

Company Number 02074108

A PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
NOBLE DENTON HOLDINGS LIMITED (the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 is passed as a special resolution and that resolution 2 is passed as an ordinary resolution (the "**Resolutions**").

PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE
WITH SECTION 291 OF THE COMPANIES ACT 2006

1. SPECIAL RESOLUTION

That, the draft memorandum and articles of association produced to the meeting and, for the purposes of identification, attached to this resolution be adopted as the memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum and articles of association.

2. ORDINARY RESOLUTION

That the waiver by the Company, to the extent permitted by law, of any claims it may have against each of:

Teck Soon Kong
Pekka Paasivaara
Jan-Olaf Probst
Joachim Segatz
Adrian David Sutton (together the "**Resigning Officers**"),

in respect of any breach of duty, breach of trust, negligence or other misconduct arising out of their actions, omissions and decisions made during their time in office and in their capacity as director or secretary of the Company to the extent that such breach, negligence or misconduct was not intentional on the part of the relevant Resigning Officer and where such Resigning Officer was acting in good faith and in what he believed to be the best interests of the Company, be and is hereby ratified, subject always to any claims/ rights which may exist in connection with the sale and purchase of the issued share capital of the Company.

By order of the board:



(Teck Soon Kong, Director)

Date:

14 January 2010



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COMPANIES HOUSE

**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE
COMPANIES ACT 2006**

1. Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution.
2. The circulation date of the written resolution is 14 January 2010 (the “**Circulation Date**”).
3. The procedure for signifying agreement by eligible members to the written resolution is as follows:
 - (a) a member signifies his agreement to proposed written resolutions when the company receives from him (or someone acting on his behalf) an authenticated document –
 - (i) identifying the resolutions to which it relates, and
 - (ii) indicating his agreement to the resolutions;
 - (b) the document must be sent to the company in hard copy form or in electronic form;
 - (c) a member’s agreement to written resolutions, once signified, may not be revoked; and
 - (d) written resolutions are passed when the required majority of eligible members have signified their agreement to them.
4. The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006).

AGREEMENT BY ELIGIBLE MEMBERS TO THE WRITTEN RESOLUTION

We, being together all the eligible members of the Company;

1. confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006; and
2. hereby resolve and agree that the Resolutions are passed as written resolutions pursuant to Section 288 of the Companies Act 2006 and that resolution 1 shall take effect as a special resolution and that resolution 2 shall take effect as an ordinary resolution.



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For and on behalf of
Noble Denton Group Limited

Date: 14 January 2010

The Companies Acts 1985 to 2006
Private Company Limited by Shares
Memorandum of Association
of
NOBLE DENTON HOLDINGS LIMITED
(Company Number 02074108)

1. The name of the Company is Noble Denton Holdings Limited.
2. The registered office of the Company will be situated in England and Wales.
3. The objects for which the Company is established are:-
 - (A) To carry on the business of an investment company and for that purpose to acquire and hold either in the name of the Company or in that of any nominee shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world.
 - (B) To acquire any shares, stock, debentures, debenture stock, bonds, notes, obligations, or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.
 - (C) To exercise and enforce all rights and powers conferred by or incident to the ownership of any shares, stock, debentures, debenture stock, bonds, notes, obligations or securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof and to provide managerial and other executive supervisory and consultant services for or in relation to any company in which the Company is interested upon such terms as may be thought fit.
 - (D) To carry on business as a general commercial company.
 - (E) To carry on any other business which may seem to the Company capable of being conducted directly or indirectly for the benefit of the Company.
 - (F) To acquire by any means any real or personal property or rights whatsoever and to use, exploit and develop the same.

