

FILE COPY



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 5165286

The Registrar of Companies for England and Wales hereby certifies that  
JAYESS ASSETS LIMITED

is this day incorporated under the Companies Act 1985 as a private  
company and that the company is limited.

Given at Companies House, Cardiff, the 29th June 2004



\*N05165286K\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

HC007B

Please complete in typescript  
or in bold black capitals

CHFP04

Oyez

12

## Declaration on application for registration

Company Name in full

JAYESS ASSETS LIMITED

I, **Andrew James Hiett of Rowley Dickinson, Solicitors**

of **Halifax House, 93/101 Bridge Street, Manchester, M3 2GX**

do solemnly and sincerely declare that I am a <sup>†</sup>[Solicitor engaged in the formation of the company]

and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

Bridge Street, Manchester

Day Month Year

on

2 5 0 6 2 0 0 4

• Please print name.

before me •

SMATI TURKUL

Signed

Stun

Date

25/6/04

Please give the name, address, telephone number, and if available, a DX number and Exchange, of the person Companies House should contact if there is any query.

**Rowley Dickinson, Solicitors, Halifax House,**

**93/101 Bridge Street, Manchester, M3 2GX**

Ref : AJH/JLB

Tel 0161 834 4215

DX number 14332

DX exchange Manchester 1



Form revised July 1998

When you have completed and signed the form please send it to the Registrar of Companies at:  
**Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff**  
or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB DX 235 Edinburgh**

Please complete in typescript,  
or in bold black capitals.

CHFP041

**First directors and secretary and intended situation  
of registered office**

Notes on completion appear on final page

**Company Name in full**

Jayess Assets Limited

**Proposed Registered Office**  
(PO Box numbers only, are not acceptable)

Plas Penmon

Marine Drive

Post town

Llandudno

County / Region

Gwynedd

Postcode

LL30 2QZ

If the memorandum is delivered by an agent  
for the subscriber(s) of the memorandum  
mark the box opposite and give the agent's  
name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact  
information in the box opposite but if  
you do, it will help Companies House  
to contact you if there is a query on  
the form. The contact information  
that you give will be visible to  
searchers of the public record.

Rowley Dickinson, Solicitors, Halifax House

93/101 Bridge Street, Manchester, M3 2GX

Ref : AJH/1LX291

Tel 0161 834 4215

DX number 14332

DX exchange Manchester 1

When you have completed and signed the form please send it to the  
Registrar of Companies at:

**Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff**  
for companies registered in England and Wales

or

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland

**DX 235 Edinburgh**



A05 \*AW0DFWA4\* 0601  
COMPANIES HOUSE 26/06/04

Form revised April 2002

# Company Secretary (see notes 1-5)

Company name **Jayess Assets Limited**

NAME \*Style / Title

**Mrs.**

\*Honours etc.

\*Voluntary details

Forename(s) **Pauline Elizabeth**

Surname **Murray**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principle office address.

Address ††

**Plas Penmon**

**Marine Drive**

Post town **Llandudno**

County / Region **Gwynedd**

Postcode **LL30 2QZ**

Country **England**

I consent to act as secretary of the company named on page 1

Consent signature

**P. Elizabeth Murray**

Date **20 - 5 .2004**

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

**Mr**

\*Honours etc.

Forename(s) **John Stuart**

Surname **Murray**

Previous forename(s)

Previous surname(s)

Address ††

**Plas Penmon**

**Marine Drive**

Post town **Llandudno**

County / Region **Gwynedd**

Postcode **LL30 2QZ**

Country **England**

Day Month Year

Date of birth

**09 07 1942**

Nationality **British**

Business occupation

**Company Director**

Other directorships

**Dinmore Manor Estate Limited**

I consent to act as director of the company named on page 1

Consent signature

**John A Murray**

Date **25/6/04**

# Company Secretary (see notes 1-5)

# Form 10 Continuation Sheet

Oyez

CHFP041

\*Voluntary details

Company Name

Jayess Assets Limited

NAME \*Style / Title

\*Honours etc.

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principle office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc.

