

Company Number: 02212959

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COMPANIES HOUSE

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

HYDER CONSULTING (UK) LIMITED (the "Company")

(Passed on 15 September 2009)

In accordance with Part 2 of Chapter 13 of the Companies Act 2006 the following resolutions were agreed to as special resolutions and were duly passed on 15 September 2009

SPECIAL RESOLUTIONS

- 1 THAT the regulations contained in the document attached hereto and for the purpose of identification initialled "A" be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the Company's existing Articles of Association.
- 2 THAT pursuant to Clause 47(3)(b) of part 3 of schedule 4 to The Companies Act 2006 (Commencement No.5, Transitional Provisions and Savings) Order 2007 the directors be given authority to authorise directors' conflicts of interest or possible conflicts of interest in accordance with Section 175(5)(a) of the Companies Act 2006.

Signed N. V. L. T.

Company Secretary

Date 18/9/2009

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Company Number: 02212959

The Companies Acts 1985 - 2006

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

HYDER CONSULTING (UK) LIMITED*

(Adopted by a special resolution passed on 15 September 2009)

Preliminary

1

(A) In these Articles unless the context otherwise requires:

"Act" means the Companies Act 1985 ("CA 1985"), so long as in force and any provisions of the Companies Act 2006 ("CA 2006") for the time being in force, in each case, as amended;

"these Articles" means these Articles of Association in their present form or as amended from time to time in accordance with the Act;

"Member" means a member of the Company;

"shares" means shares of any class in the capital of the Company;

* The Company was incorporated with the name "Three Hundred and Ninety-Ninth Shelf Trading Company Limited" and changed its name to "Acer Consultants Limited" by a special resolution passed on 6 April 1988; to "Hyder Consulting Limited" by a special resolution passed on 8 July 1996; and to "Hyder Consulting (UK) Limited" by a special resolution passed on 22 October 2002.

"Table A" means 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 (so far as they apply to private companies) and The Companies (Tables A to F) (Amendment) (No. 2) Regulations 2007; and

other words and expressions which are defined in the Act or Table A have the same meanings when used in these Articles and reference to **"Regulations"** means the regulations contained in Table A.

(B) The Regulations contained or incorporated in Table A, other than Regulations 40 and 41, 76 to 79 (inclusive), 87, 94, 95 and 118 shall, subject to the modifications set out below, apply to the Company and together with the regulations set out below, shall constitute the Articles of Association of the Company.

(C) In Regulation 1 of Table A:

- (1) the words "and in the articles adopting them" shall be inserted after the word "regulations";
- (2) the sentence "Any reference to any statutory provision shall be deemed to include a reference to each statutory amendment, modification, re-enactment and extension of that provision in force at the relevant time" shall be added at the end of that Regulation; and
- (3) "execution" includes both signature under hand and execution under seal. The Company may execute any documents required by the Regulations to be under seal in accordance with section 44 CA 2006 and the Regulations shall be modified accordingly.

Private Company

2 The Company is a private company.

Share Capital

3

(A) The authorised share capital of the Company is £11,091,000 divided into 11,091,000 ordinary shares of £1 each[†];

[†] The Company was incorporated with an authorised share capital of £100 divided by 100 ordinary shares of £1 each; on 12 May 1988, the share capital was increased to £10,000 by the creation of 9,900 ordinary shares of £1 each; on 28 February 1991, the share capital was increased to £12,500 by the creation of 2,500 ordinary shares of £1 each; on 30 March 1994, the share capital was increased to 30,000,000 by the creation of 29,987,500 ordinary shares of £1 each; on 30 March 1995, the share capital was

(B) For the purposes of section 80 CA 1985 and subject to the provisions of Article 4, the directors are (so long as that section remains in force) unconditionally authorised by this Article at any time or times during the period of five years from the date of adoption of these Articles of Association:

(1) to allot relevant securities of the Company (as defined in that section) up to the amount of the authorised but unissued share capital of the Company at the date of adoption of these Articles of Association; and

(2) to make at any time before the expiry of the above authority any offer or agreement which would or might require relevant securities to be allotted after the expiry of that authority,

but the authority given by this Article may, subject to the Act, be renewed, revoked or varied by the Company at any time during that period by ordinary resolution and unless so renewed, revoked or varied, that authority shall expire at the end of that period; and

(C) All unissued shares or securities of the Company not comprising relevant securities shall be at the disposal of the directors who may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think fit.