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- (G) To conduct, promote and commission research and development in connection with any activities or proposed activities of the Company, and to apply for and take out, purchase or otherwise acquire any patents, patent rights, inventions, secret processes, designs, copyrights, trade marks, service marks, commercial names and designations, know-how, formulae, licences, concessions and the like (and any interest in any of them) and any exclusive or non-exclusive or limited right to use, and any secret or other information as to, any invention or secret process of any kind; and to use, exercise, develop, and grant licences in respect of, and otherwise turn to account and deal with, the property, rights and information so acquired.
- (H) To acquire by any means the whole or any part of the assets, and to undertake the whole or any part of the liabilities, of any person carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be carried on in connection therewith, and to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon.
- (I) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, and deal with, any shares, stocks, debentures, bonds, notes and other securities, obligations and other investments of any nature whatsoever and any options or rights in respect of them; and otherwise to invest and deal with the money and assets of the Company.
- (J) To lend money or give credit to such persons and on such terms as may seem expedient.
- (K) To borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, the discharge by the Company or any other person of any obligation or liability.
- (L) To guarantee the performance of any obligation by any person whatsoever, whether or not for the benefit of the Company or in furtherance of any of its objects.
- (M) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (N) To apply for, promote and obtain any Act of Parliament, charter, privilege, concession, licence or authorisation of any government, state, department or other authority (international, national, local, municipal or otherwise) for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its members.
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- (O) To enter into any arrangements with any government, state, department or other authority (international, national, local, municipal or otherwise), or any other person, that may seem conducive to the Company's objects or any of them, and to obtain from any such government, state, department, authority, or person, and to carry out, exercise and exploit, any charter, contract, decree, right, privilege or concession which the Company may think desirable.
- (P) To do all or any of the following, namely:
- (a) to establish, provide, carry on, maintain, manage, support, purchase and contribute to any pension, superannuation, retirement, redundancy, injury, death benefit or insurance funds, trusts, schemes or policies for the benefit of, and to give or procure the giving of pensions, annuities, allowances, gratuities, donations, emoluments, benefits of any description (whether in kind or otherwise), incentives, bonuses, assistance (whether financial or otherwise) and accommodation in such manner and on such terms as the Company thinks fit to, and to make payments for or towards the insurance of –
 - (i) any individuals who are or were at any time in the employment of, or directors or officers of (or held comparable or equivalent office in), or acted as consultants or advisers to or agents for –
 - (A) the Company or any company which is or was its parent company or is or was a subsidiary undertaking of the Company or any such parent company; or
 - (B) any person to whose business the Company or any subsidiary undertaking of the Company is, in whole or in part, a successor directly or indirectly; or
 - (C) any person otherwise allied to or associated with the Company;
 - (ii) any other individuals whose service has been of benefit to the Company or who the Company considers have a moral claim on the Company; and
 - (iii) the spouses, widows, widowers, families and dependants of any such individuals as aforesaid; and
 - (b) to establish, provide, carry on, maintain, manage, support and provide financial assistance to welfare, sports and social facilities, associations, clubs, funds and institutions which the Company considers likely to benefit or further the interests of any of the aforementioned individuals, spouses, widows, widowers, families and dependants.
- (Q) To establish, maintain, manage, support and contribute to any schemes or trusts for the acquisition of shares in the Company or its holding company by or for the benefit of any individuals who are or were at any time in the employment of, or directors or officers of, the Company or any company which is or was its parent company or is or was a
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subsidiary undertaking of the Company or any such parent company, and to lend money to any such individuals to enable them to acquire shares in the Company or in its parent company and to establish, maintain, manage and support (financially or otherwise) any schemes for sharing profits of the Company or any other such company as aforesaid with any such individuals.

- (R) To subscribe or contribute (in cash or in kind) to, and to promote or sponsor, any charitable, benevolent or useful object of a public character or any object which the Company considers may directly or indirectly further the interests of the Company, its employees or its members.
- (S) To pay and discharge all of any expenses, costs and disbursements, to pay commissions and to remunerate any person for services rendered or to be rendered, in connection with the formation, promotion and flotation of the Company and the underwriting or placing or issue at any time of any securities of the Company or of any other person.
- (T) To issue, allot and grant options over securities of the Company for cash or otherwise or in payment or part payment for any real or personal property or rights therein purchased or otherwise acquired by the Company or any services rendered to, or at the request of, or for the benefit of, the Company or as security for, or indemnity for, or towards satisfaction of, any liability or obligation undertaken or agreed to be undertaken by or for the benefit of the Company, or in consideration of any obligation (even if valued at less than the nominal value of such securities) or for any other purpose.
- (U) To procure the Company to be registered or recognised in any part of the world.
- (V) To promote any other company for the purpose of acquiring all or any of the property or undertaking any of the liabilities of the Company, or both, or of undertaking any business or operations which may appear likely to assist or benefit the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.
- (W) To dispose by any means of the whole or any part of the assets of the Company or of any interest therein.
- (X) To distribute among the members of the Company in kind any assets of the Company.
- (Y) To do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise
- (Z) To do all such other things as may be deemed, or as the Company considers, incidental or conducive to the attainment of the above objects or any of them.

AND IT IS HEREBY DECLARED that in this clause:-

- (a) unless the context otherwise requires, words in the singular include the plural and vice versa;

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- (b) unless the context otherwise requires, a reference to a person includes a reference to a body corporate and to an unincorporated body of persons;
 - (c) references to “other” and “otherwise” shall not be construed ejusdem generis where a wider construction is possible;
 - (d) a reference to anything which the Company thinks fit or desirable or considers or which may seem (whether to the Company or at large) expedient, conducive, calculated or capable, or to any similar expression connoting opinion or perception, includes, in relation to any power exercisable by or matter within the responsibility of the directors of the Company, a reference to any such thing which the directors so think or consider or which may so seem to the directors or which is in the opinion or perception of the directors;
 - (e) the expressions “subsidiary undertaking” and “parent company” have the same meaning as in section 258 of and Schedule 10A to the Company Act 1985 or any statutory modification or re-enactment of it;
 - (f) the objects specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and accordingly shall not be in any way limited or restricted (except so far as otherwise expressly stated in any paragraph) by reference to or inference from the terms of any other paragraph or the order in which the paragraphs occur or the name of the Company, and none of the paragraphs shall be deemed merely subsidiary or incidental to any other paragraph.
4. The liability of the members is limited.
5. The Authorised Share Capital of the Company is £1,000,000 divided into 10,000,000 ordinary shares of £0.10 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise as the Articles of Association may from time to time prescribe.

