

Company Number: 5533248

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**OF**  
**PRISM COSEC LIMITED**  
**(the "Company")**

Circulation Date *30 November* 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that the following resolution be passed as a special resolution (the "**Resolution**")

**SPECIAL RESOLUTION**

THAT the articles of association of the Company attached to this written resolution be adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company and all provisions of the Company's memorandum of association as at today's date treated by section 28 of the Act as included at the date of this resolution in the existing articles of association

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned being all persons entitled to vote on the Resolution on the Circulation Date hereby irrevocably agree to the Resolution and agree that the Resolution shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held

Signed by

*E.D. Stamp*

Date

*30 November 2012*

(director) Prism Communications & Management Limited

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COMPANIES HOUSE

## NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to the Company at the Company's registered office  
  
You may not return the Resolution to the Company by any other method
- 2 If you do not agree to the Resolution, you do not need to do anything, you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 4 Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

*JS*



**ARTICLES OF ASSOCIATION**

**OF PRISM COSEC LIMITED**

**DWF LLP  
1 Scott Place  
2 Hardman Street  
Manchester  
M3 3AA**

**COMPANY NUMBER. 5533248**

**THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
OF  
PRISM COSEC LIMITED**

**(ADOPTED BY A SPECIAL RESOLUTION PASSED ON 30 November 2012)**

**1 Exclusion**

Except as provided for in these Articles, no regulations set out in any statute or in any statutory instrument made under any statute concerning companies and which prescribe regulations for the company as articles of association shall apply to the company. The following shall be the company's articles of association.

**2 Interpretation**

2.1 In these Articles the following expressions have the following meanings:

Act	the Companies Act 2006,
Articles	the company's articles of association for the time being in force,
business day	any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business,
certificate	a paper certificate evidencing a person's title to specified shares,
Conflict	has the meaning given in Article 5.2(a),
eligible director	a director who would be entitled to vote on the matter at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter),
Majority Member	a holding company of the company or a person who holds a majority of the voting rights in the company (construed in accordance with section 1159 of and Schedule 6 to the Act),
member	has the meaning given in section 112 of the Act, and
Model Articles	the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles

## 2 2 In these Articles

- (a) any gender includes any other gender and the singular includes the plural and vice versa,
- (b) references to persons include bodies corporate, unincorporated associations, governments, states, partnerships and trusts (in each case, whether or not having separate legal personality),
- (c) words and expressions defined in the Model Articles shall have the same meaning in these Articles unless otherwise provided and words and expressions defined in the Act shall have the same meanings in these Articles,
- (d) unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, and
- (e) general words shall not be given a restrictive interpretation by reason of their being preceded or followed by words indicating a particular class of acts, matters or things

## 3 THE MODEL ARTICLES

- 3 1 The regulations contained in the Model Articles are incorporated into these Articles and shall apply to the company, except in so far as they are modified or excluded by these Articles
- 3 2 Regulations 8(3), 14(1), 14(2), 14(3), 14(4), 21, 44(2), 52 and 53 of the Model Articles shall not apply to the company
- 3 3 Regulations 7, 13, 17 (1) and (2), 20, 25, 29, 44(3) and 45(1) of the Model Articles shall apply to the company with the modifications set out below

## 4 DECISION MAKING BY THE DIRECTORS

- 4 1 Regulation 7 of the Model Articles shall be amended by
  - (a) the insertion in regulation 7(2) of the words "(for so long as he remains the sole director)" after the words "and the director may", and
  - (b) the deletion of the wording in regulation 7(2)(b) "no provision of the articles requires it to have more than one director"
- 4 2 For the purposes of any meeting (or part of a meeting) held pursuant to Article 5 2 to authorise a director's conflict, if there is only one eligible director in office other than the conflicted director(s), the quorum for such meeting (or part of a meeting) shall be one eligible director
- 4 3 Regulation 13 of the Model Articles shall be amended by inserting the words "shall not have" in place of the word "has" in regulation 13(1) and the deletion of regulation 13(2) of the Model Articles

## 5 DIRECTORS' INTERESTS AND CONFLICTS

### 5 1 Transactions or arrangements with the Company

Subject to sections 177(5), 177(6), 182(5) and 182(6) of the Act and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a director may vote as a director or be entitled to participate in any decision making of the directors in regard to any transaction or arrangement with the company in which he is interested or upon any matter arising from such transaction or arrangement and if he shall so vote or participate, his participation shall be counted towards any quorum and his vote shall be counted

