a director appointed or deemed to be appointed under Article 16, he is removed from office under the provisions of that Article; or

13.6.6 being a director appointed under Article 13, the member or the members entitled to appoint him shall cease to be so entitled.

14 **Gratuities and Pensions**

The directors on behalf of the Company may exercise all the powers of the Company to grant pensions, annuities, gratuities and superannuation or other allowances and benefits in favour of any person including any director or former director or the relations, connections or dependants of any director or former director. A director or former director shall not be accountable to the Company or the members for any benefit of any kind conferred under or pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company.

15 **Proceedings of the directors**

15.1 Questions arising at any meeting of the directors or of any committee of the directors shall, unless otherwise determined by all the members, be decided by a majority of votes of the directors present (or their alternates). The chairman shall not have a second or casting vote. Regulation 88 of Table A shall be varied accordingly.

15.2 Subject as provided in Article 15.3, the quorum necessary for the transaction of the business of the directors or of any committee of the directors shall throughout the meeting be 2 directors of whom one shall be an A director and one a B director. A person who holds office only as an alternate director shall, if the director he has appointed to represent is not present, be counted in the quorum. Regulation 89 Table A shall not apply.

- 15.3 If there shall be no quorum at any meeting of the directors within one hour after the time fixed for the meeting, the meeting shall be adjourned to such time (not being earlier than 7 days after the date of the original meeting) as the director or directors present at the meeting shall determine, or if none shall be determined by the secretary. If there shall be no quorum within one hour after the time fixed for the adjourned meeting, the meeting shall be further adjourned as aforesaid.
- 15.4 Any director who ceases to be a director at a board meeting may continue to be present and to act as a director and be counted in the quorum until the termination of the board meeting if no other director objects and if otherwise a quorum of directors would not be present.
- 15.5 A director shall be treated as present in person at a meeting of the directors or any committee of the directors if he is in communication with the meeting by conference telephone or other communication equipment permitting those attending the meeting to hear one another. A director taking part in a meeting by telephone shall be counted in the quorum of the meeting and shall be entitled to vote at it. A meeting of the directors or of a committee to which this Article applies shall be deemed to take place where the majority of those participating is assembled or, if there is no majority, at the place where the chairman of the meeting is present.
- 15.6 Unless in any particular case such requirement is waived by all (but not some only) of the directors then in office, not less than 7 days' prior written notice must be given of any meeting of the directors or of any committee of directors convened under or pursuant to these Articles. Notice of any meeting of the directors may be given by electronic communication. It shall be necessary to give notice of a meeting to a director who is absent from the United Kingdom at such address as he shall have notified to the secretary. Regulation 88 of Table A shall be varied accordingly.
- 15.7 Any shareholder may, and the secretary at the request of any shareholder shall, call a meeting of the directors.
- 15.8 Subject to the provisions of these Articles and provided a director shall have disclosed such interest in accordance with Regulation 85 of Table A, a director shall be entitled to vote in respect of any transaction, contract,

arrangement or agreement with the Company in which he is in any way, whether directly or indirectly, interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. For the purpose of these Articles, an interest of a person who is, for any purpose of the Act, connected with a director (which shall, without limitation, include any person (or any other person connected with such person) who pursuant to any agreement in writing made between all the members for the time being shall have appointed or nominated such director) shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

15.9 In Regulations 53 and 93 of Table A and these Articles "writing" shall be deemed to include photocopy, fax, telegram and other forms of electronic communication capable of reproducing or communicating in writing in visible form.

16 The Seal

The Company may exercise all the powers conferred by the Companies Acts with regard to having any official seal, or otherwise in relation to the execution of documents by the Company, and such powers shall be vested in the directors. Any instrument to which an official seal is affixed or which is otherwise executed by the Company shall be signed by such persons, if any, as the directors may from time to time determine and unless otherwise so determined shall be signed by a director and by the secretary or a second director. Any such document shall be delivered at such time, and in such manner, as the directors may from time to time determine, and shall not be deemed to be delivered by the Company solely as a result of having been executed by the Company. Regulation 101 of Table A shall not apply.

17 Notices

17.1 Any notice or other document (including a share certificate or other document of title) may be served on or delivered to any member by the Company either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in

the register of members (whether or not such address is within the United Kingdom) and sent by first class post (or in the case of an address outside the United Kingdom by airmail) or by delivering it to or leaving it at such registered address, addressed aforesaid, or by any other means provided such other means have been authorised in writing by the member concerned, or (except for a share certificate or other document of title) by giving it using electronic communication to an address notified to the Company by the member. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed sufficient service on or delivery to all the joint holders. Any notice or other document served or delivered in accordance with these Articles shall be deemed duly served or delivered notwithstanding that the member is then dead, bankrupt or otherwise under any legal disability or incapacity and whether or not the Company had notice thereof.

- 17.2 Notice of every general meeting shall be given in any manner authorised by or under these Articles to all members other than such as, under the provisions of these or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company provided that any member may in writing waive notice of any meeting either prospectively or retrospectively and if he shall do so it shall be no objection to the validity of such meeting that notice was not given to him. Regulation 112, 115 and 116 of Table A shall not apply.

18 Winding Up

If the Company shall be wound up the liquidator may, with the prior written approval of all the members and subject to any sanction required by the Companies Acts, divide among the members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such values as he deems fair upon any assets to be divided as aforesaid and may determine how such division shall be carried out as between members or different classes of members. The liquidator may with the like authority vest the whole or any part of the assets in trustees upon trusts for the benefit of members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company

dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability and the liquidator may make any provision referred to in and sanctioned in accordance with the provisions of the Companies Acts. Regulation 117 of Table A shall not apply.

19 **Indemnity**

Subject to the provisions of the Companies Acts, the Company may purchase and maintain for every director, alternate director, secretary or other officer of the Company (excluding any auditor) insurance against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company and (whether or not such insurance is effected) every such person shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal that relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted by the court. Regulation 118 of Table A shall not apply.