



---

COMPANY LIMITED BY SHARES

---

ARTICLES OF ASSOCIATION

of

APEX CREDIT MANAGEMENT FUNDING LIMITED (the "Company")

(Incorporated on 11 April 2008)

---

**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) references to Regulations are to Regulations in Table A,
- (b) references to the Act are to provisions of the Companies Act 1985 and the company law provisions of the Companies Acts 2006 from time to time in force,
- (c) the "1985 Act" means the Companies Act 1985 and the "2006 Act" means the Companies Act 2006,
- (d) the expressions "hard copy form", "electronic form", "electronic means" and "address" shall have the meaning given in the 2006 Act,
- (e) "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,
- (f) 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",
- (g) except as otherwise defined in Articles 1 2(d) - (f), 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,
- (h) 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
- (i) 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 Registered office**

The Company's registered office is to be situated in England and Wales

**3 Object of the Company**

The object of the Company is to carry on business as a general commercial company

**4 Powers of the Company**

Without prejudice to the generality of the foregoing, the Company has power to do all or any of the following things

- (a) to purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property,
- (b) to apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, 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,
- (c) to acquire or undertake 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, 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 agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received,
- (d) 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,
- (e) 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,
- (f) 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 of 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 without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid),

- (g) 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,
- (h) to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments,
- (i) to apply for, promote, and obtain any Act of Parliament of the United Kingdom order, or licence of the Department of Trade and Industry or successor thereof of the United Kingdom or other authority for enabling the Company to carry any of its objects into effect, 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,
- (j) 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,
- (k) 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,
- (l) 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,
- (m) to promote any other company for the purpose of acquiring the whole or any part of the business, property, 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,
- (n) 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,
- (o) to act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts,

- (p) to remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient,
- (q) to distribute among the Members of the Company in kind any property of the Company of whatever nature,
- (r) 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,
- (s) 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 any 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 dependents of such persons, to make payments towards insurance including insurance for any Director, officer or Auditor against any liability as is referred to in Section 310(1) of the Act, 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 dependents, 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 purchase schemes to be established or maintained,
- (t) subject to and in accordance with due compliance with the provisions of Sections 155 to 158 (inclusive) 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(1) and/or Section 151(2) of the Act,
- (u) to procure the Company to be registered or recognised in any part of the world,
- (v) 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, and
- (w) to do all such other things as may be deemed incidental or conducive to the attainment of the Company's object or of any of the powers given to it by the Act or by this clause

AND so that

- (i) 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, 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,

- (ii) the word "Company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere,
- (iii) in this clause the expression "the Act" means the Companies Act 1985, as amended, 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

## **5 Share capital**

5 1 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

5 2 The Company's share capital is £2 divided into 2 shares of £1 each

## **6 Limited liability of Members**

The liability of the Members is limited

## **7 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

## **8 Transfer**

8 1 Subject to Article 8 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

8 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, 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

## **9 General meetings**

9 1 Notice of any general meeting need not be given to the directors in their capacity as such Regulation 38 shall be modified accordingly

9 2 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 3 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"

## **10 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

## **11 Appointment and removal of directors**

11 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. The provisions of Regulations 76 and 77 shall not apply to appointments made under this Article 11 1 and Regulation 81 shall be modified accordingly.

11 2 The directors shall not be subject to retirement by rotation or to reappointment at the annual general meeting following appointment by the directors. Regulations 73 to 75 and 80, and the second and third sentences of Regulation 79, shall not apply and references in any other Regulation to directors retiring by rotation shall be disregarded.

## **12 Proceedings of directors**

12 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.

12 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.

12 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

- 12 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

- 12 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

### 13 **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

### 14 **Notices**

- 14 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

- 14 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 be 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

- 14 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.

## **15 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.

## **16 Meetings**

- 16.1 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.
- 16.2 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.
- 16.3 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.