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principle office address

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

British

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

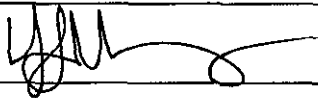
Date

## Company Secretary (see notes 1-5)

*Voluntary details	NAME	*Style / Title		*Honours etc.	
	Forename(s)				
	Surname				
	Previous forename(s)				
	Previous surname(s)				
† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principle office address	Address †	<input type="checkbox"/>			
			Post town		
			County / Region	Postcode	
			Country		
I consent to act as secretary of the company named on page 1					
Consent signature			Date		

## Directors (see notes 1-5)

Please list directors in alphabetical order

	NAME	*Style / Title	Mr	*Honours etc.			
	Forename(s)	William John Howard					
	Surname	Murray					
	Previous forename(s)						
	Previous surname(s)						
† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principle office address	Address †	<input type="checkbox"/>	14 Copse End				
			Post town	Camberley			
			County / Region	Surrey	Postcode	GU15 2BP	
			Country	England			
Date of birth			Day	Month	Year	Nationality	BRITISH
			11	08	1964		
Business occupation			PUBLISHER				
Other directorships			HAMMILLER PUBLISHING GROUP LIMITED				
I consent to act as director of the company named on page 1							
Consent signature						Date	24-5-04

# Company Secretary (see notes 1-5)

## Form 10 Continuation Sheet

Oyez

CHFP041

\*Voluntary details

Company Name

Jayess Assets Limited

NAME \*Style / Title

\*Honours etc.

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principle office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

Mr

\*Honours etc.

Forename(s)

Andrew John

Surname

Murray

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principle office address

Post town

County / Region

Postcode

Country

New House Farm

Welsh Row Nether Alderley

Macclesfield

Cheshire

SK10 4TY

England

Day Month Year

Date of birth

2 7 0 4 1 9 5 4

Nationality

British

Business occupation

Incorporated Valuer

Other directorships

Dinmore Manor Estate Limited

I consent to act as director of the company named on page 1

Consent signature

Date

25/6/04

## Company Secretary (see notes 1-5)

NAME \*Style / Title

\*Honours etc.

\*Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principle office address

Address †

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc.

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principle office address

Address †

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date



# Directors (continued) (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	Mrs .		*Honours etc.							
*Voluntary details	Forename(s)	Pauline Elizabeth									
	Surname	Murray									
	Previous forename(s)										
	Previous surname(s)										
† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principle office address.	Address †	Plas Penmon									
		Marine Drive									
		Post town	Llandudno								
		County / Region	Gwynedd	Postcode	LL30 2QZ						
		Country	England								
		Day	Month	Year							
Date of birth		0	9	0	3	1	9	4	9	Nationality	British
Business occupation	Company Director										
Other directorships	Dinmore Manor Estate Limited ; DMEL Limited										
I consent to act as director of the company named on page 1											
Consent signature	P. Elizabeth Murray						Date	20.5.2004			

This section must be signed by

**Either**

an agent on behalf of all subscribers

Signed

Date

**Or the subscribers**

(i.e those who signed as members on the memorandum of association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

## Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality. **The date of birth must be given for every individual director.**

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years**, when the person was a director, **was:**
  - dormant,
  - a parent company which wholly owned the company making the return,
  - a wholly owned subsidiary of the company making the return, or
  - another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

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172305/20  
172305/20

**THE COMPANIES ACT 1985**  
**(As amended by the Companies Act 1989)**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION OF**

**JAYESS ASSETS LIMITED**

**Company Number :**

293678

**Incorporated:** 26 JUN 2004

NO  
20 FEE PAID  
COMPANIES  
HOUSE

1. The name of the company is 'JAYESS ASSETS Limited' (hereinafter called 'the Company').
2. The registered office of the Company is to be situate in England or Wales.
3. (i) The objects for which the Company is established are to carry on business as a general commercial company and any trade or business whatsoever and any lawful purpose pursuant to the Companies Act 1985 (hereinafter called 'the Act') as amended, extended or applied by or under any other enactment or as re-enacted
- (ii) Without prejudice to the generality of the objects and the powers of the Company derived from Section 3A of the Act the Company has power to do all or any of the following things;
  - a) to carry on any other trade or business whatsoever which can in the opinion of the members or directors of the Company be conveniently or advantageously or profitably carried on in connection with or ancillary to any of the businesses of the Company or calculated directly or indirectly to enhance the value or render more profitable any of the Company's assets;
  - b) to assume the obligations or any of them arising from the formation of the Company and in particular but without limit to pay all costs, charges and expenses incurred or sustained in or about the promotion or establishment of the Company or which the directors may consider to be in the nature of preliminary expenses;
  - c) to undertake or acquire all or any part of the business, assets and liabilities of or any share in any company, partnership or person carrying on or proposing to carry on all or any of the objects for the time being of the Company, or to amalgamate, enter into partnership, share profits, co-operate, or engage in mutual assistance with any such company, partnership or person or for subsidising or otherwise assisting any such company, partnership or person and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage, charge and deal with any shares, debentures, debenture stock or securities however received, and to conduct and carry on, liquidate or wind up any such business;



