

FILE COPY



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

Company No. 6106706

The Registrar of Companies for England and Wales hereby certifies that  
MANDARIN (0335) 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 15th February 2007



\*N06106706D\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

12

Please complete in typescript,  
or in bold black capitals.

### Declaration on application for registration

Company Name in full

MANDARIN (0335) LIMITED



\* F 0 1 2 0 D 9 0 \*

IAN ALEXANDER BLACK

I,  
of

99 BROOKHURST ROAD, BROMBOROUGH, WIRRAL, CH63 0EN

\*Please delete as appropriate

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985]\* 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 the solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 835.

Declarant's signature

*I. Ruane*

Declared at

Pearl Assurance House, Derby Square, Liverpool, L2 9XL

the

01st

day of

February

TWO THOUSAND

SEVEN

• Please print name.

before me

CHRIS MCDONOUGH

Signed

*Sue Ruane*

Date

01/02/07

~~A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor~~

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

Sue Ruane

Sterling House 810 Manadrin Court Centre Park Warrington

WA1 1GG

Tel 0870 754 1111

DX number

DX exchange

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

Companies House, Crown Way, Cardiff, CF4 3UZ  
for companies registered in England and Wales

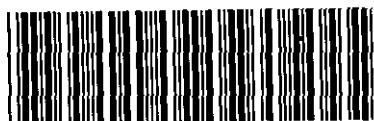
DX 33050 Cardiff

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh

TUESDAY



\*AQ62EMU2\*

A02

06/02/2007

49

COMPANIES HOUSE

LTA

10

Please complete in typescript,  
or in bold black capitals.

Notes on completion appear on final page

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

6106700

**Company Name in full**

MANDARIN (0335) LIMITED



**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

Sterling House

810 Mandarin Court, Centre Park

Post town

Warrington

Conty / Region

Cheshire

WA1 1GG

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

☐

Number of continuation sheets attached

☐

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

Sue Ruane

Sterling House 810 Manadrin Court Centre Park Warrington

WA1 1GG

Tel 0870 754 1111

DX number

DX exchange

TUESDAY



A02

\*AQ62DMU1\*  
06/02/2007

50

COMPANIES HOUSE

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Registrar of Companies at:

**Companies House, Crown Way, Cardiff, CF4 3UZ**  
for companies registered in England and Wales

**DX 33050 Cardiff**

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

for companies registered in Scotland

**DX 235 Edinburgh**

**Company Secretary**(see notes 1-5)\*Voluntary details **Name** \*Style / Title

Mrs \*Honours etc

Forename(s)

Janene Lisa

Surname

Rudge

Previous forename(s)

Previous surname(s)

Chalcroft

**Address**

7 Spruce Close

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

Warrington

County / Region

Cheshire

Postcode

WA1 4EA

Country

England

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

**Consent signature****Date**

01/02/07

**Directors** (see notes 1-5)

Please list directors in alphabetical order

**Name** \*Style / Title

Mr

\*Honours etc

Forename(s)

Ian

Surname

Black

Previous forename(s)

Previous surname(s)

**Address**

99 Brookhurst Road

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

Bromborough

County / Region

Wirrel

Postcode

CH63 0EN

Country

England

Day Month Year

**Date of birth**

16

01

1966

**Nationality**

Brittish

**Business occupation**

Chartered Accountant

**Other directorships**

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

**Consent signature****Date**

01/02/07

**This section must be signed by**

***Either***

**an agent on behalf  
of all subscribers**

**Signed**

*J. Hach*

**Date**

01/02/07

**Or the subscribers**

**Signed**

*L. Rudge*

**Date**

01/02/07

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

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

Company No. [.....]

1000  
2x1  
360  
360  
003882 1400  
THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

MANDARIN (0335) LIMITED

Incorporated on ~~01/02/07~~.....

