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**Company Number: 02487393**

**COMPANIES ACTS 1985 to 1989**

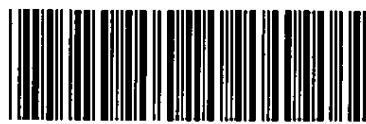
**A Company Limited by Shares**

**WRITTEN RESOLUTION**

of

**W. W. (1990) LIMITED**

FRIDAY



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17/08/2007  
COMPANIES HOUSE

By written resolution of the Company dated 9<sup>th</sup> August 2007

I the undersigned being the duly authorised representative and agent of the sole member of the Company having the right to vote at general meetings signify the sole member's assent to the passing of the resolutions set out below under the provisions of Section 381A and Schedule 15A of the Companies Act 1985 to the effect that such resolutions shall be passed as ordinary resolutions and special resolutions respectively and deemed to be as effective as if each had been passed at a general meeting of the Company duly convened and held

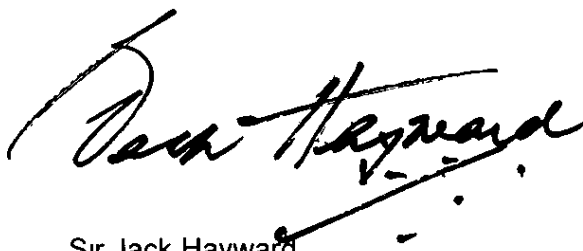
**ORDINARY RESOLUTIONS**

- 1 THAT the existing issued share capital of the Company comprising 48,000,000 ordinary shares of £1 each in the capital of the Company be consolidated and reclassified into 48 ordinary 'A' shares of £1,000,000 each in the capital of the Company
- 2 THAT the existing unissued share capital of the Company comprising 2,000,000 ordinary shares of £1 each in the capital of the Company be reclassified into 2,000,000 ordinary 'B' shares of £1 each in the capital of the Company
- 3 THAT the authorised share capital of the Company be increased to £78,000,000 beyond its existing authorised share capital of £50,000,000 by the creation of an additional 28,000,000 ordinary 'B' shares of £1 each in the capital of the Company, such new ordinary shares to rank equally in all respects with the existing ordinary 'B' shares of £1 each as set out in the Company's articles of association as adopted under special resolution 2 below

- 4 THAT the directors be and they are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (**Act**) to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £30,000,000 provided that this authority is for a period expiring five years from the date of this resolution but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired This authority is in substitution for all subsisting authorities, to the extent unused

### SPECIAL RESOLUTIONS

- 1 THAT the directors would not be required to have regard to sections 89(1) and 90(1) to (6) of the Companies Act 1985 when exercising their authority in allotting the 30,000,000 ordinary 'B' shares of £1 each
- 2 THAT the regulations contained in the document annexed hereto and signed on the front page for the purpose of identification only be approved and adopted as new Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company



Sir Jack Hayward

9<sup>th</sup> August 2007

Date

As the duly authorised representative of  
Wend Investments Limited

*A copy of this resolution has been provided to the auditors of the Company at or before the time it was submitted to the shareholder for signing*

**COMPANY NO: 2487393**

**COMPANIES ACT 1985**

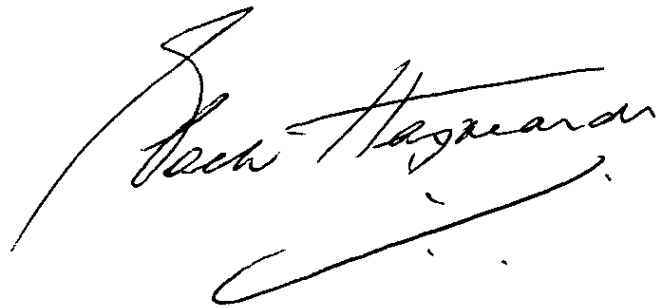
**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**of**

**W.W. 1990 LIMITED**

**(Adopted on 9 August 2007)**



1 Preliminary and interpretation

1 1 The regulations contained in Table A ('Table A') in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended at the date of adoption of these Articles shall apply to the Company save insofar as they are excluded or varied by these Articles

