

THE COMPANIES ACT 1985
A COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

ALL THE MEMBERS OF

SLCP (Holdings) Limited (the "Company")

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COMPANIES HOUSE

Pursuant to Section 381A of the Companies Act 1985 ("the Act")

Passed on 28 September 2007

We, the undersigned, being the sole shareholder of the Company who at the date hereof would be entitled to attend and vote at a general meeting of the Company, hereby pass the following resolution effective for all purposes as if the same had been passed at a general meeting of the Company duly convened and held

- 1 THAT new articles of association in the form attached be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association

Executed by STANDARD LIFE INVESTMENTS (PRIVATE EQUITY) LIMITED acting by

[signature of first director]

and

[signature of second director or secretary]

DAVID CURRIE

[print name of first director]

Director

PETER MCKELLAR

[print name of second director or secretary]

Director/Secretary

Dated 28/9/2007

I, being the company secretary of the Company hereby confirm that

- 1 A copy of the foregoing resolution was sent to the Company's auditors in accordance with Section 381B of the Act and received by them on 28 September 2007

Company Secretary

THE COMPANIES ACT 1985, as amended

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

SLCP (Holdings) LIMITED

Registered Number SC293351

CONSTITUTION

- 1 The company is established as a private company limited by shares within the meaning of section 1(3) of the Companies Act 1985 in accordance with and subject to the provisions of the Companies Act 1985 as amended (hereinafter referred to as "the Act") and of the Memorandum of Association of the Company and the Regulations contained in Table A, in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") with the exception of Regulations 2, 3, 5, 23, 24, 40, 46, 64, 73 to 81 (inclusive), 93 and 118 of Table A, and of any other Regulations which are inconsistent with the additions and modifications hereinafter set forth. Such regulations and the Articles hereinafter contained shall be the regulations of the Company.

SHARE CAPITAL

- 2
- (a) The authorised Share Capital of the Company at the date of adoption of these Articles is £1,000,000 divided into 1,000,000 Ordinary Shares of £1 each.
- (b) All unissued Shares forming part of the Share Capital of the Company shall be at the disposal of the Directors, and the Directors are authorised by the Article to allot, grant options over or otherwise deal with or dispose of the same to such persons and at such times and on such terms and conditions as they think proper, but the authority given to the Directors in this Article shall terminate on the date five years from the date of the incorporation of the Company and thereafter no Shares shall be allotted or issued by the Directors (other than in pursuance of an offer or agreement made by the Company before the expiry of the foresaid authority) unless the Directors are, in accordance with Section 80 of the Companies Act 1985, authorised to do so by the Company in General Meeting. In accordance with Section 91 of the Companies Act 1985, Sections 89(1) and 90(1) to (6) of the Companies Act 1985 shall be excluded from applying to the Company.
- (c) Subject to the provisions of the Act any shares may be issued that are, or at the option of the Company are liable, to be redeemed on such terms and in such manner as the Company before the issue thereof may by Special Resolution determine. The terms and manner of redemption shall be provided for by alteration of these presents.

SHARE CERTIFICATES

- 3 Regulation 6 of Table A is hereby modified by the adding after the words "Every certificate shall be sealed with the seal" where those words appear at the beginning of the second sentence thereof the following.

"or otherwise subscribed or executed by the Company in accordance with the provisions of the Act"

LIEN

- 4 In Regulation 8 of Table A the words "(not being a fully paid share)" shall be omitted and the words "and the Company shall also have a first and paramount lien on all shares standing registered in the name of a single person or in the name of any person jointly with another or others for all monies presently payable by him or any of them or his estate or their estates of the Company" shall be inserted after the words "in respect of that share".