TUESDAY



A02 \*AQ62FMU3\* 06/02/2007  
COMPANIES HOUSE

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1. The name of the Company is "MANDARIN (0335) LIMITED".
2. The registered office of the Company shall be situated in England and Wales.
3. The object for which the Company is established is to carry on business as a general commercial company and to carry on any trade or business whatsoever. Without prejudice to the generality of the foregoing, and to 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 provide services of all descriptions.
  - (b) To act as a holding company and to invest money of the Company in any investments and to hold, sell or otherwise deal with shares, stock, securities or debentures of, or other investments in, any company, fund, trust, firm or other person.
  - (c) To purchase, take on lease, exchange, hire or by any other means acquire, or take options over, construct, develop, exploit, improve, repair or manage any property, real or personal, and any rights or privileges of any kind over or in respect of any property.
  - (d) To acquire or undertake the whole or any part of the business, goodwill and assets of any company and to undertake all or any of the liabilities of any company.
  - (e) To establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to act as a director of and as secretary, manager, registrar or transfer agent for any company and to place, underwrite or guarantee the subscription for any shares, stock, securities or debentures of any company.
  - (f) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property acquired by the Company or any services rendered to the Company or as security for any obligation or amount or for any other purpose.
  - (g) To pay remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of, any securities of the Company.
  - (h) To pay all the costs, charges and expenses preliminary or incidental to the promotion,

formation, establishment and incorporation of the Company.

- (i) To amalgamate or enter into partnership or any profit sharing arrangement with, and to co-operate and participate in any way with any other company and to enter into any agreement or arrangement for the conduct of any business of the Company in association with or through the agency of any other company.
- (j) To sell, let, exchange, mortgage, charge, grant licences, easements, options and other rights over, and in any other manner deal with or dispose of the undertaking, property, assets and rights of the Company or any part thereof for such consideration as the Company thinks fit and, in particular, for shares, debentures or securities of any company acquiring the same.
- (k) To vest any real or personal property rights or interests acquired by or belonging to the Company in any company or person on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company.
- (l) To apply for, take out, register, purchase or otherwise acquire, protect and maintain (whether in the United Kingdom or elsewhere) any designs, trade marks, patents, patent rights, inventions, copyrights, licences, secret processes, protections and concessions, to manufacture under, disclaim, alter, modify, use, develop, grant licences in respect of or otherwise turn to account the same and to expend money in experimenting upon, testing and improving any patents, inventions or rights of the Company.
- (m) To borrow and raise money in any manner and to secure the payment of money so borrowed or raised by mortgage, charge or lien or by the issue of debentures or debenture stock (perpetual or otherwise) or in any other manner, either with or without security, and to charge all or any part of the property, undertaking or assets (whether present or future) and the uncalled capital of the Company, to support any obligation of the Company or any other company or person.
- (n) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, warrants, bills of lading, debentures and other negotiable or transferable instruments.
- (o) To enter into any arrangements with any government, authority or person and to obtain from any government, authority or person any legislation, orders, rights, privileges, franchises and concessions.
- (p) To act as agents and brokers and as trustees for any person and to undertake and perform sub-contracts.
- (q) To lend and advance money and give credit on any terms (with or without security) to any person (including, without prejudice to the generality of the foregoing, any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, indemnities and sureties of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee in any manner and upon any terms the payment of any money or the performance of any obligation by any person.
- (r) Subject to Sections 155 to 158 of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1) (a) of the Act) for any such purpose as is specified in Section 151 of the Act.
- (s) To grant or procure the grant of donations, gratuities, pensions, annuities, allowances or other benefits (including benefits on death) to, or purchase and maintain any type of insurance for or for the benefit of, any directors, officers or employees or former directors, officers or

employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose services have directly or indirectly been of benefit to the Company or whom the board of directors of the Company considers have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any funds, trusts, insurances or schemes or any associations, institutions, clubs or schools, or to do any other thing likely to benefit any such persons or otherwise to advance the interests of such persons or the Company or its members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of such persons or the Company or its members or for any national, charitable, benevolent, educational, social, public, general or useful object.

