

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 06713791

The Registrar of Companies for England and Wales hereby certifies that
HJA INNENAUSBAU 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 2nd October 2008



N06713791L



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

The above information was communicated in non-legible form and authenticated by the
Registrar of Companies under section 710A of the Companies Act 1985



Companies House

— for the record —

Electronic statement of compliance
with requirements on application
for registration of a company
pursuant to section 12(3A) of the
Companies Act 1985

Company number

6713791

Company name

HJA INNENAUSBAU LIMITED

I,

JOHANNA ARENS

of

**KALKSTR. 7
BORNHEIM
GERMANY
53332**

a

person named as a director of the company in the
statement delivered to the registrar of companies
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section
12(3A) of the Companies Act 1985

Statement:

I hereby state 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.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies
electronically and authenticated in accordance with the registrar's
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to
criminal prosecution



Companies House
— for the record —

10(ef)

**First directors and secretary and
intended situation
of registered office**

Received for filing in Electronic Format on the: **02/10/2008**



Company Name
in full: **HJA INNENAUSBAU LIMITED**

*Proposed Registered
Office:* **ASHFORD HOUSE GRENADIER ROAD
EXETER
DEVON
EX1 3LH**

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **THE LONDON LAW AGENCY LIMITED**
Agent's Address: **69 SOUTHAMPTON ROW
LONDON
WC1B 4ET**

Company Secretary

Name **CURZON CORPORATE SECRETARIES LIMITED**

Address: **ASHFORD HOUSE GRENADIER ROAD
EXETER
DEVON
UK
EX1 3LH**

Consented to Act: **Y** *Date authorised* **02/10/2008** *Authenticated:* **YES**

Director]:

Name **JOHANNA ARENS**

Address: **KALKSTR. 7
BORNHEIM
GERMANY
53332**

Nationality: **GERMAN**

Business occupation: **CRAFTSMAN**

Date of birth: **06/12/1968**

Consented to Act: **Y** *Date Authorised:* **02/10/2008** *Authenticated:* **YES**

Authorisation

Authoriser Designation: **subscriber**

Date Authorised: **02/10/2008**

Authenticated: **Yes**

THE COMPANIES ACT 1985, 1989 AND 2006

MEMORANDUM
and
ARTICLES OF ASSOCIATION
- of -
HJA INNENAUSBAU LIMITED

Company Number :
(Incorporated:)

A PRIVATE COMPANY LIMITED BY SHARES

Ashfords

Ashford House
Grenadier Road
Exeter
EX1 3LH
Tel: 0870 427 3946

THE COMPANIES ACTS 1985, 1989 AND 2006

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

HJA INNENAUSBAU LIMITED

1. The Company's name is HJA INNENAUSBAU LIMITED.
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are:-
 - (a) To carry on business as a general commercial company and or to carry on any business, undertaking, transaction or operation commonly carried on or undertaken by manufacturers, merchants and dealers (both wholesale and retail) in all or any goods or services, articles of commercial and personal use and consumption, developers, researchers, importers, exporters, ship owners, bankers, factors, capitalists, promoters, financiers, real and personal property dealers and investors, concessionaires, brokers, contractors, mercantile and general agents, consultants, providers of services of kind advertising agents, publishers, distributors, carriers and transporters of all kinds and to carry on all or any of the said businesses either together as one business or as separate distinct businesses in any part of the world.
 - (b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be conveniently carried on in connection with or ancillary to any of the businesses of the Company.
 - (c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
 - (d) To act as a holding company and to carry on any business which any subsidiary of the Company may be authorised to carry on.
 - (e) To subscribe for, purchase, or otherwise acquire and hold shares in, or securities of any other company authorised by its objects to carry on any business or businesses altogether or in part similar to the business of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.
 - (f) To promote or establish any other company the objects of which shall include the acquisition of the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or the undertaking of any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company.