The Companies Acts 1985 to 1989
The Companies Act 2006
Private Company Limited by Shares
Articles of Association
of
NOBLE DENTON HOLDINGS LIMITED
(Company Number 02074108)

(Adopted by special resolution passed 14 January 2010)

PRELIMINARY

1. (a) 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, The Companies Act 1985 (Electronic Communications) Order 2000, The Companies (Tables A to F)(Amendment) Regulations 2007 and The Companies (Tables A to F)(Amendment)(No.2) Regulations 2007 so far as it relates to private companies limited by shares (such Table being hereinafter called "**Table A**") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- (b) Any reference in these Articles to "the Acts" shall mean the Companies Act 1985 as amended or extended by any other enactment or any statutory re-enactment thereof (the "**1985 Act**") and any provisions of the Companies Act 2006 for the time being in force (the "**2006 Act**").

PRIVATE COMPANY

2. The Company is a private company within the meaning of the Acts.

GENERAL MEETINGS AND RESOLUTIONS

3. Every notice convening a General Meeting shall comply with the provisions of the Acts 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.
4. Regulation 41 in Table A shall be read and construed as if the words, "and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved" were added at the end.
5. In addition to the requirements of Regulation 100 of Table A, the Directors shall also insert in the minute book of the Company a memorandum of all decisions taken by a

sole Member when the Company has only one Member which are taken by the Company in General Meeting and which have effect as if agreed in General Meeting.

DIRECTORS

6. (a) The number of the Directors shall be determined by Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be one. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one, a sole Director shall have the authority to exercise all the powers and discretions conferred by Table A or these Articles and expressed to be vested in the Directors generally and Regulation 89 in Table A shall be modified accordingly.
- (b) Regulation 64 in Table A shall not apply to the Company.
- (c) In any case where, as a result of death, the Company has no Members and 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 and where two or more Members die in circumstances rendering it uncertain who was the last to die, a younger Member shall be deemed to have survived an older Member.

ALTERNATE DIRECTORS

7. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice to the Company from time to time direct, but shall otherwise be subject to the provisions of these Articles with respect to Directors. An alternate Director shall during his appointment be an Officer of the Company and shall not be deemed to be an agent of his appointor. Regulation 66 in Table A shall be modified accordingly.
- (b) A Director or any other person may act as an alternate Director to represent more than one Director and an alternate Director shall be entitled at meetings of the Directors, or 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, subject to article 12 of these Articles.

PROCEEDINGS OF DIRECTORS

8. Save with the written consent of all Directors, the quorum necessary for the transaction of the business of the Directors shall be two Directors. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.
9. It shall be necessary to give notice of a meeting to a Director who is absent from the United Kingdom and Regulation 88 of Table A shall be modified accordingly.

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10. It shall not be necessary for Directors to sign their names in any book which may be kept for the purpose of recording attendance at meetings.
11. (a) Subject to the following proviso the power of the Directors to regulate their proceedings shall include (if duly approved by the Directors) participation in meetings by conference telephone or any kind of communication or electronic communication (as defined in the Electronic Communications Act 2000) – Provided :-
- (1) that proper and reasonable notice of the meeting and of the proposal to conduct it in accordance with this Article shall have been given to all persons who are entitled to attend meetings of Directors; and
 - (2) that written minutes of and the transcripts of all resolutions of the Directors at all meetings of Directors which shall be conducted in accordance with this Article shall be certified in writing by all the participating Directors by electronic communication or otherwise to be correct. The reference to “resolutions” in this paragraph means any proposed resolution which to be valid requires proper certification in accordance with this Article.
- (b) The date of any resolution passed at any meeting which may be held in accordance with the preceding Article shall be when the transcript of the resolution shall be certified by the last Director to do so.

VOTES OF DIRECTORS

12. At a meeting of Directors matters shall be decided by a majority of votes in favour. In case of an equality of votes, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.

DISQUALIFICATION OF DIRECTORS

13. The office of a Director shall also be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs and Regulation 81 of Table A shall be modified accordingly.

SECRETARY

14. Regulation 99 in Table A shall be read and construed as if the words “(if any)” were inserted after the words “the secretary”.

THE SEAL

15. If the Company has a seal it shall be used only with the authority of the Directors or of a committee of 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 (if any) or a second Director or (whether or not the Company has a Secretary) by a Director in the presence of a witness who attests the

signature. 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 in Table A shall not apply to the Company.

INDEMNITY

16. (a) Regulation 118 in Table A shall not apply to the Company. Every Director and other officer 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 and discharge 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 judgment is given in his favour or in which he is acquitted or in connection with any application under Sections 144 or 727 of the 1985 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 in so far as its provisions are not avoided by the provisions of Chapter 7 of Part 10 of the 2006 Act.
- (b) The Directors shall have power to purchase and maintain at the expense of the Company an insurance policy for any Director (including an alternate Director), or Officer of the Company against any such liability as is referred to in Section 233 of the 2006 Act.