- d) to apply for, subscribe, take, purchase or otherwise acquire, hold and deal with shares, debentures, options or other interests in or securities of any other company so as to benefit directly or indirectly the Company or enhance the value of its property, and to co-ordinate, finance, manage, supervise or control the business and operations of any company in which the Company may hold such interest;
- e) to acquire and take options over and deal with any property whatsoever, including but without limit any shares in the capital of the Company, and any rights or privileges of any kind over or in respect of any property, and without limit to purchase, take on lease, exchange, hire, or otherwise acquire any estate or interest in any real or personal property, and to deal with the same or any part thereof;
- f) to promote any other business for the purpose of acquiring the whole or any part of the business, property, undertaking or liabilities of the Company or of any business, property, undertaking or liabilities which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to subscribe for, purchase or otherwise acquire or place or guarantee the placing of or underwrite all or any part of the shares, debentures or securities of any such company as aforesaid;
- g) to sell, let (including, but without limitation, by way of assured shorthold tenancy), exchange, dispose of, turn to account, grant licences, options, rights or privileges in respect of, mortgage, charge or otherwise deal with all or any part of the business or property of whatever nature of the Company, and to deal in any manner as aforesaid with the same or any part thereof either together or in portions for such consideration whether shares, debentures, options, cash or real or personal property of any other nature without limit as the members or the directors of the Company may think fit;
- h) to erect, build, manufacture, improve, manage, construct, repair, maintain, alter or develop any real or personal property;
- i) to invest and deal with any moneys in any manner, and to hold, alter, dispose of or otherwise without limit deal with any investments so made;
- j) to receive money on deposit or loan, and to borrow or raise money or credit as may seem expedient without limit and whether with or without any security or guarantee therefor, and to issue any debentures or debenture stock whether perpetual, irredeemable or otherwise;
- k) to issue or grant any mortgage, charge, standard security, lien or other security upon all or any part of the property or assets whether present or future and including but without limit the uncalled capital of the Company, and also by any such means to secure and guarantee the performance by the Company, any holding, subsidiary or associated

company of the Company or any other person, firm or company of any obligation undertaken by the Company or any of them as the case may be and to stand security or guarantor for or otherwise support any obligation of any other person, firm or company whether by personal covenant, mortgage, charge, standard security or lien upon the whole or any part of the undertaking, property and assets of the Company whether present or future including but without limit its uncalled capital;

- l) to advance or lend money or give any credit to any person, firm or company and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage direct or indirect for giving any such guarantee and whether or not such guarantee is given in connection with or pursuant to the attainment of the objects herein stated to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets, present and future and uncalled capital of the Company or by both such methods the performance of the obligations and the payments of the capital or principal (together with any premium) of and dividends and interest on any debenture, stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any Company which is for the time being the Company's holding or subsidiary company the subsidiary of the Company's holding company or otherwise associated with the Company in business.
- m) to draw, issue, accept, endorse, discount, negotiate, make or deal with as may seem expedient cheques, bills of exchange or lading, promissory notes, warrants, coupons, debentures, and other negotiable or transferable notes or instruments;
- n) to seek any permission, order, privilege, charter, concession, decree, right, or licence from any government department, national, local or other statutory authority or official body in any part of the world where the Company does or may do business or other official sanctions for enabling the Company to pursue any of its objects for the time being or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and comply with the same, and to oppose or defend any proceedings or application which may seem directly or indirectly to advance or prejudice the Company's interests as the case may be;
- o) to seek in any part of the world and deal with, grant or obtain licences in respect of, manufacture under, operate, test, improve, or experiment on any invention, discovery, copyright, patent, brevet d'invention, licence, secret process, trade mark, service mark, design, registration, protection and concession as may seem expedient or beneficial, and to register, re-register, disclaim, alter, modify, use, and turn to account the same or any of them;
- p) to act as principal, nominee, agent (whether disclosed or undisclosed),

broker, trustee, factor, contractor or sub-contractor in any part of the world;