FORFEITURE OF SHARES

- 5 Regulation 18 of Table A is hereby modified by adding at the end of the first sentence thereof the following

"and all expenses that may have been incurred by the Company by reason of such non payment"

TRANSFER OF SHARES

- 6 (a) The Directors may, in their absolute discretion and without assigning any reason, decline to register any transfer of shares, whether or not it is a fully paid share.
- (b) Subject to such of the restrictions of these Articles as may be applicable, any member may transfer all or any of his shares in writing in any usual or common form or in any other form which the Directors may approve. The instrument of transfer shall be executed by or on behalf of the transferor and (except in the case of fully paid shares) by or on behalf of the transferee and the transferor shall remain the holder of the shares and as such a member of the Company until the name of the transferee is entered into the Register of Members in respect thereof

PROCEEDINGS AT GENERAL MEETINGS

- 7 (a) No business shall be transacted at any General Meeting of the Company unless a quorum is present. Subject to Article 7(b), two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
- (b) If, and for so long as, the Company has only one member, that member present in person or by proxy, or if that member is a corporation by a duly authorised representative, shall be a quorum.
- (c) If a quorum is not present within half an hour from the time appointed for a General Meeting, the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and such other time and place as the directors may determine. If at the adjourned General Meeting a quorum is not present

within half an hour from the time appointed therefor, such adjourned General Meeting shall be dissolved

- (d) If, and for so long as, the Company has only one member and that member takes any decision which is required to be taken in General Meeting or by means of a written resolution, then, subject to and compliant with sections 293, 303, 388 and 391A of the Act (if applicable), that decision shall be as valid and effective as if agreed by the Company in General Meeting
- (e) Any decision taken by a sole member pursuant to Article 13 shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book
- 8 Regulation 41 of Table A is hereby modified by the deletion of the words "or if during a meeting such a quorum ceases to be present."
- 9 A Resolution put to the vote of a General Meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded A poll may be demanded by the Chairman or in the case of a corporation, by a duly authorised representative, or by any Member present A demand by a person as proxy for a Member shall be the same as demanded by the Member
- 10 No resolution not previously approved by the Directors shall be moved by any member other than a Director at a general meeting unless the member intending to move the same shall have left a copy thereof with his name and address at the Office of the Company three clear days prior to such meeting.
- 11 Regulation 53 of Table A is hereby amended by the addition of the words "and the execution, in the case of a body corporate which is a member, shall be sufficient if made by a Director thereof or its duly appointed attorneys or representatives "
- 12 Notice of every general meeting shall be given to every member whether or not he shall have supplied to the Company an address within the United Kingdom for the giving of notices and Regulations 112 and 116 of Table A shall be construed accordingly

DIRECTORS

- 13 Unless and until otherwise determined by Ordinary Resolution, the number of Directors shall not be subject to any maximum but shall not be less than two
- 14 A Director shall not be required to hold shares of the Company in order to qualify for office as a Director, but he shall be entitled to receive notice of and attend and speak at all general meetings of the Company or of any class of members of the Company
- 15 Regulation 94 of Table A is hereby modified by the insertion after the end of paragraph (d) thereof the words "or unless he has disclosed to the Directors the nature and extent of any material interest or duty of his as aforesaid in accordance with the provisions of Regulations 85 and 86 of Table A"
- 16 The office of a Director shall be vacated
 - a) if he becomes bankrupt or insolvent or suspends payment or compounds with his creditors,
 - b) if he becomes unsound of mind or a patient for the purpose of any statute relating to mental health or otherwise incapacax,