- (g) To purchase or otherwise acquire the whole or any part of the business, goodwill, and assets of any company, firm, or person carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and to give and receive consideration for such acquisition and to undertake all or any of the liabilities of such company, firm, or person.
- (h) To receive payment on the sale or disposal of the whole or any part of the business or property of the Company, either in cash, by instalments or otherwise, for such consideration as the Directors of the Company may think fit, and in particular for shares, debentures, or otherwise in securities of any company and generally to dispose, hold or otherwise deal with any shares, stock or securities so acquired.
- (i) To construct, improve, manage, develop, repair, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights, options, licences and privileges in respect of, and in any other manner deal with all or any part of the property and rights of the Company.
- (j) To purchase, register, apply for, or by other means acquire, whether in the United Kingdom or elsewhere any patent rights, patents, brevets d'invention, licenses, trade marks, secret processes, designs, protections and concessions and to expend money for their improvement as may be necessary or convenient for the purposes of the business or businesses of the Company, or any branch or department thereof.
- (k) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (l) To acquire any interest in, amalgamate with or enter into any partnership joint arrangement or any arrangement for sharing profits, or for co-operation, or for mutual assistance with any company, firm or person, or for subsidising or otherwise assisting any such company, firm or person carrying on any business contained within the objects of the Company and to acquire, hold, sell, deal with or dispose of by way of consideration, any shares, debentures, debenture stock or securities received from any such company and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (m) To invest and deal with the moneys of the Company not immediately required for the purposes of the business or businesses of the Company in such manner as may from time to time be determined by the Directors of the Company and to hold or otherwise deal with any investments made or any securities held.
- (n) To lend and advance money or give credit to any company, firm or person on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company or subsidiary company as defined by section 736 of the Companies Act 1985 (Sections 1159(1) and (2) of the Companies Act 2006) or otherwise connected with the Company in business.

- (o) To draw, make, accept, endorse, negotiate, discount, execute and issue cheques, bills of exchange, promissory notes, bills of lading, debentures, and other negotiable or transferable instruments.
- (p) To borrow or raise money or arrange for the payment of money in any manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's real and personal property and assets, present or future, including its uncalled capital, and also to issue and deposit any securities which the Company has authority to issue by way of mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (q) To remunerate any company, person, or firm by way of consideration for rendering services received by the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (r) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.
- (s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- (t) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects 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 interests, and to oppose any proceeding or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (u) To enter into any arrangements with any government or authority that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (v) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation fund for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment of or providing service to the Company, or any company which is for the time being the Company's Holding or subsidiary company as defined by Section 736 of the Companies Act 1985 (Sections 1159(1) and (2) of the

Companies Act 2006), or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institution, association, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, 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 of any such other company as aforesaid and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (w) To distribute among the Members of the Company in specie any property of the Company of whatever nature, or any proceeds of sale or disposal of any property of the Company.
- (x) 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)(a) of the Companies Act 1985) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Companies Act 1985.
- (y) To procure the Company to be registered or recognised in any part of the world.
- (z) To do all or any of the above things or matters herein set out in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise.
- (aa) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

And it is hereby declared that save as otherwise expressly provided, each of the objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited by reference to any other sub-clause or by the name of the Company, and that the provisions of each sub-clause shall save as aforesaid be carried out in as full and ample a manner and construed in as wide a sense as if each of the sub-clauses defined the objects of a separate and distinct company.

In this Memorandum of Association the expression the Act means the Companies Act 1985 , but so that any reference in this Memorandum of Association 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 including but without limitation pursuant to the Companies Act 2006 or any legislation enacted in connection therewith.

4. The liability of the Members is limited.

5. The share capital of the Company is £1.00 divided into 1 Ordinary Share of £1.00 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 names.

NAME AND ADDRESS OF SUBSCRIBER	Number of Shares taken by Subscriber
Johanna Arens Kalkstr. 7 53332 Bornheim Germany	One
Total Shares Taken Dated: 2 October 2008	One

THE COMPANIES ACTS 1985,1989 AND 2006

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

HJA INNENAUSBAU LIMITED

PRELIMINARY

1.
 - (a) The Company is a Private Company and, subject as hereinafter provided and except where the same are varied or excluded by or inconsistent with these Articles, the regulations contained or incorporated by reference to Table A in 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 the Companies Act 1985 (Electronic Communications) Order 2000 and as otherwise amended prior to the adoption of these Articles (hereinafter called "Table A") shall apply to the Company save insofar as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and shall be deemed to form part of these Articles. References herein to regulations are to regulations in Table A unless otherwise stated.
 - (b) In these Articles the expression the Act means the Companies Act 1985 ("CA 85"), 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 including but without limitation pursuant to the Companies Act 2006 ("CA 2006") or any legislation enacted in connection therewith.

DEFINITIONS

2. In these Articles unless the context otherwise requires:-

"these Articles"	means the Articles of Association in their present form or as from time to time altered;
"Director"	means a Director of the Company;
"the Board"	means the Board of Directors of the Company or a duly authorised committee thereof or the Directors present at a meeting of the Board of Directors of the Company or a duly authorised committee thereof, in each case at which a quorum is present;
"Member"	means a member of the Company; and
"Non-Director Officer"	means, for the purposes of Article 25, any officer or auditor of the Company other than a Director.

