

Company number 3089755

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

Aston Science Park Limited (the "Company")

18 March 2008

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 (the "**Resolution**")

SPECIAL RESOLUTION

THAT the existing Articles of Association shall no longer apply to the company, and that in place thereof, the Articles of Association already prepared, a copy of which has been initialled for the purpose of identification by the chairman, be adopted as the new Articles of Association of the company

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 18 March 2008, hereby irrevocably agrees to the Resolution.

Michael Whitney
For and on behalf of **Birmingham Technology Limited**

Date 18 March 2008

THURSDAY



AGFZZY67
A20 20/03/2008 399
COMPANIES HOUSE

WE HEREBY CERTIFY THAT THIS IS A TRUE
AND EXACT COPY OF THE ORIGINAL

Hammonds

Hammonds
RUTLAND HOUSE
148 EDMUND STREET
BIRMINGHAM
B3 2JR

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
 - (a) **By hand** delivering the signed copy to the Company Secretary at Aston Science Park Faraday Wharf Holt Street Birmingham West Midlands B7 4BB
 - (b) **Post** returning the signed copy by post to the Company Secretary at Aston Science Park Faraday Wharf Holt Street Birmingham West Midlands B7 4BB

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 **15** April 2008, 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

Michael Whiffey
[Signature]

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
of
ASTON SCIENCE PARK LIMITED

Company number 3089755
Adopted *18 March* 2008



WE HEREBY CERTIFY THAT THIS IS A TRUE
AND EXACT COPY OF THE ORIGINAL

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Reference BIR 210-0060

**THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES**

ARTICLES OF ASSOCIATION

adopted by Special Resolution dated

2008

-of-

ASTON SCIENCE PARK LIMITED

1 TABLE A

- 1 1 The regulations constituting Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended in relation to private companies limited by shares 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 Aston Science Park 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

2 ALLOTMENT OF SHARES

- 2 1 The Directors are unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "**Act**") to allot shares up to the amount of the share capital of the Company at the date of the Resolution adopting these Articles at any time or times before the day prior to the fifth anniversary of such Resolution. In accordance with section 91 of the Act sections 89(l) and 90 sub-sections (l) to (6) inclusive will not apply to the Company

3 HOLDING COMPANY

- 3 1 If the Company is a subsidiary of another company (in this Article referred to as the "**Holding Company**") the following provisions will apply
- (a) the Holding Company may deliver to the Company a Notice in writing purporting to be signed by a Director of the Holding Company stating that certain share(s) in the Company is/are held by the registered holder, as the nominee of the Holding Company (or, in the case of a share registered in the name of a deceased or bankrupt holder, was so held at the time of his death or bankruptcy) If the Notice names some other person as having been authorised by the Holding Company to sign transfers in the place of the holder or the deceased or bankrupt holder, the

Directors will be entitled and bound to give effect to any instrument of transfer of that share signed by the person named as transferor as if the instrument were signed by the registered holder of the share or by his personal representatives or trustees in bankruptcy, and

- (b) subject to the provisions of the Act a Resolution in writing purporting to be signed on behalf of the Holding Company by a Director of it will be as valid and effective as if it had been passed as an Ordinary Resolution at a General Meeting of this Company duly convened and held,
- (c) the Holding Company shall be entitled to appoint the Directors of the Company and to appoint one or more such Directors to the office of Managing Director. Any person so appointed will be subject to the provisions of Regulation 81 of Table A and may be removed from office by the Holding Company and another person may be appointed in his place. Every appointment or removal will be by instrument in writing under the Common Seal of the Holding Company and the instrument will only take effect on its delivery to the Registered Office of the Company or other principal place of its business. If the Holding Company ceases to be entitled to appoint Directors of the Company, any Director appointed in pursuance of this Article and then holding office will be deemed to have immediately vacated his office. Until the Holding Company ceases to be entitled to appoint Directors pursuant to this Article the provisions of Regulations 72 to 80 and Regulation 84 of Table A as to the appointment and retirement of Directors will not apply,
- (d) the Holding Company shall be entitled to appoint any person to be an alternate director and may remove from office an alternate director so appointed by it. Every such appointment or removal of an alternate director shall be by instrument in writing under the Common Seal of the Holding Company and such instrument shall only take effect on the service thereof at the Registered Office of the Company or other its principal place of business,
- (e) the remuneration of the Directors (including a Managing Director) will from time to time be determined by the Holding Company. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from Meetings of Directors or any Committee of the Directors or General Meetings of the Company or in connection with the business of the Company.

4 NUMBER OF DIRECTORS

- 4.1 Unless and until the Company in general meeting shall otherwise determine, the number of directors is not subject to any maximum and the minimum number is one

5 PROCEEDINGS OF DIRECTORS

- 5.1 A Director may vote as a Director in respect of any contract or arrangement in which he is interested or upon any matter arising from it. If he does vote his vote will be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration, Regulation 94 of Table A shall be modified accordingly
- 5.2 The quorum for the transaction of business of the directors shall be two unless there is a sole director, in which event, the sole director shall constitute a quorum. A person who

holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum Regulation 89 of Table A shall be modified accordingly

- 5.3 Any Director or member of a committee of the Board may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any Director or member of a committee participating in a meeting in this manner shall be deemed to be present in person at such meeting

6 INDEMNITY

- 6.1 Subject to the provisions of the Act, but without prejudice to any indemnity to which he may otherwise be entitled, every director, alternate director, secretary or other officer of the Company shall be entitled to be indemnified by the Company out of its own funds against and/or exempted by the Company from all costs, charges, losses, expenses and liabilities suffered or incurred by him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which 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 judgement is given in his favour (or the proceedings are 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 to him by the court Regulation 118 of Table A shall not apply
- 6.2 Without prejudice to the provisions of Regulation 87 of Table A or the provisions of these Articles, the directors may exercise all the powers of the Company to purchase and maintain insurance for the benefit of a person who is an officer or employee, or former officer or employee, of the Company or of a company which is a subsidiary undertaking of the Company or in which the Company has an interest (whether direct or indirect), or who is or was a trustee of a retirement benefits scheme or another trust in which an officer or employee or former officer or employee is or has been interested, indemnifying him against liability for negligence, default, breach of duty or breach of trust or another liability which may lawfully be insured against by the Company