

No. 006683845

To all the members of Connect Plus (M25) Limited


Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 and to a board resolution passed on or around today's date, the directors of the Company propose the following resolution which is proposed as a special resolution.

CONNECT PLUS (M25) LIMITED (THE "COMPANY")

WRITTEN RESOLUTION

We, the undersigned, being all the members of the Company who at the circulation date of this resolution (as defined in section 290 of the Companies Act 2006 (the "**Circulation Date**")) would have been entitled to vote on this resolution, hereby agree, pursuant to Chapter 2, Part 13 of the Companies Act 2006, and to section 288 of the Companies Act 2006 that the passing of the following resolution (which would otherwise be required to be passed as a special resolution) by way of written resolution be approved:

THAT new articles of association in the form contained in the draft articles of association attached to this resolution and initialled by the sole member for the purposes of identification be adopted as the articles of association of the Company in substitution for and to the exclusion of all previous articles of association.


for and on behalf of
Connect Plus (M25) Holdings Limited

Date: 18 May May 2009

THURSDAY



A14 *A9WPHAMH* 313
11/06/2009
COMPANIES HOUSE

NOTES

1. To signify your agreement to this resolution, please sign and date this document where indicated above and return it to the Company using one of the following methods:

By Hand: delivering the signed copy to the Company at its registered office.

Post: returning the signed copy by post to the Company at its registered office.

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to the company secretary. Please enter "Written resolution dated [*circulation date*]" in the e-mail subject box.

2. Once you have indicated your agreement to the resolution, you may not revoke your agreement.
3. If the resolution is not passed by the end of the period of 28 days beginning with the Circulation Date, it will lapse.

Company Number 06683845

COMPANIES ACT 1985 to 2006
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

CONNECT PLUS (M25) LIMITED

(adopted by special resolution passed on 18 May 2009)

18 May 2009

COMPANIES ACT 1985 to 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

CONNECT PLUS (M25) LIMITED

(adopted by special resolution passed on 18 May 2009)

PRELIMINARY

1 In these Articles:

Act means the provisions of the Companies Act 1985, including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force;

Article means the appropriate section of these Articles;

Chairman means the chairman of the board of the Company;

Regulation means the appropriate regulation from Table A; and

Table A means Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 2007 and the Companies (Tables A to F) (Amendment) (No. 2) Regulations 2007.

2 The Company is a private company. The regulations contained in Table A, save insofar as they are excluded or varied hereby, and the Articles hereinafter contained shall constitute the regulations of the Company. Regulations 2, 3, 24, 25, 26, 40, 64 to 69 (inclusive), 73 to 81 (inclusive), 89 to 91 (inclusive), 94, 95, 96, 101 and 118 of Table A shall not apply to the Company.

3 To the extent that any of the provisions of these Articles conflict with the provisions of Table A, these Articles shall prevail.

SHARES

4 Share Capital

- 4.1 The share capital of the Company at the date of the adoption of these Articles is 1000 shares of £1 each.
- 4.2 The share capital of the Company shall not be increased and no unissued shares may be allotted or issued unless with the consent in writing of the sole member of the Company.

5 Lien

- 5.1 The lien conferred by Regulation 8 shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company whether he is the sole registered holder thereof or one of two or more joint holders.
- 5.2 Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution and Regulation 8 of Table A shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

- 6 No business shall be transacted at any general meeting unless a quorum is present at the commencement and throughout the whole of the meeting. The sole member present in person or by proxy or by authorised representative, shall be a quorum for all purposes. In Regulation 62, the words "not less than 48 hours" and "not less than 24 hours" shall be deleted.
- 7 The following words are to be added at the end of Regulation 41: "and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall stand dissolved".
- 8 It shall be necessary to give any notice of an adjourned meeting and Regulation 45 shall be construed accordingly.
- 9 A poll may be demanded by any member present in person or by proxy and Regulation 46 shall be modified accordingly.

DIRECTORS

10 Appointment

- 10.1 The board of directors shall be constituted of such directors as are appointed to the board of directors under these Articles.
- 10.2 The sole member shall be entitled to appoint and/or replace three executive directors ("Executive Directors"), a chief executive ("Chief Executive") and a chairman ("Chairman"). In addition, the sole member shall be entitled to appoint four further directors of the Company (herein referred to as "Nominated Director") and to remove any such director and to make all necessary appointments to fill any vacancy howsoever and whensoever arising. Every such appointment or removal shall be

effected by notice in writing deposited at the registered office of the Company and where such notice relates to Nominated Directors and shall be signed by the sole member.

- 10.3 Any Nominated Director appointed pursuant to this Article 10 shall be at liberty from time to time to make such disclosures to the shareholder (and where such shareholder is a corporation to its holding company or any of the subsidiary companies of such holding company) which appointed him as to the business and affairs of the Company as he shall in his absolute discretion determine.
- 10.4 Except in the manner provided by this Article 10 no person shall be appointed to fill any vacancy occurring in the office of director and neither the Company in general meeting nor the directors shall have the power to fill any such vacancy.
- 11 A director need not hold any shares of the Company to qualify him as a director but he shall be entitled to receive notice of and attend and speak at all general meetings of the Company and at all separate general meetings of the holders of shares in the capital of the Company.
- 12 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 and to issue debentures, debenture stock and other securities as security for any debt, liability or obligation of the Company or of any third party.
- 13 A director is not entitled to vote as a director at a board meeting or form part of the quorum in regard to any contract or arrangement in which he is interested but if on declaring such interest he is permitted to vote by the board (and he shall be authorised to vote on any matter which relates to a company within the same group as the member appointing him), and he does so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration (save where the director votes against a resolution to enforce the Company's rights under such contract or arrangement). However, the interested director shall not count in the quorum or be permitted to vote on any resolution of the board entitling him to vote.
- 14 **Directors' Powers to Authorise Conflicts of Interest**
- 14.1 The directors (and such expression shall also cover their alternates in this Article 14) may, in accordance with the requirements set out in this article, authorise any matter proposed to them by any director which would, if not authorised, involve a director breaching his duty under section 175 of the Companies Act 2006 to avoid conflicts of interest ("**Conflict**").
- 14.2 Any authorisation under this article will be effective only if:
- 14.2.1 the matter in question shall have been proposed by any director for consideration at a meeting of directors in the same way that any other matter shall be proposed to the directors under the provisions of these articles or in such other manner as the directors may determine;

