

Company Number: SC243125

CERTIFIED A TRUE COPY

MacLay Murray & Spens
**MACLAY, MURRAY & SPENS,
SOLICITORS, EDINBURGH**

WRITTEN RECORD OF A DECISION OF THE SOLE MEMBER

of

ROBERTSON HEALTH (EASTER ROSS) HOLDINGS LIMITED

("the Company")

(Company Number SC243125)



Written Record of a decision of the sole member of the Company taken pursuant to Section 382B(1) of the Companies Act 1985 (as amended) passing resolutions 1,2, 3 and 4 as ordinary resolutions and resolutions,5, 6 and 7 as special resolutions.

1. Sub-division of Shares

"That the 100 ordinary shares of £1 each in the Company be and hereby are sub-divided into 10,000 ordinary shares of £0.01 each."

2. Increase of Authorised Share Capital

"That the authorised share capital of the Company be increased from £100 divided into 10,000 Ordinary Shares of £0.01 each to £1,000 divided into 100,000 Ordinary Shares of £0.01 each, such shares having the rights and being subject to the conditions attached to them respectively by the Articles of Association to be adopted pursuant to Resolution numbered 6."

3. Authority of Directors to Allot Shares

"That

(a) the directors of the Company be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (as amended) ("the Act") to allot and issue such number of relevant securities (as defined in that section) and on such terms and conditions as they may in their discretion think fit subject always to the following conditions and to the Articles of Association of the Company:-

(i) the maximum nominal amount of relevant securities to be allotted in pursuance of this authority shall be £998; and

(ii) this authority shall expire, unless sooner revoked or altered by the Company in general meeting, on the fifth anniversary of the date of the passing of this Resolution, and provided further that the Company may before the expiry of this authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired; and

(b) all other authorities conferred on the directors prior to the date of passing of this resolution to allot relevant securities are hereby revoked."

4. **Creation of Loan Stock**

"That the Company create £720,486 14.1% Unsecured Loan Stock 2029 in accordance with a Loan Stock Instrument by the Company dated of even date herewith."

5. **Disapplication of Pre-Emption Rights**

"That pursuant to the Resolution numbered 3 above and Section 95(1) of the Companies Act 1985 as amended ("the Act"), Section 89(1) of the Act shall not apply to any allotment of shares in the authorised share capital of the Company as at the date hereof."

6. **Adoption of new Articles of Association**

"That the Articles of Association in the form annexed hereto be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association."

7. **Adoption of new Memorandum of Association**

"That the Memorandum of Association in the form annexed hereto be adopted as the Memorandum of Association of the Company in substitution for and to the exclusion of the existing Memorandum of Association."


.....
Robertson Capital Projects Limited

Date 5th Nov 2003

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

CERTIFIED A TRUE COPY

MacLay Murray & Spens
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SOLICITORS, EDINBURGH

ARTICLES OF ASSOCIATION

(ADOPTED BY SPECIAL RESOLUTION PASSED ON 5 NOVEMBER 2003)

of

ROBERTSON HEALTH (EASTER ROSS) HOLDINGS LIMITED

1. Interpretation

1.1 In these Articles, if not inconsistent with the subject or context:

“Act” means the Companies Act 1985, as amended or re-enacted from time to time.

“Directors” means directors of the Company.

“Group” shall have the meaning set out in S53(1) of the Companies Act 1989.

“Shares” means ordinary shares of 1p each in the capital of the Company (and “Share” shall be construed accordingly).

“Table A” means Table A in the Schedule to the Companies (Table A-F) Regulations 1985.

1.2 Save as otherwise provided in these Articles, words and phrases defined in the Act shall have the same meanings in these Articles.

2. The regulations contained in Table A apply to the Company except insofar as they are excluded by or inconsistent with these Articles.

3. Regulations 2, 8, 17, 23, 24, 32(a), 39, 40, 41, 50, 65, 73, 74, 75, 79, 80, 95 and 118 of Table A do not apply to the Company.

4. Share capital

4.1 The Company does not have power to issue share warrants to bearer.

4.2 The provisions of Sections 89(1) and 90(1) to (6) of the Act do not apply to the Company.

4.3 The capital of the Company (at the date of adoption of these Articles) is £1,000, divided into 100,000 Shares.

4.4.1 Except with the prior consent in writing of all of the members, any shares proposed to be issued shall be offered to the existing members in proportion to their existing shareholdings (“the offer”).

