

No 03054972

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
HOME HOUSE LIMITED

On 21 December 2012 the following resolutions were passed by the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006 as special resolutions

SPECIAL RESOLUTIONS

- 1 **THAT** the entry into, execution, delivery and performance by the Company of the following documents more fully described and defined in the board minutes of the Company dated 21 December 2012
- (a) a guarantee and debenture to be entered into between, amongst others, the Company and Barclays Bank plc, and
- (b) any other document referred to in those board minutes

in the form approved by the directors be approved, notwithstanding any provisions of the memorandum or articles of association of the Company or any personal interest of its directors, and

- 2 **THAT** the articles of association of the Company be amended in the form attached to these Resolutions


Director



No 03054972

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

HOME HOUSE LIMITED

(Adopted by Special Resolution passed on 3 December 2004)

(Amended by Special Resolution passed on 21 December 2012)

INCORPORATED 10 MAY 1995

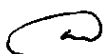
K&L Gates LLP

One New Change London EC4M 9AF

Tel +44 (0)20 7648 9000

Fax +44 (0)20 7648 9001

Ref JAB/6007362 00008



THE COMPANIES ACTS 1985 and 1989

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HOME HOUSE LIMITED

(Adopted by Special Resolution passed on 3 December 2004)

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PRELIMINARY

- 1 The regulations contained or incorporated in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (which Table is hereinafter referred to as "**Table A**") shall except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles apply to and constitute the regulations of the Company
- 2 Regulations 3, 8 to 11 inclusive, 24 to 26 inclusive, 35, 44, 46, 54, 64, 73 to 80 inclusive, 81(e), 89 and 94 to 98 inclusive of Table A shall not apply to the Company

PRIVATE COMPANY

- 3 The Company is a private company within the meaning of the Act and accordingly any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company or allotment of or agreement to allot (whether for cash or otherwise) any such shares or debentures with a view to all or any of those shares or debentures being offered for sale to the public is prohibited

SHARE CAPITAL

- 4 The share capital of the Company at the date of the adoption of these Articles is £1,000 00 divided into 1,000 Ordinary Shares of £1 each

PURCHASE OF OWN SHARES

- 5 Subject to the provisions of the Act the Company shall have power to issue any shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof or to purchase its own shares (including any redeemable shares)
- 6 Subject to the provisions of the Act the Company shall have power to make a payment in respect of the redemption or purchase under Section 160 or (as the case may be) Section 162 of the Act of any of its own shares otherwise than out of its distributable profits or the proceeds of a fresh issue of shares in the Company

NOTICE OF GENERAL MEETINGS

- 7 Notice of any general meeting of the Company need not be given to a Director of the Company who is not also a member of the Company

PROCEEDINGS AT GENERAL MEETINGS

- 8 At any general meeting, a resolution put to the vote of the general meeting shall be decided on a show of hands unless a poll is, before or on the declaration of the result of the show of hands, demanded by any member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy and who (in each case) is entitled to vote at the general meeting

VOTES OF MEMBERS

- 9 Subject to any rights or restrictions for the time being attached to any shares in the Company every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote on a show of hands and shall have one vote for every share in the Company of which he is the holder on a poll Where a member is himself a proxy for another member or members, then in such case he shall on a show of hands have one vote for himself as a member and one vote for each member for whom he is a proxy

NUMBER OF DIRECTORS

- 10 Unless otherwise determined by an ordinary resolution of the Company the maximum number of Directors (other than alternate Directors) shall be ten and the minimum number of Directors (other than alternate Directors) shall be one In the event of the minimum number of Directors being one, a sole Director shall have authority to

exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally

SPECIAL DIRECTOR

- 11 1 Any member holding a majority in nominal value of the issued share capital for the time being of the Company carrying the right to attend and vote at general meetings of the Company may at any time appoint any one Director to be a Special Director of the Company and may remove any Director so appointed and appoint another Director in his place
- 11 2 Upon such member ceasing to hold a majority in nominal value of the issued share capital for the time being of the Company carrying the right to attend and vote at general meetings of the Company any Special Director appointed by him pursuant to Article 11 1 hereof shall thereupon forthwith cease to be a Special Director
- 11 3 Any appointment or removal of a Special Director pursuant to Article 11 1 hereof shall be effected by notice in writing to the Company signed by the appointor and delivered to the office or to the secretary or produced at a meeting of the Directors
- 11 4 A Special Director shall for all purposes continue to be a Director and his ceasing to be a Special Director shall not ipso facto affect his position as a Director
- 11 5 In the event of a Special Director ceasing for any reason whatsoever to be a Director he shall thereupon forthwith cease to be a Special Director
- 11 6 A Special Director shall as a Director have such number of votes as shall exceed by one the total number of votes of all the other Directors for the time being of the Company
- 11 7 During such time as there shall be a Special Director the quorum necessary for the transaction of the business of the Directors shall be 2, one of whom shall be the Special Director
- 11 8 If a quorum is not present within half an hour from the time appointed for the meeting of the Directors, or if during a meeting of the Directors a quorum ceases to be present, in each case otherwise than by reason of the Special Director not being present, then, provided that at least 1 day's notice shall have been given of that meeting of the Directors, the Special Director may, at any time or times within the period of 28 days following the date appointed for that meeting of the Directors, act alone for the purpose of calling a general meeting or of appointing 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

ALTERNATE DIRECTORS

- 12 One person may act as an alternate Director to more than one Director and while he is so acting he shall be entitled to a separate vote on behalf of each Director he is representing
- 13 In addition to Regulation 67 of Table A, an alternate Director shall cease to be an alternate Director on the happening of any event on which, if he were a Director, he would be liable to vacate his office under these Articles
- 14 Any appointment or removal of an alternate Director shall be effected by notice in writing to the Company signed by the Director making or revoking the appointment and delivered to the office or to the secretary or produced at a meeting of the Directors

APPOINTMENT OF DIRECTORS

- 15 1 Any member holding a majority in nominal value of the issued share capital for the time being of the Company carrying the right to attend and vote at general meetings of the Company may at any time appoint any person or persons who is or are willing to act to be a Director or Directors either to fill a vacancy or vacancies or as an additional Director or additional Directors and may remove from office any Director howsoever appointed
- 15 2 Any appointment or removal of a Director pursuant to paragraph (1) of this Article shall be effected by notice in writing to the Company signed by the appointor and delivered to the office or to the secretary or produced at a meeting of the Directors
- 15 3 Any removal of a Director pursuant to paragraph (1) of this Article shall be without prejudice to any claim which he may have under any contract between him and the Company

RETIREMENT OF DIRECTORS

- 16 A Director shall not retire by rotation and Regulations 67 and 84 of Table A shall be modified accordingly

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 17 In addition to the events referred to in paragraphs (a) to (d) inclusive of Regulation 81 of Table A the office of a Director shall be vacated if he is removed from office by notice in writing in accordance with Article 15 hereof

PROCEEDINGS OF DIRECTORS

- 18 Subject to Articles 11 and 11.7 hereof the quorum necessary for the transaction of the business of the Directors shall be two. A person who holds office only as an alternate Director shall, if his appointor is not present, be counted in the quorum. Provided that at least one of the other persons counted in the quorum is not an alternate Director.
- 19 In Regulation 90 of Table A the words "of filling vacancies or" shall be deleted.
- 20 Any Director (including an alternate Director) may participate in a meeting of the Directors or a committee of the Directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.
- 21 Subject to the provisions of the Act and provided he has disclosed to the Directors the nature and extent of any material interest of his, a Director may vote at a meeting of Directors or of a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or a duty and he shall be counted in the quorum present at such meeting.

INDEMNITY

- 22 Subject to the provisions of and so far as may be permitted by the Act, every Director or other officer or Auditor of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Regulation 118 of Table A shall be extended accordingly.