1 2 In these regulations and in the regulations of Table A that apply to the Company

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment of it for the time being in force

"the Articles" means the Articles for the time being of the Company

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect

"executed" includes any mode of execution

"office" means the registered office for the time being of the Company

"the holder" in relation to shares means the member whose name is entered in the register of members as the holder of the shares

"the seal" means the common seal (if any) of the Company

"secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary

"Transfer Notice" means an irrevocable notice in writing given by any holder of B Shares to the holders of shares in the Company where a holder of B Shares desires to transfer or offer to transfer (or enter into an agreement to transfer) any shares

"the United Kingdom" means Great Britain and Northern Ireland

1 3 Unless the context otherwise requires, words or expressions contained in these regulations and in the regulations of Table A that apply to the Company bear the same meaning as in the Act but excluding any statutory modification of it not in force when these regulations become binding on the Company, words importing the singular only shall include the plural and vice versa, words importing the masculine gender shall include the feminine gender and words importing natural persons shall include also corporations

1 4 The headings in these regulations are for convenience only and shall be ignored in construing the language or meaning of the Articles Regulation 1 of Table A shall not apply

## 2 Private Company

The Company is a private company within the meaning of Section 1 of the Act and accordingly no shares in or debentures of the Company shall be offered to the public (whether for cash or otherwise) and the Company shall not allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public

## 3 Share capital

3 1 The share capital of the Company is £78,000,000 divided into 48 ordinary 'A' Shares of £1,000,000 each, and 30,000,000 ordinary 'B' Shares of £1 each

3 2 The 'A' Shares and the 'B' Shares shall constitute different classes of shares for the purposes of the Act but shall except as in these articles expressly provided confer upon the holders thereof the same rights and rank *pari passu* in all respects

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- 3 3 The 'A' Shares and the 'B' Shares shall entitle the holders thereof to participate pari passu in any distributions made by the Company, either in specie or in cash at such time or times as may be resolved by the directors provide any such distribution shall require the written consent of eth holders of the B Shares
- 3 4 In the event of a winding up of the Company, reduction of capital or other return of capital the assets of the Company available for distribution to shareholders remaining after payment of all debts and liabilities of the Company and of the costs charges and expenses of such winding up, shall be distributed so that the holders of the 'A' Shares shall receive in aggregate as a class one per cent of such amount available for distribution and the holders of the 'B' Shares shall be entitled to the remainder of such amount, provided always that the first £78 million of such amount available for distribution shall be distributed to the holders of the 'B' Shares, the next £780,000 shall be distributed to the holders of the 'A' Shares and any balance will be distributed in the above proportions
- 3 5 At a general meeting, on a show of hands every holder of 'A' Shares present in person shall have one vote and every holder of 'B' Shares shall have ten votes and on a poll every member present in person or by proxy shall have one vote for each share of which he is the holder
- 3 6 Regulation 3 of Table A shall not apply to the Company Subject to the provisions of the Act and without prejudice to sub-article 3 7
- 3 6 1 any shares may be issued which are to be redeemed or are liable to be redeemed at the option of the Company or the holder of such shares on such terms and in such manner as may be provided by the Articles or as the Company may by resolution determine,
- 3 6 2 the Company may purchase any of its shares (including any redeemable shares), and
- 3 6 3 the Company may make a payment in respect of the redemption or purchase of any of its shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares
- 3 7 The authorised share capital of the Company shall be under the control of the directors,
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who are generally and unconditionally authorised to allot, grant options over, or otherwise dispose of or deal with any unissued shares and relevant securities (as defined in section 80(2) of the Act) to such persons, on such terms and in such manner as they think fit, but subject to any agreement binding on the Company, provided that the authority contained in this article insofar as it relates to relevant securities (as defined as aforesaid) shall, unless revoked or varied in accordance with section 80 or section 80A of the Act expire five years from the date of incorporation of the Company but without prejudice to any offer or agreement made before that date which would or might require the exercise by the directors after that date of their powers in pursuance of this authority

#### 4 Lien

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) called or payable at a fixed time in respect of that share, 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 for all moneys presently payable by him or his estate to the Company, whether he shall be the sole registered holder of it or shall be one of several joint holders, but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this article. The Company's lien, if any, on a share shall extend to all dividends payable on it. Regulation 8 of Table A shall not apply.

