

## SCHEDULE 1

The Companies Act 1985

Company Limited by Shares

Articles of Association

of 5702866

GS European Investment Group II Ltd

As adopted on incorporation and amended by Special Resolutions dated 25 September 2009, 1 June 2011, 7 June 2011 and ...6 November 2012

### 1. PRELIMINARY

The regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (as amended so as to affect companies first registered on the date of incorporation of the Company) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or Articles of Association. References herein to Regulations are to Regulations in the said Table A unless otherwise stated.

### 2. SHARE CAPITAL

The share capital of the Company at the date of the adoption of these Articles is

£500,000,100 divided into 100 Ordinary Shares of £1 00 each (the *GBP Ordinary Shares*) and 500,000,000 Redeemable Shares of £1 00 each (the *GBP Redeemable Shares*)

EUR1,000,000,000 divided into 500,000,000 Ordinary Shares of EUR1 00 each (the *EUR Ordinary Shares*) and 500,000,000 Redeemable Shares of EUR1 00 each (the *EUR Redeemable Shares*)

USD500,000,000 divided into 500,000,000 Redeemable Shares of USD1 00 each (the *USD Redeemable Shares*)

### 3. SHARE RIGHTS

The Company may create and issue shares which are to be redeemed or are liable to be redeemed (the *Redeemable Shares*). The Ordinary and Redeemable Shares in the capital of the Company shall rank pari passu with the exception of the following additional rights which shall attach to the Redeemable Shares

3.1 The Company shall have the right, subject to the Act, to redeem at any time and from time to time the whole or any number of the GBP Redeemable Shares or the USD Redeemable Shares for the time being issued and outstanding upon giving notice to the holder or holders of the particular Redeemable Shares to be redeemed

3.2 There shall be paid on each GBP Redeemable Share or USD Redeemable Share redeemed under Article 3.1 the amount paid up thereon (including any premium paid up thereon)



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3 3 The Company shall have the right, subject to the Act, to redeem at any time and from time to time the whole or any number of the EUR Redeemable Shares for the time being issued and outstanding upon giving notice to the holder or holders of the EUR Redeemable Shares to be redeemed

3 4 The holder of any of the EUR Redeemable Shares shall have the right, subject to the Act, to require the Company to redeem at any time and from time to time the whole or any number of EUR Redeemable Shares held by such holder

3 5 Subject to earlier redemption in accordance with Article 3 3 or Article 3 4, the EUR Redeemable Shares will automatically redeem on 1 January 2032

3 6 There shall be paid on each EUR Redeemable Share redeemed under Article 3 3 the Net Asset Value of such EUR Redeemable Share

Where

**Net Asset Value** means, in respect of a EUR Redeemable Share, a EUR amount calculated by dividing Assets by Shares,

**Assets** means the fair market value of the net assets of the Company (which for the avoidance of doubt shall not be reduced by the amounts payable under the Redeemable Shares) calculated by the Company at the close of business on the Business Day immediately preceding the relevant EUR Redeemable Share redemption date expressed, where applicable, in euros using the Spot Rate applicable on such redemption date,

**Spot Rate** means, on any date, the spot rate for converting a currency into EUR for settlement on that date, as calculated by the Company in good faith and using commercially reasonable procedures by reference to relevant market data,

**Shares** means, on any date, the number of shares, whether ordinary or redeemable, comprising the share capital of the Company, and

**Business Day** means a day (other than a Saturday or Sunday) on which commercial banks in London are open for general business

3 5 If any holder of any of the Redeemable Shares to be redeemed shall fail or refuse to deliver up the certificate or certificates held by him at the time and place fixed for the redemption of such shares or shall fail or refuse to accept payment of the redemption monies payable in respect thereof, the redemption monies payable to such holder shall be set aside and paid into a separate interest-bearing account with the Company's bankers (designated for the benefit of such holder) and such setting aside shall be deemed for all purposes hereof to be a payment to such holder and all the said holder's rights as a holder of the relevant Redeemable Shares shall cease and determine as from the date fixed for the redemption of such shares and the Company shall thereby be discharged from all obligations in respect thereof The Company shall not be responsible for the safe custody of the monies so placed on deposit or for interest thereon except such interest as the said monies may earn while on deposit less any expenses incurred by the Company in connection therewith

4.

