

COMPANY NUMBER 6645738

THE COMPANIES ACTS 1985, 1989 and 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF THE SOLE MEMBER

OF

CROSSCO (1113) LIMITED

Circulation Date 7 October 2008

THURSDAY



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (as amended), we the undersigned being all eligible members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company on the above circulation date hereby pass the following resolutions as written resolutions and agree that if duly passed, they shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held

- 1 That the authorised share capital of the Company be increased to £10,000 by the creation of 900 new 'A' shares of £1 each, such new shares to rank pari passu in all respects with the existing 100 'A' shares of £1 each in the capital of the Company and the creation of 1000 'B' shares of £1 each, 1000 'C' shares of £1 each, 1000 'D' shares of £1 each, 1000 'E' shares of £1 each, 1000 'F' shares of £1 each, 1000 'G' shares of £1 each, 1000 'H' shares of £1 each, 1000 'I' shares of £1 each and 1000 'J' shares of £1 each, such shares to carry the rights contained in the articles of association adopted by the Company pursuant to resolution 4 of these written resolutions
- 2 That -
 - 2 1 the directors be and are hereby generally authorised pursuant to and in accordance with section 80 of the Companies Act 1985 to exercise during the period from the date of the passing of this resolution until the date preceding the fifth anniversary of the date of this resolution all the powers of the Company to allot relevant securities (as defined in section 80 of the Act) to a maximum nominal amount of £10,000,
 - 2 2 for the purposes of this resolution, the said authority and the said power shall allow and enable the directors to make offers or agreements before the expiry of the said period which would or might require the making of allotments after such expiry
- 3 That the one issued ordinary share of £1 and the 99 existing authorised but unissued shares of £1 each in the Company be reclassified as 'A' shares of £1 each, such shares having the rights contained in the articles of association adopted by the Company pursuant to resolution 4 of these written resolutions
- 4 That the regulations contained in the printed document attached to this resolution be and the same are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company

AGREEMENT

WE CERTIFY THAT THIS IS A TRUE
COPY OF THE ORIGINAL DOCUMENT
Dickinson Dees LLP
DICKINSON DEES LLP 7.10.08

The person named below, a person entitled to vote on the above resolutions on the Circulation Date hereby irrevocably agrees to all of the above resolutions

For and on behalf of
Prima Director Limited

A. J. Bell

Signature of eligible member or person signing on their behalf

Name of eligible member Prima Director Limited

Date 7 October 2008

THE COMPANIES ACT 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION OF
CROSSCO (1113) LIMITED

(adopted by written resolution dated 7 October)
2008

1. PRELIMINARY

- 1.1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No 1052) and as further amended by the Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No 3373) (such Table being 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 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 1985, 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. ALLOTMENT OF SHARES

- 2.1 Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the directors who may (subject to Section 80 of the Act and to Article 2.4 below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit
- 2.2 All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the directors propose to issue shall first be offered to the members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in general meeting shall by special resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period accepted all the shares offered to them, such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such special resolution as aforesaid shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such a manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefore than the terms on which they were offered to the members. The foregoing provisions of this Article 2.2 shall have effect subject to Section 80 of the Act

2 3 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

2 4 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 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) be renewed, revoked or varied by ordinary resolution

3 SHARES

3 1 The lien conferred by clause 8 in Table A shall attach also to fully paid-up 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 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. Clause 8 in Table A shall be modified accordingly

3 2 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment"

4 SHARE CAPITAL

That the authorised share capital of the Company is £10,000 divided into 1,000 "A" Shares, 1,000 "B" Shares, 1,000 "C" Shares, 1,000 "D" Shares, 1,000 "E" Shares, 1,000 "F" Shares, 1,000 "G" Shares, 1,000 "H" Shares, 1,000 "I" Shares and 1,000 "J" Shares. The "A" Shares, "B" Shares, "C" Shares, "D" Shares, "E" Shares, "F" Shares, "G" Shares, "H" Shares, "I" Shares and "J" Shares will be separate classes of shares but, save as hereinafter expressly provided, will rank *pari passu* in all respects

5 DIVIDEND RIGHTS

5 1 The rights as regards income attaching to each class of Shares shall be as set out in this article

5 2 Subject to the directors recommending payment of the same, any available profits which the Company may determine to distribute in respect of any financial year shall be applied as follows -

5 2 1 in paying by way of dividend to the holders of "A" Shares, "B" Shares and "I" Shares *pro rata* their shareholding, and

5 2 2 in paying by way of dividend to the holders of "C" Shares, "D" Shares, "E" Shares, "F" Shares, "G" Shares, "H" Shares and "J" Shares *pro rata* their shareholding save that for the purpose of this article 5 2 2 such shareholdings shall be deemed to be 50% of their actual shareholdings

