

Company number 6720040

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

Active Solutions Europe Limited ("Company")

9 October 2009 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 2 below are passed as ordinary resolutions and resolution 3 is passed as a Special Resolution ("Resolutions").

ORDINARY RESOLUTIONS

- 1 That the 100 issued ordinary shares of £1 each of the Company be subdivided into 10,000 ordinary shares of £0.01 each.
- 2 That the 900 authorised but unissued shares of £1 each of the Company be subdivided into 90,000 ordinary shares of £0.01 each.


SPECIAL RESOLUTIONS

- 3 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 Resolutions.

The undersigned, entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

  
.....  
Paul Smith

9/10/2009  
.....  
2009

  
.....  
Michele Smith

9/10/2009  
.....  
2009

WEDNESDAY



A36 \*AL3NDEAM\* 21/10/2009 173  
COMPANIES HOUSE

## NOTES

1. You can choose to agree to the all of the Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, 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 Network House, Basing View, Basingstoke, Hampshire RG21 4HG.
- **Post:** returning the signed copy by post to Network House, Basing View, Basingstoke, Hampshire RG21 4HG.

If you do not agree to all of the resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
3. Unless, by *6 November* 2009, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or 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.

**THE COMPANIES ACTS 1985 AND 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION OF ACTIVE SOLUTIONS EUROPE LIMITED**

(Adopted by Special Resolution passed on *9th October* 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 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 24, 40, 41, 54, 64, 66, 73-80, 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.

**2 Share Capital**

The share capital of the Company is £1,000 divided into 100,000 ordinary shares of £0.01 each.

**3 Share transfers**

- 3.1 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 provided that the directors will be bound to register the transfer of any share pursuant to articles 3.2 and 3.3.
- 3.2 Any shares may at any time be transferred to any person with the consent in writing of members holding more than 60% of the issued share capital of the Company.
- 3.3 Any shares may at any time be transferred to any person if the transfer is made pursuant to the terms of an employee share scheme which has been approved by the directors.

**4 Drag along/tag along**

- 4.1 This article 4 will apply if one or more members ("Proposed Transferor(s)") wishes to transfer all or any of his Shares or any interest in them (the "Controlling Shares") and if, as a result of the transfer, the proposed transferee(s) (the "Proposed

**Transferee(s)**") would collectively hold more than 50% of all the issued equity share capital of the Company.

- 4.2 In those circumstances, the Proposed Transferor(s) may not transfer the Controlling Shares unless, at least 14 days prior to the proposed date of the agreement to transfer, the Proposed Transferee(s) has made a written offer ("**Offer**") to the other members to purchase all their shares at the same price per share and on the same terms and conditions as would be applicable to the proposed sale of the Controlling Shares (but excluding any requirement to give warranties or indemnities, save as to unencumbered title to the shares).
- 4.3 The Offer is to be on terms that it will be open for acceptance by the members other than the Proposed Transferor(s) for not less than 7 days and, if accepted, the sale of all of such other member's shares will be completed simultaneously with the completion of the sale of the Proposed Transferor(s) shares.
- 4.4 If the members other than the Proposed Transferor(s) do not accept the Offer:
  - 4.4.1 the Proposed Transferor(s) or any one of them may give notice (a "**Purchase Notice**") to any non-accepting member (a "**Non-Accepting Member**") requiring him, within 5 days of the giving of the Purchase Notice (the "**Acceptance Period**"), to accept the Offer in respect of all shares held by him and stating that, failing such acceptance, such Non-Accepting Member will at the expiration of the Acceptance Period be deemed to have accepted the Offer in respect of all shares held by him;
  - 4.4.2 within 5 days after the expiry of the Acceptance Period, each Non-Accepting Member will be obliged to deliver to the Proposed Transferee(s) (or as he may direct) an executed share transfer form and share certificate(s) in respect of the shares which were the subject of the Purchase Notice;
  - 4.4.3 if any Non-Accepting Member fails to deliver executed share transfer form(s) and share certificate(s) within 5 days after the expiry of the Acceptance Period in accordance with article 4.4.2, he will be deemed to have appointed any director to be his agent and attorney to execute a share transfer form(s) on his behalf and, against receipt by the Company (on trust for such Non-Accepting Member) of the appropriate consideration, to deliver such share transfer form(s) to the Proposed Transferee(s);
  - 4.4.4 a transfer executed pursuant to article 4.4.3 will have full force and effect even if the Non-Accepting Member's share certificate(s) has/have not been produced; and
  - 4.4.5 after the Proposed Transferee(s) or his nominee has been registered as the holder of shares transferred in accordance with this article 4.4, the validity of the transaction may not be questioned by any person.
- 4.5 An Offer is to be regarded as made on the same terms to all members even though some members have agreed to give warranties or indemnities (other than merely as

to title to their shares) or to receive reasonable remuneration for services to be rendered by them.

## **5 Proceedings at General Meetings**

- 5.1 No business shall be transacted at a general meeting unless the requisite quorum is present. One member present in person or by proxy (or, in the case of a corporate member, by representative), shall be a quorum for all purposes.
- 5.2 If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting is adjourned to the same day (or, if that day is a holiday, to the next following working day) in the next week and at the same time and place or such day and at such time and place as the directors may determine and the members present at that adjourned meeting shall be a quorum for that adjourned meeting.
- 5.3 A proxy may be demanded at any general meeting by any member present in person or by proxy and entitled to vote.

## **6 Votes of Members**

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.

## **7 Number of Directors**

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

## **8 Alternate Directors**

- 8.1 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.
- 8.2 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.

## **9 Powers of Directors**

- 9.1 The directors are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 for a period of five years from the date of incorporation

of the Company to allot all or any of the unissued shares of the Company. This authority may be varied or revoked by ordinary resolution of the Company.

- 9.2 The directors are authorised in accordance with section 91 of the Companies Act 1985 to allot shares of the Company as if section 89(1) of the Companies Act 1985 did not apply to the allotment up to a maximum issued share capital of £1,000. This power will expire on the date the section 80 of the Companies Act 1985 authority to which it relates is revoked or (if not renewed) expires, except that the directors may after such date allot securities pursuant to any offer or agreement to do so made before such date.

## **10 Appointment and Retirement of Directors**

- 10.1 No person shall be appointed a director at any general meeting unless:
- 10.1.1 he is recommended by the directors; or
  - 10.1.2 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.
- 10.2 Not less than 7 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.
- 10.3 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.
- 10.4 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.

## **11 Director's Appointment and Interests**

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 services between the director and Company.

## **12 Proceedings of Directors**

- 12.1 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 a meeting and shall be entitled to vote and be counted in the quorum.
- 12.2 Subject to disclosure in accordance with section 317 of the Companies Act 1985, a director is entitled to vote at any meeting of the directors or of a committee of directors on any resolution, notwithstanding that it in any way concerns or relates to a matter 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, and in relation to any such resolution (whether or not he votes on the same) he is to be taken into account in calculating the quorum present at the meeting.

## **13 Indemnity**

- 13.1 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 judgment 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 himself relief from indemnity for negligence, default, breach of duty or breach of trust in relation to the Company's affairs.
- 13.2 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.