

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 06962544

The Registrar of Companies for England and Wales hereby certifies that
ABSOLUTELY DESIGN LTD

is this day incorporated under the Companies Act 1985 as a
private company and that the company is limited.

Given at Companies House on 15th July 2009



N06962544N



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

The above information was communicated in non-legible form and authenticated by the
Registrar of Companies under section 710A of the Companies Act 1985



Companies House

— for the record —

Electronic statement of compliance
with requirements on application
for registration of a company
pursuant to section 12(3A) of the
Companies Act 1985

Company number

6962544

Company name

ABSOLUTELY DESIGN LTD

I,

NICK BUCKLAND

of

**2 FLAMBOROUGH CLOSE
LOWER EARLEY
READING
BERKSHIRE
UK
RG6 3XB**

a

person named as a director of the company in the
statement delivered to the registrar of companies
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section
12(3A) of the Companies Act 1985

Statement:

I hereby state that all the requirements of the
Companies Act 1985 in respect of the registration of
the above company and of matters precedent and
incidental to it have been complied with.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies
electronically and authenticated in accordance with the registrar's
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to
criminal prosecution



Companies House
— for the record —

10(ef)

**First directors and secretary and
intended situation
of registered office**

Received for filing in Electronic Format on the: **14/07/2009**



XTXD1BJV

*Company Name
in full:* **ABSOLUTELY DESIGN LTD**

*Proposed Registered
Office:* **97 THE HAWTHORNS
CHARVIL
READING
BERKSHIRE
UK
RG10 9TT**

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **BATEMAN AMANDA**

Agent's Address: **12 CLIFTON PARK ROAD
CAVERSHAM
READING
BERKSHIRE
UK**

Director 1:

Name **MR NICK BUCKLAND**

Address: **2 FLAMBOROUGH CLOSE
LOWER EARLEY
READING
BERKSHIRE
UK
RG6 3XB**

Nationality: **BRITISH**

Business occupation: **DIRECTOR**

Date of birth: **27/06/1974**

Consented to Act: **Y** *Date Authorised:* **15/07/2009** *Authenticated:* **YES**

Director 2:

Name **MR CHRISTOPHER NICOLAOU**

Address: **97 THE HAWTHORNS
CHARVIL
READING
BERKSHIRE
UK
RG10 9TT**

Nationality: **BRITISH**

Business occupation: **DIRECTOR**

Date of birth: **03/02/1975**

Consented to Act: **Y** *Date Authorised:* **15/07/2009** *Authenticated:* **YES**

Authorisation

Authoriser Designation: **agent**

Date Authorised: **14/07/2009**

Authenticated: **Yes**

The Companies Acts 1985-2006
Company Limited by Shares

MEMORANDUM OF ASSOCIATION OF

Absolutely Design Ltd

1. The name of the Company is Absolutely Design Ltd
2. The Registered Office of the Company will be situate in England & Wales.
3. (A) The objects for which the Company is established are:-
 - (i) To carry on all or any of the businesses of general merchants and traders, cash and credit traders, manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers, and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors and shippers of and dealers in all products, goods, wares, merchandise and produce of every description, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers either on the Company's own account or otherwise, printers and publishers; haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds; and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable.
 - (ii) To act as a general commercial trading company.
- (B) To carry on any other trade or business that can, in the opinion of the Board of Directors, be advantageously carried on by the Company.
- (C) To acquire by purchase, lease, exchange, hire or otherwise, or to hold for any estate or interest, any land, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business.
- (D) To erect, alter or to maintain any buildings, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To acquire by subscription or otherwise and hold, sell, deal with or dispose of any Shares, Stock, Debentures, Debenture Stocks, or other Securities of any kind whatsoever, guaranteed by any company constituted or carrying on business in any part of the world and Debentures, Debenture Stock and other Securities of any kind guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.

(F) To borrow or receive money on deposit either without security or secured by debenture, debenture stock (perpetual or terminable), mortgage or other security charged on the undertaking or on all or any of the assets of the Company including uncalled capital, and to generally act as bankers.

(G) To guarantee support and/or secure with or without consideration the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any company or person and in particular (but without prejudice to the generality of the foregoing) of any company which is, for the time being, the Company's holding company as defined by Section 736 of the Companies Act 1985 or another subsidiary, as defined by the said section of the Company's holding company or otherwise associated with the Company in business and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without consideration to mortgage or charge the undertaking and all or any of the real and personal property and assets present or future, to issue debentures and debenture stock and collateral or further to secure any securities of the Company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.

