

**ASSURED SOLUTIONS HOLDINGS LIMITED**  
(company number: 06673845)  
(the "Company")

**WRITTEN RESOLUTIONS OF MEMBERS**

TUESDAY



**CIRCULATION DATE** 26 June 2009

The directors of the Company propose that the resolutions set out herein be proposed as **Special Resolutions**.

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 we, the undersigned, being all the persons who at the date of circulation of these Resolutions are eligible to vote on the same hereby irrevocably resolve as follows:

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

SPECIAL RESOLUTIONS	
(1)	THAT 38 of the ordinary shares of £1.00 each in the capital of the Company in issue and registered in the name of Zoe Shaw be and are hereby reclassified into 20 A ordinary shares of £1.00 each, 7 B ordinary shares of £1.00 each, 5 C ordinary shares of £1.00 each, 3 D ordinary shares of £1.00 each and 3 E ordinary shares of £1.00 each in the capital of the Company
(2)	THAT the draft articles of association attached to the resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

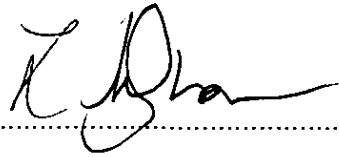
**AGREEMENT**

Please read the notes accompanying this document before signifying your agreement to the Special Resolutions.

The undersigned, being all the persons entitled on the date set out above to vote on the written resolutions, irrevocably agrees to the Special Resolutions:

Signed for and on behalf of Adam Shaw

Signature.....



Date: 26 June 2009

Signed for and on behalf of Zoe Shaw

Signature.....



Date: 26 June 2009

### NOTES

1. You can choose to agree to all of the written resolutions or none of them but you cannot agree to some only of the resolutions. If you agree to all of the resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company.
2. If you do not agree to all of the written resolutions, you do not need to do anything. You will not be deemed to agree if you do not reply.
3. Once you have indicated your agreement to all of the written resolutions, you may not revoke your agreement.
4. If you agree to all of the written resolutions please sign and date this document and return it to the Company using one of the following methods:
  - (a) **By Hand:** delivering the signed copy to the Company Secretary, at c/o Hacking Ashton LLP, Berkeley Court, Borough Road, Newcastle under Lyme, Staffordshire, ST5 1TT;
  - (b) **Post:** returning the signed copy by post to the Company Secretary, at c/o Hacking Ashton LLP, Berkeley Court, Borough Road, Newcastle under Lyme, Staffordshire, ST5 1TT.
5. Where, by 28 days after the circulation date, insufficient agreement has been received for a resolution to pass, such resolution will lapse. If you agree to all of the resolutions, please ensure that your agreement reaches us before or during this date.
6. 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.

Company number: 06673845

Companies Act 1985 and 2006

Private Company Limited by Shares

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ARTICLES OF ASSOCIATION

OF

ASSURED SOLUTIONS HOLDINGS LIMITED

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Adopted by a Written Resolution dated 26 June 2009

hacking ashton   
SOLICITORS

Berkeley Court, Borough Road, Newcastle under Lyme  
Staffordshire, ST5 1TT  
DX: 20954 Newcastle Staffs  
Tel 01782 715555 Fax 01782 715566

Company number: 06673845

**COMPANIES ACT 1985 and 2006  
PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION OF**

**ASSURED SOLUTIONS HOLDINGS LIMITED**

Adopted by a Written Resolution dated *26 June* 2009

**1 PRELIMINARY**

- 1.1 The regulations constituting Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007/2541) and the Companies (Tables A to F) (Amendment) (No. 2) Regulations 2007 (SI 2007/2826), and as otherwise amended prior to the adoption of these Articles (Table A) apply to Assured Solutions Holdings Limited (the "**Company**") except in so far as they are excluded or varied by these articles.
- 1.2 Words and expressions defined in Regulation 1 of Table A have the same meanings in these articles where the context admits.
- 1.3 Regulations 2, 3, 6, 8, 24, 35, 41, 46, 54, 64, 66, 76-79, 84, 94 and 118 of Table A do not apply to the Company.
- 1.4 The Company is a private company and no shares or debentures of the Company may be offered to the public.
- 1.5 In these articles references to article are to the relative numbered article of these articles.
- 1.6 In the interpretation of these articles unless the context otherwise requires the following words and expressions shall bear the following meanings:
  - 1.6.1 "**A Shares**" means the A ordinary shares of £1 each;
  - 1.6.2 "**B Shares**" means the B ordinary shares of £1 each;
  - 1.6.3 "**C Shares**" means the C ordinary shares of £1 each;
  - 1.6.4 "**D Shares**" means the D ordinary shares of £1 each;

