

Company No: 06449955

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
COPY WRITTEN RESOLUTION
of
EUROPA PENSION TRUSTEES LIMITED



In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the following resolution was duly passed on 11th July 2008 as a Special Resolution

Special Resolution

THAT the regulations contained in the printed document attached to this written resolution be approved, initialled and adopted as the Memorandum of Association of the Company in substitution for and to the exclusion of the existing Memorandum of Association thereof.

A handwritten signature in black ink, appearing to read "M Jones", is written over the printed name of the Director.

~~Europa Facility Holdings Limited~~
Director

EUROPA SUPPORT SERVICES LTD MS

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

EUROPA PENSION TRUSTEES LIMITED

1. The Company's name is Europa Pension Trustees Limited
2. The Company's registered office is to be situated in England and Wales
3. The Company's objects are
 - 3 1 to undertake and carry on the office or offices and duties of trustee, custodian trustee, independent trustee, executor, administrator, registrar, secretary, liquidator, receiver, committee, attorney or nominee for the purpose of holding administering and dealing with any real or personal property or security or fund of any kind for or on behalf of any government, local authority, corporation, mortgagee, company, person, or other body politic or corporate, partnership (including a body politic or corporate or partnership which is insolvent), scheme, association or trust fund and in particular for or on behalf of any pension, superannuation, life assurance, share participation or profit sharing scheme and for or on behalf of any insolvency practitioner, liquidator, provisional liquidator, receiver, manager or trustee of the estate of a bankrupt, to undertake the management of any business or undertaking or transaction, and generally to undertake, perform and fulfil any trust or agency business of any kind in any office of trust or confidence,
 - 3 2 to hold in trust as trustees or nominees and to deal with, manage and turn to account, any real or personal property of any kind, of any government, state, corporation, company or body whatsoever whether registered, domiciled or carrying on business in the United Kingdom or in any other part of the world and in particular funds,

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shares, stocks, securities and obligations (whether fully or partly paid up), debentures, policies, book debts, claims and choses in actions, lands, buildings, hereditaments, business concerns and undertakings, mortgages, charges, annuities, patents, licences, and any interest in real or personal property, and any claims against such property or against any person or company for the purposes aforesaid to hold, deal with, manage, direct the management of, buy, sell, exchange, mortgage, charge, lease, dispose of, or grant, any right or interest in or over or upon any real or personal property of any kind whatsoever including contingent and reversionary rights on any property and to undertake and carry on any business undertaking or transaction and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof,

- 3 3 to act and perform and to carry out all duties and to exercise all the powers, authorities and discretions of or incidental to or arising out of the trusteeships, powers of attorney or other appointments for the time being held by or vested in the Company,
- 3 4 to accept and undertake any appointment whether as nominee or trustee either gratuitously or upon such terms as may from time to time be laid down,
- 3 5 to carry on the trade or business of providing clerical and administrative services,
- 3 6 to enter into any agreement or arrangement with any company, firm or person for the management or administration of the business or undertaking of the Company or its assets or any part thereof or for the exercise or performance of any or all of the duties, powers, authorities or discretions of or incidental to any of the trusteeships, powers of attorney or other appointments for the time being held by or vested in the Company,
- 3 7 to borrow or raise money in any manner and to secure by mortgage, charge or lien on the whole or any part of the Company's undertaking and property (whether present or future) including its uncalled capital, the discharge by the Company or any other person of any obligation or liability,
- 3 8 to lend money and advance or give credit with or without security, but not to carry on the business of a registered money lender,
- 3 9 generally to purchase, take on lease or exchange, hire or, by other means, acquire any real or personal property and any rights or privileges over or in respect of it,

- 3 10 to sell, lease, let on hire or otherwise dispose of any real or personal property or the undertaking of the Company, or any part of it, for such consideration as the directors think fit,
- 3 11 to guarantee support or secure whether by personal obligation or 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 any one or more or all of such methods or by any other method the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of, and premiums, interest, dividends, and other moneys payable on or in respect of, any debentures, debenture stock, loan stock, shares or other securities, liabilities or obligations of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company, as defined by section 736 of the Companies Act 1985, (as re-enacted by the Companies Act 1989 or any subsequent re-enactment or amendment thereof) or a subsidiary undertaking or parent undertaking (as defined by section 258 of the Companies Act 1985 or any re-enactment or amendment thereof) of the Company, or another subsidiary of such holding company, or otherwise associated with the Company in business or through shareholdings,
- 3 12 to establish and maintain, or procure the establishment and maintenance of, any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time directors or officers of, or in the employment or service of, the Company or of any company which is a subsidiary or a holding company of the Company or is allied to or associated with the Company or any such subsidiary or holding company of any company which is a predecessor in business of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons as aforesaid and to make payments for or towards insurance for the benefit of any such persons as aforesaid,
- 3 13 to establish and contribute to any scheme for the purchase of, or subscription by trustees for shares in the Company to be held for the benefit of the employees of the Company and to lend money to such employees or to trustees on their behalf to enable them to purchase or subscribe for shares in the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with employees or any of them,

- 3 14 to purchase and maintain insurance cover for directors and other officers or auditors of the Company against any liability to the Company or to any other person against any negligence, default, breach of duty or breach of trust or any other liabilities which may lawfully be insured against,
- 3 15 to amalgamate with any other company,
- 3 16 to make donations, gifts or contributions of any kind and for any purpose to any organisation, club or society whatsoever, and
- 3 17 to pay or settle any claims made against the Company whether legally enforceable or not,
- 3 18 to remunerate any person, firm or company rendering services to the Company whether by cash payment or otherwise,
- 3 19 to invest and deal with all moneys in the hands of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined by the directors, and
- 3 20 to do all such other things as in the opinion of the directors are incidental or conducive to the attainment of the Company's objects, or the exercise of its powers or any of them,

and to do any of the foregoing either with or without receiving any payment or other consideration or benefit therefor and either in connection with any other business, activity or transaction or by itself, and so that

- 3 21 Each of the objects specified in each subclause of this clause 3 shall, except where otherwise expressed in such subclause, be regarded as an independent main object and shall not be limited or restricted by reference to or inference from the terms of any other subclause of this clause 3 or the name of the Company
- 3 22 None of the subclauses of this clause 3 or the objects or powers specified or conferred in those subclauses shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other subclause, but the Company shall have as full a power to exercise all or any of the objects and powers provided in each subclause as if each subclause contained the objects of a separate company

3 23 The word "company" in this clause 3 (except where it refers to this Company) shall be deemed to include any person or partnership or other body of persons whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere and words denoting the singular only shall include the plural and vice versa

4 The liability of the members is limited

5 The Company's share capital is £1,000 divided into 1,000 shares of £1 each