- q) to pay, reward or remunerate anyone supplying goods or services to the Company by cash, goods, services or any securities of the Company;
- r) to give to any charitable, benevolent or public cause or object which may be for the benefit of the Company or any holding, subsidiary or associated company of the Company or any directors or employees thereof, and to provide or pay towards any pension, annuity, gratuity, insurance, superannuation or other allowance or benefit, and generally to provide advantages, facilities and services for any persons who are or have been directors of, employed by, or serving the Company or any holding, subsidiary or associated company of the Company or any predecessor thereof and to the members of the family, dependants, personal representatives or nominated beneficiaries of any such persons, and to set up, establish, maintain, provide, contribute towards and lend in favour of any incentive, profit-sharing, option, or savings related scheme for the benefit of the employees of the Company or any holding, subsidiary or associated company as aforesaid;
- s) to distribute among the members of the Company in specie or otherwise any property of the Company of whatever nature, including but without limit the shares, debentures or other securities of any other company taking over the whole or any part of the undertaking, assets or liabilities of the Company, and to purchase or assist the purchase of or redeem the shares for the time being (including any redeemable shares) or reduce the capital of the Company in any manner permitted under Part V of the Act;
- t) to carry on any of the objects for the time being of the Company in any part of the world as principal or by or through agents, trustees, brokers, sub-contractors or otherwise and either alone or with any other person, firm or company;
- u) to give such financial assistance directly or indirectly for the purpose of the acquisition or redemption of any shares or option rights in the Company or the Company's holding company or for the purpose of reducing or discharging any liability incurred by any person for the purpose of the acquisition of shares in the Company or the Company's holding company as may be lawful.
- v) to do all things specified for the time being in the articles of association of the Company.

The objects in each preceding sub-clause shall not be in any way limited or restricted by reference to or inference from the terms of any other sub-clause herein except as may be expressly stated, or by the name, place or date of incorporation of the Company. Each sub-clause, object and power herein shall be a main object of the Company and not ancillary or subsidiary to any other

sub-clause, object or power herein. The Company shall have as full a power to exercise all or any of the objects and powers in each sub-clause herein as if each sub-clause contained the objects of a separate company. Reference to any company herein shall be deemed to include any body whether incorporated or not and wherever in any part of the world set up, established or registered.

4. The liability of the members is limited.
5. The share capital of the Company is £20,000.00 divided into 20,000 ordinary shares of £1.00 each.


---

**NAME AND ADDRESS OF  
SUBSCRIBERS**

**NUMBER OF SHARES TAKEN  
BY THE SUBSCRIBERS**

---

Andrew James Hiett  
14 The Woodland  
Wincham  
Northwich  
Cheshire CW9 6PL

  
.....  
One £1.00 ordinary share

Witness to the above signature

Witness signature : 

Witness name : Joanne Louise Bolton

Witness address : c/o Halifax House, 93/101 Bridge Street,  
Manchester, M3 2GX

Witness occupation : Secretary

Dated the 25<sup>th</sup> day of JUNE 2004

**THE COMPANIES ACT 1985**  
**(As amended by the Companies Act 1989)**

**Company Number : \_\_\_\_\_**

**PRIVATE COMPANY LIMITED BY SHARES**

**Incorporated : \_\_\_\_\_**

**ARTICLES OF ASSOCIATION OF**

**JAYESS ASSETS LIMITED**

**PRELIMINARY**

1. (i) The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") subject to the additions exclusions and modifications hereinafter expressed shall constitute the Articles of Association of the Company.
- (ii) Any reference in these Articles to "the Act" shall mean the Companies Act 1985 as amended or extended by any other enactment.

