

No 03939119

THE COMPANIES ACT 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION OF PRO-TALK LIMITED

(Passed on 1<sup>st</sup> October 2008)

At a General Meeting of the Company duly convened and held on 1<sup>st</sup> October 2008 the following resolution was duly passed

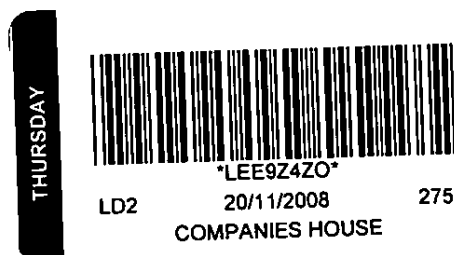
SPECIAL RESOLUTION

That the regulations contained in the printed document marked A ("the New Articles") submitted to the meeting, and for the purpose of identification, signed by the chairman hereby be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing articles thereof

Dated *1st October* 2008



Director



No 03939119

THE COMPANIES ACT 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF PRO-TALK LIMITED  
(adopted 1<sup>st</sup> October 2008)

#### PRELIMINARY

- 1 (a) The Regulations contained in Table A in the Schedule to the Companies Act (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby that is to say, clauses 41, 53, 64, 73 to 80 inclusive 87, 94 to 97 inclusive, 101 and 118 of Table A shall not apply to the Company, and in addition to the remaining clauses of Table A, as varied hereby, the following shall be the Articles of Association of the Company
- (b) In these Articles the expression 'the Act' means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force

#### ALLOTMENT OF SHARES

- 2 (a) Subject to paragraph (b) hereof shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may allot, grant options over or otherwise deal in or dispose of the same to such person on such terms and in such manner as they think fit
- (b) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the act to allot relevant securities (as defined in Section 80 of the Act) for a period of five years from the date of the adoption of these Articles provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised capital as at the date of adoption of these Articles The Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period The Authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting

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- (c) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have in the said period, accepted all the shares offered to them, such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors who may allot, grant options over or otherwise dispose of the same to such person, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the Members. The foregoing provision of this sub paragraph shall have effect subject to Section 80 or the Act.
- (d) In accordance with Section 91(1) of the Act Sections 89 (1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

#### SHARES

- 3 The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, 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 indebted or under liability to the Company, whether he shall be the sole registered holder of moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.
- 4 The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words 'and all expenses That may have been incurred by the Company by reason of such non-payment'.

#### TRANSFER OF SHARES

- 5 The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of clause 24 in Table A shall not apply to the Company.

## GENERAL MEETINGS

- 6
- (a) The Company may at any time elect by passing an Elective Resolution in accordance with Section 379A of the Act (subject always to revocation by Ordinary Resolution in general meeting)
    - (i) pursuant to Section 252 of the Act, dispense with the laying of accounts before the Company in general meeting subject to the right of any member or the Auditor of the Company pursuant to Section 253(2) of the Act to require in any year that they be so laid,
    - (ii) pursuant to Section 366A of the Act, dispense with the holding of Annual General Meetings (subject to the right of any member under Sub-section 2 thereof to require one in any year),
    - (iii) pursuant to Section 386 of the Act, dispense with the obligation to appoint auditors annually, and
    - (iv) pursuant to Section 369(4) and 378(3) of the Act, provide that the percentage of shares referred to in those sections, required to be held by persons agreeing to an Extraordinary General Meeting being held (or a resolution being passed as a Special Resolution) on short notice be reduced from 95 per centum to not less than 90 per centum, as may be determined by the Company in general meeting
    - (v) pursuant to Section 80A of the Act, authorise the Directors to allot relevant securities for an indefinite period
  - (b) In the event of all or any of the foregoing provisions taking effect Clause 38 in Table A shall be modified accordingly
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- (a) Clause 40 in Table A shall be read and construed as if the words 'at the time when the meeting proceeds to business' were added at the end of the first sentence
  - (b) If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such time or place as the Directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