- 1.6.5 “**E Shares**” means the E ordinary shares of £1 each;
- 1.6.6 “**Ordinary Shares**” means the ordinary shares of £1 each;
- 1.6.7 “**Shares**” means together the Ordinary Shares, the A Shares, the B Shares, the C Shares, the D Shares and the E Shares.

## **2 SHARE CAPITAL**

- 2.1 The authorised share capital of the Company at the date of adoption of these articles is £1,000 divided into:
  - 2.1.1 962 Ordinary Shares;
  - 2.1.2 20 A Shares;
  - 2.1.3 7 B Shares;
  - 2.1.4 5 C Shares;
  - 2.1.5 3 D Shares; and
  - 2.1.6 3 E Shares.
- 2.2 The special rights and provisions which apply to the Shares in the capital of the Company are as set out in a shareholders agreement entered into on the date of adoption of these articles.
- 2.3 The rights attached to the Shares shall not be modified or dealt with except by special resolution of the Company in a general meeting.
- 2.4 Except as otherwise provided in these articles, the Ordinary Shares, the A Shares, the B Shares, the C Shares, the D Shares and the E Shares shall rank pari passu in all respects but shall constitute separate classes of shares.
- 2.5 Subject to the Act and without prejudice to the rights attached to any existing shares, any share may be issued with or have attached to it such rights or restrictions as the Company may by special resolution determine.
- 2.6 In accordance with and subject to the provisions of Part V of the Companies Act 1985 the Company may:
  - 2.6.1 subject to any rights conferred on the holders of any other shares issue shares that are to be redeemed or are liable to be redeemed at the option of the Company or holder;

- 2.6.2 subject to any rights conferred on the holders of any class of shares purchase its own shares (including any redeemable shares);
- 2.6.3 make a payment in respect of the redemption or purchase of any of its own shares as authorised by these articles otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

### **3 ALLOTMENT OF SHARES**

- 3.1 Shares which are comprised in the authorised share capital of the Company at the time these Articles are adopted shall be under the control of the directors who may (subject to section 80 of the Act and to article 3.3) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- 3.2 In accordance with section 91(1) of the Act sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- 3.3 The directors are generally and unconditionally authorised for the purposes of section 80 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital of the Company at the time these Articles are adopted at any time or times during the period of five years from the date these Articles are adopted and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to section 80 of the Act) be renewed, revoked or varied by ordinary resolution of the Company in general meeting.

### **4 SHARE CERTIFICATES**

- 4.1 Every member, upon becoming the holder of any shares, shall be entitled without payment to one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first of such reasonable sum as the directors may determine. Every certificate shall be signed by two directors or a director and company secretary and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid up thereon. The

Company shall not be bound to issue more than one certificate for shares held jointly by several persons and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them.

## **5 LIEN**

- 5.1 The Company shall have a first and paramount lien on all shares whether fully paid or not registered (whether as sole registered holder or as one of two or more joint holders) in the name of any person indebted or under liability to the Company for all moneys presently payable by him or his estate to the Company. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation.

## **6 TRANSFER OF SHARES**

- 6.1 The directors may in their absolute discretion and without giving any reason refuse to register the transfer of any share whether or not it is a fully paid share.

## **7 PROCEEDINGS AT GENERAL MEETINGS**

- 7.1 If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting is adjourned to such day and at such time and place as the directors may determine and if a quorum is not present within half an hour from the time appointed for the adjourned meeting the meeting is dissolved.
- 7.2 A poll may be demanded at any general meeting by any member present in person or by proxy and entitled to vote.