(H) To lend with or without security, and to invest money of the Company upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the shares, stocks, or securities of any company of or in which this Company is a member or is otherwise interested, and generally as the Directors think fit.

(I) To apply for, purchase or otherwise acquire and hold or use any patents, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.

(J) To take part in the formation, management, supervision or control of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any directors, accountants, consultants, experts or agents.

(K) To employ experts, consultants, and valuers to investigate and examine the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights.

(L) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or the interests of this Company and to acquire, hold or dispose of shares, stocks, or securities issued by or any other obligations of any such company.

(M) To draw, accept and negotiate promissory notes, bills of exchange and other negotiable instruments.

(N) To invest and deal with the monies of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.

(O) To pay for any property or rights acquired by the Company either in cash or by the issue of fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine

(P) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation or partly in one mode and partly in another, and generally on

such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(Q) To enter into arrangements for joint working in business or to amalgamate with or enter into any partnership or arrangement for sharing profits, union of interest, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company.

(R) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.

(S) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(T) To provide for the welfare of persons employed or formerly employed by the Company and to grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependants.

(U) To subscribe to or otherwise aid the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.

(V) To distribute in specie assets of the Company properly distributable amongst the members, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(W) To do all or any of the things hereinbefore authorised, either alone or in conjunction with others, or as factors, trustees or agents for others, or by or through factors, trustees or agents.

(X) To do all such other things as are incidental to or which the Company may think conducive with the above objects or any of them.

AND so that:-

(1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects 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.

(2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate company.

(3) 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.

(4) 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.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £1,000.00 divided into 1000 Ordinary shares of £1.00 each.

We, the subscribers whose names and addresses are subscribed hereafter are desirous of being formed into a Company in pursuance of this Memorandum of Association and we agree to take the number of shares in the Capital of the Company set opposite our name.

Name, Address and Description
of the Subscribers

Number of Shares taken
by the Subscribers

Nick Buckland
2 Flamborough Close
Lower Earley
Reading
Berkshire
RG6 3XB
UK

Total number of shares taken: 1

Christopher Nicolaou
97 The Hawthorns
Charvil
Reading
Berkshire
RG10 9TT
UK

Total number of shares taken: 1

Dated this 14th July 2009

The Companies Acts 1985-2006
Company Limited by Shares

ARTICLES OF ASSOCIATION OF

Absolutely Design Ltd

1 INTRODUCTORY

- 1.1 The Articles of Association of the Company shall comprise the regulations contained or incorporated in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended at the date of adoption of this document) (Table A), together with, and except as excluded or varied by, or inconsistent with, the paragraphs set out in this document, to the exclusion of all previous articles of the Company and to the exclusion of any regulations contained in any other statute or subordinate legislation which might otherwise apply.
- 1.2 Words and expressions defined in Table A shall, except where the context otherwise requires, have the same meaning when used in this document.
- 1.3 The words “or in the document adopting the same” shall be inserted after the words “in these regulations” in the last paragraph of regulation 1 in Table A and the words “and any reference to any statutory provision shall (except as provided above in relation to the meaning of words and expressions) be to that provision as in force from time to time” shall be inserted at the end of that regulation.
- 1.4 In these articles:
- 1.4.1 reference to the amount “paid up” on a share shall be to the amount of the nominal value paid up on that share and shall exclude any premium paid or payable, provided that a share issued at a premium shall not be regarded as a “fully paid” share until the full amount of the premium payable has been paid;
- 1.4.2 the expression the “Controlling Shareholder” means the holder for the time being of more than one half in nominal value of the issued ordinary share capital of the Company;
- 1.4.3 references to “writing” and “written” shall include all forms of representing words in a legible, non-transitory, form (including but not limited to a photocopy or facsimile print out); and
- 1.4.4 a corporate body represented at any meeting by its duly authorised representative shall be deemed to be present in person at that meeting.