SHARE CAPITAL

3. The share capital of the Company is £1.00 divided into 1 Ordinary Shares of £1.00 each.

SHARES

4.
 - (a) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the CA 85 (Section 549 of the CA 2006) 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 with which the Company is incorporated at any time or times during the period of five years from the date of incorporation 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 the said Section 80 of the CA 85 (Section 549 of the CA 2006)) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.
 - (b) All unissued shares or securities of the Company not comprising relevant securities shall be at the disposal of the Board who may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as it thinks proper.
 - (c) Pursuant to Section 91 of the CA 85 (section 567 CA 2006), sub-section (1) of Section 89 (Section 561 CA 2006) and sub-sections (1) to (6) inclusive of Section 90 of the CA 85 (Sections 562(1), 568(3), 562(3), 562(4) and (5) CA 2006) shall be excluded from applying to the Company.

LIEN

5. The lien conferred by Regulation 8 shall also attach to fully paid shares and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person, whether he shall be the sole registered holder thereof or shall be one of one or more joint holders for all moneys presently payable by him or his estate to the Company. Regulation 8 shall be modified accordingly.

FORFEITURE

6. The liability of any Member in default of payment of a call shall, if the Board so directs, also include any costs and expenses suffered or incurred by the Company in respect of such non-payment and the powers conferred on the Board by Regulation 18 and the provisions of Regulation 21 shall be extended accordingly.

TRANSFER OF SHARES

7. The Board may, in its absolute discretion, and without giving any reason therefore, decline to register a transfer of any share, whether or not it is a fully paid share. Regulation 24 shall not apply to the Company.

TRANSMISSION OF SHARES

8. The Board may at any time give notice by electronic means or otherwise requiring any person entitled to a share by reason of the death or bankruptcy of the holder

thereof to elect either to be registered himself in respect of the share or to transfer the share and if the notice is not complied with within sixty days the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with. Regulation 31 shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

9. If within half an hour from the time appointed for a general meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine. If a quorum is not present at any such adjourned meeting within half an hour from the time appointed for that meeting, the meeting shall be dissolved. Regulation 41 shall not apply to the Company.

A poll may be demanded at any general meeting by any member present in person or by proxy and entitled to vote. Regulation 46 shall be modified accordingly.

10. For so long as the Company has only a sole Member:-
- (i) that Member shall constitute a quorum if present in person or by proxy or, if that Member is a corporation, by a duly authorised representative; and
 - (ii) any decisions or actions made or taken by that Member which are ordinarily required to be made or taken in General Meeting of the Company or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in General Meeting save that this paragraph shall not apply to resolutions passed pursuant to Sections 168 of the CA 2006) and 391 of the CA 85 (Section 510 of the CA 2006).
 - (iii) any decision taken by a sole Member pursuant to paragraph (ii) above shall be recorded in writing and delivered by that Member to the Company for entry in the Company's Minute Book.

DELEGATION OF DIRECTORS' POWERS

11. Any committee of the Board may consist of one or more co-opted persons other than Directors on whom voting rights may be conferred as members of the committee but so that:-
- (i) the number of co-opted members shall be less than one-half of the total number of members of the committee; and
 - (ii) a resolution of the committee shall not be effective unless a majority of the members of the committee present at the meeting are Directors.

Regulation 72 shall be modified accordingly.

APPOINTMENT

12. (a) The minimum number of Directors shall be one and in the event of there being a sole Director, he shall have all the powers and be subject to all the provisions herein conferred on the Directors and he or any alternate Director appointed by him shall alone constitute a quorum at any meeting of the

Directors. Regulations 64, 89 and 90 shall be modified (and all other Regulations in these Articles relating to Directors shall be construed) accordingly.

13. The personal representatives of any person occupying the position of both a sole director and sole member of the Company upon his death shall be entitled, on serving notice in writing at the Company's Registered Office, to appoint a person as a Director. Any such appointment shall be deemed for all purposes to be as valid as an appointment made in accordance with the provisions of Regulation 78 as amended.

BORROWING POWERS

14. 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.

DIRECTORS

15. The Directors shall be entitled to such remuneration (if any) by way of fee as shall from time to time be determined by the Company in General Meeting. Unless and until so determined, remuneration shall be at such rate as the Board shall from time to time determine. Such remuneration shall be deemed to accrue from day to day. The Directors (including alternate Directors) shall also be entitled to be paid their reasonable travelling, hotel and other expenses of attending and returning from meetings of the Company or otherwise incurred while engaged on the business of the Company or in the discharge of their duties. Regulations 82 and 83 shall not apply to the Company.
16. Any Director, who, by request, performs special services or goes or resides abroad for any purposes of the Company or who otherwise performs services which, in the opinion of the Board, are outside the scope of the ordinary duties of a Director shall receive such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine which shall be charged as part of the Company's ordinary working expenses.
17. Subject to the provisions of the Act and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office:-
 - (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is in any way interested;
 - (b) may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is in any way interested;
 - (c) may, or any firm or company of which he is a member or Director may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested;

- (d) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from such office, service or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit; and
- (e) shall be entitled to vote and be counted in the quorum on any matter concerning paragraphs (a) and (d) above.