## **8 VOTES OF MEMBERS**

- 8.1 Subject to any rights or restrictions attached to any shares and to any other provisions of these articles, on a show of hands every member present in person or by proxy shall have one vote, unless the proxy is himself a member entitled to vote and on a poll every member present in person or by proxy shall have one vote for every share of which he is the holder.

## **9 NUMBER OF DIRECTORS**

- 9.1 Unless otherwise determined by ordinary resolution, the number of directors is not subject to any maximum. The minimum number of directors is one.

## **10 BORROWING POWERS**

- 10.1 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 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to 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.

## **11 ALTERNATE DIRECTORS**

- 11.1 An alternate director may act as alternate director to more than one director and is entitled at a meeting of the directors or of a committee of the directors to one vote for every director that he acts as alternate director for in addition to his own vote (if any) as a director of the Company, but an alternate director counts as only one director in determining whether a quorum is present.
- 11.2 An alternate director is entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member; to attend and vote at any such meeting at which the director appointing him is not personally present; and generally to perform all the functions of his appointor as a director in his appointor's absence. But it is not necessary to give notice of such a meeting to an alternate director who is absent from the UK.
- 11.3 Unless otherwise determined by ordinary resolution of the Company, an alternate director is not entitled 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 to the Company direct and the Company may pay all travelling, hotel and other expenses properly incurred by an alternate director in connection with attendance at meetings of directors or of committees of directors or otherwise in connection with the business of the Company.



## **12 APPOINTMENT AND RETIREMENT OF DIRECTORS**

12.1 No person shall be appointed a director at any general meeting unless:

12.1.1 he is recommended by the directors; or

12.1.2 not less than 14 or more than 35 clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment stating the particulars which would, if he were so appointed, be required to be included in the Company's register of directors together with notice executed by that person of his willingness to be appointed.

12.2 Not less than seven nor more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the directors for appointment as a director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment as a director. The notice shall give particulars of that person which would, if he were so appointed, be required to be included in the Company's register of directors.

12.3 Subject as aforesaid the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.

12.4 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 maximum number of directors that may be fixed by ordinary resolution.

## **13 DISQUALIFICATION OF DIRECTORS**

13.1 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 in Table A shall be modified accordingly.

## **14 DIRECTORS' APPOINTMENTS AND INTERESTS**

- 14.1 Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the Company and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made on such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate (unless the terms of his appointment provide otherwise) if he ceases to be a director but without prejudice to any claim for damages for breach of the contract of service between the director and Company.

## **15 PROCEEDINGS OF DIRECTORS**

- 15.1 A person may participate in a meeting of the directors or of a committee of directors by means of electronic communication provided that throughout the meeting all persons participating in the meeting are able to communicate interactively and simultaneously with all other parties participating in the meeting notwithstanding accidental disconnection of the means of electronic communication during the meeting. A person participating in a meeting in this manner shall be deemed present in person at the meeting and shall be entitled to vote and be counted in the quorum.
- 15.2 A director may vote at a meeting of directors or of a committee of directors on any resolution concerning any matter and even though such matter may be one in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company provided that:
- 15.2.1 he shall have declared the nature of his interest in accordance with either section 177 or section 182 of the Companies Act 2006; and
- 15.2.2 where proposals are under consideration concerning the appointment of two or more directors to offices or employment with the Company or any body corporate in which the Company is interested the proposals shall be divided and considered in relation to each director separately and each of the director concerned shall only be entitled to vote and be counted in the quorum in respect of a resolution other than one concerning his own appointment.

## **16 INDEMNITY**

- 16.1 Subject to the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, each director or other officer of the Company (other than any person (whether an officer or not) engaged by the Company as auditor) shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him in the execution of his duties, or in relation thereto including any liability incurred by him in defending any civil or criminal proceedings, in which judgement is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's affairs.
- 16.2 The Company may buy and maintain insurance against any liability falling upon its directors or other officers which arises out of their respective duties to the Company, or in relation to its affairs.