**ALLOTMENT OF SHARES**

2. (i) Subject to the provisions hereinafter expressed, the Directors are authorised for the purposes of Section 80 of the Act to exercise the power of the Company to allot shares to the amount of the authorised but unissued share capital of the Company at the date hereof and the Directors may allot, grant options over or otherwise dispose of such shares to such persons, on such terms and in such manner as they think fit provided always that:
  - (a) save as provided in sub-paragraph (b) below, the authority hereby given to the Directors to exercise the power of the Company to allot shares shall expire five years after the date of incorporation of the Company;
  - (b) the Members in General Meeting may by Ordinary Resolution:
    - (A) renew the said authority (whether or not it has been previously renewed) for a period not exceeding five years (unless the Company elects by elective resolution to modify the duration of authority pursuant to Section 80A of the Companies Act 1985), but such Resolution shall comply with the Act;
    - (B) revoke or vary any such authority (or renewed authority);
  - (c) notwithstanding the aforementioned provisions of sub-paragraphs (a) and (b) the Company may make an offer or agreement which would or might require shares to be allotted after such authority has expired and in pursuance of such an offer or agreement the Directors may allot shares notwithstanding that such authority or renewed authority has expired.



Any reference hereto to the allotment of shares shall include a reference to the grant of any right to subscribe for, or to convert any security into shares, but shall not include any reference to the allotment of shares pursuant to such a right.

- (ii) In accordance with Section 91 of the Act, Sections 89(1), and 90(1) to (6) of the Act are excluded from applying to the Company. Any shares for the time being unissued shall be offered to the Members in proportion as nearly as may be to the number of existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. Such offer shall be made by written notice specifying the number of shares offered and specifying a period (not less than fourteen days) within which the offer, if not accepted, will lapse and determine. After the expiration of that period, or on the receipt of any intimation in writing from the offeree that he declines to accept the shares so offered, the Directors may in accordance with the provisions hereto allot, grant options over or otherwise dispose of the same to such persons, on such terms and in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid, allot any such new or original shares 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 view of the Directors effectually be offered in the manner aforesaid.

#### **LIEN AND CALLS ON SHARES**

- 3. (i) 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) payable at a fixed time or called in respect of that share. The Company shall also have a first and paramount lien on every share (whether or not it is a fully paid share) standing registered in the name of any Member solely or registered in the names of two or more joint holders for all moneys presently payable by him or his estate to the Company. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The Company's lien, if any, on a share shall extend to all dividends payable thereon.
- (ii) 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 nonpayment".
- (iii) Regulation 8 of Table A shall not apply to the Company.

#### **NOTICE OF GENERAL MEETINGS**

- 4. (i) An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution or a Resolution appointing a person as a Director shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear 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 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 ninety-five per cent in nominal value of the shares giving that right.
- (ii) The notice shall specify the time and place of the Meeting and in the case of special business only the general nature of the special business to be transacted and in the case of an Annual General Meeting shall specify the Meeting as such.
- (iii) All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting with the exception of declaring a dividend the consideration of the accounts balance sheets and the reports of the Directors and Auditors and the appointment of and the fixing of the remuneration of the Auditors.
- (iv) Subject to the provisions of these Articles and to any restrictions imposed on any shares all notices of, and any other communications relating to any General Meetings of the Company or of separate General Meetings of the holders of any class of share capital of the Company, shall be given to all the Members, to all persons entitled, to a share in consequence of the death or bankruptcy of a Member, and to the Directors and Auditors of the Company for the time being.
- (v) Regulation 38 of Table A shall not apply to the Company.
- (vi) If and so long as the Company has only one Director who is also the sole Member of the Company any person becoming entitled to such Member's shares in the Company as Personal Representative may call an Extraordinary General Meeting and shall be treated as a Director of the Company until the next Annual General Meeting of the Company or earlier removal or retirement from such office.

#### **PROCEEDINGS AT GENERAL MEETINGS**

- 5.
  - (i) No business shall be transacted at any Meeting unless a quorum is present at the time the Meeting proceeds to business. Subject to paragraph (ii) below two persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation shall be a quorum.
  - (ii) If and so long as the Company has only one Member, that Member present in person or by proxy or if that Member is a Corporation by a duly authorised representative shall be a quorum.
  - (iii) If such a quorum is not present within half an hour from the time appointed for the Meeting the Meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine. If at the adjourned Meeting a quorum is not present within half an

hour from the time appointed for the Meeting such adjourned Meeting shall be dissolved.

