

THE COMPANIES ACT 1985 AND 2006
PRIVATE COMPANY LIMITED BY SHARES

Resolution of Webb Group Limited

By written resolutions agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolutions, were entitled to vote on the resolutions, the following resolutions of the Company were duly passed:

As Ordinary Resolutions

- 1 THAT the entire issued and authorised but unissued Preference Shares of £1.00 each in the share capital of the Company be subdivided and reclassified as ordinary shares of 1 pence each, (such shares having the rights set out in the articles of association of the Company as amended pursuant to resolution 5 below).
- 2 THAT the entire issued and authorised but unissued "A" Ordinary Shares and "B" Ordinary Shares in the share capital of the Company be reclassified as ordinary shares of 1 pence each, (such shares having the rights set out in the articles of association of the Company as amended pursuant to resolution 5 below).
- 3 THAT for the purposes of section 80 of the Companies Act 1985 (as amended) the director be, and they are, generally authorised to allot relevant securities up to a maximum nominal amount of £6,592,000 ordinary shares to such persons at such times and on such terms as they think proper during the period expiring on *31 December* 2009, or if sooner the date of the next annual general meeting after the passing of this Resolution (or any adjournment thereof), save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the board of directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

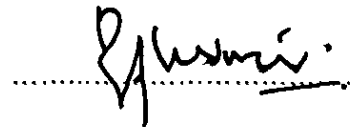
As Special Resolutions

- 4 THAT the directors shall be and are hereby empowered to allot equity securities (as defined the section 94(2)) of the Companies Act 1985 (the "Act") of the Company pursuant to the authority conferred by Resolution 3 above as if section 89(1) of the Act and any pre-emption rights contained in the articles of association of the Company did not apply to such allotment and the directors shall be entitled to make at any time prior to the expiry of the power hereby conferred any offer or agreement which would or might require equity securities to be allotted after the expiry of such power provided that such power shall, subject as aforesaid, cease to have effect when the said authority is revoked or would, if not renewed, expire on the re-registering of the Company as a public company but if that authority is renewed the said power may also be renewed for a period not longer than that to which the authority itself is renewed by Special Resolution of the Company in general meeting.



- 5 THAT the regulations attached hereto and marked "A" for the purposes of identification be and are hereby adopted as the new articles of association of the Company in substitution for and to the exclusion of all other articles of association.

23 July 2009



For and on behalf of
Webb Group Limited

"A"

DATED 23 July

2009

**THE COMPANIES ACTS 1985 AND 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION of WEBB GROUP
LIMITED**

**Company Number: 4161760
Incorporated: 16 February 2001**

Registered Number: 4161760

THE COMPANIES ACTS 1985 AND 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
of
WEBB GROUP LIMITED



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1 TABLE A

1.1 The regulations constituting Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended in relation to private companies limited by shares by the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007/2541) and the Companies (Tables A to F) (Amendment) (No. 2) Regulations 2007 (SI 2007/2826), and as otherwise amended prior to the adoption of these Articles (Table A) apply to Webb Group Limited (the Company) except in so far as they are excluded or varied by these articles.

1.2 Words and expressions defined in Regulation 1 of Table A have the same meanings in these articles where the context admits.

2 PRIVATE COMPANY

2.1 The Company is a private company. Accordingly, no shares in or debentures of the Company may be offered to the public (whether for cash or otherwise) and the Company shall not 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.

3 SHARE CAPITAL

3.1 The authorised share capital of the Company as at the date hereof is £6,592,000 divided into 659,200,000 ordinary shares of 1 pence each.

3.2 Subject to the provisions of the Act, all shares shall be under the control of the directors and the directors may allot, grant options over, or otherwise deal with or dispose of any unissued shares in the capital of the Company (whether forming part of the original or any increased share capital) to such persons and generally on such terms and conditions and in such manner as they think fit.

3.3 The directors are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (as defined in section 80 of the Companies Act 1985) up to an aggregate nominal amount equal to the amount of the authorised but as yet unissued share capital of the Company as at the date of incorporation of the Company. This authority shall expire on the fifth anniversary of the date of incorporation of the Company unless varied or revoked or renewed by the Company in general meeting PROVIDED THAT the directors shall be entitled under the authority conferred by this Article to make at any time

before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority.

- 3.4 Section 89(1) and sections 90(1) to (6) of the Companies Act 1985 shall not apply to any allotment of equity securities (as defined in section 94 of the Companies Act 1985) by the Company.

4 SHARE CERTIFICATES

- 4.1 A share certificate need not be sealed with the seal but may be executed as a deed in accordance with the Act. Regulation 6 of Table A shall be modified accordingly.

5 LIEN

- 5.1 The lien conferred by Regulation 8 of Table A shall also attach to fully paid shares. The Company shall also have a first and paramount lien on all shares, whether or not fully paid, which are registered in the name of any person indebted or under any liability to the Company, whether or not he is the sole registered holder or one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 of Table A shall be modified accordingly.

