

Companies Acts 1985 to 1989

A Private Company Limited by Shares

**SPECIAL RESOLUTION**

of BLUECASTLE ENTERPRISES LIMITED

Company number 4128720

At an EXTRAORDINARY GENERAL MEETING of the above-named company, duly convened and held

at 214a Golders Green Road, London, NW11 9AT

on 24<sup>th</sup> September 2008

the following SPECIAL RESOLUTION was duly passed, viz

**RESOLUTION**

That the draft regulations produced to the meeting be adopted as the Memorandum and Articles of Association of the Company in substitution for and to the exclusion of all the existing Memorandum and Articles of Association

Signed



Jennifer Elizabeth Westmoreland  
CHAIRMAN OF THE MEETING

FRIDAY



**COMPANY LIMITED BY SHARES**

**Memorandum of Association**

OF

**Bluecastle Enterprises Limited**

- 1 The Company's name is "Bluecastle Enterprises Limited "
- 2 The Company's registered office is to be situated in England and Wales
- 3 The Company's objects are -

A) To carry on all or any of the businesses of a general commercial company and, without prejudice to the generality of the foregoing, to carry on, in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses manufacturers, importers, exporters, agents, dealers (both wholesale and retail) in all articles of commercial, manufacturing, personal and household use and consumption and in all kinds of raw materials, warehousemen, storage contractors, shipping and forwarding agents, dealers in property and estates, property developers, property managers, estate agents, insurance agents and brokers, financiers, financial agents and to act as nominee, trustee, agent, factor, broker, executor, administrator, receiver for or otherwise on behalf of Companies, Corporations, firms or persons, builders, scaffolders, contractors, heating and ventilation engineers and contractors, refrigeration engineers, specialists and contractors, decorators, painters, bricklayers, specialist carpenters, shuttering manufacturers and erectors, joiners, public works contractors, plasterers, plumbers, electricians, shop front fitters, builders' and decorators' merchants, civil, mechanical, constructional, agricultural, consulting, heating, electrical and general engineers, welders, sheet metal workers, blacksmiths, motor engineers, garage proprietors, car hire service, taxi proprietors and operators, travel agents, tour operators, proprietors of vehicles and vessels of all kinds, transport and haulage contractors, general engineers, tool makers, booking agents for, and managers of, theatres, cinemas and all other kinds of entertainments and sporting events, turf and sporting accountants in all their branches, proprietors of shops, cafes, clubs, hotels and restaurants, catering contractors, dealers in foods and provisions of all kinds, wine and spirit merchants, licensed victuallers, butchers, grocers, greengrocers, fishmongers and poultry merchants, farmers, florists, horticulturists, bakers, confectioners, tobacconists, ironmongers, hardware merchants, dealers in plastics of all kinds, antique dealers, furniture

manufacturers and dealers, leather and fancy goods dealers, jewellers, radio television and electrical retailers, dealers and repairers, toys, games and sports equipment dealers, photographers and dealers in all kinds of photographic material and equipment, film producers and distributors, textile merchants, tailors, fashion designers, ladies and gentlemen's outfitters, boot and shoe retailers, perfumery and cosmetic dealers, hairdressers, manufacturing and retail chemists, printers, publishers, stationers, advertising and publicity agents, public relations specialists, consultants, business transfer agents and employment agents, medical, educational, administrative, legal or business consultants or providers of services, computer operators programmers and dealers, market research specialists, business advisors, mail order specialists, dyers and cleaners, dry cleaners, proprietors of launderettes, excavation and demolition contractors, plant hirers, scrap iron and waste merchants and to carry on all or any of the said businesses, and provide services in connection therewith, either together as one business or as separate and distinct businesses, in any part of the world

- B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company
- C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purpose of or in connection with the Company's business or any branch or department thereof
- D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above
- E) To borrow or raise or secure the payment of money for the purpose of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society
- F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance
- G) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of any other person, firm or company whether a customer of the Company or otherwise, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested
- H) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others

- I) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or of any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary or to the dependants or any member of the family of such persons, and to contribute to any fund and pay premiums for the purchase or provision of any such benefit and to establish and support, or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers or persons employed by the Company or any such subsidiary
- J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments
- K) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined
- L) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine
- M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired
- N) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company
- O) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property

suitable for the purposes of the Company


- P) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit
- Q) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law
- R) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise
- S) To do all such other things as are incidental or conducive to the above objects or any of them