4.4.2 The offer shall be made by notice specifying the number of shares offered and the period (being not less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. The offer shall further invite each member to whom the

offer is made to state in his reply the number of additional shares (if any) in excess of his proportion which he desires to purchase. If all members to whom the offer is made do not accept the offer in respect of their respective proportions in full, the shares not so accepted shall be used to satisfy the claims for additional shares to the existing members as nearly as may be in proportion to the number of shares already held by them respectively, provided that no member shall be obliged to take more shares than he shall have applied for.

- 4.4.3 Any shares not taken up in accordance with the foregoing provisions shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit subject to the written consent of all members (not to be unreasonably withheld or delayed), and provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the proposed allottees thereof than the terms on which they were offered to the members. In the event that the members do not consent to the proposed allottee, the shares not taken up in accordance with the foregoing provisions shall not be issued.
- 4.5 Subject to the provisions of Article 4.4, the Directors are unconditionally authorised for the purposes of Section 80 of the Act to allot shares up to an aggregate nominal amount of £998 during the period of five years from the date of adoption of these Articles.
- 4.6 Except with the prior written consent of all the members, the powers referred to in regulations 3, 32, 34, 35 and 110 of Table A shall be exercised only in such manner as to maintain the existing proportion of each member's shareholding in relation to the issued share capital of the Company.
- 4.7 The Company may with the prior sanction of a Special Resolution, whether or not all the shares for the time being authorised have been issued or all the shares for the time being issued have been fully paid up, increase its share capital by the issue of new shares of such number and class as the Special Resolution prescribes, provided that no such shares shall be issued otherwise than in accordance with Article 4.4.
- 4.8 Except as provided in Article 4.4, the Directors shall have no power to issue unissued shares and shall not allot, grant options or subscription or conversion rights over or otherwise dispose of them.
- 4.9 The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time and in respect of that share.
- 4.10 The powers of consolidation, division, sub-division and cancellation of the share capital of the Company conferred by regulations 32(b), (c) and (d) of Table A shall be exercised by Special Resolution.
5. Transfer of shares
- 5.1 The instrument of transfer of any share shall be executed by or on behalf of the transferor. In the case of a partly-paid share, the instrument of transfer must also be executed by or on behalf of the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect of it.

- 5.2 Save (a) as otherwise agreed in writing by all the members or (b) in accordance with a shareholders agreement to which all the members are a party, no transfer of any shares or any interest in any shares shall be registered or recognised by the Directors.

6. General Meetings

- 6.1 No business shall be transacted at any general meeting unless the requisite quorum is present. Two members present in person or by proxy (or, in the case of a corporate member, by representative) shall be a quorum for all purposes.
- 6.2 If within half an hour from the time appointed for a general meeting a quorum is not present, the meeting shall stand adjourned to the same day (or, if that day is a holiday, to the next following working day) in the next week and at the same time and place or to such other date, time and place as the Directors determine (not being more than 30 days nor less than 10 days after the date appointed for the general meeting). If at the adjourned meeting no quorum is present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.
- 6.3 Where a meeting is adjourned for 10 days or more, not less than 7 days' notice of the adjourned meeting shall be given as in the case of an original meeting.
- 6.4 A body corporate may, if it is a member, from time to time by notice in writing signed by an officer of that body corporate and delivered to the office or, immediately prior to a general meeting or class meeting, to the Secretary or chairman of that meeting, authorise such person as it thinks fit to act as its representative at any such meeting and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he represents as that body corporate could exercise if it were a member who was an individual.
- 6.5 In paragraph (b) of regulation 46 of Table A the words "one or more" shall be substituted for the words "at least two". Paragraphs (c) and (d) of the said regulation 46 shall be omitted.
- 6.6 On a poll votes may be given either personally, by representative or by proxy. A member may appoint only one proxy in respect of his entire holding of each class of shares in the Company.
- 6.7 In regulation 38 of Table A paragraph (b) shall be deleted and the following shall be substituted therefor, "in the case of any other meeting by all the members entitled to attend and vote thereat".
- 6.8 In the case of an equality of votes at a General Meeting, the chairman shall not be entitled to a casting vote.

7. Corporations acting by representatives at meetings

- 7.1 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.

