

No. 06380462

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**of**  
**AIRPARKS MANAGEMENT LIMITED**

SATURDAY



A28 \*AD5KP3AE\* 29  
20/09/2008  
COMPANIES HOUSE

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of Airparks Management Limited (the "Company") propose that the following resolution (the "Resolution") is passed as a special resolution

**SPECIAL RESOLUTION**

**THAT** the regulations contained in the document submitted to the meeting and signed for the purpose of identification by the chairman of the meeting be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association

Please read the notes overleaf before signifying your agreement to the Resolutions

We, the undersigned, being the sole member of the Company entitled to vote on the Resolutions on 26<sup>th</sup> August 2008 hereby agree to the Resolutions.

*Name of member*

*Signature*

**HX Investments Limited**

Cathy Beare  
Director of HX Investments Limited

No. 06380462

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**of**  
**AIRPARKS MANAGEMENT LIMITED**

On 26th August 2008 the following resolution was passed by the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006 as a special resolution.

**SPECIAL RESOLUTION**

**THAT** the regulations contained in the document submitted to the meeting and signed for the purpose of identification by the chairman of the meeting be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association



Cathy Beare  
Director of Airparks Management Limited

SATURDAY

Company no: 06380462

**PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**AIRPARKS MANAGEMENT LIMITED**

*(adopted by written special resolution passed on 26th August 2008)*

**PRELIMINARY**

- 1 In these Articles, "Table A" means Table A in the Schedule to the Companies (Table A to F) Regulations 1985 as amended at the date of adoption of these Articles
- 2 The regulations contained in Table A as it relates to a private company limited by shares shall apply to the Company save in so far as they are excluded or modified by these Articles and, subject to any such exclusions or modifications, shall together with these Articles constitute the articles of association of the Company to the exclusion of any other regulations set out in any statute or in any statutory instrument or other subordinate legislation
- 3 References in regulation 1 of Table A to "these regulations" shall include a reference to these Articles
- 4 Regulations 46, 64 to 66 (inclusive), 76 to 79 (inclusive), 84, 90, 94 to 98 (inclusive), 101 and 118 of Table A shall not apply to the Company
- 5 The Company is a private company and accordingly the Company shall not offer to the public any shares in or debentures of the Company and shall not allot or agree to allot any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered to the public

**SHARE CAPITAL**

- 6 The directors are generally and unconditionally authorised for the purposes of section 80 of the Act for a period of five years from the date of adoption of these Articles to

exercise all the powers of the Company to allot relevant securities (as defined in section 80(2) of the Act) up to a maximum nominal amount equal to the nominal amount of the unissued share capital of the Company at the date of adoption of these Articles

- 7 In accordance with section 91(1) of the Act, sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company

### **TRANSFER OF SHARES**

- 8 Subject to Article 9 the directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. The first sentence of regulation 24 of Table A shall not apply

- 9 Notwithstanding anything otherwise provided in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise), the directors shall not decline to register any transfer of shares nor suspend registration thereof

- (a) where such transfer is in favour of a bank, lender or other financial institution or any nominee thereof and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of the relevant bank, lender or financial institution, or
- (b) where such transfer is by or on behalf of a bank, lender or other financial institution or any nominee thereof (whether by a receiver, any delegate or sub-delegate of the party to whom such security has been granted or otherwise) in favour of any third party upon disposal or realisation of shares following the bank, lender or other financial institution having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option

and a certificate by any officer of the bank that the relevant transfer is within paragraph (a) or (b) above shall be conclusive evidence of that fact

### **PROCEEDINGS AT GENERAL MEETINGS**

- 10 The following sentence shall be added at the end of regulation 40 of Table A "For so long as the Company shall have only one member, one person entitled to vote upon the business to be transacted being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum "
- 11 In regulation 42 of Table A, the word "five" shall be substituted for the word "fifteen"

- 12 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands, a poll is demanded by the chairman or by any member having the right to vote at the meeting and a demand by a person as a proxy for a member shall be the same as a demand by the member

#### **VOTES OF MEMBERS**

- 13 Regulation 62 of Table A shall be amended as follows
- (a) the words "at any time" shall be substituted for the words "not less than 48 hours" in both paragraphs (a) and (aa) of regulation 62, and
  - (b) paragraphs (b) and (c) of regulation 62 shall be deleted in their entirety and replaced with the following new paragraph (b)  
  
"(b) in the case of a poll, be deposited or received as aforesaid at any time before the taking of the poll,"

#### **NUMBER OF DIRECTORS**

- 14 Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum. The minimum number of directors shall be one. If and so long as there is a sole director, he may exercise all the powers vested in the directors by these Articles or Table A.