And it is hereby declared that -

- (A) the word "Company" in this Clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether incorporated, registered, resident or domiciled in the United Kingdom or elsewhere, and
- (B) the objects of the Company specified in each of the foregoing paragraphs of this Clause shall be distinct and separate objects of the Company and shall be no way limited by reference to any other paragraphs hereof or to the order in which the same occur, but shall be construed in as wide a sense as possible as if each of the said paragraphs defined the objects of a separate and distinct company

- 4 The liability of the members is limited
- 5 The Company's share capital is £4,000,000, divided into 4,000,000 shares of £1 each

WE, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum, and we agree to take the number of shares shown opposite our respective names

| NAMES AND ADDRESSES OF SUBSCRIBERS   | Number of Shares taken by each Subscriber |
|--|---|
| Corporate Directors Limited<br>Athene House<br>The Broadway<br>Mill Hill<br>London NW7 3TB  | Two Ordinary Shares                       |
| Total Number of shares taken   | Two Ordinary Shares                       |

Dated 12th December 2000

Witness to the above Signatures -



Nina Mukhey  
 Athene House  
 The Broadway  
 Mill Hill  
 London NW7 3TB

*The Companies Acts 1985 and 1989*

**COMPANY LIMITED BY SHARES**

**Articles of Association**

**OF**

**Bluecastle Enterprises Limited**

1 Subject as hereinafter provided, the regulations contained or incorporated in Table A in the Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company

2 Regulations 8, 64, 88, 89, 90, 101 and 113 of Table A shall not apply to the Company.

3. The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company 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

4 At the date of the adoption of these Articles the capital of the Company is £4,000,000 divided into 4,000,000 Ordinary Shares of £1 each

5 If at any time, and for as long as, the company has a single member all provisions of these Articles shall (in the absence of any expressed provision to the contrary) apply with such modifications as may be necessary in relation to a company with a single member

6 (a) The Directors may subject to Article 7 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Companies Act 1985) of the Company to such persons and generally on such terms and conditions as the Directors think proper

(b) The general authority conferred by paragraph (a) of this Article shall be conditional upon due compliance with article 7 hereof and extend to the amount of the

authorised share capital of the Company upon its incorporation. The said authority will expire five years after the date of incorporation unless renewed, varied or revoked by the Company in general meeting in accordance with section 80 or section 80A of the Act

(c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority

7 (a) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 6 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided

(b) By virtue of section 91(1) of the Companies Act 1985, sections 89(1) and 90(1) to 90(6) inclusive of that Act shall not apply to the Company

8 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 member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company, 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 thereon

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

10 In accordance with section 372(3) of the Companies Act 1985 in every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and



vote instead of him and that a proxy need not be a member of the Company Regulation 38 of table A shall be modified accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company

11 In Regulation 41 of Table A there shall be added at the end "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved "

12 The minimum number of Directors shall be two. The first Directors of the Company shall be named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Companies Act 1985

13 The company shall not be subject to section 293 of the Companies Act 1985, and accordingly any person may be appointed or elected as Director, whatever his age, and no director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age

14 No person other than a Director retiring by rotation shall be elected a Director at any general meeting unless -

- (i) he is recommended by the Directors, or
- (ii) not less than fourteen nor more than thirty-five clear days before the date of the meeting a notice in writing signed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected

15 The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in table A shall not apply to the Company

16 A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company

17 Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit A director may, and the secretary at the request of a director shall, call a meeting of the directors. Questions arising at a meeting shall be decided by a majority of votes In the case of an equality of votes, the chairman shall not have a second or casting vote A director who is also an alternate director shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote

18. The quorum 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 appointer is not present, be counted in the quorum.

19. If the number of directors is less than the number fixed as the quorum, the continuing director may only act for the purpose of filling vacancies or of calling a general meeting.

20. Any and all documents (whether simple contracts, deeds or other) of whatsoever nature to be signed or executed for and on behalf of the Company shall be required to be signed by two directors.

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NAMES AND ADDRESSES OF SUBSCRIBERS

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Corporate Directors Limited  
Athene House  
The Broadway  
Mill Hill  
London NW7 3TB

Company Director



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Dated 12th December 2000

Witness to the above Signatures -



Nina Mukhey  
Athene House  
The Broadway  
Mill Hill  
London NW7 3TB