

**WORDING FOR WRITTEN RESOLUTIONS TO BE FILED AT COMPANIES HOUSE**

**No. 2669231**

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**of**  
**G.E. C.I.F. TRUSTEES LIMITED**  
**(Effective 13 January 2009)**

WEDNESDAY



The following resolutions were duly agreed to by the members of the Company in accordance with Chapter 2, Part 13 of the Companies Act 2006 as Special and Ordinary Resolutions (as specified below) with effect from 13 January 2009.

**SPECIAL RESOLUTION**

1. Pursuant to section 9 of the Companies Act 1985, the Articles of Association of the Company are altered by deleting Article 26 in its entirety and replacing it with the following as new Articles 26.1 to 26.5:

**"26.1 Situational conflicts**

If a situation arises or exists in which a Director has or could have a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company (other than an interest arising in relation to a transaction or arrangement with the Company or in circumstances which cannot reasonably be regarded as likely to give rise to a conflict of interest) the Director concerned, or any other Director, may propose to the board that such situation be authorised, such proposal to be made in writing and delivered to the other Directors or made orally at a meeting of the board, in each case setting out particulars of the relevant situation. Subject to the Companies Act 2006 (the "2006 Act"), the Directors may authorise such situation and the continuing performance by the relevant Director of his or her duties as a Director of the Company on such terms as they may think fit. Those terms may include, without limitation, terms that the relevant Director:

- (a) will not be obliged to disclose to the Company or use for the benefit of the Company any confidential information received by him or her otherwise than by virtue of his or her position as a Director, if to do so would breach any duty of confidentiality to a third party;
- (b) may be required by the Company to maintain in the strictest confidence any confidential information relating to the Company which also relates to the relevant situation;



- (c) may be required by the Company not to attend any part of a meeting of the Directors at which any such matter which may be relevant to the conflict situation is to be discussed, and any board papers relating to such matters may be withheld from that Director; or
- (d) shall not be obliged to account to the Company for any remuneration or other benefits received in consequence of the relevant situation.

26.2 The relevant Director shall not be counted in the quorum at the relevant meeting of the Directors to authorise a conflict situation as mentioned in Article 26.1 nor be entitled to vote on the resolution authorising such situation. When giving such authorisation for a particular Director, any other interested Director (within the meaning of section 175(6)(a) of the 2006 Act) may be counted in the quorum and may vote in relation to such resolution.

26.3 **Transactional conflicts**

The provisions of Articles 26.1 and 26.2 shall not apply to a conflict of interest which arises in relation to an existing or proposed transaction or arrangement with the Company but the following provisions of this Article 26.3 and Article 26.4 shall so apply. Any Director may be interested in an existing or proposed transaction or arrangement with the Company provided that he or she complies with the 2006 Act and (if applicable) Regulations 85 and 86 of Table A. Regulations 94 and 95 of Table A shall not apply.

26.4 Without prejudice to the obligation of each Director to declare an interest in a proposed or existing transaction or arrangement in accordance with the 2006 Act, a Director may vote at a meeting of the Board or of a committee of the Board on any resolution concerning a matter in which he or she has an interest, whether direct or indirect, which relates to a transaction or arrangement with the Company, or in relation to which he or she has a duty. Having so declared any such interest or duty he or she may have, the Director shall be counted in the quorum present when any such resolution is under consideration and if he or she votes on such resolution his or her vote shall be counted.

26.5.1 **Pre-authorisations**

A Director of the Company may at any time:

- be a member of any pension scheme of which the Company is a trustee;
- be a director, officer or employee of any company participating in any such pension scheme, or of an associate of any such company;
- be a director of a trustee, or a trustee, of any pension scheme in which any one or more of the companies above participate;
- be a shareholder, share option holder or debenture holder of any such company;
- be a member of, or hold an office within, any trade union applicable to any employment in relation to any such pension scheme, or other relevant representative or consultative group; or
- have a family member who has one of the above interests.

26.5.2 Notwithstanding his or her office or the existence of an actual or potential conflict between any interest as described in Article 26.5.1 above and the interests of the Company which would fall within the ambit of section 175(1) of

The first of these is the fact that the  
theoretical framework of the study is  
based on a number of assumptions which  
are not always explicitly stated.

