

Company No. 06563451

The Companies Act 2006

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Private Company Limited by Shares

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Written Resolution

of

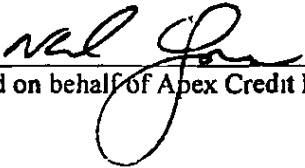
Apex Discovery Solutions Limited (the "Company")

We, the undersigned, being entitled as at 24 September 2012, the date of circulation of this resolution, to attend and vote at general meetings of the Company, RESOLVE that the following resolution be passed as a written resolution having effect as a special resolution of the Company

Special Resolution

1. THAT the articles of association of the Company be amended by replacing the existing Article 4 with the wording as follows
  - "4.1 Subject to Article 4.2 below, the directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of a share to any person, whether or not it is a fully paid share or a share on which the Company has a lien
  - 4.2 Notwithstanding anything contained in these Articles, shares may be transferred to any party and the directors shall not decline to register any transfer of shares, nor may they suspend registration of any shares, where such transfer is executed by any person to whom such shares have been charged by way of security, or by any nominee of any such person, pursuant to a power of sale under such security, or where the proposed transferee is any person to whom such shares have been charged by way of security, or any nominee of any such person, and a certificate by any such person or any employee of any such person that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts."

Date of circulation: 24 September 2012

  
For and on behalf of Apex Credit Management Limited

Date of signature: 24 September 2012

FRIDAY



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22/03/2013  
COMPANIES HOUSE

#28

COMPANIES ACTS 1985 to 2006

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

of

APEX DISCOVERY SOLUTIONS LIMITED (the "Company")

(Incorporated on April 2008)

(Adopted by Written Resolution passed on 24 September 2012)

**1 Preliminary**

1.1 The Regulations in Table A (as set out in the Schedule to the Companies (Tables A to F) Regulations 1985 SI 1985 No 805 as amended before the date of adoption of these articles) shall apply to the Company, except to the extent that they are excluded or modified by these Articles, to the exclusion of the Table A contained in any other enactment

1.2 In these Articles

- (a) Reference to Regulations are to Regulations in Table A,
- (b) the "1985 Act" means the Companies Act 1985 and the "2006 Act" means the Companies Act 2006,
- (c) the expressions "hard copy form", "electronic form", "electronic means" and "address" shall have the meaning given in the 2006 Act,
- (d) "writing" shall mean the representation or reproduction of words, symbols or other information in visible form by any method or combination of methods whether sent or supplied in electronic form or otherwise,
- (e) the definitions in Table A of "communication" and "electronic communication" shall be deleted and references in Table A to an "electronic communication" shall be replaced by references to a "communication in electronic form",
- (f) except as otherwise defined in Articles 1.2(c) - (e), words and expressions defined in Table A (as amended before the date of adoption of these Articles) shall bear the same meaning in these Articles,
- (g) any other words or expressions in these Articles shall bear the same meaning (unless otherwise defined or the context otherwise requires) as in the Act but excluding any statutory modification not in force at the date of adoption by the Company of these Articles, and
- (h) references to statutory provisions, enactments or EC Directives shall include references to any amendment, modification, extension, consolidation, replacement or re-enactment of any such provision, enactment or EC Directive from time to time in force and to any regulation, instrument or order or other subordinate legislation made under such provision, enactment or EC Directive

## **2 Share capital**

Section 89(1) of the 1985 Act (offers to shareholders to be on pre-emptive basis) shall not apply to the allotment by the Company of any equity security

## **3 Share certificates**

A share certificate shall be sealed with the seal or executed otherwise in accordance with the Act or in such other manner as the directors may approve Regulation 6 shall be modified accordingly

## **4 Transfer**

4 1 Subject to Article 4 2 below, the directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of a share to any person, whether or not it is a fully paid share or a share on which the Company has a lien

4 2 Notwithstanding anything contained in these Articles, shares may be transferred to any party and the directors shall not decline to register any transfer of shares, nor may they suspend registration of any shares, where such transfer is executed by any person to whom such shares have been charged by way of security, or by any nominee of any such person, pursuant to a power of sale under such security, or where the proposed transferee is any person to whom such shares have been charged by way of security, or any nominee of any such person, and a certificate by any such person or any employee of any such person that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts

## **5. General meetings**

5 1 If the Company has only one member, one member present in person or by proxy or, if a corporate member, by its duly authorised representative shall be a quorum Regulation 40 shall be modified accordingly

5 2 Proxies may be delivered at any time prior to the meeting at which the proxy is to vote Regulation 62 shall be modified accordingly The words "in the case of an instrument in writing" in Regulation 62(a) shall be replaced by the words "in the case of an appointment in hard copy form"

## **6 Delegation of directors' powers**

The directors may delegate any of their powers to committees consisting of such person or persons (whether directors or not) as they think fit Regulation 72 shall be modified accordingly

## **7 Appointment and removal of directors**

7 1 Any member holding, or any members holding in aggregate, a majority in nominal value of the issued share capital for the time being of the Company which carries the right to attend and vote at general meetings of the Company (the "Majority Member") may at any time and from time to time

(a) Appoint any person to be a director either to fill a vacancy or as an additional director or remove from office any director howsoever appointed,

(b) Appoint any person to be an alternate director for any director (in which case the director shall during the currency of such appointment have no right to appoint an alternate director and shall have no right to remove such alternate director) or remove from office any alternate director (whether or not appointed by the Majority Member) in the case of appointment no approval of the directors shall be required, and

- (c) Appoint any person (whether or not a director and notwithstanding that members are otherwise required to be directors) to be a member of any committee of directors or remove from office any member of any such committee (whether or not appointed by the Majority Member)

Any such appointment or removal shall be in writing and executed by or on behalf of the Majority Member. In the case of a member which is a corporation, the appointment or removal may be executed on its behalf by one of its directors or its secretary or some other person duly authorised for the purpose and shall take effect on being delivered to or sent by post to the Company at its registered office or upon delivery to it at a meeting of the directors or, if contained in electronic form, upon delivery to the address (if any) as may for the time being be notified by or on behalf of the Company for that purpose. Regulations 76 and 77 shall not apply and Regulation 81 shall be modified accordingly.

