

**THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES  
WRITTEN SPECIAL RESOLUTION  
- of -  
MARQUES OF DISTINCTION LIMITED**

Company No. 08068504

SATURDAY



A11      \*A19Q8LKQ\*      #184  
26/05/2012  
COMPANIES HOUSE

Circulation Date 15 May 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the sole director of the Company proposes that the following Resolutions are passed as special resolutions ("Resolutions")

**SPECIAL RESOLUTIONS**

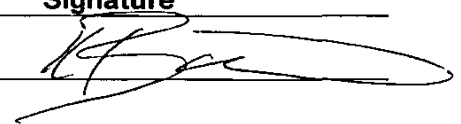
- 1 That the 1 ordinary share in the capital of the Company be and is hereby reclassified as 1 A ordinary share of £1 00 each
- 2 That the attached articles of association be and are hereby adopted as the new articles of association of the Company from the date hereof

**AGREEMENT**

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

The undersigned, person entitled to vote on the Resolutions on the date hereof, hereby irrevocably agrees to the Resolutions

Dated 15<sup>th</sup> MAY 2012

Name	No of Shares held	Signature
Andrew Mikhail	1	

**NOTES**

1 You can choose to agree to 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 the signed version either by hand to Andrew Mikhail

You may not return the Resolutions to the Company by any other method

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 the date being 28 days from the Circulation Date, 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 on this date

**PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**MARQUES OF DISTINCTION LIMITED**

**PRELIMINARY**

1 (i) The Regulations contained in 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 1985 (hereinafter referred to as "Table A"), subject to the additions, exclusions and modifications hereinafter expressed shall constitute the Articles of Association of the Company

(ii) 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

**SHARE CAPITAL**

2 The Directors of the Company may (subject to Articles 3 and 4 (i) below and section 80 of the Act) allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Act) in the Company on such terms and conditions and in such manner as they think proper

3 The Directors of the Company are generally and unconditionally authorised during the period of five years from the date of incorporation of the Company to allot, grant rights to subscribe for or convert securities into shares in relation to the original shares in the authorised share capital of the Company to such persons at such times and on such terms and conditions as they think fit, subject to the provisions of section 80 of the Act

4 (i) Subject to any direction to the contrary that may be given by Special Resolution by the Company in General Meeting, any shares comprised in the original and any increased authorised share capital of the Company shall, before they are issued, be offered to the Members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the Member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined, and after the expiration of such time or on receipt of an intimation from the Member to whom the notice is given that he declines to accept the shares, the Directors may dispose of the same in such manner as they think most beneficial to the Company. The provisions of this paragraph shall have effect only insofar as they are not inconsistent with section 80 of the Act

(ii) In accordance with section 91(1) of the Act, section 89(1) and sections 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

### **SUBSCRIBER SHARES**

5 Notwithstanding any Regulation of Table A to the contrary, the subscriber to the Memorandum of Association shall be liable to pay in full for the share agreed to be taken by it within 1 hour of receiving a call made upon it for such payment. If at the expiry of that period such call remains unpaid, such share shall be liable to immediate forfeiture by a resolution of the Directors without further notice. Upon such forfeiture the subscriber shall have no further obligation to pay for such share, unless re-allotted to it. In accordance with Regulation 20 of Table A, the Directors may re-allot the subscriber share on such terms and in such manner as they determine either to the person who was before the forfeiture the holder, or to any other person. Regulation 22 of Table A shall be amended by the addition, after the word "secretary", of the words "(or, in the case of a corporate director or secretary, by an authorised representative of that corporate director or secretary)"

### **CLASSES OF SHARES**

6 For so long as the Company has different classes of shares, unless all such shares are held by a single member of the Company, the rights and restrictions attached to those shares are as follows

