

Company No. 03737260

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION OF  
**VELCOURT MARKETING SERVICES LIMITED**

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**1     Preliminary**

1.1     In these Articles:

**"the Act"** means the Companies Act 1985 (as amended).

**"Table A"** means Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985. References to regulations are to regulations in Table A.

**"the Statutes"** means the Act and any statutory modification or re-enactment thereof for the time being in force and every other Act for the time being in force concerning companies and affecting the Company.

1.2     Subject as hereinafter provided, the regulations contained in Table A shall apply to the Company.

1.3     Regulations 23, 24, 38, 64, 73 to 80 inclusive, 87, 101 and 118 shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

**2     Shares**

2.1     The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

2.2     Subject to the provisions of Article 2.4 and to any directions which may be given by the

Company in general meeting, the Directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) and without prejudice to the generality of the foregoing any shares unissued at the date of incorporation of the Company and any shares hereafter created shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons (including the Directors themselves) on such terms and at such times as they may think proper, provided that no shares shall be issued at a discount.

- 2.3 The maximum nominal amount of share capital which or in respect of which the Directors may allot, grant options or subscription or conversion rights, create, deal or otherwise dispose of in accordance with Article 2.2 shall be £100 or such other amount as shall be authorised by the Company in general meeting.
- 2.4 The authority conferred on the Directors by Articles 2.2 and 2.3 shall expire on the day preceding the fifth anniversary of the date of incorporation of the Company.
- 2.5 The provisions of section 89(1) of the Act shall not apply to the Company.
- 2.6 Subject to the provisions of the Act any share may, with the sanction of a Special Resolution, be issued on the terms that it is, or at the option of the Company or of the holder of such share is liable, to be redeemed. The date on or by which, or dates between which, the share is to be or may be redeemed shall be fixed by the Directors before the share is issued and the amount payable on redemption of such share shall be such amount as is specified in the Special Resolution sanctioning its issue.

### **3 Lien**

- 3.1 The lien conferred by Regulation 8 shall apply to:

- (a) all shares of the Company whether fully paid or not;
- (b) to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of several joint holders;

and shall be for all indebtedness or other liability to the Company of any member.

Regulation 8 shall be modified accordingly.

- 3.2 Notwithstanding anything contained in these articles, any lien on any shares (whether part or fully paid) which the Company has shall not apply in respect of any shares that have been mortgaged or charged by way of security to a bank, other financial institution or other person

to which shares have been mortgaged or charged by way of security (or any agent, trustee, nominee or nominees or receiver of such bank, financial institution or other person to which such shares have been mortgaged or charged by way of security).

#### **4      Transfer of shares**

- 4.1 Any member may transfer all or any of his shares whether or not they are fully paid shares by an instrument of transfer in any usual form or in any other form which the Directors may approve. Such instrument shall be signed by or on behalf of the transferor and signature by or on behalf of the transferee shall not be required and on registration of the transfer the transferee shall be deemed to have consented to the assumption of liability on his part for the payment of any sum not paid up on such share or shares.
- 4.2 The Directors may, in their absolute discretion and without assigning any reason, decline to register any transfer of any share, whether or not it is a fully paid share.
- 4.3 Article 4.2 shall also apply where a member entitled to an allotment of shares gives a direction (whether by way of renunciation, nomination or otherwise) to the effect that such shares or any of them be allotted or issued to some person other than the member and for the purpose of Article 4.2 such direction shall be deemed a transfer.
- 4.4 Notwithstanding anything contained in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise, including, for the avoidance of doubt, any lien referred to in the articles), the directors shall not decline to register any transfer of shares nor suspend registration thereof:
- (a) where such transfer is in favour of a bank, other financial institution or other person to which such shares have been mortgaged or charged by way of security (each a "**Secured Party**"), or to any nominee of a Secured Party and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of such Secured Party; or
  - (b) where such transfer is by or on behalf of a Secured Party or any nominee of a Secured Party in favour of any third party upon disposal or realisation of shares following the Secured Party having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option,

and a certificate by or on behalf of the Secured Party that the relevant transfer is within paragraph (a) and (b) above shall be conclusive evidence of that fact.

**5      General meetings**

- 5.1      The words "seven weeks" shall be substituted for the words "eight weeks" in Regulation 37.
- 5.2      An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or an elective resolution or a resolution appointing a person as a Director shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 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 or a meeting at which an elective resolution is to be proposed, by all the members entitled to attend and vote thereat; 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 95 per cent. in nominal value of the shares giving that right or such lesser percentage, not being less than 90 per cent., as may be specified in or pursuant to any elective resolution passed by the Company.

The notice shall specify the time and place of the meeting, the general nature of the business to be transacted and the terms of any resolution to be proposed at it and, in the case of an annual general meeting, shall specify the meeting as such.

Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all members, to all persons entitled to a share in consequence of the death or bankruptcy of a member, to the Directors and to such auditors as may be appointed from time to time.

- 5.3      Regulation 40 shall be modified by the insertion at the end of that regulation of the following proviso:
- ", provided that if the company has only a single member, the quorum shall be one such person. "
- 5.4      Regulation 41 shall be modified by the insertion at the end of that regulation of the following sentence: "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.".
- 5.5      A poll may be demanded at any general meeting by any member present in person or by proxy and entitled to vote. Regulation 46 shall be modified accordingly.

- 5.6 A resolution in writing in accordance with Regulation 53 shall be deemed to have been duly executed on behalf of a corporation if signed by one of its directors or its secretary. In the case of a share held by joint holders the signature of any one of them on behalf of all such joint holders shall be sufficient for the purposes of that regulation. The Directors shall cause a record of each resolution in writing, and of the signatures to it, to be entered in a book in the same way as minutes of proceedings of a general meeting of the Company and to be signed by a Director or the secretary of the Company.
- 5.7 A proxy shall be entitled to vote on a show of hands and Regulation 54 shall be modified accordingly.
- 5.8 An authority under which an instrument of proxy is executed need not be deposited at the office or other place of holding the meeting in question prior to its taking place. Regulation 62 shall be modified accordingly.

