

Company No 06454965

THE COMPANIES ACTS 1985 TO 2006

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

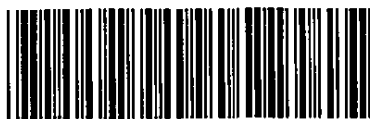
ARTICLES OF ASSOCIATION

OF

COLORLORD LIMITED

Amended by Special Resolution dated 4th June 2013

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COMPANIES HOUSE

THE COMPANIES ACTS 1985 to 2006

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
COLORLORD LIMITED

- 1 The Company's name is "**Colorlord Limited**" *
- 2 The Company's registered office is to be situated in England and Wales
- 3 1 The object of the Company is to carry on business as a general commercial company
- 3 2 Without prejudice to the generality of the object and 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 -
 - 3 2 1 To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind or in respect of any property
 - 3 2 2 To apply for register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any trade marks, patents, copyrights, trade secrets, or other intellectual property rights, licences, secret processes, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire
 - 3 2 3 To acquire the whole or any part of the business, goodwill, and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be

* The Company's name was changed from Brand New Co (381) Limited by Written Resolution dated 2008

agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received

- 3 2 4 To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company
- 3 2 5 To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made
- 3 2 6 To lend and advance money or give credit on any terms and with or without security to any person, firm or company (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, contracts or indemnity and suretyships 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 sum of money or the performance of any obligation by any person, firm or company (including prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid)
- 3 2 7 To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it
- 3 2 8 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiate or transferable instruments
- 3 2 9 To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests

- 3 2 10 To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions
- 3 2 11 To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world
- 3 2 12 To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies
- 3 2 13 To promote any other company for the purposes of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid
- 3 2 14 To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same
- 3 2 15 To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts
- 3 2 16 To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient

- 3 2 17 To distribute among the members of the Company in kind any property of the Company of whatever nature
- 3 2 18 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company
- 3 2 19 To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its directors or employees, or may be connected with any town or place where the Company carries on business, to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons, to make payments towards insurance including insurance for any director, officer or auditor against any liability in respect of any negligence, default, breach of duty or breach of trust (so far as permitted by law), and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants, and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained
- 3 2 20 Subject to and in accordance with the provisions of the Act (if and so far as such provisions shall be applicable) to give, directly or indirectly, financial assistance for the acquisition of shares or other securities of the Company or of any other company or for the reduction or discharge of any liability incurred in respect of such acquisition
- 3 2 21 To procure the Company to be registered or recognised in any part of the world
- 3 2 22 To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others

3 2 23 To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them

3 2 24 AND so that -

3 2 24 1 None of the provisions set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this clause, or by reference to or inference from the name of the Company

3 2 24 2 The word 'company' in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body or persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere

3 2 24 3 In this clause the expression "the Act" means the Companies Act 1985, but so that any reference in this clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force including the Companies Act 2006

4 The liability of the members is limited

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 numbers of shares shown opposite our respective names

Name and address of subscribers		Number of shares taken by each Subscriber
1	Alan Christopher Thompson 21a Spath Road Didsbury Manchester M20 2QT	One
Total shares taken		One

Alan Thompson

Date 30 November 2007

Witness to the above signature

Kay Kennedy
Mace & Jones
Pall Mall Court
61-67 King Street
Manchester
M2 4PD

COMPANIES ACTS 1985 TO 2006

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

COLORLORD LIMITED *

1 *Preliminary and interpretation*

1 1 The regulations contained in Table A ('Table A') in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment Regulations 2007) SI 2007/2541 and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 SI 2007/2826, and as otherwise amended prior to the adoption of these Articles (Table A) shall apply to the company save insofar as they are excluded or varied by these Articles

1 2 In these regulations and in the regulations of Table A that apply to the company

"the 1985 Act" means the Companies Act 1985 including any statutory modification or re-enactment of it for the time being in force

"the 2006 Act" means the Companies Act 2006 including any statutory modification or re-enactment of it for the time being in force