- (t) To cease carrying on or to wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.
- (u) To distribute any of the property of the Company among its creditors and members or any class of either in cash, specie or kind.
- (v) To do all or any of the above things or matters in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (w) To carry on any other activity and do anything of any nature which in the opinion of the board of directors of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking, property or assets or otherwise to advance the interests of the Company or of its members.
- (x) To do any other thing which in the opinion of the board of directors of the Company is or may be incidental or conducive to the attainment of the above objects or any of them.

In this clause "company", except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company or the nature of any trade or business carried on by the Company, or by the fact that at any time the company is not carrying on any trade or business, and such objects may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of those paragraphs defined the objects of a separate distinct and independent company.

4. The liability of the members is limited.

5. The Company's share capital is £1000, divided into 1000 ordinary shares of £1 each.



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

**Name and address of Subscriber**

**Number of Shares Taken by Each Subscriber**

IAN ALEXANDER BLACK  
99 BROOKHURST ROAD  
BROMBOROUGH  
WIRRAL  
CH63 0EN

One

Signed



JANENE RUDGE  
7 SPRUCE CLOSE  
WOOLSTON  
WARRINGTON  
WA1 4EA

One

Signed



Total Shares Taken: Two

DATED THIS 1ST DAY OF FEBRUARY, TWO THOUSAND SEVEN.

Witness to the above Signatures:



Suzanne Ruane  
20 Rudheath lane  
Sandymoor  
Runcorn  
WA7 1GD

THE COMPANIES ACT 1985

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PRIVATE COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

of

MANDARIN (0335) LIMITED

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Incorporated on .....01/02/07.....

1. **PRELIMINARY**

The regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805), as amended ("Table A"), shall apply to the Company, save insofar as they are excluded or varied by these Articles and to the extent that they are not inconsistent with the provisions of these Articles, and shall, together with the following Articles, constitute the Articles of Association of the Company. Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in Table A shall have the same meanings in these Articles. Regulations 40, 50, 64, 73 to 80 (inclusive), 81, 89, 94, 101 and 118 shall not apply to the Company.

2. **SHARES**

2.1 The share capital of the Company at the date of adoption of these Articles is £1000 divided into 1000 ordinary shares of £1 each

2.2 All unissued shares comprised in the authorised share capital of the Company at the date of incorporation of the Company shall be at the disposal of the Directors and the Directors shall be generally and unconditionally authorised for the purposes of Section 80 of the Act to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) to such persons at such times and generally on such terms and conditions as they may think fit. The general authority conferred by this Article 2.2 shall extend to all relevant securities of the Company which are unissued on the incorporation of the Company and shall expire on the fifth anniversary of the incorporation of the Company. The Directors shall be entitled under the authority conferred by this Article 2.2 to make, at any time before the expiry of such authority, any offer or agreement which will or may require the allotment of relevant securities after its expiry.

2.3 In accordance with Section 91(1) of the Act, the provisions of Section 89(1) and Section 90(1) to (6) (inclusive) of the Act shall be excluded from applying to any allotment of equity securities (as defined in Section 94(2) of the Act) made pursuant to the authority conferred by Article 2.2.

2.4 The lien conferred by regulation 8 of Table A shall attach also to fully paid shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, registered in the name of any person indebted or under liability to the Company for all monies presently payable to the Company by him or his estate, whether such person shall be the sole registered holder of such shares or one of several joint holders.

2.5 The Directors may in their absolute discretion refuse to register any transfer of any share whether or not it is a fully paid share without giving any reason for such refusal, and regulation 24 shall be modified accordingly.

2.6 The transferor of a share shall be deemed to remain the holder of it until the name of the transferee is entered in the register of members in respect of such share.