- 7.2 Subject to Article 7.3 below, any one of the Directors or the secretary for the time being of the Company or any other person appointed by resolution of the Directors of the Company may act as its representative at any meeting of any corporation of which the Company is a member or of any class of members of such corporation and the person so authorised shall be entitled to exercise the same powers on behalf of the Company as the Company could exercise if it were an individual member of that corporation.
- 7.3 For the purposes of forming a quorum at a meeting of any company which is a wholly owned subsidiary of the Company, Article 7.2 shall not apply, and all Directors of the Company are required to act together as the representative of the Company at any such meeting.
8. Directors
- 8.1 Any member holding fully paid Shares representing at least 10 per cent of the number of fully paid Shares in issue may from time to time appoint one person to be a Director. Each Director appointed under this Article is designated a "nominated Director".
- 8.2 Each nominated Director may at any time be removed from office by the member who appointed him. Subject to Articles 2 and 11.1, a nominated Director may only be removed by the member who appointed him.
- 8.3 If any Director is removed from office under the provisions of Article 8.2, the member who has effected such removal shall indemnify the Company against any claim which such Director may have against the Company in respect of such removal.
- 8.4 An appointment or removal shall be made in writing signed by the holder (or, in the case of a corporate body, by any one member of its board of directors or other governing body) for the time being of the Shares in whom the power of the appointment or removal is vested, or his duly authorised agents, and shall take effect on and from the date on which notice in writing of such appointment or removal is lodged at the registered office of the Company or delivered to the secretary or to a meeting of the Directors.
- 8.5 Any nominated Director appointed pursuant to Article 8.1 shall be at liberty from time to time to make such disclosures to the member (and where such member is a corporation to its holding company or any of the subsidiary companies of such holding company) appointing him as to the business and affairs of the Company as he shall in his absolute discretion determine.
- 8.6 If the member who appointed a nominated Director under Article 8.1 ceases to hold at least 10 per cent of the fully paid Shares in issue, he shall, with effect from the date of such event, be deemed to have served a notice on the Company under Article 8.2 removing such nominated Director from office.
- 8.7 If any member who has appointed a nominated Director shall die or become bankrupt, or, being a corporate member, shall enter liquidation (other than a members' voluntary liquidation for the purposes of reconstruction or amalgamation) or shall have a receiver or administrative receiver appointed in respect of any of its assets or shall have an order for the appointment of an administrator made in respect of it, such member shall, with effect from such event, be deemed to have served a

notice on the Company under Article 8.2 removing from office any such nominated Director.

8.8 The Directors shall be paid such remuneration as shall be agreed by all the members. Regulation 82 of Table A shall be amended accordingly.

8.9 A Director shall not require a shareholding qualification, but shall nevertheless be entitled to notice of, and to attend and speak at, any general meeting.

8.10 Subject to Article 11.6, each nominated Director shall automatically be a member of any committee constituted under Regulation 72 of Table A.

9. Power and duties of Directors

9.1 A nominated Director shall be treated as interested in any matter in which an affiliate of the member which appointed the nominated Director is interested. For this purpose, in relation to any member, "affiliate" means another undertaking (with the exception of the Company and the subsidiary of the Company) which is in the same Group as that member. Regulation 94 of Table A shall be amended accordingly.

9.2 In regulation 96 of Table A, the "ordinary resolution" shall be deleted and "special resolution" shall be substituted in their place.

10. Alternate Director

10.1 Any Director may by writing under his hand appoint any other person to be his alternate director and 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 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 Director 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 an additional vote at meetings of Directors for each Director for whom he acts as alternate but he shall count as only one for the purposes of determining whether a quorum be present.

10.2 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.

11. Disqualification of Directors

11.1 Regulation 81 of Table A shall be amended by substituting the following for paragraphs (c) and (e):

“(c) he becomes, in the opinion of all his co-Directors, incapable by reason of mental disorder of discharging his duties as a Director, or ...

(e) he is otherwise duly removed from office.”

11.2 A Director shall not be required to vacate his office or be ineligible for re-election and no person shall be ineligible for appointment as a Director, by reason only of his attaining or having attained any particular age.

12. Proceedings of Directors

12.1 The quorum for meetings of the board of directors shall be two directors.

12.2 Regulation 88 of Table A shall be amended by substituting for the sentence:

“It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom.”

the following sentence:

“Notice of every meeting of the Directors shall be given to each Director, including Directors who are absent from the United Kingdom and have given the Company their addresses outside the United Kingdom. Save in the case of urgency or unless the Directors otherwise unanimously resolve, Directors shall be entitled to receive 7 days’ notice of every Meeting.”