The second is the fact that the study  
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The third is the fact that the study  
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The tenth is the fact that the study  
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The eleventh is the fact that the study  
is based on a number of assumptions which  
are not always explicitly stated.

the 2006 Act, a Director:

- (a) will not be obliged to disclose to the Company or use for the benefit of the Company any confidential information received by him or her otherwise than by virtue of his or her position as a Director, if to do so would breach any duty of confidentiality to a third party; and
- (b) shall not be obliged to account to the Company for any remuneration or other benefits received in consequence of the relevant situation,

and in connection with any such actual or potential conflict of interests, the Company may require the relevant Director:

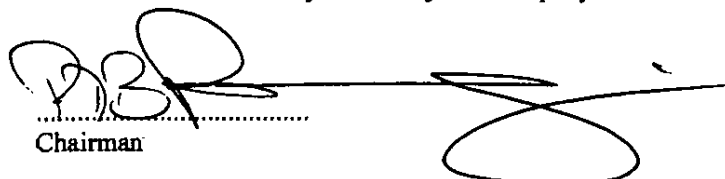
- (c) to maintain in the strictest confidence any confidential information relating to the Company which also relates to the relevant situation; and
- (d) not to attend any part of a meeting of the Directors at which any such matter which may be relevant to the conflict situation is to be discussed, and any board papers relating to such matters may be withheld from that Director."

### ORDINARY RESOLUTION

2. Any director's breach of section 175 of the Act prior to the date of this resolution by reason of his or her having one of the following interests:

- membership of any pension scheme of which the Company is a trustee;
- being a director, officer or employee of any company participating in any such pension scheme, or of an associate of any such company;
- being a director of a trustee, or a trustee, of any pension scheme in which any one or more of the companies above participate;
- being a shareholder, share option holder or debenture holder of any such company;
- membership of, or holding an office within, any trade union applicable to any employment in relation to any such pension scheme, or other relevant representative or consultative group;
- relevant interests (as above) of any of the director's family members; or
- any interest disclosed to the directors and approved by them before the passing of this resolution

be and is hereby ratified by the Company.

  
.....  
Chairman

# ARTICLES OF ASSOCIATION<sup>1</sup>

Of

G.E. C.I.F. Trustees Ltd.

## Adoption of Table A

1. In these articles "Table A" means Table A scheduled to the Companies (Tables A to F) Regulations 1985 as amended prior to the date of incorporation of the company. The regulations contained in Table A shall, except where they are excluded or modified by these articles, apply to the company and, together with these articles, shall constitute the articles of the company. No other regulations set out in any statute concerning companies, or in any statutory instrument or other subordinate legislation made under any statute, shall apply as the regulations or articles of the company.

## Interpretation

2. Words and expressions which bear particular meanings in Table A shall bear the same meanings in these articles. References in these articles to writing include references to any method of representing or reproducing words in a legible and non-transitory form. Headings are for convenience only and shall not affect construction.

## Rights attached to shares

3. Subject to the provisions of the Act and to any rights conferred on the holders of any other shares, any share may be issued with or have attached to it such rights and restrictions as the company may by ordinary resolution decide or, if no such resolution has been passed or so far as the resolution does not make specific provision, as the directors may decide. Regulation 2 of Table A shall not apply.

## Unissued shares

4. Subject to the provisions of the Act and to these articles, any unissued shares of the company (whether forming part of the original or any increased capital) shall be at the disposal of the directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as they may determine.

## Initial authority to issue relevant securities

5. Subject to any direction to the contrary which may be given by the company in general meeting, the directors are unconditionally authorised to exercise all powers of the company to allot relevant securities. The maximum nominal amount of relevant securities that may be allotted under this authority shall be the nominal amount of the unissued share capital at the date of incorporation of the company or such other amount as may from time to time be authorised by the company in general meeting. The authority conferred on the directors by this article shall remain in force for a period of five years from the date of incorporation of the company but may be revoked varied or renewed from time to time by the company in general meeting in accordance with the Act.

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<sup>1</sup> As amended by written resolution dated 13 January 2009

#### Exclusion of pre-emption rights

6. Section 89(1) of the Act shall not apply to the allotment by the company of any equity security.

#### Transfer of shares

7. The instrument of transfer of a subscriber's share which is not fully paid need not be executed by or on behalf of the transferee. Regulation 23 of Table A shall be modified accordingly.

8. The directors may, in their absolute discretion and without giving any reason for so doing, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall be modified accordingly.

#### Notice of general meetings

9. Notice of every general meeting shall be given to all members other than any who, under the provisions of these articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the company, and also to the auditors or, if more than one, each of them. The last sentence of regulation 38 of Table A shall not apply.