## **6 Directors**

- 6.1 The first Director shall be the person named in the statement required to be delivered for registration by section 10 of the Act.
- 6.2 Unless and until otherwise determined by the Company in general meeting, there shall be no maximum number of Directors and the minimum number shall be one. Any sole Director shall have authority to exercise all the powers and discretions expressed by Table A or these Articles to be vested in the Directors generally. Regulation 89 shall be modified accordingly.
- 6.3 Any Director who, by request, goes or resides abroad for any purposes of the Company or who performs any services which in the opinion of the Directors go beyond the ordinary duties of a Director may be paid such extra remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Directors may determine and such remuneration shall be in addition to any remuneration provided for by or pursuant to any other Article or Regulation.

## **7 Powers and duties of Directors**

- 7.1 Subject to the provisions of the Statutes, a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional

capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 94 shall be modified accordingly.

- 7.2 The Directors may exercise all the powers of the Company contained in clause 3(ad) of the Memorandum of Association of the Company. A Director or former Director shall not be accountable to the Company or the members for any benefit of any kind conferred under or 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.
- 7.3 The Directors may at any time require any person whose name is entered in the register of members of the Company to furnish them with any information, supported (if the Directors so require) by a statutory declaration, which they may consider necessary for the purpose of the business or administration of the Company including, without limitation, for the purpose of determining whether or not the Company is a close company within the meaning of the Income and Corporation Taxes Act 1988 or any statutory modification or re-enactment thereof.

## **8 Appointment, removal and disqualification of Directors**

- 8.1 Without prejudice to the powers of the Company under section 303 of the Act to remove a Director by Ordinary Resolution, the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a corporation signed on its behalf by one of its directors or its secretary and shall take effect upon lodgment at the registered office of the Company.
- 8.2 The office of a Director shall be vacated if he is removed from office under Article 8.1. Regulation 81 shall be modified accordingly.
- 8.3 Unless and until otherwise determined by the Company by Ordinary Resolution, either generally or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of 70, and any person proposed to be appointed a Director shall be capable of being appointed as a Director notwithstanding that he has attained the age of 70, and no special notice need

be given of any resolution for the appointment as a Director of a person who shall have attained the age of 70, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be appointed as such.

- 8.4 The Directors and the Company in general meeting shall each have power at any time and from time to time to appoint any 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 the Articles as the maximum number of Directors.

## **9 Rotation of Directors**

- 9.1 The Directors shall not be liable to retire by rotation, and accordingly the words "Subject aforesaid" and the words "and may also determine the rotation in which any additional directors are to retire" in Regulation 78 and the second and third sentences of Regulation 79 shall be deleted.

## **10 Alternate Directors**

- 10.1 Any appointment or removal of an alternate Director made under Table **A** shall be delivered at the registered office of the Company. In Regulation 65 the words "approved by resolution of the directors and" shall be deleted.
- 10.2 If his appointor is for the time being absent from the United Kingdom or otherwise not available the signature of an alternate Director to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall be deemed to be a Director for the purpose (inter alia) of signing instruments to which the seal is affixed or otherwise executing an instrument as a deed; and Regulation 101 shall be modified accordingly.
- 10.3 An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements with the Company and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration, except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

**11 Proceedings of Directors**

- 11.1 Any Director or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications 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.
- 11.2 The following sentence shall be inserted after the first sentence of Regulation 72: "Any committee shall have power unless the Directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a Director of the Company."
- 11.3 For a signed resolution under Regulation 93 to be effective it shall not be necessary for it to be signed by a Director who is prohibited by the Articles or by law from voting thereon. Regulation 93 shall be modified accordingly.

**12 The Company seal and Official seal for use abroad**

- 12.1 If the Company has a seal, it shall only be used with the authority of the Directors or a committee of the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or second Director. The obligation under Regulation 6 relating to the sealing of share certificates shall apply only if the Company has a seal.
- 12.2 If the Company has a common seal, the Company may also have an official seal for use abroad under the provisions of the Act, where and as the Directors shall determine, and the Company may by writing under the common seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the common seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

**13 Notices**

- 13.1 Every Director of the Company and every alternate Director shall be entitled to receive notices of general meetings (at his usual address or such other address as he may notify to the Company) in addition to the persons so entitled under the Statutes.
- 13.2 Any notice required by these Articles to be given by the Company may be given by any



visible form on paper, including telex, facsimile and electronic mail, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 shall be amended accordingly.

#### **14     Indemnity**

- 14.1     Subject to the provisions of, and so far as may be consistent with the Statutes, but without prejudice to any indemnity to which a Director may be otherwise entitled, every Director, auditor, secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs charges losses expenses and liabilities incurred by him in the execution and/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, 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 and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

#### **15     Miscellaneous provisions where material overseas interests exist**

- 15.1     Table A shall be further modified as follows:
- (a)     in Regulation 37 the words "within the United Kingdom" shall be deleted;
  - (b)     in Regulation 66 the second sentence shall be deleted;
  - (c)     in Regulation 88 the third sentence shall be deleted;
  - (d)     in Regulation 112 the words "(or at such other address, whether within or outside the United Kingdom, as he may supply to the Company for that purpose)" shall be inserted after "registered address" and
  - (e)     in Regulation 116 the words "at the address, if any, whether within or outside the United Kingdom" shall be substituted for the words "the address, if any, within the United Kingdom".