- c) if his appointment is cancelled by the Company in general meeting,
 - d) if by notice in writing to the Company he resigns his office,
 - e). if he is prohibited by law from being a Director or ceases to be a Director by virtue of any provision of the Act or any statutory modification or re enactment thereof,
 - f) if he is removed from office by a resolution duly passed under Section 303 of the Act or by notice issued pursuant to Article 24 of these Articles,
 - g) if he shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period,
 - h) if he ceases to be a Director by virtue of Section 293 of the Act,
 - i) if his employment with Standard Life Investments Limited (Registered Number SC123321) ("SLI"), or any entity within the Standard Life Group if applicable, is terminated (other than where the Director is admitted as a member of SL Capital Partners LLP (Partnership Number SO301408) (the "LLP") at the time of or immediately after such termination) For the purposes of this Article, "Standard Life Group" means Standard Life plc and any entity (which includes bodies corporate, unincorporated associations and partnerships, in each case whether or not having a separate legal personality) which is an Affiliate of Standard Life plc from time to time, and "Affiliate" means any corporation or undertaking which in relation to the person concerned is a holding company or parent undertaking or a subsidiary or a subsidiary of any such holding company or parent undertaking or any partnership which is a subsidiary undertaking of the person concerned or of any such holding company or parent undertaking, or
 - j) if he ceases to be a member of the LLP for whatever reason
- 17 The Directors shall have the power at any time, and from time to time, to appoint as a Director of the Company any person either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles
- 18 Without prejudice to the powers of the Directors under Article 17 the Company in General Meeting may appoint as a Director of the Company any person either to fill a casual vacancy or as an additional Director
- 19 The ordinary remuneration of the Directors shall from time to time be determined by an ordinary resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree or, failing agreement, equally except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for the proportion of the remuneration related to the period during which he has held office The Directors may repay to any Director all such reasonable expenses as he may properly incur in attending and returning from meetings of the Directors or of any committee of the Directors or general meetings of the Company In the event of any Director necessarily performing or rendering any special duties or services to the Company outside his ordinary duties as a Director the Director may, if so authorised by an ordinary resolution of the Company, pay such Director special remuneration and such special remuneration may be way of salary, commission, participation in profits or otherwise as may be arranged

- 20 The Directors on behalf of the Company and without the approval of any resolution of the Company may establish, support, maintain, participate in and contribute to or procure the establishment, support and maintenance of, participation in and contribution to any pension, superannuation, benevolent or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of any persons (including Directors, former Directors, officers or former officers, employees or former employees) who are or shall have been at any time in the employment or service of the Company or of any company which at the time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company (as defined in Section 736 of the Act) or otherwise associated with the Company or of the predecessors of the Company in business or of any such other company as aforesaid and/or of the relations, wives, widows, families, connections or dependants and may grant or procure the grant of donations, gratuities, pensions, allowances, including allowances on death, or other payments or benefits of any kind to any such persons as aforesaid; and may establish, subsidise, subscribe to or support institutions, associations, clubs, schools, funds or trusts calculated or considered to be for the benefit of any such persons as aforesaid or otherwise to advance the interests and well being of the Company or of any such other company as aforesaid or its members, and may make payments for or towards the insurance of any such persons as aforesaid Any such Director, or ex Director may participate in and retain for his own benefit any such donation, gratuity, pension, allowance, payment or other benefit conferred under and pursuant to this Article and may vote as a Director in respect of the exercise of any of the powers conferred by this Article notwithstanding that he is, or may become, interested therein and the receipt thereof shall not disqualify any person from or becoming a Director of the Company Regulation 87 of Table A shall be modified accordingly
- 21 The Directors on behalf of the Company and without the approval of any resolution of the Company (but subject to the provisions of the Act), may establish and contribute to any employees' share scheme (as defined in the Act) for the purchase or subscription by trustees of shares of the Company or of a holding company of the Company and may lend money to the Company's employees to enable them to purchase or subscribe for shares of the Company or of a holding company of the Company, and may establish and maintain any option or incentive scheme whereby selected employees (including salaried Directors and officers) of the Company are given the opportunity of acquiring share in the capital of the Company, and may formulate and carry into effect any scheme for sharing the profits of the Company with it's employees (including salaried Directors and officers) or any of them. Any Director may participate in and retain for his own benefit any such shares, profit or other benefit conferred under or pursuant to this Article and may vote as a Director in respect of the exercise of any of the powers conferred by this Article notwithstanding that he is, or may become, interested therein and the receipt thereof shall not disqualify any person from being or becoming a Director of the Company Regulation 87 of Table A shall be modified accordingly.
- 22 No Resolution of the Directors regarding a disposal of the shares, assets and/or business of the Company and/or any of the subsidiaries of the Company shall be valid other than in accordance with Article 29(a) hereunder
- 23 No Resolution of the Directors regarding any amendment of the Articles of Association of any of the subsidiaries of the Company shall be valid other than in accordance with Article 29(b) hereunder
- 24 A Resolution in writing signed by all the Directors shall be as effective as a Resolution passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form, each signed by one or more of the Directors