#### 5 Transfer of shares

5.1 The directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of an '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.

5.2 Without prejudice to Article 5.1, if a holder of 'A' Shares wishes to transfer its 'A' Shares (**Seller**) he must give a Transfer Notice to the other holders of shares of the details of the proposed transfer including, in particular, the identity of the buyer and the price of the shares.

5.3 If the holder of a majority of the 'B' Shares gives notice to the Seller within 56 days of receiving the Transfer Notice (the first day being the day after it receives the Transfer Notice) that it wishes to buy all the Seller's shares in the Company, such holder of 'B' Shares will have the right to do so at £0.50 per share.

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- 5 4 If, at the expiry of the period specified in Article 5 3, the holder of a majority of the 'B' Shares has not notified the Seller that it wants to buy the shares, the Seller may transfer all its shares in the Company to the buyer identified in the Transfer Notice at a price not less than the price specified in that notice provided that it does so within 30 days of the expiry of the period specified in Article 5 3

## 6 Variation of rights

The rights attached to any class of shares may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the shares of the class. To every such separate General Meeting the provisions of these regulations relating to General Meetings shall apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.

## 7 Notice of general meetings

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 the members entitled to attend and vote at it, 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 number of the shares giving that right.

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

Subject to the provisions of the Articles and to any restrictions imposed on any shares, the notice shall be given to all the members, to all persons entitled to a share in

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consequence of the death or bankruptcy of a member and to the Directors and Auditors

Regulation 38 of Table A shall not apply

8 Number of directors

The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution. 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 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. Regulation 64 of Table A shall not apply.

9 Alternate directors

9 1 Any director (other than an alternate director) may appoint any other director, or any other person approved by the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Save as otherwise provided in these Articles, unless he is already an officer of the Company in his own right, an alternate director shall not, as such, have any rights other than those mentioned in sub-article 9 2.

9 2 An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, and to attend, speak and vote at any such meeting at which the director appointing him is not personally present but it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom. A director present at such meeting and appointed alternate director for any other directors entitled to attend and vote at such meeting shall have an additional vote for each of his appointors absent from the meeting. An alternate director shall not be entitled to receive any remuneration from the Company for his services as an alternate director.

9 3 An alternate director shall cease to be an alternate director if his appointor ceases to be a director, but, if a director retires but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after

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his reappointment

- 9 4 Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors
- 9 5 Without prejudice to sub-article 9 2 and save as otherwise provided in the Articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him
- 9 6 Regulations 65 to 69 (inclusive) shall not apply and Regulation 88 shall be modified accordingly
- 10 Powers of directors
- 10 1 The Directors may sanction the exercise by the Company of all the powers of the Company to make provision for the benefit of persons (including directors) employed or formerly employed by the Company or any subsidiary of the Company in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or any such subsidiary as are conferred by section 719 of the Act and the IA 1986, s 187 and, subject to such sanction, the directors may exercise all such powers of the Company
- 11 Appointment and retirement of directors
- 11 1 The directors of the Company shall not retire by rotation and Regulations 73 to 77 (inclusive) of Table A shall not apply and Regulation 78 shall be modified accordingly
- 11 2 The directors shall have power at any time and from time to time to appoint any other person to be a director of the Company either to fill a casual vacancy or as an addition to the Board Subject to sub-article 12 1 a director may be appointed under this article to hold office for life or any other period or upon such terms in respect of his retirement as the directors shall at the time of his appointment determine Regulation 79 of Table A shall not apply
- 11 3 The holder of a majority of the 'B' Shares for the time beingshall be entitled to appoint
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any number of persons to be directors of the Company by means of a written notice to the Company to such effect served on each of the other members and the Company at its registered office, marked for the attention of the secretary or delivered to a duly constituted meeting of the directors of the Company. Any such appointment or removal shall take effect when received by the Company or at such later time as shall be specified in such notice.