#### Proceedings at General Meetings

10. For all purposes of these articles a general meeting of the company or of the holders of any class of its shares shall be valid and effective for all purposes if one person being a duly authorised representative of two or more corporations each of which is a member entitled to vote upon the business to be transacted is present. Regulation 40 of Table A shall be modified accordingly.

#### Votes of members

11. At a general meeting, but subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative and every proxy for any member (regardless of the number or the holdings of the members for whom he is a proxy) shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder. Regulation 54 of Table A shall not apply.

#### Members may vote when money payable by them

12. Regulation 57 of Table A shall not apply.

#### Delivery of proxies

13. The instrument appointing a proxy and (if required by the directors) any authority under which it is executed or a copy of the authority, certified notarially or in some other manner approved by the directors, may be delivered to the office (or to such other place or to such person as may be specified or agreed by the directors) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to act or, in case of a poll taken subsequently to the date of the meeting or adjourned meeting, before the time appointed for the taking of the poll, and an instrument of proxy which is not so delivered shall be invalid. The directors may at their discretion treat a faxed or other machine made copy of an instrument appointing a proxy as such an instrument for the purpose of this article. Regulation 62 of Table A shall not apply.

#### Alternate directors

14. Any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Regulation 65 of Table A shall not apply.

#### Power to provide for employees

15. The directors may by resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

#### Power to receive uncalled monies

16. The directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and remaining unpaid on any shares held by him.

#### Delegation of directors' powers

17. The directors may delegate any of their powers (with power to sub-delegate) to committees consisting of such person or persons (whether directors or not) as they think fit. Regulation 72 of Table A shall be modified accordingly and references in Table A to a committee of directors or to a director as a member of such a committee shall include a committee established under this article or such person or persons.

#### Appointment and removal of directors by majority shareholders

18. Any member holding, or any members holding in aggregate, a majority in nominal value of such of the issued share capital for the time being of the company as carries the right of attending and voting at general meetings of the company may by memorandum in writing signed by or on behalf of him or them and delivered to the office or tendered at a meeting of the directors or at a general meeting of the company at any time and from time to time appoint any person to be a director (either to fill a vacancy or as an additional director) or remove any director from office (no matter how he was appointed).

#### Appointment of directors by board

19. Without prejudice to the powers conferred by any other article, any person may be appointed a director by the directors, either to fill a vacancy or as an additional director.

#### No age limit or share qualification

20. No director shall be required to retire or vacate his office, and no person shall be ineligible for appointment as a director, by reason of his having attained any particular age. No shareholding qualification for directors shall be required.

#### Exclusion of rotation requirements and other provisions

21. Regulations 73 to 80 (inclusive) and the last sentence of regulation 84 of Table A shall not apply.

### Disqualification and removal of directors

22. The office of a director shall be vacated not only upon the happening of any of the events mentioned in regulation 81 of Table A but also if he is removed from office pursuant to these articles. Regulation 81 of Table A shall be modified accordingly.

### Directors' gratuities and pensions

23. The directors may exercise all the powers of the company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any director or former director or the relations, connections or dependants of any director or former director who holds or has held any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or with a predecessor in business of the company or of any such body corporate and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company. Regulation 87 of Table A shall not apply.

### Notice of board meetings

24. Notice of a meeting of the directors shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the company for this purpose, or by any other means authorised in writing by the director concerned. A director absent or intending to be absent from the United Kingdom may request the directors that notices of meetings of the directors shall during his absence be sent in writing to him at an address or to a fax or telex number given by him to the company for this purpose, but if no request is made to the directors it shall not be necessary to give notice of a meeting of the directors to any director who is for the time being absent from the United Kingdom. A director may waive notice of any meeting either prospectively or retrospectively. Regulation 88 of Table A shall be modified accordingly.