- 25 Any director may participate in a meeting of directors or of a committee of the directors by means of a conference telephone or similar communications system whereby all those participating in the meeting can hear and address each other. Such participation shall be deemed to constitute presence in person at such meeting for all purposes including that of establishing a quorum. A meeting held by such means shall be deemed to take place where the largest group of participators in number is assembled. In the absence of such a majority the location of the chairman shall be deemed to be the place of the meeting.

DIRECTORS NOT TO RETIRE BY ROTATION

- 26 The Directors shall not be subject to retirement by rotation. Accordingly, the last sentence of Regulation 84 of Table A shall not apply to the Company.

BORROWING AND OTHER POWERS

- 27 The Directors may exercise all the powers of the Company to borrow and raise money and to accept money on deposit and to grant any security, mortgage or discharge as they may consider fit for any debt or obligation of the Company or which is binding on the

Company in any manner of way in which the Company has the power so to grant and similarly as they may consider fit to enter any guarantee, contract or indemnity or suretyship in any manner of way in which the Company has power so to enter into

OVER RIDING PROVISIONS

- 28 In circumstances where there is a single registered holder of not less than 90 per cent in nominal value of the issued shares of the Company as confer the right for the time being to attend and vote at general meetings of the Company (the "Majority Shareholder"), the following provisions (but without prejudice to the provisions of Section 303 of the Act) shall apply and to the extent of any inconsistency shall have over riding effect as against all other provisions of these Articles, save for Article 29 below
- a) any or all powers of the Directors shall be restricted in such respects and to such extent as the Majority Shareholder may by notice to the Company from time to time prescribe and any such restriction may be removed or varied in such regards and to such extent as the Majority Shareholder may by notice to the Company from time to time prescribe,
 - b) no unissued share of the Company shall be issued or agreed to be issued or put under option without the prior written consent of the Majority Shareholder

Any such consent or notice shall be in writing served on the Company and signed on behalf of the Majority Shareholder by any one of its Directors or by its Secretary or by some other person duly authorised for this purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Majority Shareholder has been obtained and, subject to Article 29, no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors

RESTRICTIVE PROVISIONS

- 29) a) The Company shall not dispose of the shares, business and/or assets of the Company and/or any of the subsidiaries of the Company without first obtaining such consent of the members of the LLP as may be prescribed by the underlying agreement which governs the LLP in relation to such disposal
- b) The Company shall not, in its capacity as the sole shareholder of its subsidiaries, consent to or otherwise grant its approval of (the "**Company's Consent**") any proposed amendment of any provision of the Articles of Association of any of its subsidiaries dealing with the disposal of such subsidiary's shares, business and/or assets without first obtaining the consent of the members of the LLP representing a majority of the voting rights of such members in such capacity in the LLP in relation to such Company's Consent
- c) No provision of Articles 28 and/or 29 may be amended by the Company without first obtaining the consent of the members of the LLP representing a majority of the voting rights of such members in such capacity in the LLP in relation to such amendment.

THE SEAL

- 30 The Company shall not have a seal.

INDEMNITY

- 31 Every Director or officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, expenses, losses or liabilities which he may sustain or incur in or about the execution or discharge 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 which the charge is found not proven or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company and no Director or other officer shall be liable for any loss, damage or misfortune which may happen in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

INVESTMENT OF MONIES

- 32 The Directors shall invest the monies of the Company in accordance with the Memorandum of Association and no further

Names and Addresses of Subscribers

Standard Life Investments Ltd
1 George Street
Edinburgh EH2 2LL

17 October 2005

WITNESS to the above signature