For the purposes of this Article:-

- (i) a general notice to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified;
- (ii) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and
- (iii) an interest of a person who is, for any purpose of the Act (excluding any statutory modification not in force when this Article becomes binding on the Company), connected with a 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.

Regulations 86, and 94 to 96 inclusive shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

- 18. An alternate Director who is himself a Director and/or who acts as an alternate Director for more than one Director shall be entitled, in the absence of his appointor(s), to a separate vote or votes on behalf of his appointor(s) in addition (if he is himself a Director) to his own vote. Regulation 88 shall be modified accordingly.
- 19. Any Director enabled to participate in the proceedings of a meeting by means of a telephone or other communication device which allows all the other Directors present at such meeting whether in person or by means of such communication device to hear at all times such Director and such Director to hear at all times all other Directors present at such meeting (whether in person or by means of such type of communication device) shall be deemed to be present at such meeting and shall be counted when reckoning a quorum.
- 20. A meeting at which one or more of the Directors attends by such means as specified in Article 19 is deemed to be held at such place as the Directors shall at that meeting resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the Directors attending the meeting are physically present, or in default of such a majority, the place at which the chairman of the meeting is physically present.

DIVIDENDS

- 21. Dividends shall be declared and paid according to the amounts paid up or credited as paid up on the shares on which the dividend is paid. Regulation 104 shall be construed accordingly.

NOTICES

22. A notice served by post, fax, or electronic mail shall be deemed to be given at the expiration of twenty four hours (or, where second class mail is employed, forty-eight hours) after the time when the cover containing the same is posted, or transmitted. Regulation 115 shall be modified accordingly.

SEAL

23. The Directors shall decide whether the company shall have a seal and if so shall provide for the safe custody of the Seal and of any official Seal for use abroad pursuant to the Statutes, and such Seals shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose. Regulation 101 of Table A shall not apply.

SHARE CERTIFICATES

24. In the event that the Directors decide that the Company shall not have a seal then share certificates or other documents issued by the Company may be signed by a director and secretary of the Company, or two directors of the Company, or as permitted by the CA 2006, and expressed (in whatever form of words) to be executed by the Company and shall have the same effect as if executed under the common seal of the Company and Regulation 6 of Table A shall be modified accordingly.

INDEMNITY

- 25.
- (a) A Director shall be indemnified out of the assets of the Company 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:
 - (i) in defending any civil proceedings (unless judgment is given against the Director and the judgment is final);
 - (ii) in defending any criminal proceedings (unless the Director is convicted and the conviction is final); and
 - (iii) in connection with any application for relief from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company (unless the court refuses to grant the director relief, and the refusal is final),

but this Article shall only have effect in so far as its provisions are not avoided by Sections 309A and 309B of the CA 85 or Section 232 of the CA 2006 or Section 234 of the CA 2006.
 - (b) A judgment, conviction or refusal of relief becomes final if:
 - (i) the period for bringing an appeal (or any further appeal) has ended; and

- (ii) any appeal brought is determined, abandoned or otherwise ceases to have effect.
- (c) Every director shall be entitled to have funds provided to him by the Company to meet expenditure incurred or to be incurred in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him as a director, provided that he will be obliged to repay such amounts no later than:
 - (i) in the event he is convicted in proceedings, the date when the conviction becomes final;
 - (ii) in the event of judgment being given against him in proceedings, the date when the judgment becomes final; or
 - (iii) in the event of the court refusing to grant him relief on any application under sections 144(3) (Section 661(3) of the CA 2006) or (4) (Section 661(4) of the CA 2006) or 727 of the CA 85 (Section 1157 of the CA 2006), the date when refusal becomes final.
- (d) Every Non-Director Officer of the Company shall be indemnified out of the assets of the Company 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 proceedings, whether civil or criminal, 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 negligence, default, breach of duty or breach of trust on his part or in connection with any application under Section 727 (Section 1157 CA 2006) in which relief is granted to him by the Court and no Non-Director Officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto but this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the CA 85 (Section 532 of the CA 2006).
- (e) The Directors shall have power to purchase and maintain for any Director or Non-Director Officer of the Company insurance against any such liability as is referred to in Sections 309A(1) or Section 232 of the CA 2006 or 310(1) of the CA 85 (Section 532 of the CA 2006) from and after the bringing into force of Section 136 of the Companies Act 1989.
- (f) This Article is without prejudice to any other indemnity to which a Director may be entitled.

Regulation 118 shall not apply to the Company.

NAME AND ADDRESS OF SUBSCRIBERS

<p>Johanna Arens Kalkstr. 7 53332 Bornheim Germany</p>
--

<p>Dated 2 October 2008</p>