Allotment of Shares

- 4 Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, all shares shall be issued to the persons, on the terms and conditions and with the rights, priorities, privileges or restrictions in each case as provided in the resolution creating or issuing the relevant shares and/or effecting the relevant increase in the authorised share capital of the Company. In the absence of any such provision, all shares whether forming part of the existing or any increased capital shall be at the disposal of the directors who may issue them, subject to section 80 CA 1985 (so long as that section remains in force), to such persons at such times and generally on such terms and conditions and with such rights, priorities, privileges or restrictions as they may think fit. Accordingly, and in accordance with section 91 CA 1985, sections 89(1) and 90(1) - (6) inclusive CA 1985 shall not apply to the Company. When in force, in accordance with section 567 CA 2006, sections 561(1) and 562 CA 2006 shall not apply to the Company.

increased to £45,000,000 by the creation of 15,000,000 ordinary shares of £1 each; on 16 May 1997, the share capital was increased to £55,000,000 by the creation of £10,000,000 new shares of £1 each; on 16 May 2001, the share capital was increased to £58,210,000 by the creation of 3,210,000 ordinary shares of £1 each; on 22 September 2003, the share capital was increased to £62,460,000 by the creation of 4,250,000 ordinary shares of £1 each; and on 29 October 2003, the share capital of the Company was reduced from £62,460,000 to £11,091,000 divided into 11,091,000 ordinary shares of £1 each.

- 5 No shares shall be issued to any infant, bankrupt or person suffering from mental disorder (as that expression is used in Regulation 81(c)).

Lien

- 6 The lien conferred by Regulation 8 shall extend also to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company, (whether solely or jointly with any other person and whether he shall be the sole registered holder of the relevant share or shall be one of several joint holders) and shall be a first and paramount lien for all monies and liabilities owed to the Company whether presently due and payable or not.

Forfeiture

- 7 The liability of any Member in default of payment of a call shall, if the directors so direct, also include any costs and expenses suffered or incurred by the Company in respect of that non-payment. Regulations 18 and 21 shall be amended accordingly.

Transmission of Shares

- 8 The directors may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder of that share to elect either to be registered himself in respect of the share or to transfer the share. If that notice is not complied with within 30 days of the date of that notice the directors may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share until the requirements of that notice have been complied with. Regulation 31 shall be modified accordingly.

Transfer of Shares

- 9 The directors may, in their absolute discretion and without giving any reason, refuse to register any transfer of any share whether or not it is a fully paid share. For the purposes of these Articles the expression "transfer" includes the renunciation of any allotment of shares or of any rights to subscribe for or receive an allotment of shares. The first sentence of Regulation 24 shall be modified accordingly.

General Meetings

- 10 No business shall be transacted at any general meeting unless a quorum is present. Subject to Article 11:
- (A) Two persons entitled to vote on the business to be transacted each being a Member, or a proxy for a Member, or a duly authorised representative of a corporate Member, shall be a quorum; and
 - (B) If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum

ceases to be present, the meeting if convened on the requisition of Members shall be dissolved. In any other case, the meeting shall stand adjourned to the same day in the next week at the same time and place or to 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, the meeting shall be dissolved.

11 The following provisions of this Article apply if and so long as the Company has only a single Member:

- (A) That Member shall be entitled at any time to call a general meeting;
- (B) The quorum at any such meeting shall be one person being the Member, or a proxy for the Member, or a duly authorised representative of a sole corporate Member;
- (C) The provisions of Article 10 as to adjournment shall not apply and, if within half an hour from the time appointed for the meeting such a quorum is not present, or if during a meeting such a quorum ceases to be present, the meeting shall be dissolved and shall not be adjourned; and
- (D) If the single Member takes any decision which may be taken by the Company in general meeting and which has effect as if agreed by the Company in general meeting, the single Member shall (unless the decision is taken by way of a written resolution) provide the Company with a written record of that decision (but failure to do so shall not affect the validity of the relevant decision).

12 Regulation 37 shall be modified by the deletion of its second sentence.

13 At any general meeting of the Company, a poll may be demanded by one or more Members present in person or by proxy and having the right to vote at the meeting. Sub-paragraphs (b), (c) and (d) of Regulation 46 shall be modified accordingly.

Appointment and Removal of Directors

14 No business shall be transacted at any meeting of the directors unless a quorum is present. Subject to Article 16, the quorum for the transaction of the business of the directors shall be two.

15 Subject to Article 16, the minimum number of directors shall be two.

16 If and so long as the Company has only a single director the minimum number of directors shall be one and a sole director shall constitute a quorum for the transaction of the business of the directors and shall have and exercise all the powers, duties and discretions conferred on or vested in the directors by these Articles. Regulations 64 and 89 shall be modified accordingly in these circumstances.

- 17 Subject as otherwise provided by these Articles, 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.
- 18 The directors may also 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.
- 19 The directors may appoint any person (not being a director) to any office or employment having a designation or title including the word "director" or attach to any existing office or employment with the Company such designation or title and may terminate any such appointment or the use of such designation or title. The inclusion of the word "Director" in the designation or title of any such office or employment shall not imply that such person is, or is deemed to be, or is empowered in any respect to act as a director of the Company for any of the purposes of the Act or these articles.