#### **ALTERNATE DIRECTORS**

- 15 Any director (other than an alternate director) may appoint any other director or any director of any holding company of the Company or any other person approved by resolution of the directors and willing to act to be an alternate director and may remove from office an alternate director so appointed by him.
- 16 An alternate director may act as alternate director to more than one director and shall be entitled at any meeting of the directors or of any committee of the directors of which his appointor is a member to one vote for every director for whom he acts as alternate director in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.
- 17 An alternate director shall be entitled to receive notice of all meetings of the directors and of all meetings of committees of the directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a

director in his appointor's absence. It shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.

- 18 An alternate director shall not be entitled to receive, in respect of his appointment as alternate director, any remuneration from the Company, except such part (if any) of the remuneration otherwise payable to his appointor as his appointor may by notice in writing to the Company from time to time direct.

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

- 19 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.
- 20 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.
- 21 In addition to any power of removal conferred by the Act, the Company may by ordinary resolution remove any director from office before the expiration of his period of office.
- 22 A member or members holding a majority in nominal value of the issued ordinary shares of the Company shall have the power from time to time and at any time to appoint any person as a director either as an additional director or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be made in writing signed by the member or members making it (or, in the case of a member being a corporation, signed by any one of its directors or a duly authorised representative on its behalf) and shall take effect when delivered to the registered office of the Company or when produced at a meeting of the directors.
- 23 In regulation 81 of Table A, the following words shall be inserted after the words "any provision of the Act" in paragraph (a) "or is removed from office pursuant to these Articles or the Act".
- 24 Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the Company and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made on such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate (unless the terms of his appointment provide otherwise) if he ceases to be a director but without prejudice to any claim for damages for breach of the contract of service between the director and the Company.

## **PROCEEDINGS OF THE DIRECTORS**

- 25 Except where there is only one director, the quorum for the transaction of the business of the directors shall be two. The first sentence of regulation 89 of Table A shall not apply to the Company.
26. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number.
27. Any director or his alternate may validly participate in any meeting of the directors or of any committee of the directors by way of a conference telephone or any other communication equipment which allows all those participating in the meeting to hear and speak to each other throughout the meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. Any such meeting shall be deemed to be held at the place where the largest group of the directors participating are assembled or, if there is no such group, the place where the chairman of the meeting is present.
- 28 A director is entitled to vote at any meeting of the directors or of a committee of the directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty whether or not the same is material and whether or not it conflicts or may conflict with the interests of the Company, and he shall be counted in the quorum present at any meeting of the directors or of a committee of the directors notwithstanding such interest or duty.

## **THE SEAL**

- 29 The Company may have a seal if it so wishes. If the Company has a seal it shall only be used with the authority of the directors or of a committee of the directors so 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 a second director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal.

## **INDEMNITY AND INSURANCE**

- 30 1 Subject to the provisions of, and so far as may be permitted by and consistent with, the Act but without prejudice to any indemnity to which he may otherwise be entitled, every director of the Company shall be indemnified out of the assets of the Company against

(a) any liability incurred by or attaching to him in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company other than

(i) any liability to the Company, and

(ii) any liability of the kind referred to in section 234(3) of the Companies Act 2006, and

(b) any other liability incurred by or attaching to him in the actual or purported performance and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office

30 2 For the purposes of this Article 30, where a director is indemnified against any liability in accordance with this Article 30, such indemnity shall extend to all costs, charges, losses, expenses and liabilities incurred by such director in relation thereto

31 Without prejudice to Article 30, the directors shall have power to purchase and maintain at the expense of the Company insurance for or for the benefit of any person who is or was at any time a director or other officer of a Relevant Company or any person who is or was at any time a trustee of any pension fund or employee benefits trust in which any employee of any Relevant Company is or has been interested including (without prejudice to the generality of the foregoing) insurance against any liability incurred by or attaching to such person in respect of any act or omission in the actual or purported execution and/or discharge of his duties and/or in the exercise or purported exercise of his powers and/or otherwise in relation to his duties, powers or offices in relation to any Relevant Company or any such pension fund or employee benefits trust (and all costs, charges, losses, expenses and liabilities incurred by such person in relation thereto) For the purposes of this Article 31, "Relevant Company" shall mean the Company, any holding company of the Company or any other body (whether or not incorporated) in which the Company or such holding company has or had an interest (whether direct or indirect) or which is in any way allied to or associated with the Company, or any subsidiary undertaking of the Company or of such other body