"the Articles" means the Articles for the time being of the company

"the Companies Acts" means the 1985 Act and the 2006 Act

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect

"executed" includes any mode of execution

* The Company's name was changed from Brand New Co (381) Limited by Written Resolution dated

"office" means the registered office for the time being of the company

"the holder" in relation to shares means the member whose name is entered in the register of members as the holder of the shares

"the seal" means the common seal (if any) of the company

"secretary" means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary

"the United Kingdom" means Great Britain and Northern Ireland

1 3 Unless the context otherwise requires, words or expressions contained in these regulations and in the regulations of Table A that apply to the company bear the same meaning as in the Companies Acts but excluding any statutory modification of it not in force when these regulations become binding on the company, words importing the singular only shall include the plural and vice versa, words importing the masculine gender shall include the feminine gender and words importing natural persons shall include also corporations

1 4 The headings in these regulations are for convenience only and shall be ignored in construing the language or meaning of the Articles Regulation 1 of Table A shall not apply

2 *Private company*

The company is a private company within the meaning of Section 4 of the 2006 Act and accordingly no shares in or debentures of the company shall be offered to the public (whether for cash or otherwise) and the company shall not allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the company with a view to all or any of those shares or debentures being offered for sale to the public

3 *Share capital*

3 1 The share capital of the Company is £100 divided into 69 'A' ordinary shares of £1 each, 10 'B' ordinary shares of £1 each, 11 'C' ordinary shares of £1 each, 5 'D' ordinary shares of £1 each, and 5 'E' ordinary shares of £1 each

3 2 Regulation 3 of Table A shall not apply to the company Subject to the provisions of the Companies Acts and without prejudice to sub-article 3 3

3 2 1 any shares may be issued which are to be redeemed or are liable to be redeemed at the option of the company or the holder of such shares on such terms and in such manner as

may be provided by the Articles or as the company may by resolution determine,

3 2 2 the company may purchase any of its shares (including any redeemable shares), and

3 2 3 the company may make a payment in respect of the redemption or purchase of any of its shares otherwise than out of distributable profits of the company or the proceeds of a fresh issue of shares

3 3 The authorised share capital with which the company is incorporated shall be under the control of the directors, who are generally and unconditionally authorised to allot, grant options over, or otherwise dispose of or deal with any unissued shares and relevant securities (as defined in section 80(2) of the 1985 Act) to such persons, on such terms and in such manner as they think fit, but subject to any agreement binding on the company, provided that the authority contained in this article insofar as it relates to relevant securities (as defined as aforesaid) shall, unless revoked or varied in accordance with section 80 or section 80A of the 1985 Act expire five years from the date of incorporation of the company but without prejudice to any offer or agreement made before that date which would or might require the exercise by the directors after that date of their powers in pursuance of this authority

In exercising their authority under this sub-article the directors shall not be required to have regard to sections 89(1) and 90(1) to (6)(inclusive) of the 1985 Act which sections shall be excluded from applying to the company

3 4 The rights attaching to the shares are as follows

3 4 1 *Income*

Any profits available for distribution and resolved to be distributed in respect of any accounting period of the Company shall be distributed amongst the members of each class of shares in differing amounts or paid on one or more class of shares but not on the shares of another class and no class of shares shall rank in priority to any other class of shares as regards any profits available for distribution and resolved to be distributed as above

3 4 2 *Capital*

On a return of capital, whether on liquidation, capital reduction or otherwise (but excluding a purchase of own shares), any surplus assets of the Company remaining after the payment of its liabilities shall be distributed amongst the members of each class of shares in differing proportions or distributed to one or more class of shares but not to the shares of another class and no class of shares shall rank in priority to any other class of shares as regards any surplus

assets available for distribution and resolved to be distributed as above

4 *Lien*

The company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any person for all moneys presently payable by him or his estate to the company, whether he shall be the sole registered holder of it or shall be one of several joint holders, but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this article. The company's lien, if any, on a share shall extend to all dividends payable on it. Regulation 8 of Table A shall not apply.