### 3. GENERAL MEETINGS

- 3.1 No business shall be transacted at any meeting unless a quorum is present at the time when the meeting proceeds to business and also when the business is voted upon. The quorum for general meeting shall be two persons present in person or by proxy of whom one shall be the holder of an Ordinary share.
- 3.2 The following words shall be added to the end of regulation 41:  
"and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved".
- 3.3 At any general meeting a poll may be demanded by any member present in person or by proxy and entitled to vote. Regulation 46 shall be modified accordingly.
- 3.4 The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to demand or join in demanding a poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. Unless the contrary is stated, such instrument shall be valid as well for any adjournment of the meeting as for the meeting to which it relates. A proxy shall not have the right to speak at any meeting of the Company
- 3.5 The chairman of a general meeting shall not be entitled to a second or casting vote.
- 3.6 Any resolution in writing as is referred to in regulation 53 may consist of several documents in like form, each signed or approved by letter, telex or facsimile transmission by or on behalf of a member or a holder of a class of shares (as the case may be) for the time being entitled to vote on the relevant resolution and regulation 53 shall be modified accordingly.
- 3.7 In the case of a share registered in the name of joint holders, the signature of any one of such joint holders shall be deemed to be and shall be accepted as the signature of the members concerned for all purposes, including (without limitation) the signature of any form of proxy, resolution in writing, consent, notice or other document signed or approved pursuant to any provision of these Articles.

### 4. DIRECTORS

- 4.1 Unless otherwise determined by the Company in general meeting, the number of Directors (other than alternate Directors) shall not be subject to any maximum or minimum. If and for so long as the Company has only one Director, a sole Director has authority to exercise all the powers and discretions vested in the Directors generally under these Articles, Table A or otherwise.
- 4.2 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.
- 4.3 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.
- 4.4 The Directors shall not be subject to retirement by rotation and all references in Table A to retirement by rotation shall be disregarded.

4.5 The office of a Director shall be vacated if the Director:

- (a) ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director; or
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) becomes in the opinion of the other Directors incapable by reason of mental disorder (within the meaning of the Mental Health Act 1983) of discharging his duties as a Director; or
- (d) resigns his office by notice in writing to the Company.

## **5. PROCEEDINGS OF DIRECTORS**

5.1 No business shall be transacted at any meeting of the Directors unless a quorum is present. If and for so long as the Company only has one Director, that Director present in person or by his alternate shall be a quorum and a sole Director shall have authority to exercise all the powers conferred by Table A and by these Articles expressed to be vested in the Directors generally. If and for so long as the Company has more than one Director, the quorum for meetings of the Directors shall be two, present at the commencement and throughout the whole of the meeting. A person who holds office only as an alternate Director shall, if his appointor is not present, be counted in the quorum. For the avoidance of doubt, neither one alternate representing two or more Directors, nor a Director who is also an alternate Director for one or more other Directors, shall by himself constitute a quorum.

5.2 Notice of a meeting of the Directors, or of any committee of the Directors, shall be deemed to be duly 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. A Director absent or intending to be absent from the United Kingdom may request the Directors that notices of meetings shall during his absence be sent to him at any address given by him for this purpose.

5.3 Any Director may participate in a meeting of the Directors, or a committee of the Directors, by telephone (whether by using conference telephone facilities or by a series of telephone conversations). The views and decisions of the Directors as communicated to the chairman shall be treated as votes in favour of or against a particular resolution. A resolution passed at any meeting held in this manner, and signed by the chairman, shall be as valid and effectual as if it had been passed at a meeting of the Directors or, as the case may be, of a committee of the Directors duly convened and held. 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 is present. The word "meeting" in these Articles shall be construed accordingly.

5.4 Any resolution in writing as is referred to in regulation 93 may consist of several documents in like form, each signed or approved by letter, telex or facsimile transmission by each Director who was entitled at the relevant time to receive notice of the relevant meeting and regulation 93 shall be modified accordingly.

## **6. DIRECTORS' INTERESTS**

6.1 A Director or former Director shall not be accountable to the Company or the members for any benefit of any kind referred to in regulation 87 and the receipt of any such benefit shall not disqualify any person from being or becoming Director of the Company.

6.2 Subject to the Act, a Director (including an alternate Director) who has a duty to, or is in any way, whether directly or indirectly, interested in any contract, transaction or arrangement or any proposed contract, transaction or arrangement with, the Company shall (provided he has first disclosed his interest in writing to the Company) be entitled to vote as a Director in respect of any such contract, transaction or arrangement (whether actual or proposed). If he does so vote, he shall be counted in the quorum present at the meeting of the Directors or committee of the Directors at which any such contract, transaction or arrangement (whether actual or proposed) is considered and he may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence thereof.