Powers and Proceedings of Directors

- 20 Any director or member of a committee of the directors may participate in a meeting of the directors or that committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at that meeting.
- 21
- (A) The provisions of this Article shall apply in relation to the exercise of the power of the directors to authorise any matter which would or might otherwise constitute or give rise to a breach of the duty of a director under section 175(1) CA 2006 to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company.
- (B) In this Article 21:
- "authorise" means to authorise in accordance with section 175(5)(a) CA 2006 and "authorisation", "authorised" and cognate expressions shall be construed accordingly;
- "conflicted director" means a director in relation to whom there is a conflicting matter;
- "conflicting matter" means a matter of the kind referred to in Article 21(A) (that is to say, a matter which would or might constitute or give rise to a breach of the duty of a director under section 175(1) CA 2006 to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company).

- (C) The provisions of this Article apply without prejudice (and subject) to the provisions of section 175(6) CA 2006 and subject to the members resolving that authorisations may be given by the directors. Nothing in these Articles shall invalidate an authorisation.
- (D) A conflicted director seeking authorisation of his conflicting matter shall disclose to the directors the nature and extent of his conflicting matter as soon as is reasonably practicable. The conflicted director shall provide the directors with such details of his conflicting matter as are necessary for the directors to decide how to address the conflicting matter, together with such additional information as may be requested by the directors.
- (E) Any director (including the conflicted director) may propose that a conflicted director's conflicting matter be authorised. Such proposal, and any authorisation given by the directors, shall be effected in the same way as any other matter may be proposed to and resolved upon by the directors under of the provisions of these Articles, save that:
 - (1) the conflicted director and any other interested director shall not count towards the quorum nor vote on any resolution giving such authorisation; and
 - (2) the conflicted director and any other interested director may, if the directors so decide, be excluded from any meeting of the directors while the conflicting matter and the giving of such authorisation are under consideration.
- (F) Where the directors authorise a conflicted director's conflicting matter:
 - (1) the directors may (whether at the time of giving the authorisation or subsequently):
 - (a) require that the conflicted director is excluded from the receipt of information, the participation in discussions and/or the making of decisions (whether at meetings of the directors or otherwise) related to the conflicting matter; and
 - (b) impose on the conflicted director such other terms or conditions for the purpose of dealing with any actual or potential conflict of interest which may arise from the conflicting matter as they may determine;
 - (2) the conflicted director will be obliged to conduct himself in accordance with any terms or conditions imposed by the directors pursuant to the authorisation;

- (3) the directors may provide that, where the conflicted director obtains (otherwise than through his position as a director) information that is confidential to a third party, the conflicted director will not be obliged to disclose the information to the Company, or to use or apply the information in relation to the Company's affairs, where to do so would amount to a breach of that confidence;
- (4) the terms of the authorisation shall be recorded in writing (but the authorisation shall be effective whether or not the terms are so recorded); and
- (5) the directors may revoke or vary the authorisation at any time but this will not affect anything done by the conflicted director prior to such revocation in accordance with the terms of the authorisation.

A conflicted director shall not, by reason of his office or of the fiduciary relationship thereby established, be liable to account to the Company for any benefit which he (or a person connected with him) derives from a conflicting matter authorised by the directors and no transaction or arrangement shall be liable to be avoided on the grounds of any such benefit.

A director who has directly or indirectly an interest or a duty in a matter which is material and which conflicts or may conflict with the interests of the Company may, notwithstanding his interest or duty, vote on the matter and be included for the purposes of a quorum at any meeting at which the matter is considered provided that:

- (1) he has disclosed the nature and extent of his interest or duty giving rise to his conflict of interest; and
- (2) where his conflict of interest is constituted by or arises from a conflicting matter of his, that conflicting matter has been authorised and the director has not been required to be excluded from participation in discussions and/or the making of decisions related to the matter.

Compliance with sections 177 and 182 CA 2006 shall be sufficient disclosure by a director for the purpose of Regulations 85 and 86.

If a question arises at a meeting of the directors about whether a director (other than the chairman of the meeting) has an interest which is likely to give rise to a conflict of interest or if he can vote or be counted in the quorum, and the director does not agree to abstain from voting on the issue or not to be counted in the quorum, the question must be referred to the chairman of the meeting. The ruling of the chairman of the meeting about any other director is final and conclusive, unless the nature or extent of the director's interest (so

far as it is known to him) has not been fairly disclosed to the directors. If the question arises regarding the chairman of the meeting, the question shall be decided by a resolution of the directors. The chairman of the meeting cannot vote on the question but can be counted in the quorum. The directors' resolution about the chairman of the meeting is conclusive, unless the nature and extent of the chairman's interest (so far as it is known to him) has not been fairly disclosed to the directors. Regulation 98 shall be modified accordingly.