2 SHARE CAPITAL

- 2.1 During any period when there is a Controlling Shareholder of the Company, no share or beneficial interest in a share shall be issued or allotted to any person other than the Controlling Shareholder or some other person expressly approved by the Controlling Shareholder in writing, but subject to that, all the unissued shares for the time being in the capital of the Company shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons, at such times and on such terms and conditions as they think proper, subject to Section 80 of the Act and provided that no share shall be issued at a discount.
- 2.2 The Directors are authorised, for the purposes of Section 80 of the Act, to allot and issue relevant securities (as defined in Section 80(2) of the Act) up to an aggregate nominal value of the authorised but unissued capital as at the date of the adoption of these Articles. This authority shall expire on the day before the fifth anniversary of the date on which the resolution adopting this document was passed, unless previously revoked or varied by the Company in general meeting or by written resolution. The Directors shall be entitled, pursuant to the foregoing authority or any renewal or variation of such authority, to make at any time prior to its expiry any offer or agreement which would or might require relevant securities to be allotted after such expiry and to allot relevant securities pursuant to any such offer or agreement.
- 2.3 The provisions of Sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company.

3 TRANSFER OF SHARES

- 3.1 The Directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of any share in the capital of the Company, whether fully or partly paid, provided that the Directors shall be obliged to register any transfer of shares made to, or by, or with the express written consent of, the Controlling Shareholder (if any), or expressly required or permitted by the articles.
- 3.2 In its application to the Company, regulation 24 of Table A shall be modified by the deletion of the first sentence and by substitution of the words “The Directors may” for “They may also” at the beginning of the second sentence and that regulation shall be read subject to the proviso to the foregoing sentence of this paragraph.

4 NOTICE OF GENERAL MEETINGS

- 4.1 Regulation 36 shall not apply to the Company, and in its application to the Company, all regulations of Table A which refer to “extraordinary general meetings” shall be modified to refer to “general meetings”.
- 4.2 The Directors may, and shall on the requisition of any member, call a general meeting of the Company. In its application to the Company, regulation 37 of Table A shall be modified accordingly.

- 4.3 In its application to the Company, regulation 38 of Table A shall be modified (i) by deleting the words “and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director”, (ii) by replacing the words “ninety-five” with “ninety” and (iii) by inserting the words “known by the Directors to be” after the words “to all persons” in the final sentence.

5 PROCEEDINGS AT GENERAL MEETINGS

- 5.1 No business shall be transacted at any general meeting unless a quorum of members is present. The Controlling Shareholder (when there is a Controlling Shareholder) or, when there is no Controlling Shareholder, any two members (not being members registered as joint holders of any shares), present in person or by proxy shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting. Regulation 40 of Table A shall not apply to the Company.

- 5.2 If half an hour (or such longer period as those present may agree to wait) after the time appointed for any general meeting, or after the time when a general meeting, having commenced, is adjourned, a quorum is not present, the meeting shall be dissolved and shall not be adjourned or further adjourned. In its application to the Company, regulation 41 of Table A shall be modified accordingly.

- 5.3 A poll demanded on any matter at any general meeting shall, unless all the members present otherwise agree, be held immediately. Regulations 51 and 52 of Table A shall not apply to the Company.

6 PROXIES

- 6.1 The form of appointment of a proxy shall be in writing, signed by the member making the appointment (or a person duly authorised on his behalf) and may be in any common form or any other form approved by the Directors. Any such proxy shall (unless the form of appointment expressly otherwise provides) be deemed authorised to attend the meeting to which the form relates and any adjournment of it and to vote as the proxy sees fit on any matter properly raised at the meeting, whether or not included in any notice of it, including any amendment to any resolution proposed at the meeting. Regulations 60 and 61 of Table A shall not apply to the Company.

- 6.2 In its application to the Company regulation 62 of Table A shall be modified by inserting after paragraph (c) the following words: “or, (d) be delivered at the meeting or the adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, at the place where the poll is being taken, to the Chairman or to any Director or, in the case of a poll, to the scrutineer”.

DIRECTORS

- 7.1 The minimum number of Directors of the Company shall be one and accordingly, in its application to the Company, regulation 64 of Table A shall be modified by the deletion of the word “two” and substitution of the word “one”. If the minimum number of Directors is increased to more than one then if and for as long as there are fewer than that minimum number in office, those Directors may act (if and to the extent that they are otherwise permitted to do so by the articles) only to appoint sufficient additional Directors to satisfy the minimum requirement or to convene a general meeting of the Company. For the avoidance of doubt, if at any time the Company has no Directors, any member of the Company may convene a general meeting at which to consider the appointment of one or more Directors (as provided by regulation 37 of Table A).
- 7.2 The Controlling Shareholder (if any) shall have the right at any time and from time to time to appoint one or more persons to be a Director or Directors of the Company. Any such appointment shall be effected by notice in writing signed by or on behalf of the Controlling Shareholder and shall be effective upon delivery at the office or at a meeting of the Directors (including a meeting at which a quorum is not present until such appointment). The Controlling Shareholder may in the same manner at any time and from time to time remove from office any Director (whether or not appointed by it). This power is in addition to, and not limited by, regulation 78 of Table A.

ALTERNATE DIRECTORS

- 8.1 A Director may appoint any person willing to act, including another Director, to act as his alternate director and accordingly, in its application to the Company, regulation 65 of Table A shall be modified by the deletion of the words “approved by resolution of the Directors and”.
- 8.2 Any appointment or removal of an alternate director may be made by notice given by the Director making the appointment or removal in writing and delivered to the office or at a meeting of the Directors (including a meeting at which until the appointment of the alternate a quorum is not present), or in any other manner approved by the Directors. Regulation 68 of Table A shall not apply to the Company.
- 8.3 An alternate director shall cease to hold office as such on the occurrence of any event which, if he were a Director, would require him to vacate office as a director.
- 8.4 A person acting as alternate director for more than one Director and/or as a Director in his own right at any meeting of the Directors or committee of Directors shall have one vote for each such Director (as well as his own vote if he is a Director) and he may exercise those votes in different directions on the same matter. For the purposes of determining whether a quorum is present at any such meeting, the Director(s) for whom the alternate director is acting shall (in addition to the alternate Director himself if a Director) be counted towards the quorum as if they were physically present.

- 8.5 An alternate director who is not also a Director in his own right shall not himself be regarded as a Director for the purposes of the articles, but he shall be entitled to be interested in transactions with the Company and to be paid his expenses (but not remuneration, unless otherwise agreed by the Directors) and to be indemnified by the Company and to benefit from any policy of insurance as if he were a Director. He shall be responsible for his own acts and omissions and shall not be treated as the agent of his appointor. Regulation 69 of Table A shall not apply to the Company.

9 RETIREMENT OF DIRECTORS

- 9.1 There shall be no requirement for the Directors to retire by rotation and accordingly:

- 9.1.1 regulations 73 to 77 (inclusive) and 80 of Table A shall not apply to the Company;

- 9.1.2 in its application to the Company, regulation 78 of Table A shall be modified by the deletion of the words “Subject as aforesaid...” and “... and may also determine the rotation in which any additional Directors are to retire”;

- 9.1.3 in its application to the Company, regulation 79 of Table A shall be modified by the deletion of the second and third sentences;

- 9.1.4 in its application to the Company, regulation 84 of Table A shall be modified by the deletion of the final sentence; and

- 9.1.5 any other reference in Table A to retirement of directors by rotation shall be ignored.

- 9.2 In its application to the Company, regulation 81 of Table A shall be modified by the addition of the following paragraph:

“(f) he is removed from office under any express power provided in the articles.”

- 9.3 A person may be appointed and hold office as a Director whatever his age and no Director shall be required to retire from office solely by virtue of having reached the age of 70 or any other age.

- 9.4 The ceasing of a Director to hold office as such shall not automatically terminate any contract of service between him and the Company and the third sentence of regulation 84 of Table A shall accordingly not apply to the Company.

10 PROCEEDINGS OF DIRECTORS

- 10.1 The quorum for the transaction of business of the Directors shall be two unless there is only one Director in office, in which event (and provided the minimum number of Directors required by the articles is not more than one) the sole Director shall be a quorum and shall constitute a valid meeting.

Accordingly, in its application to the Company, the first sentence of regulation 89 of Table A shall not apply.

- 10.2 If half an hour (or such longer period as those present may agree to wait) after the time appointed for any meeting of the Directors, or after the time when a meeting of the Directors, having commenced, is adjourned, a quorum is not present, the meeting shall be dissolved and shall not be adjourned or further adjourned.
- 10.3 In its application to the Company, regulation 92 of Table A shall be amended by inserting the words “, or that the meeting had not been validly convened or held in accordance with the articles” before the words “be as valid”.
- 10.4 A Director or alternate director may vote at a meeting of the Directors, and form part of a quorum present at that meeting, in relation to any matter in which he has, directly or indirectly, an interest or duty which conflicts or which may conflict with the interests of the Company, provided that he has previously disclosed the nature of such duty or interest to the Directors. The provisions of regulation 86 of Table A shall be taken to apply equally to any disclosure to be made under the provisions of this paragraph. Regulations 94 to 98 (inclusive) of Table A shall not apply to the Company.
- 10.5 References in the articles to “the Directors” in relation to any power, right, authority or obligation shall be to the Directors (or their alternates) acting as a board in accordance with the articles.
- 10.6 The words “and (c) of recording all resolutions in writing of the Company or of the directors” shall be inserted at the end of regulation 100 of Table A.

11 EXECUTION OF DOCUMENTS

- 11.1 In its application to the Company, Regulation 101 of Table A shall be modified by the addition of the following sentence: “Any document expressed to be executed by the Company and signed by two Directors, or one Director and the Secretary, or by any other two persons, or by one Director whose signature is attested by a witness, in each case by the authority of the Directors or of a committee authorised by the Directors, shall (so far as permitted by law) have effect as if executed by affixing the seal.”
- 11.2 Nothing in the articles shall require the Company to have a seal, and any reference in the articles to the seal being affixed to any document shall include signature by two Directors, or by one Director and the Secretary, or by any other two persons, or by one Director whose signature is attested by a witness, in each case with the authority of the Directors or a committee authorised by the Directors, whether the Company has a seal or not.

12 DIVIDENDS

All dividends paid to the holders of Ordinary Shares in the Company shall be paid in proportion to the numbers of Ordinary Shares held by them respectively, irrespective of the amounts paid up or credited as paid up on

those shares. In its application to the Company, Regulation 104 of Table A shall be modified accordingly.

13 NOTICES

Notice shall be given to a shareholder or director who, or whose registered address, is outside the United Kingdom and no provision of Table A to the contrary shall apply.

14 WINDING UP

In its application to the Company, regulation 117 of Table A shall be modified by the insertion of the words “with the like sanction” immediately before the words “determine how the division”.

15 INDEMNITY

15.1 The Company may (except, and to the extent, it would be unlawful to do so):

15.1.1 indemnify any Director or other officer (except the auditors) from and against any liability incurred by him or them arising from their office as such, or in the course of their employment by, or the provision of services to, the Company or otherwise in relation to the Company, including, but not limited to, any sum awarded against any such officer in damages and the cost of legal and other professional advice in connection with any such liability, or potential or alleged liability, but excluding any liability of the officer to the Company or to an “associated company” (being any subsidiary or holding company of the Company, or any subsidiary of any such holding company), any fine or penalty imposed in criminal proceedings, or by a regulatory authority for breach of any regulatory requirement, or any liability incurred in defending any criminal proceedings in which he is convicted, or any civil proceedings brought by the Company or an associated company in which judgment is given against him (except where such conviction or judgment is reversed on appeal);

15.1.2 if so resolved by the Directors, indemnify any auditor of the Company against any liability incurred by him in defending any proceedings (whether civil or criminal) in which judgement is given in his favour or he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court; and

15.1.3 maintain and pay for insurance against any liability which any such officer or any auditor of the Company may incur in relation to the Company.

15.2 Regulation 118 in Table A shall not apply to the Company.

16 REMOTE PARTICIPATION IN MEETINGS

Any person qualified to attend a meeting (whether of Directors or members) may participate in the meeting by means of communications equipment which allows him and all the other participants to hear each other and each such person shall be deemed to be present in person at such meeting and shall

be counted towards the quorum and, on any vote taken on a show of hands at such meeting, such person shall be deemed to have to cast his vote in the manner in which he confirms orally that his vote is being cast.

Name, Address and Description
of the Subscribers

Nick Buckland
2 Flamborough Close
Lower Earley
Reading
Berkshire
RG6 3XB
UK

Total number of shares taken: 1

Christopher Nicolaou
97 The Hawthorns
Charvil
Reading
Berkshire
RG10 9TT
UK

Total number of shares taken: 1

Dated this 14th July 2009