- 6 1 A ordinary shares the A ordinary shares are non-redeemable, and shall rank equally in terms of (a) voting rights - one vote for each share, (b) rights to participate in all approved dividend distributions for that class of share, and (c) rights to participate in any capital distribution on winding up
- 6 2 B ordinary shares the B ordinary shares are non-redeemable, and shall rank equally in terms of (a) voting rights - one vote for each share, (b) rights to participate in all approved dividend distributions for that class of share, and (c) rights to participate in any capital distribution on winding up, subject to the following
  - 6 2 1 the rights of the holders of any B ordinary shares to vote shall be limited to voting on those matters solely concerning I C S Car Centre Limited to the exclusion of any direct or indirect subsidiary or holding company of I C S Car Centre Limited,
  - 6 2 2 the rights of the holders of any B ordinary shares to participate in approved dividend distributions for that class of share shall be limited to participating in those dividends declared solely by, and out of the profits of, I C S Car Centre Limited and excluding any distribution from, or arising from, any direct or indirect subsidiary or holding company of I C S Car Centre Limited, and
  - 6 2 3 the rights of the holder of any B ordinary shares to participate in any capital distribution on sale or winding up shall be limited to participating in any capital distribution arising solely from I C S Car Centre Limited, and excluding any distribution arising from any direct or indirect subsidiary or holding company of I C S Car Centre Limited

### **LIEN**

7 (i) The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share. The Company shall also have a first and paramount lien on every share (whether or not it is a fully paid share) standing registered in the name of any Member solely or registered in the names of two or more joint holders 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 Article

(ii) Regulation 8 of Table A shall not apply to the Company

### **NOTICE OF GENERAL MEETINGS**

8 (i) Regulations 112 and 115 of Table A shall not apply to the Company

(ii) Every Member is entitled to written notice of every meeting of the Company, at such address as the Member may inform the Directors of from time to time, provided that a notice given to a joint holder whose name stands first in the Register of Members in respect of a jointly held share shall be sufficient to notify those holding jointly with him. A notice shall be deemed to have been received

- (a) when given, if delivered personally,
- (b) on the next business day, if sent by facsimile, telex, or E-Mail,
- (c) after two clear days, if sent by telegram to any properly notified address or if properly addressed and sent within the United Kingdom by pre-paid registered or recorded delivery post,
- (d) after seven clear days, if properly addressed and sent to or from an address outside of the United Kingdom by pre-paid registered or recorded delivery post,

and subject to the above, Regulation 116 of Table A shall be modified accordingly

(iii) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at any such meeting. Regulation 39 of Table A shall not apply to the Company

9 (i) An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed-

- (a) in the case of an Annual General Meeting, by all of the Members entitled to attend and vote thereat, and
- (b) in the case of any other Meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety-five per cent, in nominal value of the shares giving that right

(ii) The notice shall specify the time and place of the Meeting and in the case of special business only the general nature of the special business to be transacted and, in the case of an Annual General Meeting, shall specify the Meeting as such

(iii) All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of the Auditors

(iv) Subject to the provisions of these Articles and to any restrictions imposed on any shares, all notices of and any other communications relating to any General Meetings of the Company or of separate General Meetings of the holders of any class of share capital of the Company shall be given to all members, to all persons entitled to a share in consequence of the death or bankruptcy of a Member and to the Directors and Auditors of the Company for the time being

(v) Regulation 38 of Table A shall not apply to the Company

#### **PROCEEDINGS AT GENERAL MEETINGS**

10 (i) No business shall be transacted at any Meeting unless a quorum is present at the time the Meeting proceeds to business. 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

(ii) For so long as the Company has only a sole Member, 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

(iii) If such a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine. If at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, such adjourned Meeting shall be dissolved

(iv) Regulations 40 and 41 of Table A shall not apply to the Company

11 (i) For so long as the Company has only a sole Member, 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 303 and 391 of the Act

(ii) Any decision taken by a sole Member pursuant to paragraph (i) above shall be recorded in writing and delivered by that Member to the Company for entry in the Company's Minute Book

#### **NUMBER OF DIRECTORS**

12 (i) Unless otherwise determined by Ordinary Resolution in General Meeting of the Company the number of Directors (other than Alternate Directors) shall not be subject to any maximum, and the minimum number of Directors shall be one. If and for so long as the number of Directors is one, a sole Director may exercise all the authorities and powers which are vested in the Directors by Table A and by these Articles. Regulation 89 of Table A shall be modified accordingly