- (iv) Regulations 40 and 41 of Table A shall not apply to the Company.
6. (i) The Company may have only one Member in accordance with the Companies (Single Member Private Limited Companies) Regulations 1992 subject to these Articles and in the event of there being only one Member of the Company :-
- (a) there shall be recorded in the Register of Members that there is only one Member and, as may be the case, that the number thereof is increased and the date on which such event occurs
  - (b) with whom the Company enters into a contract, other than a contract in the ordinary course of business of the Company and that Member is the sole director, the Company shall ensure that the terms of the contract, unless it is in writing, are either set out in a written memorandum or recorded in the minutes of the first meeting of the directors next after making the contract
  - (c) and that Member takes any decision which is required to be taken in General Meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in General Meeting save that this paragraph shall not apply to resolutions passed pursuant to Sections 303 and 391 of the Act.
  - (d) any decision taken by a sole Member pursuant to paragraph 6 (c) above shall be recorded in writing and delivered by that Member to the Company for entry in the Company's Minute Book.
  - (e) and that Member ceasing for whatever reason to hold all the shares issued for the time being in the capital of the Company the Company's Secretary shall register on proof of title thereto the person or persons next entitled to any such shares on application in writing thereby subject to stamping any instrument therefor as may be required by law, and in the absence or in default by the Company's Secretary such person or persons aforesaid may enter the name or names thereof in the register of Members
  - (f) It shall not be necessary for a person, on becoming entitled to a share in consequence of the death, bankruptcy, insolvency or dissolution of the single Member, to produce evidence to the directors of such entitlement before being registered as the holder of the share or shares, and subject hereto regulations 30 and 31 of Table A are adopted.

#### **NUMBER OF DIRECTORS**

7. (i) Unless otherwise determined by Ordinary Resolution in General Meeting of the Company the number of Directors (other than Alternate Directors) shall not be subject to any maximum and the minimum number of Directors shall be one. If

and so long as the minimum number of Directors shall be one a sole Director may exercise all the authorities and powers which are vested in the Directors by Table A and by these Articles. Regulation 89 of Table A shall be modified accordingly.

- (ii) Regulation 64 of Table A shall not apply to the Company.

### **APPOINTMENT OF DIRECTORS**

- 8. The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to Section 10 of the Act.
- 9. No person shall be appointed 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 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.
- 10. Subject to Article 9 above the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.
- 11. 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 fixed by or in accordance with these Articles as the maximum number of Directors.
- 12. The Directors shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.

### **PROCEEDINGS OF DIRECTORS AND DIRECTORS GRATUITIES AND PENSIONS**

- 13. Notice of a meeting of the Directors shall be deemed to be properly given to a Director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the Company for this purpose, or by any other means authorised in writing by the Director concerned. A Director absent or intending to be absent from the United Kingdom may request the Directors that notices of meetings of the Directors shall during his absence be sent in writing to him at an address or to a facsimile or telex number given by him to the Company for this purpose, but if no request is made to the Directors it shall not be necessary to give notice of a meeting of the Directors to any Director who is for the time being absent from the United Kingdom. A Director may waive notice of any meeting either retrospectively or prospectively. Regulation 88 of Table A shall be modified accordingly.
- 14. All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any

communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the Meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest of the group of those participating is assembled or, if there is no such group where the Chairman of the meeting then is.

15. (i) A Director who is in any way either directly or indirectly interested (whether through persons connected with him as defined in Section 346 of the Act or otherwise) in any contract, transaction or arrangement (whether or not constituting a contract and whether actual or proposed) with the Company or in which the Company is otherwise interested, shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 317 of the Act. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract, transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present.
- (ii) Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.
16. (i) The powers of the Company set out in Clause 3(ii)(r) of the Memorandum of Association may be exercised by the Directors of the Company who shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.
- (ii) Regulation 87 of Table A shall not apply to the Company.

#### **THE SEAL**

17. (i) In accordance with Section 36A(3) of the Act the Company need not have a seal. If the Company has a seal it shall only be used by the authority of the Directors or of a committee of Directors authorised by 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 by a second Director, Regulation 101 of Table A shall not apply to the Company.
- (ii) The requirements set out in Regulation 6 of Table A governing the sealing of share certificates shall only apply if the Company has a seal.
- (iii) The Company may in accordance with section 39 of the Act have for use in any territory district or place elsewhere than in the United Kingdom an official seal. Such seal shall only be used by the authority of the Directors or a committee of Directors authorised by the Directors.