- 8 In accordance with the provisions of Section 381A of the Act, and subject to the requirements and restrictions of Section 381 thereof relating to the rights of auditors and of Section 382A thereof relating to proper recording, anything that may be done by the Company in General Meeting or a meeting of any class of members may be effected by a resolution in writing signed by or on behalf of all members of the Company who at the date of the resolution would be entitled to attend and vote at such meetings and may consist of several instruments in the like form each executed by or on behalf of one or more

#### APPOINTMENT OF DIRECTORS

- 9 The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company 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, a sole Director shall have the authority to exercise all the powers and discretion's by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly
- 10 No person shall be appointed a Director at any General Meeting unless either -
- (i) he is recommended by the Directors, or
  - (ii) not less than fourteen nor more than thirty five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed
- 11 Subject to Article 10 above, the Company may by Ordinary Resolution in General Meeting, appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director
- 12 The Directors may 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 determined in accordance with paragraph (9) above as the maximum number of Directors and for the time being in force

## BORROWING POWERS

- 13 The Directors may exercise all the powers of the Company to borrow money without limits as to the amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act, to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and 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

## ALTERNATE DIRECTORS

- 14 (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company 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, and the first sentence of Clause 66 in Table A shall be modified accordingly
- (b) A Director, or any such person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of 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, but he shall count as only one for the purpose of determining whether a quorum is present

## DISQUALIFICATION OF DIRECTORS

- 15 The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

## GRATUITIES AND PENSIONS

- 16 (a) The Directors may exercise the powers of the Company to support and subscribe to any charitable or public object and to support and subscribe to any institution, society or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business, to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services to any who are or have been Directors of, or who are or have been employed by, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons, to make payments towards insurance, and to set up, establish, support and maintain superannuation and other funds or schemes

(whether contributory or non-contributory) for the benefit of any such persons and of their wives, widows, children and other relatives and dependants, and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any such subsidiary, holding or fellow subsidiary company to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained

- (b) The Directors shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers referred to in paragraph (a) above

#### PROCEEDINGS OF DIRECTORS

17 If a situation arises or exists on or after 1 October 2008 (or any later date on which the provisions of sections 175 to 177, 180 and 182 to 187 of the 2006 Act are brought fully into effect) in which a Director has or could have a direct or indirect interest that conflicts, or may potentially 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), without prejudice to the provisions of Articles 17(B) to 17(D), 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 2006 Act, the Directors may authorise such situation and the continuing performance by the relevant Director of his duties as a Director of the Company on such terms as they may think fit (including, 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 otherwise than by virtue of his 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, and
- (d) shall not be obliged to account to the Company for any remuneration or other benefits received by him in consequence of the relevant

situation)

17(A) The relevant Director shall not be counted in the quorum at the relevant meeting of the Directors to authorise such situation nor be entitled to vote on the resolution authorising such situation

17(B) Subject to compliance by him with his duties as a Director under Part X of the 2006 Act (other than the duty in section 175(1) of the 2006 Act which is the subject of this Article 17(B)) a Director may, at any time on or after 1 October 2008 or any later date on which the provisions of section 175 of the 2006 Act are brought fully into effect, notwithstanding his office or the existence of an actual or potential conflict between the interests of the Company and those of a Group Company which would fall within the ambit of that section 175(1), be a director or other officer of, employed by or otherwise interested, whether directly or indirectly, in any other Group Company (a "**Group Company Interest**") and the relevant Director.

(a) shall be entitled to attend any meeting or part of a meeting of the Directors or a committee of the Directors at which any matter which may be relevant to the Group Company Interest may be discussed, and to vote on any resolution of the Directors or a committee thereof relating to such matter, and any board papers relating to such matter shall be provided to the relevant Director at the same time as the other Directors.