(ii) Regulation 64 of Table A shall not apply to the Company

#### **APPOINTMENT OF DIRECTORS**

13 The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Act

14 No person shall be appointed a Director at any General Meeting unless

- (a) he is recommended by the Directors, or
- (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed 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 stating the particulars which would, if he were so appointed, be required to be included in the Register of Directors of the Company together with notice executed by that person of his willingness to be appointed

15 Subject to Article 14 above, 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

16 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 fixed by or in accordance with these Articles as the maximum number of Directors

17 The personal representatives of any person occupying the position of both 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 Article 15 above

18 The Directors shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) of Table A shall not apply to the Company

#### **DIRECTORS GRATUITIES AND PENSIONS**

19 (i) The powers of the Company set out in Clause 3(1') of the Memorandum of Association may be exercised by the Directors of the Company

(ii) Regulation 87 of Table A shall not apply to the Company

#### **PROCEEDINGS OF DIRECTORS**

20 (i) A resolution in writing signed by all the Directors (including a sole Director) entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors, but a resolution signed by an alternate Director who has appointed an alternate Director, it need not be signed by the alternate Director in that capacity Regulation 93 of Table A shall not apply

(ii) Any Director for the time being absent from the United Kingdom may supply to the company an address and/or telex or facsimile transmission number whether or not within the United Kingdom to which notices of meetings of the Directors may be sent and shall then be entitled to receive at such address or number notice of such meetings Regulation 88 of Table A shall be modified accordingly.

(iii) A person in communication by electronic means with the chairman and with all other parties to a meeting of the Directors or of a committee of the Directors shall be regarded for all purposes as personally attending such a meeting provided that but only for so long as at such a meeting he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by electronic means

(iv) a meeting at which one or more of the Directors attends by electronic means 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.

(v) In the Articles 'electronic' means actuated by electric, magnetic, electro-magnetic, electrochemical or electro-mechanical energy and 'by electronic means' means by any manner only capable of being so actuated

(vi) A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising there from, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration

(vii) Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company

#### **BORROWING POWERS**

21 The Directors may exercise all the powers of the Company to borrow without limit as to the amount and upon such terms and in such manner as they think fit

#### **SECRETARY**

22 The Secretary or Joint-Secretary of the Company shall be as named as in the statement delivered to the Registrar of Companies pursuant to section 10 of the Act

## **THE SEAL**

23 (i) The seal, if any, of the Company shall only be used by the authority of the Directors or of a committee of Directors authorised by the 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 a second Director. The provisions of Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company adopts a common seal. Regulation 101 of Table A shall not apply to the Company.

(ii) 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.

## **DIVIDENDS**

24 Subject to approval by Ordinary Resolution, the profits of the Company in respect of each financial year shall be distributed by way of dividend as the Directors may by resolution declare and authorise in such amount(s) and at such time(s) as they may think fit on one or more of the A Shares and/or the B Shares (and, for the avoidance of doubt, different amount(s) of dividend (if any) may be declared on each). Each member covenants and agrees with the Company and each other member for the time being not to challenge, impugn or question the exercise or non-exercise by the Directors of their powers under this Article 24.

25 Without prejudice to the contents of Table A, where the Directors of the Company resolve to declare a dividend, such dividend may be paid in cash, by way of dividend in specie, or in such other lawful way as the Directors' may, in their sole discretion, decide.

## **TRANSFER OF SHARES**

26 The Directors may, in their absolute discretion, decline to register the transfer of a share whether or not it be a fully paid share, and no reason for the refusal to register the aforementioned transfer need be given by the Directors. The first sentence of Regulation 24 of Table A shall not apply to the Company.

## **INDEMNITY**

27 (i) Every Director or other officer or Auditor of the Company shall be indemnified out of the 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 in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

(ii) The provisions of paragraph (i) above of this Article shall not have effect in any proceedings resulting in a breach of the provisions of Section 310 of the Act.

(iii) Regulation 118 of Table A shall not apply to the Company.