- 14.2.2 any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question; and
 - 14.2.3 the matter was agreed to without his voting or would have been agreed to if his vote had not been counted.
- 14.3 Any authorisation of a Conflict under this article may (whether at the time of giving the authorisation or subsequently):
- 14.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised;
 - 14.3.2 be subject to such terms and for such duration, or impose such limits or conditions as the directors may determine;
 - 14.3.3 be terminated or varied by the directors at any time.
- This will not affect anything done by the director prior to such termination or variation in accordance with the terms of the authorisation.
- 14.4 In authorising a Conflict the directors may decide (whether at the time of giving the authorisation or subsequently) that if a director has obtained any information through his involvement in the Conflict otherwise than as a director of the Company and in respect of which he owes a duty of confidentiality to another person the director is under no obligation to:
- 14.4.1 disclose such information to the directors or to any director or other officer or employee of the Company;
 - 14.4.2 use or apply any such information in performing his duties as a director;
- where to do so would amount to a breach of that confidence.
- 14.5 Where the directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authorisation or subsequently) that the director:
- 14.5.1 is excluded from discussions (whether at meetings of directors or otherwise) related to the Conflict;
 - 14.5.2 is not given any documents or other information relating to the Conflict;
 - 14.5.3 may or may not vote (or may or may not be counted in the quorum) at any future meeting of directors in relation to any resolution relating to the Conflict.
- 14.6 Where the directors authorise a Conflict:
- 14.6.1 the director will be obliged to conduct himself in accordance with any terms imposed by the directors in relation to the Conflict;
 - 14.6.2 the director will not infringe any duty he owes to the Company by virtue of sections 171 to 177 of the Companies Act 2006 provided he acts in accordance with such terms,

limits and conditions (if any) as the directors impose in respect of its authorisation.

14.7 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

15 Not used.

16 Alternate Directors

16.1 Any member may by notice in writing appoint any other person or persons to be an alternate director for a Nominated Director. The Executive Directors and the Chief Executive may by notice in writing appoint any other person or persons to be an alternate director for them. Every such alternate director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notices of all meetings of the directors he is expecting to attend as an alternate and, in the absence from the board of the director appointing him, to attend and vote at meetings of the directors and to exercise all the powers, rights, duties and authorities of the director appointing him. A member (in the case of Nominated Directors) or appointing director (in the case of the Executive Directors and the Chief Executive as the case may be) may at any time revoke the appointment of an alternate director appointed by him and appoint another person in his place, and if a director shall die or cease to hold the office of director the appointment of his alternate shall thereupon cease and determine. An alternate director shall not be counted in reckoning the maximum number of directors allowed by the articles of association for the time being. A director, acting as alternate, shall have one vote at meetings of directors for each director for whom he acts as alternate (and Regulation 88 shall be modified accordingly).

16.2 Every person acting as an alternate director shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the director appointing him. The remuneration of any such alternate director shall be payable out of the remuneration payable to the director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate and the director appointing him.

17 Chairman of the Board

The Chairman shall not have a vote at any board meeting and Regulation 88 shall be modified accordingly.

18 Proceedings of Directors

- 18.1 Meetings of the board shall be held at such times as the board shall determine but in any event shall be held at least six times per year.
- 18.2 A meeting of the directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the directors.
- 18.3 The quorum for board meetings shall be at least seven, being at least three Executive Directors and four Nominated Directors. The Chairman shall not be required to form a quorum.
- 18.4 If a scheduled board meeting is not quorate within 45 minutes of its commencement then the board meeting shall be re-convened 5 business days later at the same time and place and the quorum for such re-convened meeting shall be any six directors.
- 18.5 An alternate director who is not himself a director may, if his appointer is not present, be counted towards the quorum.
- 18.6 A meeting of the directors may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able:
- 18.6.1 to hear each of the other participating directors address the meeting; and
 - 18.6.2 if he so wishes, to address all of the other participating directors simultaneously;
- whether directly, by conference telephone or by any other form of communications equipment (whether in use at the time this Article is adopted or developed subsequently) or by a combination of such methods. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in the quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the Chairman of the meeting is then present.
- 18.7 Questions arising at any duly convened and quorate meeting of directors shall be determined by at least six votes of the directors present and entitled to vote and Regulation 88 shall be modified accordingly.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

- 19 Any one of the directors or the secretary for the time being of any corporation which is a member of the Company, or any other person appointed by resolution of the directors or other governing body of such corporation, may (subject to the articles of association of that corporation) act as its representative at any meeting of the Company or any class of members of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

INDEMNITY

20 Indemnity for Directors/Officers

20.1 Every director or other officer (other than the auditors) of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal or in connection with any application under section 144 of the Companies Act 1985 or section 1157 of the Companies Act 2006, in which relief is granted to him by the court, and no director or other officer (other than the auditors) shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto.

20.2 The directors shall have the power to purchase and maintain for any director or officer (other than the auditors) of the Company insurance against any such liability as is referred to in section 232(2) of the Companies Act 2006.