## **5 2 Directors' conflicts of interest**

- (a) The directors may, for the purposes of and subject to the provisions of section 175 of the Act, authorise any matter or situation which would, if not authorised, involve a director infringing his duty under that section to avoid a situation in which he has or can have a direct or indirect interest that conflicts with or may possibly conflict with the interests of the company (a "Conflict") The directors may give any such authorisation subject to such terms, limits and conditions as they shall consider appropriate in the circumstances
- (b) Where the directors authorise a Conflict, the director whose Conflict has been so authorised will not infringe any duty he owes to the company under sections 171 to 177 of the Act if he acts in accordance with the terms, limits and conditions (if any) as the directors impose in respect of that authorisation

## **5 3 Benefits**

A director is not required, by reason of being a director, to account to the company for any remuneration, profit or other benefit which he or a person connected with him (as defined in section 252 of the Act) derives from any transaction or arrangement referred to in Article 5 1 or which derives from or is in connection with a Conflict which has been authorised by the directors or by the company (subject in each case to any terms, limits or conditions attaching to that authorisation) and no such transaction, arrangement or other contract shall be liable to be avoided on such grounds and the receipt of any such remuneration, profit or benefit shall not constitute a breach of his duty under section 176 of the Act

## **6 NUMBER OF DIRECTORS**

Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than one

## **7 APPOINTMENT AND REMOVAL OF DIRECTORS**

- 7 1 A Majority Member may at any time and from time to time and on more than one occasion by notice appoint any person or persons to be a director
- 7 2 Notwithstanding anything in these Articles, a director may be removed from office at any time by a Majority Member by notice
- 7 3 Any notice delivered under Article 7 1 or Article 7 2 must be in writing and be signed on behalf of the Majority Member and such notice shall be effective immediately upon its delivery to the registered office of the company

- 7 4 In any case where, as a result of death or bankruptcy, the company has no members and no directors, the transmittee(s) of the last member to have died or to have a bankruptcy order made against him (as the case may be) have the right, by notice in writing, to appoint a natural person who is willing to act and is permitted to do so, to be a director

## 8 **ALTERNATE DIRECTORS**

- 8 1 Any director (the "**appointor**") may appoint as an alternate any other director, or any other person approved by resolution of the directors, to

- (a) exercise that director's powers, and
- (b) carry out that director's responsibilities,

in relation to the taking of decisions by the directors, in the absence of the alternate's appointor

- 8 2 Any appointment or removal of an alternate must be effected by notice in writing to the company signed by the appointor, or in any other manner approved by the directors

- 8 3 The notice must

- (a) identify the proposed alternate and
- (b) in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice

- 8 4 Except as the Articles specify otherwise, alternate directors

- (a) are deemed for all purposes to be directors,
- (b) are liable for their own acts and omissions,
- (c) are subject to the same restrictions as their appointors, and
- (d) are not deemed to be agents of or for their appointors

and, in particular (without limitation), each alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member

- 8 5 A person who is an alternate director but not a director

- (a) may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's appointor is not participating),
- (b) may participate in a unanimous decision of the directors (but only if his appointor is an eligible director in relation to that decision, but does not participate), and
- (c) shall not be counted as more than one director for the purposes of Articles 8 5(a) and 8 5(b)

- 8 6 A director who is also an alternate director is entitled, in the absence of his appointor, to a separate vote on behalf of his appointor, in addition to his own vote on any decision of the directors (provided that his appointor is an eligible director in relation to that decision), but shall not count as more than one director for the purposes of determining whether a quorum is present
- 8 7 An alternate director is not entitled to receive any remuneration from the company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the company
- 8 8 An alternate director's appointment as an alternate terminates
- (a) when the alternate's appointor revokes the appointment by notice to the company in writing specifying when it is to terminate,
  - (b) on the occurrence, in relation to the alternate, of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director,
  - (c) on the death of the alternate's appointor, or
  - (d) when the alternate's appointor's appointment as a director terminates

## **9 DIRECTORS' EXPENSES**

Regulation 20 of the Model Articles shall be amended by the insertion of the words "(including alternate directors) (and the secretary)" before the words "properly incur"