### Participation in board meetings by telephone

25. All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.

### Directors may vote when interested

#### **26.1 Situational conflicts**

If a situation arises or exists in which a Director has or could have a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company (other than an interest arising in relation to a transaction or arrangement with the Company or in circumstances which cannot reasonably be regarded as likely to give rise to a conflict of interest) the Director concerned, or any other Director, may propose to the board that such situation be authorised, such proposal to be made in writing and delivered to the other

Directors or made orally at a meeting of the board, in each case setting out particulars of the relevant situation. Subject to the Companies Act 2006 (the "2006 Act"), the Directors may authorise such situation and the continuing performance by the relevant Director of his or her duties as a Director of the Company on such terms as they may think fit. Those terms may include, without limitation, terms that the relevant Director:

- (a) will not be obliged to disclose to the Company or use for the benefit of the Company any confidential information received by him or her otherwise than by virtue of his or her position as a Director, if to do so would breach any duty of confidentiality to a third party;
- (b) may be required by the Company to maintain in the strictest confidence any confidential information relating to the Company which also relates to the relevant situation;
- (c) may be required by the Company not to attend any part of a meeting of the Directors at which any such matter which may be relevant to the conflict situation is to be discussed, and any board papers relating to such matters may be withheld from that Director; or
- (d) shall not be obliged to account to the Company for any remuneration or other benefits received in consequence of the relevant situation.

26.2 The relevant Director shall not be counted in the quorum at the relevant meeting of the Directors to authorise a conflict situation as mentioned in Article 26.1 nor be entitled to vote on the resolution authorising such situation. When giving such authorisation for a particular Director, any other interested Director (within the meaning of section 175(6)(a) of the 2006 Act) may be counted in the quorum and may vote in relation to such resolution.

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26.4 Without prejudice to the obligation of each Director to declare an interest in a proposed or existing transaction or arrangement in accordance with the 2006 Act, a Director may vote at a meeting of the Board or of a committee of the Board on any resolution concerning a matter in which he or she has an interest, whether direct or indirect, which relates to a transaction or arrangement with the Company, or in relation to which he or she has a duty. Having so declared any such interest or duty he or she may have, the Director shall be counted in the quorum present when any such resolution is under consideration and if he or she votes on such resolution his or her vote shall be counted.

### 26.5.1 **Pre-authorisations**

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- be a member of any pension scheme of which the Company is a trustee;
- be a director, officer or employee of any company participating in any such pension scheme, or of an associate of any such company;
- be a director of a trustee, or a trustee, of any pension scheme in which any one or more of the companies above participate;
- be a shareholder, share option holder or debenture holder of any such company;
- be a member of, or hold an office within, any trade union applicable to any employment in relation to any such pension scheme, or other relevant representative or consultative group; or
- have a family member who has one of the above interests.

26.5.2 Notwithstanding his or her office or the existence of an actual or potential conflict between any interest as described in Article 26.5.1 above and the interests of the Company which would fall within the ambit of section 175(1) of the 2006 Act, a Director:

- (a) will not be obliged to disclose to the Company or use for the benefit of the Company any confidential information received by him or her otherwise than by virtue of his or her position as a Director, if to do so would breach any duty of confidentiality to a third party; and
- (b) shall not be obliged to account to the Company for any remuneration or other benefits received in consequence of the relevant situation,

and in connection with any such actual or potential conflict of interests, the Company may require the relevant Director:

- (c) to maintain in the strictest confidence any confidential information relating to the Company which also relates to the relevant situation; and
- (d) not to attend any part of a meeting of the Directors at which any such matter which may be relevant to the conflict situation is to be discussed, and any board papers relating to such matters may be withheld from that Director.

#### Official seal

27. The company may exercise all the powers conferred by the Act with regard to having any official seal and such powers shall be vested in the directors. Subject to the provisions of the Act, any instrument to which an official seal is affixed shall be signed by such persons, if any, as the directors may from time to time determine.

#### Notices

28. Any notice or other document may be served on or delivered to any member by the company either personally, or by sending it by post addressed to the member at his registered address or by fax or telex to a number provided by the member for this purpose, or by leaving it at his registered address addressed to the member, or by any other means authorised in writing by the member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulation 112 of Table A shall not apply.

### Time of service

29. Any notice or other document, if sent by post, shall be deemed to have been served or delivered twenty four hours after posting and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post, or sent by fax or telex or other instantaneous means of transmission, shall be deemed to have been served or delivered when it was so left or sent. Regulation 115 of Table A shall not apply.

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**NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

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For and on behalf of  
**TRUCIDATOR NOMINEES LIMITED,**  
35 Basinghall Street,  
London EC2V 5DB

**R.A. REEVE**

Authorised Signatory

For and on behalf of  
**TREXCO LIMITED,**  
35 Basinghall Street,  
London EC2V 5DB

**C.A. CHANDLER**

Authorised Signatory

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**DATED the 29th day of November 1991**

**WITNESS to the above signatures:-**

**W.J. Williams,**  
35 Basinghall Street,  
London EC2V 5DB