12 Disqualification and removal of directors

12.1 The office of director shall be vacated if

- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director, or
  - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
  - (c) he is a person who is, or may be, suffering from mental disorder and either
    - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
    - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs,
  - (d) he resigns his office by notice to the Company, or
  - (e) he is removed from office under section 303 of the Act, or by Extraordinary Resolution of the Company, or
  - (f) he is served with written notice under the hand of a director or the secretary of any Company which is for the time being the Company's holding Company that the Board of Directors of such Company has resolved that his appointment be terminated,
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and Regulation 81 of Table A shall not apply

- 12 2 No person shall be disqualified from being or becoming a director of the Company by reason of his attaining or having attained the age of 70 years or any other age

13 Directors' interests

Provided that a director declares his interest in a contract or arrangement or proposed contract or arrangement with the Company in manner provided by Section 317 of the Act he shall be counted in the quorum of any meeting of directors at which it is considered and shall be entitled to vote as a director in respect of it Regulation 94 of Table A shall not apply

14 Directors' gratuities and pensions

The directors shall have power to pay or provide and agree to pay or provide pensions or other retirement, superannuation, death or disability benefits to, or to any person in respect of any director or former director of the Company or any subsidiary or holding company of the Company or another subsidiary of any such holding company and for the purpose of providing any such pensions or other benefits to contribute to any scheme or fund or to pay premiums (whether before or after such director ceases to hold office or employment) A director may vote at a meeting of directors in respect of any matter referred to in this article, notwithstanding that he is personally interested in such matter and shall be counted in the quorum present at the meeting Regulation 87 of Table A shall not apply

15 Proceedings of directors

- 15 1 The quorum for the transaction of the business of the directors shall be two, except when one director only is in office, when it shall be one A person who holds office as an alternate director shall, if his appointor is not present, be counted in the quorum Regulation 89 of Table A shall not apply

- 15 2 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
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the like form each signed by one or more directors, but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a 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

15 3 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

15 4 A meeting of the directors may be validly held notwithstanding that all of the directors are not present at the same place and at the same time provided that

15 4 1 a quorum of the directors at the time of the meeting are in direct communication with each other whether by way of telephone, audio-visual link or other form of telecommunication, and

15 4 2 a quorum of the directors entitled to attend a meeting of the directors agree to the holding of the meeting in this manner

## 16 Dividends

16 1 The directors may retain the dividends payable upon shares in respect of which any person is entitled to become a member under the provisions as to the transmission of shares contained in these Articles, or which any person under those provisions is entitled to transfer, until that person shall become a member in respect of these shares or shall duly transfer them, in this case subject to Article 5 Regulation 31 of Table A shall be modified accordingly

16 2 The payment by the directors of any unclaimed dividend or other monies payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect of it Any dividend unclaimed after a period of twelve years from the date when it became due for payment shall be forfeited and cease to remain owing by the Company Regulation 108 of Table A shall not apply

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17      Borrowing powers

The directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part of it, and, subject to the provisions of the Act, to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party (including any member)

18      Notices

18 1    Any notice given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the directors need not be in writing. Any notice given by or on behalf of any person to the Company may be given by leaving it at or by sending it by post to the office or such other place as the directors may appoint. Regulation 111 of Table A shall not apply.

18 2    Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 24 hours after the envelope containing it was posted. Regulation 115 of Table A shall not apply.

19      Indemnity

Without prejudice to the provisions of Regulation 118 of Table A the directors shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, or employees or auditors of the Company, or of any other company which is its holding company or parent undertaking or in which the Company or such holding company or parent undertaking or any of the predecessors of the Company or of such holding company or parent undertaking has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the

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Company or any such other company, subsidiary undertaking or pension fund For the purposes of this regulation 'holding company', 'parent undertaking' and 'subsidiary undertaking' shall have the same meaning as in the Act