5 *Transfer of shares*

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

6 *Variation of rights*

If at any time the share capital is divided into different classes of shares, the rights attached to any class may, whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the shares of the class. To every such separate General Meeting the provisions of these regulations relating to General Meetings shall apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.

7 *Notice of general meetings*

An Annual General Meeting and an Extraordinary General Meeting shall be called by at least fourteen clear days' notice. A General Meeting may be called by shorter notice if it is so agreed:

- (a) in the case of an Annual General Meeting, by all the members entitled to attend and vote at it, and
- (b) in the case of any other Meeting by a majority in number of the members having a right

to attend and vote being a majority together holding not less than ninety-five per cent in nominal value of the shares giving that right

The notice shall specify the time and place of the Meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the Meeting as such

Subject to the provisions of the Articles and to any restrictions imposed on any shares, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the Directors and Auditors

Regulation 38 of Table A shall not apply

8 *Number of directors*

The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one. Whenever the minimum number of directors is one, a sole director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the directors generally, and regulation 89 in Table A shall be modified accordingly. Regulation 64 of Table A shall not apply.

9 *Alternate directors*

9.1 Any director (other than an alternate director) may appoint any other director, or any other person approved by the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Save as otherwise provided in these Articles, unless he is already an officer of the company in his own right, an alternate director shall not, as such, have any rights other than those mentioned in sub-article 9.2.

9.2 An 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, and to attend, speak and vote at any such meeting at which the director appointing him is not personally present but it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom. A director present at such meeting and appointed alternate director for any other directors entitled to attend and vote at such meeting shall have an additional vote for each of his appointors absent from the meeting. An alternate director shall not be entitled to receive any remuneration from the company for his services as an alternate director.

9 3 An alternate director shall cease to be an alternate director if his appointor ceases to be a director, but, if a director retires but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his reappointment

9 4 Any appointment or removal of an alternate director shall be by notice to the company signed by the director making or revoking the appointment or in any other manner approved by the directors

9 5 Without prejudice to sub-article 9 2 and save as otherwise provided in the Articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him

9 6 Regulations 65 to 69 (inclusive) shall not apply and Regulation 88 shall be modified accordingly

10 *Powers of directors*

10 1 The Directors may sanction the exercise by the company of all the powers of the company to make provision for the benefit of persons (including directors) employed or formerly employed by the company or any subsidiary of the company in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or any such subsidiary as are conferred by section 247 of the 2006 Act and the IA 1986, s 187 and, subject to such sanction, the directors may exercise all such powers of the company

11 *Appointment and retirement of directors*

11 1 The directors of the company shall not retire by rotation and Regulations 73 to 77 (inclusive) of Table A shall not apply and Regulation 78 shall be modified accordingly

11 2 The directors shall have power at any time and from time to time to appoint any other person to be a director of the company either to fill a casual vacancy or as an addition to the Board Subject to sub-article 12 1 a director may be appointed under this article to hold office for life or any other period or upon such terms in respect of his retirement as the directors shall at the time of his appointment determine Regulation 79 of Table A shall not apply

12 *Disqualification and removal of directors*

12 1 The office of Director shall be vacated if

(a) he ceases to be a director by virtue of any provision of the Companies Acts or he

becomes prohibited by law from being a director, or

- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- (c) he is a person who is, or may be, suffering from mental disorder and either
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs,
- (d) he resigns his office by notice to the company, or
- (e) he is removed from office under section 168 of the 2006 Act, or by Extraordinary Resolution of the company, or
- (f) he is served with written notice under the hand of a director or the secretary of any company which is for the time being the company's holding company that the Board of Directors of such company has resolved that his appointment be terminated,

and Regulation 81 of Table A shall not apply

12.2 No person shall be disqualified from being or becoming a director of the company by reason of his attaining or having attained the age of 70 years or any other age