6 TRANSFERS

- 6.1 The directors may in their absolute discretion refuse to register the transfer of a share to any person, whether or not it is a fully-paid share or a share on which the Company has a lien. If the directors refuse to register a transfer of shares, they shall within two months after the date on which the transfer was lodged with the company send to the transferee notice of the refusal, together with reasons for the refusal. Regulations 24 and 25 of Table A shall be modified accordingly.

7 NOTICE OF GENERAL MEETINGS

- 7.1 If and for so long as the Company has only one member, then the sole member may agree that any general meeting (other than a general meeting called for the passing of an elective resolution) be called by shorter notice than that provided for by these Articles. Regulation 38 of Table A shall be modified accordingly.

8 PROCEEDINGS AT GENERAL MEETINGS

- 8.1 If and for so long as the Company has only one member, then the sole member or a proxy for that member (or if the sole member is a corporation, a duly authorised representative of that member) shall be a quorum. Regulation 40 of Table A shall be modified accordingly.
- 8.2 If, at an adjourned meeting, a quorum is not present within half an hour from the time appointed for the adjourned meeting, then the meeting shall be dissolved. Notice of an adjourned meeting shall be given to all the members of the Company. Regulation 45 of Table A shall be modified accordingly.
- 8.3 A corporation which is a member of the Company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any general meeting of the Company or at any meeting of any class of members of the Company. The person so duly authorised shall be entitled to exercise the same powers

on behalf of the corporation which he represents as such corporation could exercise if it were an individual member.

8.4 A poll may be demanded by a member (present in person or by proxy) having the right to attend and vote at the meeting or by a duly authorised representative of a corporation. Regulation 46 of Table A shall be modified accordingly.

8.5 A demand for a poll may, before the poll is taken, be withdrawn. Regulation 48 of Table A shall be modified accordingly.

9 VOTES OF MEMBERS

9.1 Unless the directors otherwise determine, no member shall vote at any general meeting or at any separate meeting of the holders of any class of share in the Company (either in person or by proxy) in respect of any share held by him unless all moneys presently payable by him in respect of that share have been paid. Regulation 57 of Table A shall not apply.

9.2 The deposit of an instrument of proxy by a member shall not preclude such member from attending and voting at the meeting or at any adjournment thereof. Regulation 59 of Table A shall be modified accordingly.

9.3 An instrument appointing a proxy (and, where it is signed on behalf of the member by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at any such place as may be specified for that purpose in the notice convening the meeting (or, if no such place is specified, at the registered office of the Company) at least one hour before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or delivered to the secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding the meeting or adjourned meeting or poll. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. An instrument of proxy may be in the form of a facsimile or other machine-made copy and shall (unless the contrary is stated thereon) be valid as well for any adjournment of the meeting as for the meeting to which it relates. Regulation 62 of Table A shall not apply.

10 NUMBER OF DIRECTORS

10.1 Unless and until the Company in general meeting shall otherwise determine, the number of directors is not subject to any maximum and the minimum number is one.

11 ALTERNATE DIRECTORS

11.1 Any director (other than an alternate director) may appoint any other director or any other person willing to act to be an alternate director and may remove from office any alternate director so appointed by him. The alternate need not be approved by a resolution of the directors. Regulation 65 of Table A shall not apply. Every such appointment or removal shall be effected by notice in writing and signed by the relevant director. Such notice may be in the form of a facsimile or other machine-made copy and shall take effect immediately (or on such later date, if any, specified in the notice) upon deposit of the notice at the registered office of the Company marked for the attention of the company secretary. Regulation 68 of Table A shall be modified accordingly.

- 11.2 The same person may be appointed as the alternate director of more than one director, in which event, such alternate director shall be entitled at meetings of the directors or any committee of the directors to one vote in respect of every director whom he represents in addition to his own vote (if any) as a director, but he shall not be counted more than once for the purpose of determining whether or not a quorum is present.
- 11.3 An alternate director shall not be entitled to receive any remuneration from the Company in respect of his appointment as an alternate director, 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. Regulation 66 of Table A shall be modified accordingly.
- 11.4 An alternate director who is absent from the United Kingdom shall be entitled to receive notice of all meetings of directors and meetings of committees of directors. Regulation 68 of Table A shall be modified accordingly.
- 11.5 The appointment of an alternate director shall also terminate automatically on the happening of any event which if he were a director would cause him to vacate his office as a director. Regulation 67 of Table A shall be modified accordingly.

12 DELEGATION OF DIRECTORS' POWERS

- 12.1 Where any provision of these Articles refers to the exercise of a power, authority or discretion by the directors and that power, authority or discretion has been delegated by the directors to a committee of the directors, such provision shall be construed as permitting the exercise of such power, authority or discretion by such committee. Regulation 72 of Table A shall be modified accordingly.