(b) shall not be obliged to account to the Company for any remuneration or other benefits received by him in consequence of any Group Company Interest, and

(c) will not be obliged to disclose to the Company or use for the benefit of the Company any confidential information received by him by virtue of his Group Company Interest and otherwise than by virtue of his position as a Director, if to do so would breach any duty of confidentiality to any other Group Company or third party

17(C) Any Director who has a Group Company Interest shall, as soon as reasonably practicable following the relevant Group Company Interest arising, disclose to the Board the existence of such Group Company Interest and the nature and extent of such Group Company Interest so far as the relevant Director is able at the time the disclosure is made PROVIDED that no such disclosure is required to be made of any matter in respect of which the relevant Director owes any duty of confidentiality to any third party A disclosure made to the





Board under this Article 17(C) may be made either at a meeting of the Board or by notice in writing to the Company marked for the attention of the Directors

- 17(D) Notwithstanding the provisions of Article 17(B) the Parent may at any time, by notice in writing to the Company, direct that any Group Company Interest or any such other actual or potential conflict of interest as a Director may be submitted to the Parent for authorisation. If such a direction is made, the authorisation may be given by the consent in writing of the Parent. Upon such consent being given, the provisions of Articles 17(B) (a) to 17(B) (c) (in the case of a Group Company Interest) shall apply
- 17(E) No contract entered into shall be liable to be avoided by virtue of:
- (a) any Director having an interest of the type referred to in Article 17 where the relevant situation has been approved as provided by that Article, or
  - (b) any Director having a Group Company Interest which falls within Article 17(B) or which is authorised pursuant to Article 17(D)
- 17(F) The provisions of Articles 17 to 17(E) 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 17(F) and Article 17(G) shall so apply. Any Director may be interested in an existing or proposed transaction or arrangement with the Company provided that he complies with the 1985 Act (or, from 1 October 2008 (or any later date on which the provisions of sections 177, 180 and 182 to 187 of the 2006 Act are brought fully into force) the 2006 Act) and (if applicable) Regulations 85 and 86 of Table A
- 17(G) Without prejudice to the obligation of each Director to declare an interest in accordance with the 1985 Act (or, from 1 October 2008 (or any later date on which the provisions of sections 177, 180 and 182 to 187 of the 2006 Act are brought fully into effect), the 2006 Act),<sup>1</sup> 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 has an interest, whether direct or indirect, which relates to a transaction or arrangement with the Company, or in relation to which he has a duty. Having so declared any such interest or duty he may have, the Director shall be counted in the quorum present when any such resolution is under consideration and if he votes on such resolution his vote shall be counted

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<sup>1</sup> The provisions of CA 2006 on declarations of interest (sections 177 and 182-187) come into force on 1 October 2008. Until then section 317 CA 1985 will apply

17(H) At such times as the Company has only a sole director his decisions and declarations of interest pursuant to Article 17(C) and/or Article 17(F) shall be recorded in writing and the written record shall be provided to the Parent

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- (a) The Company need not have a common seal and the provisions of Section 36 and 36A of the Act in regard to the proper and effective execution of contracts and other documents on behalf of the Company by duly authorised persons shall therefore apply.
  - (b) If the Company has a seal it shall only be used with the authority of the Directors or of a committee of 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 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Clause 101 of Table A shall not apply to this Company.
  - (c) The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

#### INDEMNITY

- 19 Every Director or officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 144 or Section 727 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

#### TELEPHONE BOARD MEETINGS

- 20 A meeting of the directors may consist of a conference between directors some or all of whom are in different places provided that each director who participates in the meeting is able
- (a) to hear each of the other participating directors addressing the meeting, and
  - (b) if he so wishes, to address each of the other participating directors simultaneously,



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whether directly, by conference telephone or by any other form of communication equipment (whether in use when this article is adopted or developed subsequently) or by a combination of such methods. A director shall be deemed to be present if those conditions are satisfied in respect of at least the number and designation of directors required to form a quorum. A meeting held in this way shall be deemed to take place at the place where the largest group of directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates at the start of the meeting.