The Company may by ordinary resolution ratify any transaction or arrangement which has not been properly authorised by reason of a contravention of these Articles.

For the purposes of Regulation 85 and this Article 21:

- (1) an interest or duty is "material" unless it cannot reasonably be regarded as likely to give rise to a conflict of interest; and
- (2) a "conflict of interest" includes a conflict of interest and duty and a conflict of duties.

- 22 The directors may exercise all the powers of the Company conferred by the Memorandum to pay and/or provide pensions, annuities, gratuities, superannuation and other allowances, benefits, advantages, facilities and services both for persons who are or have been directors of, or who are or have been employed by, the Company or by any subsidiary or associated company of the Company and their dependants and relatives and the directors are entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers. Regulation 87 shall not apply to the Company.
- 23 The directors shall be entitled to such remuneration (if any) by way of fee as shall from time to time be determined by resolution of the directors and the directors (including alternate directors) shall also be entitled to be paid their reasonable travelling, hotel and other expenses of attending and returning from meetings of the Company or otherwise incurred while engaged on the business of the Company or in the discharge of their duties. Regulations 82, 83 and 84 shall be amended accordingly.
- 24 Any director who, by request of the directors, performs special services for any purpose of the Company which in the opinion of the directors is outside the normal scope of that director's duties shall receive such extra remuneration by way of salary, percentage of profits or otherwise as the directors may determine, which shall be charged as part of the Company's ordinary revenue expenses.

Indemnities

- 25 To the fullest extent permitted by law:

- (A) every director, alternate director, secretary or other officer of the Company or of any other company which is a subsidiary of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, damages and liabilities incurred by him in the actual or purported execution or discharge of his duties or exercise of his powers or otherwise in relation thereto, including (without limitation) any liability incurred in defending any proceedings (whether 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 or of any other company which is a subsidiary of the Company, but in each case without prejudice to any indemnity to which he may be otherwise entitled;
- (B) the directors may authorise loans by the Company to any director, alternate director, secretary or other officer of the Company or of any other company which is a subsidiary of the Company for the purposes of meeting any liability incurred in defending any proceedings referred to in Article 25(A) above; and
- (C) the directors may purchase and maintain insurance at the expense of the Company for the benefit of any person who is or was at any time a director or other officer or employee of the Company or of any other company which is a subsidiary of the Company indemnifying that person against any liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a director, officer or employee.

Alternate Directors

26 The following provisions apply to the Company by way of variation of Regulations 65 to 69 inclusive:

- (A) The appointment of an alternate director shall automatically terminate on the happening of any event which, if he were a director, would cause him to vacate the office of director or if his appointor ceases for any reason to be a director otherwise than by retiring and being re-appointed at the same Meeting;
- (B) The Company shall reimburse each alternate director for all expenses which would properly be repaid to him if he had been a director;
- (C) An alternate director shall be entitled to be indemnified by the Company to the same extent as if he were a director; and
- (D) A director or any other person may act as alternate director to represent more than one director. 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. Regulation 88 shall be modified accordingly.

Notices

- 27 Any notice to be given to or by any person for the purposes of these Articles shall be in writing except that a notice to a director need not be in writing.
- 28 In Regulation 112 the words "first class" shall be inserted before the words "post in a prepaid envelope". The provisions of Regulation 112 as so varied shall (with only the necessary changes) apply also to written notices to directors.
- 29 Where a notice is sent by first class post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting 24 hours after the letter containing the notice of meeting is posted. A notice sent by electronic communication shall be deemed to be given at the time it is transmitted to the person to whom it is addressed.

Rights of Holding Company

- 30 Whenever a company (the "Holding Company") or any 50% subsidiary of the Holding Company, shall be the holder of not less than 50% of the issued share capital of the Company conferring the right to attend and vote at all general meetings of the Company the following provisions shall apply and to the extent of any inconsistency between this Article and the other provisions of these Articles, this Article 30 shall prevail:
- (A) The Holding Company may at any time and from time to time appoint any person to be a director or remove from office any director howsoever appointed but so that in the case of a director holding an executive office his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract between him and the Company;
 - (B) No unissued shares or other securities shall be issued or agreed to be issued or put under option by the Company without the consent of the Holding Company; and
 - (C) Any or all powers of the directors (or any of them) shall be restricted in such respects and to such extent as the Holding Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice as referred to above shall be in writing served on the Company at its registered office and signed on behalf of the Holding Company by any two of its directors or by any one of its directors and its secretary or some other person duly authorised for the purpose.