12.3 Questions arising at any meeting of the Directors or of any committee shall be decided by a majority of votes of the Directors present. At any such meeting the vote cast on any resolution by any nominated Director (or, if votes are cast by more than one nominated Director nominated by the same member, the aggregate of such votes) shall be deemed to represent the relevant proportion of all votes cast on such resolution, where the “relevant proportion” is a fraction the numerator of which is the number of Shares held by the member who has appointed such nominated Director and the denominator is the total number of Shares held by the members who have appointed the nominated Directors who vote on such resolution. Directors other than nominated Directors shall have no right to vote at any such meetings if any nominated Director is present. The chairman shall not have a second or casting vote and regulation 88 of Table A shall be modified accordingly. References in the foregoing Article to nominated Directors include references to any alternate Directors appointed by nominated Directors.

12.4 A Director may, and the secretary at the request of a Director shall, call a meeting of the Directors.

12.5 Subject to the prior agreement of all the Directors for the time being, any one or more (including, without limitation, all) of the Directors, or any committee of the Directors, may participate in a meeting of the Directors or of such committee, (a) by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time or (b) by a succession of telephone calls to Directors from the Chairman of the meeting following disclosure to them of all material points. Participating by such means shall constitute presence in person at a meeting. Such meeting shall be deemed to have occurred in the case of (a) at the place where most of the Directors participating are present and in the case of (b) at the place where the Chairman of the meeting is present.

12.6 The words "of filling vacancies, or" shall be omitted from regulation 90 of Table A.

12.7 A Director who to his knowledge has, or is in any way whether directly or indirectly interested in any business which has in relation to any matter, any interest which conflicts materially with that of the Company or any of its subsidiaries shall declare the nature of his interest at the meeting of the Board at which the matter in question first arises, and save as otherwise specifically provided by regulation 94 of Table A or as otherwise agreed by all of the other Directors, shall not be present during any discussion relating to or vote (but if he is otherwise in attendance at the relevant meeting shall be counted in the quorum for such meeting) on any resolution of the Board or any committee of the Board in respect of any such matter and if he shall do so his vote shall not be counted.

13. Borrowing Powers

The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge the whole or any part of its undertaking, power and uncalled capital, and to issue debentures, debenture stock and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

14. Capitalisation of Profits

The words "special resolution" shall be substituted for the words "ordinary resolution" in regulation 110 of Table A.

15. Notice

Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex and facsimile. A notice communicated by immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. A member whose registered address is not within the United Kingdom shall be entitled to receive all notices from the Company whether or not he has given an address within the United Kingdom at which notices may be given to him. Regulations 111 and 112 of Table shall be amended accordingly.

16. Indemnity

Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director, secretary or other officer of the Company is entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office, including any liability incurred by him (a) in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part, or (b) in connection with any application in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company. The Company may purchase and maintain for any person to whom this Article applies, insurance against any liability in respect of which he is entitled to be indemnified.

17. Insurance

The Directors shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, employees or auditors of the company including (without prejudice to the foregoing generality) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported exercise of their powers or otherwise in connection with their duties, powers or offices in relation to the Company.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

CERTIFIED A TRUE COPY

MacLay Murray & Spens
MACLAY, MURRAY & SPENS
SOLICITORS, EDINBURGH

MEMORANDUM OF ASSOCIATION

of

ROBERTSON HEALTH (EASTER ROSS) HOLDINGS LIMITED

1. The Name of the Company is "**ROBERTSON HEALTH (EASTER ROSS) HOLDINGS LIMITED**"¹ (hereinafter called "the Company").
2. The Registered Office of the Company will be situate in Scotland.
3. The Objects for which the Company is established are:-
 - (i) To carry on for profit, directly or indirectly, whether by itself or through subsidiary, associated or allied firms or companies, in any or all of its branches, wherever situated, any business or undertaking of any description and any or all trades, processes and activities in any way related thereto.
 - (ii) To acquire, establish and carry on any other business which the Company may consider desirable to be carried on in connection with its said businesses or any of them, whether similar to or connected with any of their said businesses or not, and to enter into any transaction which the Company may consider desirable or in any way auxiliary to the business thereof, or proper to be carried on or entered into in connection therewith.
 - (iii) To purchase, feu, take on lease or in exchange, hire or otherwise acquire any property, heritable or moveable, real or personal and any rights or privileges which the Company may think necessary or convenient for the purpose of its business.

¹ The name of the company was changed from MM&S (2963) Limited by special resolution dated 7th February 2003, conform to Certificate of Incorporation on Change of Name dated 7th February 2003.