13 APPOINTMENT AND RETIREMENT OF DIRECTORS

- 13.1 Notwithstanding any other provision of these Articles, the holder or holders of more than half in nominal value of the issued ordinary shares in the capital of the Company may at any time and from time to time appoint any person to be a director (provided that any such appointment does not cause the number of directors to exceed a number fixed by or in accordance with these Articles as the maximum number of directors) or remove any director from office. Every such appointment or removal shall be effected by notice in writing and signed by or on behalf of the relevant holder or holders. Such notice may be in the form of a facsimile or other machine-made copy and shall take effect immediately (or on such later date, if any, specified in the notice) upon deposit of the notice at the registered office of the Company marked for the attention of the company secretary. Any such notice of appointment or removal may consist of several documents in similar form, each signed by or on behalf of one or more holders.
- 13.2 A director shall not be required to vacate his office and no person shall be ineligible for appointment or re-appointment as a director by reason of his attaining the age of seventy or any other age.

14 REMUNERATION OF DIRECTORS

- 14.1 Any director who serves on any committee or who otherwise performs services which in the opinion of the directors are outside the scope of the ordinary duties of a director may be paid such extra remuneration by way of salary, commission or otherwise or may

receive such other benefits as the directors may determine. Regulation 82 of Table A shall be modified accordingly.

15 PROCEEDINGS OF DIRECTORS

- 15.1 A director who is absent from the United Kingdom shall be entitled to receive notice of all meetings of directors and meetings of committees of directors. A director may waive (either prospectively or retrospectively) the requirement that notice of a meeting of the directors or of a committee of the directors be given to him. Regulation 88 of Table A shall be modified accordingly.
- 15.2 The quorum for the transaction of business of the directors shall be two unless there is a sole director, in which event, the sole director shall constitute a quorum. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum. Regulation 89 of Table A shall be modified accordingly.
- 15.3 A meeting of the directors or of a committee of the directors who are not all in one place may consist of a conference between directors (or their alternates) through the medium of conference telephone or similar form of communications equipment provided that each director (or his alternate) participating in the meeting is able to hear and speak to each other participating director (or his alternate) throughout the meeting. A director (or his alternate) so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. Subject to the Act, all business transacted in such manner by the directors or a committee of the directors shall for the purposes of these Articles be deemed to be validly and effectively transacted at a meeting of the directors or of a committee of the directors notwithstanding that fewer than two directors or alternate directors are physically present at the same place. 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. The word "meeting" in these Articles shall be construed accordingly.
- 15.4 Without prejudice to the obligation of any director to disclose his interest in accordance with the Act or the provisions of these Articles, in respect of any matter in which a director is in any way interested, he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence thereof. Regulations 94 to 98 of Table A shall be modified accordingly.
- 15.5 If and so long as there is a sole director, he shall be entitled to exercise all the powers and authorities vested in the directors by these Articles or Table A, in which event, the provisions of these Articles and Table A shall be construed accordingly. A sole director may exercise any such powers and authorities by resolution in writing signed by him.

16 CAPITALISATION OF PROFITS

- 16.1 The directors may, with the authority of an ordinary resolution of the Company, resolve that any shares allotted under Regulation 110 of Table A to any member in respect of a holding by the member of any partly paid shares shall, so long as those shares remain partly paid, rank for dividends only to the extent that the partly paid shares rank for dividend. Regulation 110 of Table A shall be modified accordingly.

17 NOTICES

- 17.1 Any member whose registered address is not within the United Kingdom shall be entitled to have notices given to him at that address. Regulations 112 and 116 of Table A shall be modified accordingly.
- 17.2 A notice sent to an address outside the United Kingdom shall be deemed to be given at the expiration of seven days after the envelope containing it was posted. Regulation 115 of Table A shall be modified accordingly.

18 INDEMNITY

- 18.1 Subject to the provisions of the Act, but without prejudice to any indemnity to which he may otherwise be entitled, every director or other officer (excluding an auditor) of the Company shall be entitled to be indemnified out of the assets of the Company against any liability incurred by him for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, including where the Company is trustee of an occupational pension fund, provided always that nothing in this Article 38 shall provide for (or entitle any such person to) an indemnity in circumstances that would cause this Article 38, or any part of it, to be void under the Act. Regulation 118 of Table A shall not apply.
- 18.2 Without prejudice to the provisions of Regulation 87 of Table A or the provisions of these Articles and subject always to the Act, the directors may exercise all the powers of the Company to purchase and maintain insurance for the benefit of a person who is or was at any time:
- (a) a director or other officer or employee of the Company (other than auditor) or any body which is or was the holding company or subsidiary undertaking of the Company, or in which the Company or such holding company or subsidiary undertaking has or had any interest (whether direct or indirect) or with which the Company (or any such holding company or subsidiary undertaking) is or was in any way associated or allied; or
 - (b) a trustee of any pension fund in which employees of the Company or any other body referred to in paragraph (a) above is or has been interested

including, without limitation, insurance against any liability incurred by such person in respect of any act or omission in the actual or purported exercise of his powers or otherwise in relation to his duties, powers or offices in relation to the relevant body or fund.

SIGNED by **BERNARD KUNETA** for
and on behalf of **WEBB GROUP LIMITED**
in the presence of :

[Handwritten signature]

Witness

Signature

: *[Handwritten signature]*

Name

: **STEVE BAKER**

Occupation

: **Director**

Address

: **The Old Vicarage,
Church Road, Shuckstone
CU13 6NN.**

Dated **23 July**

2009