6 CAPITAL PARTICIPATION RIGHTS

- 6 1 The rights as regards capital participation attaching to each class of Shares shall be as set out in this article
- 6 2 On a return of capital on liquidation or otherwise, the surplus assets of the Company remaining after the payment of its liabilities shall be applied in the following order of priority
- 6 2 1 first, in paying
- (a) to each holder of "A" Shares, "B" Shares and "I" Shares in respect of each Share of which he is the holder, an amount equal to 100% of the issue price thereof, and
 - (b) to each holder of "C" Shares, "D" Shares, "E" Shares, "F" Shares, "G" Shares, "H" Shares and "J" Shares in respect of each Share of which he is the holder, an amount equal to 50% of the issue price thereof
- 6 2 2 secondly in distribution the balance of such assets (if any) to the Shareholders pro rata their Shareholdings provided that for the purpose of this article 6 2 2 the holders of the "C" Shares, "D" Shares, "E" Shares, "F" Shares, "G" Shares, "H" Shares and "J" Shares shall be deemed to be 50% of their actual Shareholdings

7 VOTING RIGHTS

- 7 1 The voting rights attached to each class of Shares shall be as set out in this Article -
- 7 1 1 on a show of hands -
- (a) every Shareholder holding one or more "A" Share, "B" Share or "I" Share, who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, shall have two votes, and
 - (b) every Shareholder holding one or more "C" Share, "D" Share, "E" Share, "F" Share, "G" Share, "H" Share or "J" Share, who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, shall have one vote
- 7 1 2 on a poll -
- (a) every Shareholder holding one or more "A" Share, "B" Share or "I" Share, who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, shall have two votes, and
 - (b) every Shareholder holding one or more "C" Share, "D" Share, "E" Share, "F" Share, "G" Share, "H" Share or "J" Share, who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, shall have one vote for each Share of which he is the holder

8 GENERAL MEETINGS AND RESOLUTIONS

- 8 1 Every notice convening a general meeting shall comply with the provisions of Section 372(3) 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
- 8 2 No business shall be transacted at any General Meeting unless a quorum is present Subject to Article 8 3 below, two persons 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
- 8 3 If and for so long as the Company has only one member, that member present in person or by proxy of (if that member is a corporation) by a duly authorised representative shall be a quorum
- 8 4 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 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 therefore such adjourned general meeting shall be dissolved
- 8 5 Regulations 40 and 41 in Table A shall not apply to the Company
- 8 6 If and for so long as the Company has only 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 8 8 below
- 8 7 Any decision taken by a sole member pursuant to Article 8 6 above shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book
- 8 8 Resolutions under Section 303 of the Act for the removal of a director before the expiration of his period of office and under Section 391 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
- 8 9 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 Regulation 54 in Table A shall be modified accordingly
- 8 10 Unless resolved by ordinary resolution that regulation 62 in Table A shall apply without modification, the instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited at the place specified in regulation 62 in Table A 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

9 APPOINTMENT OF DIRECTORS

- 9 1 Regulation 64 in Table A shall not apply to the Company
- 9 2 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution in general meeting of the Company 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 the directors is one, a sole director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the directors generally, and regulation 89 in Table A shall be modified accordingly
- 9 3 The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive in Table A shall not apply to the Company)
- 9 4 No person shall be appointed a director at any general meeting unless -
- 9 4 1 he is recommended by the directors, or
- 9 4 2 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
- 9 5 Subject to Articles 9 4 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
- 9 6 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 9 2 above as the maximum number of directors and for the time being in force
- 9 7 In any case where as the result of the 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 9 5 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

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 of any third party.

11 ALTERNATE DIRECTORS

- 11 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, and the first sentence of regulation 66 in Table A shall be modified accordingly
- 11 2 A director, or any such other person as is mentioned in clause 65 in Table A, may act as an alternate director to represent more than one director, 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

12 GRATUITIES AND PENSIONS

- 12 1 The directors may exercise the powers of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities and other benefits and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers
- 12 2 Regulation 87 in Table A shall not apply to the Company

13 PROCEEDINGS OF DIRECTORS

- 13 1 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
- 13 2 Each director shall comply with his obligations to disclose his interest in contracts under Section 317 of the Act
- 13 3 Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company

14 THE SEAL

- 14 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 or second director. The obligation under regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 of Table A shall not apply to the Company
- 14 2 The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors

15 INDEMNITY

- 15 1 Every director or other officer of the Company shall be indemnified out of assets of the Company against all losses or liabilities which he may sustain or incur in or about the

execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no director or other 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 insofar as its provisions are not avoided by Section 310 of the Act

15.2 The directors shall have power to purchase and maintain for any director, officer or auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act

15.3 Regulation 118 in Table A shall not apply to the Company

16 **TRANSFER OF SHARES**

16.1 The directors may, in their absolute discretion and without assigning any reason therefore, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of regulation 24 in Table A shall not apply to the Company