

Company number **5891280**

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

REFORM ACQUISITIONS LIMITED (**Company**)

13 January 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (**Resolution**)

### **SPECIAL RESOLUTION**

That the draft regulations attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association

### **AGREEMENT**

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

The undersigned, a person entitled to vote on the Resolution on 13 January 2011, hereby irrevocably agrees to the Resolution

Signed by Robin Russell



Date

13/1/11

### **NOTES**

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- **By Hand** delivering the signed copy to Paula Dyer, Aston Villa Football Club, Villa Park, Birmingham, B6 6HE
- **Post** returning the signed copy by post to Paula Dyer, Aston Villa Football Club, Villa Park, Birmingham, B6 6HE
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to paula.dyer@avfc.co.uk

Please enter "Written resolutions dated 13 January 2011" in the e-mail subject box

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

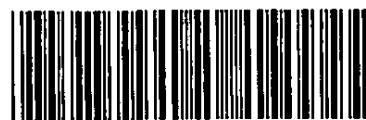
2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3 Unless, by 13 March 2011, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members

5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

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COMPANIES HOUSE

THE COMPANIES ACTS 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

REFORM ACQUISITIONS LIMITED

Company Number 5891280

A04

14/01/2011  
COMPANIES HOUSE

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## 1 PRELIMINARY

- 1.1 The regulations contained in the Model Articles in the Schedule 1 in The Companies (Model Articles) Regulations 2008 shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company
- 1.2 In these Articles the expression "the Act" means the Companies Act 2006, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force

## 2 SHARES

- 2.1 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 thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company
- 2.2 The liability of any member in default in respect of a call on shares shall be increased by all expenses that may have been incurred by the Company by reason of non-payment of those shares

## 3 GENERAL MEETINGS AND RESOLUTIONS

- 3.1 Every notice convening a general meeting shall comply with the provisions of section 32S (1) of the Act as to giving information to members in regard to their right to appoint proxies, and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company

- 3 2 1 No business shall be transacted at any general meeting unless a quorum is present. Subject to article 3 2 2 below, one person entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
- 3 2 2 If and for so long as the Company has only one member, that member present in person or by proxy or (if that member is a corporation) by a duly authorised representative shall be a quorum.
- 3 2 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 or 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.
- 3 2 4 Regulations 11(2) and 41 (1) in Model Articles shall not apply to the Company.
- 3 3 1 If and for so long as the Company only has one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting, subject as provided in article 3 3 3 below.
- 3 3 2 Any decision taken by a sole member pursuant to article 3 3 1 above shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book.
- 3 3 3 Resolutions under section 168 of the Act for the removal of a director before the expiration of his period of office and under section 510 of the Act for the removal of an auditor before the expiration of his period of office shall only be considered by the Company in general meeting.
- 3 3 4 A member present at a meeting by proxy shall be entitled to speak at the meeting and shall be entitled to one vote on a show of hands. In any case where the same person is appointed proxy for more than one member he shall on a show of hands have as many votes as the number of members for whom he is proxy.
- 3 3 5 The appointment of a proxy and any authority under which the proxy is appointed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited or received at the place specified by the Company up to the commencement of the meeting or (in any case where a poll is taken otherwise than at the meeting) of the taking of the poll or may be handed to the chairman of the meeting prior to the commencement of the business of the meeting.

#### 4 APPOINTMENT OF DIRECTORS

- 4 1 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one. Whenever the minimum number of directors is one, a sole director shall have authority to

exercise all the powers and discretions by the Model Articles and by these Articles expressed to be vested in the directors generally, and regulation 11(2) the Model Articles shall be modified accordingly

4.2 The directors shall not be required to retire by rotation

4.3 No person shall be appointed a director at any general meeting unless either -

(a) he is recommended by the directors, or

(b) not less than 14 nor more than 35 clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed

4.4.1 Subject to article 4.3 above, the Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director

4.4.2 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with article 4 above as the maximum number of directors and for the time being in force

4.4 In any case where as the result of death or deaths the Company has no members and no directors the personal representatives of the last member to have died shall have the right by notice in writing to appoint a person to be a director of the Company and such appointment shall be as effective as if made by the Company in general meeting pursuant to article 4.4.1 above. For the purpose of this article, where two or more members die in circumstances rendering it uncertain which of them survived the other or others, the members shall be deemed to have died in order of seniority, and accordingly the younger shall be deemed to have survived the elder

## 5 BORROWING POWERS

5.1 The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to section 551 of the Act may grant rights to subscribe for or to convert any security into shares in the Company and may grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party

## 6 ALTERNATE DIRECTORS

6.1 Unless otherwise determined by the Company in general meeting by ordinary resolution an alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company 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

- 6 2 A director may act as an 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 count as only one for the purpose of determining whether a quorum is present

## 7 PROCEEDINGS OF DIRECTORS

- 7 1 1 The quorum for directors' meetings shall be one director and Regulation 11(2) of the Model Articles shall be amended accordingly

- 7 1 2 A director 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 or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution 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

- 7 1 3 Each director shall comply with his obligations to disclose his interest in contracts under section 182 of the Act

- 7 1 4 Regulation 14 of the Model Articles shall not apply to the Company

## 8 SECRETARY

- 8 1 The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide appoint a replacement, in each case by a decision of the directors

## 9 THE SEAL

- 9 1 If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary, if any, or second director. The obligation under regulation 24 of the Model Articles relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 49 of the Model Articles shall not apply to the Company

- 9 2 The Company may exercise the powers conferred by section 49 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors

## 10 PROTECTION FROM LIABILITY

For the purpose of this article a "Liability" is any liability incurred by a person in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or otherwise in connection with his duties, powers or office and "Associate Company" shall bear the meaning referred to in section 1260 of the Act. Subject to the provisions of the Act and without prejudice to any protection from liability which may otherwise apply

- 10.1 the directors shall have power to purchase and maintain for any director of the Company, any director of an Associate Company, any auditor of the Company and any officer of the Company (not being a director or auditor of the Company), insurance against any Liability
- 10.2 every director or auditor of the Company and every officer of the Company (not being a director or auditor of the Company) shall be indemnified out of the assets of the Company against any loss or liability incurred by him in defending any proceedings in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from any Liability
- 10.3 Model Article 52 shall not apply to the Company