- (iv) To build, construct, alter, maintain, enlarge, pull down, remove or replace and to work, manage and control any buildings, offices, warehouses, factories, mills, workshops, sheds, machinery, engines, tools, roads, railways, docks, quays, yards, wharves, bridges, reservoirs, watercourses, electric works and other works which may seem calculated directly or indirectly to advance the interests of the Company.
- (v) To buy, sell, manufacture, import or export and deal in any property, heritable or moveable, real or personal, merchandise and produce of all kinds which can conveniently be dealt in by the Company in connection with any of its objects, and to carry on the business of a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind.
- (vi) To act as directors, managers, secretaries or registrars of, or to appoint directors, managers, secretaries or registrars of any subsidiary company or of any other company in which the Company is or may be interested, and to take part in the management, supervision and control of the business or operations of any company or undertaking, and for that purpose to appoint and remunerate any directors, managers, secretaries, registrars, trustees, accountants or other experts or agents.
- (vii) To provide services of all descriptions and to carry on business as advisers, consultants, brokers or agents of any kind and in particular for customers of the Company, and for any persons, companies or societies carrying on any business of a similar nature to that of any branch of the Company's business and to receive goods, money and effects for custody, transmission, sale or otherwise.
- (viii) To provide technical, cultural, artistic, educational entertainment or business material, facilities or services and to carry on business involving any such provision.

- (ix) To store goods of other persons, firms or companies in any warehouses or stores of the Company or others, on such terms as may with them be mutually agreed on.
- (x) To apply for or join in applying for or otherwise acquire any Letters Patent, patent rights or inventions, brevets d'invention, licences of any kind, including licences to deal in or sell excisable liquors wholesale or retail, concessions, secret processes or registered designs, trade marks or the like which may appear to be useful to the Company, to register, protect, prolong, renew, exercise, develop, grant licences under, use, manufacture under, or turn to account the same by merchanting or otherwise, and to make researches and experiments for perfecting existing or discovering new appliances or methods of manufacture.
- (xi) To enter into partnership or amalgamation or into any arrangement for sharing profits, union of interests, co- operation, joint venture, reciprocal concession or otherwise with any person, firm or company.
- (xii) To amalgamate with any other company whose objects are or include objects similar to those of the Company, whether by sale or purchase (for shares or otherwise) of all or any part of the undertaking subject to or free from all or any part of the liabilities of this or any such other company as aforesaid, with or without winding-up, or by sale or purchase (for shares or otherwise) of all or any part of the shares or stock of this or any such other company as aforesaid or by partnership or any arrangement of the nature of partnership or in any other manner.
- (xiii) To acquire an interest in or to buy or acquire all or any part of the business, property or undertaking and to assume all or any part of the liabilities of any other company, firm or person carrying on any business or engaged in any undertaking which the Company may

legally carry on or possessed of property or rights suitable for any of the purposes of the Company.

- (xiv) To pay for any purchases in cash or by bills of the Company or by ordinary, preference, guaranteed or deferred shares of the Company (fully paid up or partly paid up) or by debentures or other securities or acknowledgements of the Company, or one or more of them or part of the one and part of the other or others, or in any other way and generally on such terms as the Company may approve.
- (xv) To issue and allot securities of the Company for cash or in payment or part payment for any property real or personal, heritable or moveable, purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount or for any other purpose.
- (xvi) To sell, exchange, lease or otherwise deal with or dispose of the whole or any part of the property and undertaking of the Company or any right over or any interest in the same in such manner, upon such terms, including payment in cash or in shares or debentures or other securities of any other company, association, firm or person, and subject to such conditions as the Company may think proper.
- (xvii) To establish or promote or concur in establishing or promoting any company or companies for the purpose of carrying on any business which the Company is authorised to carry on or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (xviii) To apply for, promote and obtain Acts of Parliament, Provisional Orders or licences of the Department of Trade which may seem calculated, directly or indirectly to benefit the Company, or be in the interests of the trade carried on by the Company or other companies carrying on similar businesses, and to oppose any Bills, Provisional Orders or any other proceedings in Parliament or elsewhere, which

may seem calculated, directly or indirectly, to prejudice the Company's interests and to subscribe to the expenses thereof.