13 *Directors' interests*

Provided that a director declares his interest in a contract or arrangement or proposed contract or arrangement with the company in manner provided by Sections 182-187 of the 2006 Act he shall be counted in the quorum of any meeting of directors at which it is considered and shall be entitled to vote as a director in respect of it Regulation 94 of Table A shall not apply

14 *Directors' gratuities and pensions*

The directors shall have power to pay or provide and agree to pay or provide pensions or other retirement, superannuation, death or disability benefits to, or to any person in respect of any director or former director of the company or any subsidiary or holding company of the company or another subsidiary of any such holding company and for the purpose of providing any such pensions or other benefits to contribute to any scheme or fund or to pay premiums (whether before or after such director ceases to hold office or employment) A director may vote at a meeting of directors in respect of any matter referred to in this article, notwithstanding that he is personally interested in such matter and shall be counted in the quorum present at the meeting Regulation 87 of Table A shall not apply

15 *Proceedings of directors*

15 1 The quorum for the transaction of the business of the directors shall be two, except when one director only is in office, when it shall be one A person who holds office as an alternate director shall, if his appointor is not present, be counted in the quorum Regulation 89 of Table A shall not apply

15 2 A resolution in writing signed by all the directors (including a sole director) entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors, but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity Regulation 93 of Table A shall not apply

15 3 Any director for the time being absent from the United Kingdom may supply to the company an address and/or telex or facsimile transmission number whether or not within the United Kingdom to which notices of meetings of the directors may be sent and shall then be entitled to receive at such address or number notice of such meetings Regulation 88 of Table A shall be modified accordingly

15 4 A meeting of the directors may be validly held notwithstanding that all of the directors are not present at the same place and at the same time provided that

15 4 1 a quorum of the directors at the time of the meeting are in direct communication with each other whether by way of telephone, audio-visual link or other form of telecommunication, and

15 4 2 a quorum of the directors entitled to attend a meeting of the directors agree to the holding of the meeting in this manner

16 *Dividends*

16 1 The directors may retain the dividends payable upon shares in respect of which any person is entitled to become a member under the provisions as to the transmission of shares contained in these Articles, or which any person under those provisions is entitled to transfer, until that person shall become a member in respect of these shares or shall duly transfer them, in this case subject to Article 5 Regulation 31 of Table A shall be modified accordingly

16 2 The payment by the directors of any unclaimed dividend or other monies payable on or in respect of a share into a separate account shall not constitute the company a trustee in respect of it Any dividend unclaimed after a period of twelve years from the date when it became due for payment shall be forfeited and cease to remain owing by the company Regulation 108 of Table A shall not apply

17 *Borrowing powers*

The directors may exercise all the powers of the company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part of it, and, subject to the provisions of the Companies Acts, to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the company or of any third party (including any member)

18 *Notices*

18 1 Any notice given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the directors need not be in writing Any notice given by or on behalf of any person to the company may be given by leaving it at or by sending it by post to the office or such other place as the directors may appoint Regulation 111 of Table A shall not apply

18 2 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 24 hours after the envelope containing it was posted Regulation 115 of Table A shall not apply

19 *Indemnity*

Without prejudice to the provisions of Regulation 118 of Table A the directors shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, or employees or auditors of the company, or of any other company which is its holding company or parent undertaking or in which the company or such holding company or parent undertaking or any of the predecessors of the company or of such holding company or parent undertaking has any 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 any such other company, or who are or were at any time trustees of any pension fund in which any employees of the company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the company or any such other company, subsidiary undertaking or pension fund. For the purposes of this regulation 'holding company', 'parent undertaking' and 'subsidiary undertaking' shall have the same meaning as in the 2006 Act

NAMES AND ADDRESSES OF SUBSCRIBER

Alan Christopher Thompson
21a Spath Road
Didsbury
Manchester M20 2QT

DATED 30 November 2007

WITNESS to the above Signature

Kay Kennedy
Mace & Jones
Pall Mall Court
61-67 King Street
Manchester
M2 4PD