## **8 Proceedings of directors**

- 8 1 A director absent or intending to be absent from the United Kingdom may request that notices of directors' meetings shall during his absence be sent to him at such address (if any) as may for the time being be notified by him or on his behalf to the Company for that purpose, or sent in electronic form to such address (if any) as may for the time being be notified by him or on his behalf to the Company for that purpose, but in the absence of such a request it shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Regulation 88 shall be modified accordingly.
- 8 2 The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two except if there is one director only when the quorum shall be one. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum. A director who is also an alternate director, if that director's appointor is not present, shall be counted only once in identifying the number of directors for the purposes of the quorum for the transaction of the business of the directors. Regulation 89 shall not apply.
- 8 3 Any director may validly participate in a meeting of the board of directors of the Company or a committee of the directors by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and accordingly shall be counted in the quorum and be entitled to vote.
- 8 4 A resolution in writing shall be as valid and effective for all purposes as a resolution duly passed at a meeting of the directors or a committee of directors (as the case may be) where the resolution in writing is circulated to all the directors or members of the committee (as the case may be) and is executed by a majority of the directors for the time being entitled to receive notice of a meeting of the directors or by a majority of the members of the committee for the time being entitled to receive notice of a meeting of the committee. For this purpose:
  - (a) A resolution may be in hard copy form or electronic form sent to such address (if any) for the time being notified by the Company for that purpose and may consist of several copies in hard copy form or electronic form, each executed by one or more directors or members of the committee, or a combination of both,
  - (b) A resolution executed by an alternate director need not also be executed by that person's appointor, and
  - (c) A resolution executed by a director for whom an alternate director has been appointed need not be executed by the alternate director in that capacity.

Regulation 93 shall not apply. Regulation 92 shall apply to all acts done by such a resolution in writing as it does to acts done by a meeting of the directors.

8 5 A director shall be counted in the quorum for any meeting called to consider any resolution concerning a matter in which the director has an interest or duty. A director shall be entitled to vote on any resolution concerning a matter in which the director has an interest or duty. Regulations 94 to 96 (inclusive) shall not apply.

## **9 Accounts**

A member, subject to such conditions and regulations as the directors may determine having regard to any obligation binding upon the company to keep confidential information supplied to it by other persons, may inspect personally or by his agent at any time and from time to time any account or book or document of the Company (and take and retain copies thereof). Regulation 109 shall not apply.

## **10 Notices**

10 1 Any notice or other document required by these Articles to be sent or supplied to or by the Company (other than a notice calling a meeting of the directors) shall be contained in writing. Any such notice may be sent or supplied in any way in which the 2006 Act provides for documents or information to be sent or supplied by or to the Company for the purposes of the 2006 Act.

10 2 Anything sent to a member under these Articles may be sent to that member's address as registered in the register of members, unless the member and the Company have agreed that another method of communication is to be used and the member has supplied the Company with the information that it needs in order to be able to use that other means of communication. Anything sent to a director under these Articles may be sent to that director's address as registered in the register of directors, unless the director and the Company have agreed that another method of communication is to be used and the director has supplied the Company with the information that it needs in order to be able to use that other means of communication. Regulation 111 shall not apply.

10 3 Any notice or other document sent by the Company under these Articles which is delivered or left at a registered address otherwise than by post shall be deemed to have been received on the day it was so delivered or left. A notice or other document sent or supplied by the Company in electronic form shall be deemed to have been received at the time it is sent. A notice sent or supplied by means of a website shall be deemed to have been received by the intended recipient at the time when the material was first available on the website or, if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website. Regulation 115 shall be modified accordingly.

## **11 Indemnities**

Subject to the provisions of the Act and without prejudice to any indemnity to which a director may otherwise be entitled, every Director and other officer of the Company (other than any person (whether an officer or not) employed by the Company as auditor) shall be entitled to be indemnified out of the assets of the Company against any liability attaching to him in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company, provided that this Article shall be deemed not to provide for, or entitle any such person to, indemnification to the extent that it would cause this Article or any element of it to be treated as void under the Act. Regulation 118 shall not apply.

## **12 Meetings**

12 1 In this article "communication" and "electronic communication" shall bear the meanings set forth in the Electronic Communications Act 2000 or any statutory modification or re-enactment thereof.

12 2 A person in electronic communication with the chairman and with all other parties to a meeting of the directors or of a committee of the directors shall be regarded for all purposes as personally attending such a meeting provided that but only for so long as at such a

meeting he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by way of electronic communication

- 12 3        A meeting at which one or more of the directors attends by way of electronic communication is deemed to be held at such place as the directors shall at the said meeting resolve in the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the directors attending the meeting are physically present, or in default of such a majority, the place at which the chairman of the meeting is physically present