- (xix) To enter into any arrangement with any Governments or Authorities, supreme, local, municipal or otherwise, or any corporations, companies, firms or persons which may seem conducive to the attainment of the Company's objects or any or them and to obtain from any such Government, Authority, corporation, company, firm or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (xx) To insure with any other company or person against losses, damages and risks of all kinds which may affect the Company; provided that nothing herein contained shall empower the Company to carry on the business of life assurance, accident insurance, fire insurance, employer's liability insurance, industrial insurance, motor insurance, or any business of insurance or re-insurance within the meaning of the Insurance Companies Acts, 1958 to 1982, or any Act amending, extending or re-enacting the same or to re-insure or counter-issue any risks under any class of insurance business to which those Acts apply.
- (xxi) To take or otherwise acquire and hold in the name of the Company or of any trustees or trustee for the Company or otherwise and to use, mortgage, pledge, sell or otherwise deal with or dispose of any shares, stock, debentures or other securities of or interests in any other company, association or firm.
- (xxii) To invest and deal with the available moneys of the Company in such manner as may from time to time be determined, and to lend and advance money with or without security to any company, firm or person upon such terms as may be resolved, and to transact any of the business of a banker which may seem to the Company expedient.

- (xxiii) To receive money on deposit and to raise or borrow money without security or to secure (either by way of mortgage or charge on all or any part of the property and undertaking, present and future, and the uncalled capital of the Company or otherwise) the repayment thereof and also so to secure any debt, guarantee or other obligation of or binding on the Company in such manner and on such terms as may seem expedient.
- (xxiv) To guarantee and/or give security for the payment of money by or the performance of obligations of all kinds of the Company or any other person, firm or company and, in particular, but without prejudice to the generality of the foregoing, to guarantee and/or give security (either by way of mortgage or charge on all or any part of the property and undertaking, present and future, and the uncalled capital of the Company or otherwise) for the performance of the obligations (including the payment of the principal of and dividends, interest and premiums on and any other moneys due in respect of any stocks, shares, debentures, debenture stock or other securities) or borrowing of any company including a company which is for the time being a subsidiary of the Company, and "subsidiary" shall have the meaning ascribed to it by Section 736 of the Companies Act 1985.
- (xxv) To draw, make, accept, endorse, discount, execute and issue, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable documents of every kind.
- (xxvi) To establish and contribute to and participate in pension, retirement benefit and life assurance schemes for the benefit of and to give pensions, gratuities, donations and emoluments to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or of any subsidiary or associated company, or the wives, widows, relations, connections and dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be

considered to benefit any such persons or otherwise advance the interests of the Company or its members; to support or subscribe to any association, institution or other body whose objects are such as are calculated to promote the interests or maintain the status of the Company whether such associations are trade associations or otherwise, and to subscribe to any charitable or public institution, object or appeal of any nature whatsoever, and to make provision for the benefit of any employees or ex-employees and to officers and ex-officers (including Directors or ex-Directors) of the Company or of any subsidiary company in the event of the cessation or the transfer to any person of the whole or part of the undertaking of the Company or the subsidiary company.

- (xxvii) To advertise or adopt such means as may seem expedient of making known the products of the Company or those of any other corporation or person it may represent, and to carry on the business of advertisers or advertising agents.
- (xxviii) To pay all expenses of and incidental to the formation and registration of the Company and the issue of its capital and to procure the Company to be registered or recognised in any place outside Scotland.
- (xxix) To indemnify and secure any company, firm or person against debt or liability incurred or undertaken for behoof of the Company or against any costs, losses or expenses in connection with the business or the affairs of the Company.
- (xxx) To cease carrying on or wind up any business or activity of the Company, and to cancel registration of and to wind up or procure the dissolution of the Company in any state or territory.
- (xxxi) To distribute any of the property and assets of the Company among the members in specie 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.

(xxxii) To do all such things as are incidental or conducive to the attainment of the above objects and to carry out the objects of the Company as principals, agents, contractors, trustees or otherwise, and by or through agents, trustees or otherwise and either alone or in conjunction with others.

And it is hereby declared that "company" in this Clause, except where used in reference to this Company, shall include any government or statutory body or partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere "person", shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid or no par value stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed eiusdem generis where a wider construction is possible, and the objects specified in different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.
5. The Share Capital of the Company is £1,000 divided into 100,000 Ordinary shares of 1p² each, and the Company shall have power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

² The share capital of the Company was increased from £100 divided into 100 shares of £1 each by special resolution dated 5th November 2003.

Names and Addresses of Subscribers	Number of Shares taken by each Subscriber
Vindex Limited 151 St Vincent Street Glasgow G2 5NH	One
Vindex Services Limited 151 St Vincent Street Glasgow G2 5NH	One