## **7. DIVIDENDS**

7.1 Subject to the provisions of the Act and to Article 9 below, the Company may by ordinary resolution, upon the recommendation of the Directors, declare a dividend.

7.2 Subject to Article 7.4 below, every General Meeting at which a dividend is declared shall, by ordinary resolution, direct that such dividend be paid in respect of one or more classes of shares to the exclusion of the other classes or in respect of all classes of shares.

7.3 Subject to Article 7.4 below, where a dividend is declared in respect of more than one class of shares the Company may, by ordinary resolution, differentiate between such classes as to the amount or percentage of dividend payable, but in default the shares in each such class shall be deemed to rank *pari passu* in all respects as if they constituted one class of shares.

7.4 No dividend shall be declared in respect of any class of shares in circumstances where the Directors recommend that no dividend should be declared nor shall any dividend be declared in respect of any class which exceeds the amount recommended by the Directors in respect of that class.

7.5 When paying interim dividends the Directors may make payments in respect of one or more classes of shares to the exclusion of the other classes or to all classes of shares. When making such payments the Directors may differentiate between the classes in respect of which payments are being made as to the amount or percentage

## **8. THE SEAL**

8.1 The Company may, if the Directors so determine, have a seal and the Directors shall provide for the safe custody of any such seal. If the Company has a seal, it shall only be used by the authority of the Directors or of a committee of the Directors. The Directors shall 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. The requirement under regulation 6 relating to the sealing of share certificates shall apply only if the Company has a seal.

## **9. NOTICES**

9.1 Any notice to be sent to the Company pursuant to these Articles shall be in writing and shall be served on or delivered, either personally or by post, or sent by facsimile transmission, to the Company at the office and marked for the attention of the secretary, or handed to the chairman of a general meeting or a meeting of the Directors and shall take effect from the time at which it is received at the office or is handed to the chairman (as the case may be) or, if a later time is specified in the notice for that purpose, that later time.

9.2 Any notice or other document may be served on or delivered to any member by telex or facsimile transmission to the number provided by such member for such purpose, or by any other means authorised by the member concerned and regulation 112 shall be supplemented accordingly.

9.3 Any notice or other document delivered to any member shall, if sent by first class post, be deemed to be served or delivered 24 hours after posting and, if left at a registered address or sent by telex or facsimile transmission, shall be deemed to have been served or delivered when it was so left or sent. The second sentence of regulation 115 shall not apply to the Company.

#### 10. INDEMNITY AND INSURANCE

10.1 Subject to the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every Director, auditor, secretary or other officer of the Company shall be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur:

- (a) in or about the actual or purported execution and discharge of his duties or his powers and discretions or otherwise in relation thereto or in connection therewith; and
- (b) in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted; and
- (c) in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

10.2 To the extent permitted by the Act, the Directors shall have the power to purchase and maintain at the expense of the Company insurance for or for the benefit of any persons who are or were at any time Directors, auditors, secretary, other officers or employees of the Company, or of any subsidiary or holding company of the Company, including (without prejudice to the generality of the foregoing) insurance against any costs, charges, expenses, losses and liabilities suffered or incurred by such persons in respect of any act or omission in the actual or purported discharge of their duties or their powers and discretions and otherwise in relation to their offices with the Company or any such subsidiary or holding company.

**Name and Address of Subscribers:**

Ian Alexander Black  
99 Brookhurst Road  
Bromborough  
Wirral  
CH63 0EN

Signed



Janene Rudge  
7 Spruce Close  
Woolston  
Warrington  
WA1 4EA

Signed



DATED THIS 1ST DAY OF FEBRUARY, TWO THOUSAND SEVEN.

Witness to the above Signatures:

Suzanne Ruane  
20 Rudheath lane  
Sandymoor  
Runcorn  
WA7 1GD

Signed

