

Company Number: 5413129

THE COMPANIES ACT 1985 to 1989

A PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

PRIMA SERVICE LIMITED



The following written resolutions of all the members of the company for the time being entitled to attend and vote at a general meeting of the company were passed pursuant to Article 11 of the company's Articles of Association:

THAT:

1. The company's Articles of Association be altered by the deletion of Article 7 and its replacement by the following new Article: -

"TRANSFER OF SHARES"

- 7.(a) The person entitled to transfer a share (hereinafter called 'the proposing transferor') shall give notice in writing (hereinafter called 'the transfer notice') to the Company that he desires to transfer the same. Such notice shall constitute the Company his agent for the sale of the share to any member of the Company or to any person selected by the Directors as one whom it is desirable in the interests of the Company to admit to membership at the fair value to be fixed by the Auditor for the time being of the Company. The transfer notice may include several shares and in such case shall operate as if it were a separate notice in respect of each. The transfer notice once given may be withdrawn only with the consent of the Directors in their absolute discretion.
- (b) If the Company within the space of fifty-six days after being served with such transfer notice shall find a member or person selected as aforesaid willing to purchase the share (hereinafter called 'the purchasing member') and give notice thereof to the proposing transferor he shall be bound upon payment of the fair value to transfer the share to the purchasing member who shall be bound to complete the purchase within fourteen days from the service of such last-mentioned notice.
- (c) The Directors shall, with a view to finding a purchasing member, offer at the fair value any shares comprised in a transfer notice to the persons then holding the remaining shares in the Company as nearly as may be in proportion to their respective holdings of shares in the Company and shall limit a time within

which such offer if not accepted in whole or part shall be deemed to be declined. Should such persons not accept their said proportions in full then the Directors shall make such arrangements as regards the finding of a purchasing member for any shares not accepted as aforesaid within the time so limited as they shall think just and reasonable.

- (d) The Auditor for the time being of the Company shall, on the application of the Directors certify in writing the sum which, in his opinion, is the fair value, and such sum shall be deemed to be the fair value, and in so certifying the Auditor shall be considered to be acting as an expert, and not as an arbitrator, and accordingly the Arbitration Act 1950, shall not apply.
- (e) If any case the proposing transferor, after having become bound as aforesaid, makes default in transferring the share, the Company may receive the purchase money, and shall thereupon cause the name of the purchasing member to be entered in the Register as the holder of the share, and shall hold the purchase money in trust for the said proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchasing member, and after his name has been entered in the Register, in purported exercise of the aforesaid power, the validity of the proceedings shall not be questioned by any person. The proposing transferor shall in such case be bound to deliver up his certificate for the said shares, and on such delivery shall be entitled to receive the said purchase price, without interest, and if such certificate shall compromise any shares which he has not become bound to transfer as aforesaid the Company shall issue to him a balance certificate for such shares.
- (f) If the Company shall not within the space of fifty-six days after being served with the transfer notice find a purchasing member and give notice in manner aforesaid, the proposing transferor shall, at any time within six months afterwards, be at liberty, to sell and transfer the shares (or those not placed) to any person, and at any price.
- (g) The Directors may refuse to register the transfer of a share
 - i. where the Company has a lien on the share;
 - ii. where it is not proved to their satisfaction that the proposed transferee is a responsible person;
 - iii. where the Directors are of the opinion that the proposed transferee is not a desirable person to admit to membership;
 - iv. where the proposed transferee is indebted, or under any liability, to the Company.

The Directors shall not be bound or required to state their reasons for any refusal based on paragraphs (ii) or (iii). Paragraphs (ii) and (iii) shall not apply where a proposed transferee is already a member.

- (h) No share or beneficial ownership of a share shall be transferred until the rights of pre-emption conferred by this Article have been exhausted. Any

obligation to transfer a share pursuant to this Article is an obligation to transfer the entire legal and beneficial interest in such a share.

2. 200 of the authorised but unissued Ordinary shares of £1.00 each be reclassified as 'B' non-voting shares of £1.00 each.
3. 100 of the authorised but unissued Ordinary shares of £1.00 each be reclassified as 'C' non-voting shares of £1.00 each.
4. The directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise any power of the company to allot and grant rights to subscribe for or to convert securities into shares of the company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, 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 before the expiry of this authority.
5. The company's Articles of Association be altered by the insertion of the following new clauses, numbered clauses 6 and 7, and the consequent renumbering of the existing clauses 6 to 24 inclusive as clauses 8 to 26 inclusive: -

"B' NON-VOTING SHARES

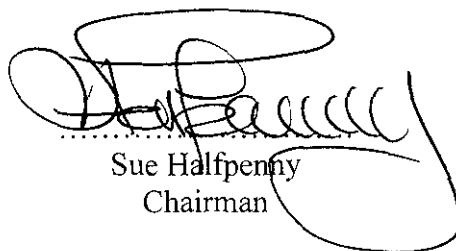
- "6. That the 'B' non-voting shares shall have the following rights, restrictions and obligations: -
- (a) The holders of the 'B' non-voting shares shall rank *pari passu* with the holders of the Ordinary shares as to their entitlement to receive such dividends as the directors may determine or recommend to the shareholders in General Meeting.
 - (b) The holders of the 'B' non-voting shares shall not be entitled to receive notice of or attend or vote at any general meeting of the company.
 - (c) In the event of a winding up or other repayment of capital the holders of the 'B' non-voting shares shall rank *pari passu* with the holders of the Ordinary shares of the company.
 - (d) The holders of the 'B' non-voting shares shall not be entitled to be offered any shares under the pre-emption rights set out in clause 7 of the company's Articles of Association.
 - (e) Should the holders of the Ordinary shares have accepted an offer to acquire all the Ordinary shares in issue then each of the holders of the 'B' non-voting shares may by a written communication to the person acquiring the Ordinary shares require him to acquire their 'B' non-voting shares on the same terms as the Ordinary shares.

'C' NON-VOTING SHARES

"7. That the 'C' non-voting shares shall have the following rights, restrictions and obligations: -

- (a) The holders of the 'C' non-voting shares shall be entitled to receive such dividends as the directors may determine or recommend to the shareholders in General Meeting.
- (b) The holders of the 'C' non-voting shares shall not be entitled to receive notice of or attend or vote at any general meeting of the company.
- (c) In the event of a winding up or other repayment of capital, five per cent of the capital shall be allocated to the holders of the 'C' non-voting shares.
- (d) The holders of the 'C' non-voting shares shall not be entitled to be offered any shares under the pre-emption rights set out in clause 7 of the company's Articles of Association.
- (e) Should the holders of the Ordinary shares have accepted an offer to acquire all the Ordinary shares in issue then the holders of the 'C' non-voting shares may as a class, by a written communication to the person acquiring the Ordinary shares, require him to acquire their 'C' non-voting shares as a class on terms that value the 'C' non-voting shares as a class at five per cent of the total purchase price for all the shares of the company."

Dated this 26 day of January 2007



Sue Halfpenny
Chairman