#### **SECRETARY**

18. The first Secretary or Joint-Secretaries of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Act.

## **TRANSFER OF SHARES**

19. 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.

## **DISTRIBUTIONS**

20. Any dividends resolved to be recommended, declared or paid, any sum resolved to be capitalised and the assets of the Company to be divided on a winding up shall be paid or distributed, subject to the articles and the rights attaching to the shares, in proportion to the nominal amount of the shares (whether or not fully paid) held by the members entitled thereto Provided always that if any share is issued on terms that it shall rank for dividend as from a particular date, that share shall rank for a dividend accordingly, and Regulation 104 of Table A is not adopted.

## **DISQUALIFICATION OF DIRECTORS**

21. The office of Director shall be vacated in the if in the reasonable and proper opinion of the Board of Directors a Director becomes incapable by reason of illness or injury of managing and administering his property and affairs and Regulation 81 of Table A shall be modified accordingly.

## **BORROWING POWERS**

22. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, debenture stock or any securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

## **CASTING VOTE**

23. The Chairman shall not, in the event of an equality of votes at any General Meeting of the Company, or at any meeting of the Directors or of a Committee of Directors, have a second or casting vote. Regulation 50 in Table A shall not apply to the Company, and Regulation 88 to 72 in Table A shall be modified accordingly.

## **INDEMNITY**

24. (i) Every Director, or other officer or Auditor 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 in defending any proceedings, whether civil or criminal, in which judgment 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 or 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 insofar as its provisions are not avoided by Section 310 of the Act.

- (ii) The Directors shall be entitled to purchase and maintain insurance for the benefit of any persons who are or have at any time been directors, officers, employees or auditors of the Company or any company which is its holding company or its subsidiary.
- (iii) Regulation 118 in Table A shall not apply to the Company.

### **DEREGULATION**

25. The Company may subject to authorisation therefor by elective resolution:

- (a) dispense with the holding of annual general meetings
- (b) dispense with the laying of accounts and reports before the Company in general meeting
- (c) dispense with the annual obligation to appoint auditors
- (d) reduce to 90% the requisite majority for agreeing to calling any meeting of the Members by shorter notice than that mentioned in sections 369(4) and 378(3) of the Act, and
- (e) authorise the directors to allot shares free from any limit in point of time but otherwise subject as hereinbefore mentioned

### **ASSOCIATE DIRECTORS**

26. (i) The Directors may at any time and from time to time appoint any employee of the Company to the position of Associate Director.
- (ii) An Associate Director shall advise and assist the Directors but shall not attend Board Meetings except at the invitation of the Directors, and when present at the Board Meetings he shall not be entitled to vote, nor be counted in the quorum, but subject as aforesaid he shall as Associate Director have such powers, authorities and duties as the Directors may in the particular case from time to time determine.
- (iii) An Associate Director shall not be deemed a member of the Board, nor any committee thereof, nor shall he be a Director for any of the purposes of these Articles of Association or (so far as provision may lawfully be made in this behalf) for any of the purposes of the Companies Act 1985.
- (iv) Without prejudice to any rights or claims the Associate Director may have under any contract with the Company, any appointment as an Associate Director may be terminated by the Directors at any time and shall ipso facto terminate if the Associate Director shall from any cause cease to be an employee of the

Company.

- (v) An Associate Director may receive such remuneration (if any) in addition to the remuneration received as an employee of the Company as the Directors shall from time to time determine.

### ACCOUNTS

27. (i) Without prejudice to any right conferred by statute or authorised by the Directors or by ordinary resolution of the Company any Member shall have the right to inspect any accounting records or other book or document of the Company
- (ii) Regulation 109 in Table A shall not apply to the Company

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### NAME AND ADDRESS OF THE SUBSCRIBERS


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Andrew James Hiatt  
14 The Woodland  
Wincham  
Northwich  
Cheshire



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Witness to the above signature

Witness signature : 

Witness name : Joanne Louise Bolton

Witness address : c/o Rowley Dickinson, Solicitors,  
Halifax House, 93/101 Bridge Street  
Manchester, M3 2GX

Witness occupation : Secretary

Dated the 25<sup>th</sup> day of JUNE 2004