## **10 SECRETARY**

The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors

## **11 SHARES**

- 11 1 The directors are prohibited by these Articles from exercising any power of the company to allot shares or to grant rights to subscribe for or to convert any security into such shares under section 550 of the Companies Act 2006

## **12 SHARE CERTIFICATES**

In regulation 25(2)(c) of the Model Articles, the words "evidence, indemnity and the payment of a reasonable fee" shall be deleted and replaced with the words "evidence and indemnity"

## **13 TRANSMITTEES**

Regulation 29 of the Model Articles shall be amended by the insertion of the words ", or the name of any person(s) named as the transferee(s) in an instrument of transfer executed under Article 28(2)," after the words "the transmittee's name "



**14 POLL VOTES**

14 1 A poll may be demanded at any general meeting by any qualifying person (as defined in section 318(3) of the Act) present and entitled to vote at the meeting

14 2 Regulation 44(3) of the Model Articles shall be amended by the insertion of the words "A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made" as a new paragraph at the end of that regulation

**15 PROXIES**

Regulation 45(1) of the Model Articles shall be amended by the insertion of the words "and a proxy notice which is not delivered in such manner shall be invalid, unless the directors, in their discretion, accept the notice at any time before the meeting" as a new paragraph at the end of that regulation

**16 COMMUNICATIONS**

16 1 Where a document or information is sent or supplied by the company by post, service or delivery shall be deemed to be effected at the expiration of 24 hours after the time when the cover containing the same is posted (irrespective of the class or type of post used) and in proving such service or delivery it shall be sufficient to prove that such cover was properly addressed and posted

16 2 Where a document or information is sent or supplied by the company by electronic means to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied and in proving such service it will be sufficient to prove that it was properly addressed

16 3 Where a document or information is sent or supplied by the company by means of a website, service or delivery shall be deemed to be effected when

(a) the material is first made available on the website, or

(b) if later, when the recipient received (or is deemed to have received) notification of the fact that the material was available on the website

16 4 Anything to be agreed or specified in relation to documents or information to be sent or supplied to joint holders, may be agreed or specified by that one of the joint holders whose name appears first in the register

16 5 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the Act

**17 INDEMNITY AND FUNDING OF DEFENCE COSTS**

17 1 Subject to the provisions of and so far as may be consistent with the Act, the company shall provide

- (a) for each relevant officer an indemnity out of the assets of the company to the extent that such indemnity is a "qualifying third party indemnity provision" within the meaning of section 234 of the Act,
- (b) a relevant officer with funds in accordance with section 205 of the Act to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings or in connection with any application under the provisions mentioned in section 205(5) of the Act or to enable a relevant officer to avoid incurring such expenditure, but so that any provision of funds will become repayable by the relevant officer or any liability of the company under any transaction connected with any provision of funds will become repayable by the relevant officer not later than
  - (i) in the event of the relevant officer being convicted in the proceedings, the date when the conviction becomes final,
  - (ii) in the event of judgment being given against him in the proceedings, the date when the judgment becomes final, or
  - (iii) in the event of the court refusing to grant him relief on the application, the date when the refusal of relief becomes final, and
- (c) a relevant officer with funds to meet expenditure incurred or to be incurred by him in defending himself in an investigation by a regulatory authority or against action proposed to be taken by a regulatory authority in connection with any alleged negligence, breach of duty or breach of trust by that relevant officer in relation to the company or an associated company of the company or to enable a relevant officer to avoid incurring such expenditure

17 2 Subject to the provisions of the Act, where the company or an associated company of the company is a trustee of an occupational pension scheme, the company shall provide for a relevant officer or for a relevant officer of such associated company an indemnity out of the assets of the company against liability incurred in connection with the activities of the company or such, associated company as trustee of such a scheme provided that such indemnity complies with the provisions of section 235 of the Act

17 3 In this Article 17

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a "relevant officer" means any director or other officer or former director or other officer of the company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act), but excluding in each case any person engaged by the company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor)

**18 INSURANCE**

18.1 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant officer in respect of any relevant loss

18.2 In this Article 18

- (a) a "relevant officer" means any director or other officer or former director or other officer of the company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act) , but excluding in each case any person engaged by the company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor),
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company, and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate