

THE COMPANIES ACTS 1985 to 1989
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
H.F.C.HOLDINGS LIMITED

A handwritten signature or mark, possibly a stylized 'P' or 'R', located in the bottom right corner of the page.

Adopted by Special Resolution dated 31st July 2006

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

H.F.C.HOLDINGS LIMITED

Name changed from WJB (249) Limited by Special Resolution dated 5th July 1991

(adopted by Special Resolution dated 31st July 2006)

PRELIMINARY

1. Subject as hereinafter provided by Regulations contained in or made applicable by Table A in The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter referred to as Table A) shall apply to the Company.

INTERPRETATION

2. In these Articles the words "written" and "writing" shall, unless the contrary intention appears, be construed as including references to printing and other modes of representing or reproducing words in a visible form and shall include any document sent by telex, facsimile or other similar means of transmission.

MODIFICATIONS

3. In Regulation 1 of Table A the following words shall be inserted after the word "Regulations" in line 1 thereof:- "and in any Articles which have adopted the same". The Regulations numbered 3, 24, 35, 64, 73 to 80 inclusive, 94 to 98 inclusive, 101 and 118 of Table A shall not apply to the Company.

SHARE CAPITAL

4.
 - (a) The authorised share capital of the Company as at the date of adoption of this article 4 is £4,350,000 divided into 3,850,000 ordinary shares of £1 each and 500,000 A shares of £1 each (the "**A Shares**");
 - (b) The holders of the A Shares shall, by virtue of and in respect of their holdings of the A Shares, have the right to receive notice of, attend, speak and vote at a General Meeting of the Company only if a resolution is to be proposed abrogating, varying or modifying any of the rights or privileges of the holders of the A Shares (in which case they shall only be entitled to vote on such resolution).
 - (c) Except in the circumstances set out above, the holders of the A Shares shall not have the right to receiving notice of, attend, speak or vote at any General Meeting of the Company.
 - (d) Whenever the holders of the A Shares are entitled to vote on a resolution at a General Meeting of the Company, on a show of hands, every such holder who is present in person or (being a corporation) by a representative shall have one vote and, on a poll, every such holder who is present in person or by proxy shall have one vote in respect of each fully-paid A Share registered in the name of such holder.

- (e) As to income, each A Share shall confer upon the holder thereof the right to receive in priority to any other payment by way of dividend of the Company (exclusive of any imputed tax credit available to shareholders) a cumulative preferential dividend (the "**Preferential Dividend**") in respect of each financial year of the Company of:
- (i) nil, unless the Company shall have attained Net Profits (as defined below) in the relevant financial year of £500,000 or more;
 - (ii) (5% x the Net Profits in the relevant financial year of £500,000 or more but less than £750,000) divided by the number of A Shares; plus
 - (iii) (3% x the Net Profits in the relevant financial year of £750,000 or more but less than £1,000,000) divided by the number of A Shares; plus
 - (iv) (1% x the Net Profits in the relevant financial year of £1,000,000 or more but less than £9,000,000) divided by the number of A Shares; and no further Preferential Dividend shall be payable on the A Shares if the Net Profits in the relevant financial year are equal to or greater than £9,000,000.
- (f) For the purposes of Article 4(e) "**Net Profits**" shall mean the net profits of the Company as shown in the audited profit and loss account of the Company for the relevant financial year before:
- (i) any payment or provision is made for any dividend on any share in the capital of the Company or for any other distribution or for the transfer of any sum to reserve and before making any provision for writing off goodwill or charging or crediting extraordinary items; and
- (g) Subject to Part VIII of the Companies Act 1985, the Preferential Dividend shall be paid within 6 months of the date on which the relevant accounts are laid before the Company in general meeting.
- (h) The A Shares do not confer any further right to participate in the profits of the Company.
- (i) On a return of capital on winding up or otherwise (other than on a redemption or purchase of shares) the assets of the Company available for distribution among the members of the Company shall be applied in the following order:
- (i) in paying to the holder of each A Share the amount of any unpaid Preferential Dividend in relation to such A Share; then
 - (ii) in paying to the holder of each ordinary share the nominal amount of the ordinary share; then
 - (iii) in paying to the holder of each A Share the nominal amount of the A Share; then
 - (iv) in paying to the holder of each ordinary share and the holder of each A Share (each ordinary share and A Share ranking equally for this purpose) additional amounts such that the aggregate amount received by the holders of A Shares under this article 4(i) shall have reached £4,500,000; then
 - (v) in paying the remainder to the ordinary shareholders, pro rata to the number of the ordinary shares held.
- (j) The A Shares do not confer any further right to participate in the assets of the Company available for distribution among members of the Company.
- (k) A Shares may only be issued fully paid or credited as fully paid.

ALLOTMENT OF SHARES

5. The Directors are unconditionally authorised, for the purposes of Section 80 of the Companies Act 1985 ("the Act"), to allot any unissued shares of the Company up to the total amount of the authorised share capital for the time being remaining unissued on such terms and to such persons as they may in their sole discretion determine, at any time or times during the period of five years from the date of adoption of these Articles; provided that the Company is authorised to make an offer or agreement during the said five year period which may require shares to be allotted after the expiry of the period. The pre-emption provisions of Sections 89(1) and 90(1) to (6) inclusive of the Act shall not apply to the Company.
6. Any direction (by way of renunciation, nomination or otherwise) by a member entitled to an allotment of shares to the effect that such shares or any of them be allotted or issued to or registered in the name of some person other than himself shall, for the purpose of these Articles, be deemed to be a transfer of shares.

TRANSFER OF SHARES

7. All transfers of shares shall be subject to the approval and sanction of the Board of Directors and the Directors may, in their absolute discretion, and without assigning any reasons therefor, decline to register any transfer of any share, whether or not it is a fully paid share. The Directors may also decline to register any transfer of shares on which the Company has a lien.

APPOINTMENT AND RETIREMENT OF DIRECTORS

8. The maximum number and minimum number respectively of the Directors may be determined from time to time by ordinary resolution of the Company in General Meeting. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions given by Table A and by these Articles expressed to be vested in the Directors generally, and Regulation 89 of Table A shall be modified accordingly.
9. At the first Annual General Meeting none of the Directors shall retire from office nor shall the Directors subsequently be subject to retirement by rotation.
10. At any time and from time to time the Company in General Meeting may by ordinary resolution appoint any person to be a Director and determine the period for which such person is to hold office.
11. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

BORROWING POWERS

12. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and subject to Section 80 of the Act to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the company or of any third party.

PROCEEDINGS OF THE DIRECTORS

13. A Director may vote on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company. If he does so, his vote shall be counted and he may be counted in the quorum at any meeting of the Directors at which any such matter as referred to in the previous sentence shall come before the meeting for consideration.

14. Any one or more Directors (or alternate director or directors) may participate in a meeting of the Directors or committee thereof by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other at the same time. Participation in the meeting in this manner shall be deemed to constitute presence in person at such meeting. 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 then is.

RESOLUTION BY MEMBERS

15. Subject to the provisions by the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings or at meetings of holders of any class of shares in the capital of the Company (or being corporations, by their duly appointed attorneys) shall be as valid and effective as if the same had been passed at a General Meeting or class meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys, and the signature in the case of a corporate body which is a member shall be sufficient if made by a Director thereof or its duly appointed attorney.

MEMBERS

16. If at any time, and for as long as, the Company has a single member, all provisions of these Articles shall (in the absence of express provision to the contrary) apply with such modification as may be necessary in relation to a Company with a single member.

INDEMNITY

- 17.
- (a) Subject to the provisions of Section 310 of the Act every Officer, Agent and Auditor, for the time being of the Company shall be entitled to 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, in which judgement is given in his favour or in which he is acquitted or in connection with any applications under Sections 144 (3) and (4) or 727 of the Act in which relief is granted to him by the Court, and such indemnity shall extend to the former Officers, former Agents and former Auditors of the Company.
 - (b) The Directors shall have power to purchase and maintain for any Director, Officer or Auditor of the Company insurance against any such liability as is referred to in Section 310 (1) of the Act from and after the bringing into force of Section 137 of the Companies Act 1989.