4 1 Subject to Section 80 of the Act, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper

4 2 Section 89(1) of the Act shall not apply to the allotment by the Company of equity securities

4 3 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article

## **5. PROCEEDINGS AT GENERAL MEETINGS**

In the case of a corporation a resolution in writing may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative Regulation 53 shall be extended accordingly Regulation 53 (as so extended) shall apply mutatis mutandis to resolutions in writing of any class of members of the Company

## **VOTES OF MEMBERS**

6 An instrument appointing a proxy (and, where it is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the Secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding, the meeting or adjourned meeting or poll The instrument may be in the form of a facsimile or other machine made copy and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates An instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require again to be delivered for the purposes of any subsequent meeting to which it relates Regulation 62 shall not apply

7 At a general meeting, but subject to any rights or restrictions attached to any shares, on a show of hands every member present in person or by proxy (or being a corporation present by a duly authorised representative) shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder Regulation 54 shall not apply

## **8. NUMBER OF DIRECTORS**

The Directors shall not be less than one in number Regulation 64 shall be modified accordingly Whenever the minimum number of Directors shall be one, a sole Director shall form a quorum, and Regulation 89 shall be modified accordingly

## **9. ALTERNATE DIRECTORS**

9 1 Any Director (other than an alternate Director) may by notice in writing to the Company appoint any other Director, or any other person who is willing to act, to be an alternate Director and remove from office an alternate Director so appointed by him Regulation 65 of Table A shall not apply

9 2 An alternate Director shall be entitled to receive notices of meetings of the Directors and of any committee of the Directors of which his appointor is a member and shall be entitled to attend and vote as a Director and be counted in the quorum at any such meeting at which his appointor is not personally present and generally at such meeting to perform all

functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director, his voting rights shall be cumulative but he shall not be counted more than once for the purposes of the quorum. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall not (save as aforesaid) have power to act as a Director, nor shall he be deemed to be a Director for the purposes of these Articles, nor shall he be deemed to be the agent of his appointor. Regulations 66 and 69 shall not apply.

9.3 An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent *mutatis mutandis* as if he were a Director but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

#### **10. DELEGATION OF DIRECTORS' POWERS**

In addition to the powers to delegate contained in Regulation 72, the Directors may delegate any of their powers or discretions (including without prejudice to the generality of the foregoing all powers and discretions whose exercise involves or may involve the payment of remuneration to or the conferring of any other benefit on all or any of the Directors) to committees consisting of one or more Directors and (if thought fit) one or more other named person or persons to be co-opted as hereinafter provided. Insofar as any such power or discretion is delegated to a committee, any reference in these Articles to the exercise by the Directors of the power or discretion so delegated shall be read and construed as if it were a reference to the exercise thereof by such committee. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed by the Directors. Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and may provide for members who are not Directors to have voting rights as members of the committee but so that (a) the number of members who are not directors shall be less than one-half of the total number of members of the committee and (b) no resolution of the committee shall be effective unless passed by a majority including at least one member of the committee who is a Director. Regulation 72 shall be modified accordingly.

#### **11. APPOINTMENT AND RETIREMENT OF DIRECTORS**

The Directors shall not be subject to retirement by rotation. Regulations 73 to 75 and the second and third sentences of Regulation 79 shall not apply, and other references in the said Table A to retirement by rotation shall be disregarded.

#### **12. DISQUALIFICATION AND REMOVAL OF DIRECTORS**

12.1 The office of a Director shall be vacated in any of the events specified in Regulation 81 and also if he shall in writing offer to resign and the Directors shall resolve to accept such offer or if he shall be removed from office by notice in writing signed by all his co-Directors (being at least two in number) but so that if he holds an appointment to an executive office which thereby automatically determines such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company.

12.2 Any provision of the Act which, subject to the provisions of the articles, would have the effect of rendering any person ineligible for appointment or election as a Director or liable to vacate office as a Director on account of his having reached any specified age or of requiring special notice or any other special formality in connection with the appointment or election of any Director over a specified age, shall not apply to the Company

### **13. REMUNERATION OF DIRECTORS**

Any Director who serves on any committee, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise or may receive such other benefits as the Directors may determine. Regulation 82 shall be extended accordingly.

### **PROCEEDINGS OF DIRECTORS**

14 The Directors, and any committee of the Directors, shall be deemed to meet together if, being in separate locations, they are nonetheless linked by conference telephone or other communication equipment which allows those participating to hear and speak to each other, and a quorum in that event shall be two persons so linked. 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.

15 On any matter in which a Director is in any way interested he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence thereof. Regulations 94 to 98 shall not apply.

16 Directors who are absent from the United Kingdom shall be entitled to the same notice of all meetings of the Directors as Directors not so absent and the third sentence of Regulation 88 shall not apply. If a Director who is absent from the United Kingdom does not advise the Company in writing of his overseas address, notice to his usual address in the United Kingdom shall be deemed sufficient notice for the purposes of this Article.

### **17. NOTICES**

A member whose registered address is not within the United Kingdom shall be entitled to have notices sent to him as if he were a member with a registered address within the United Kingdom and the last sentence of Regulation 112 shall not apply.

### **18. INDEMNITY**

18.1 Subject to the provisions of, and so far as may be permitted by and consistent with, the Statutes, every Director and officer of the Company shall be indemnified by the Company out of its own funds against (a) any liability incurred by or attaching to him in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company other than (i) any liability to the Company or any Associated Company (as defined in Section 309A(6) of the Act) and (ii) any liability of the kind referred to in Sections 309B(3) or (4) of the Act, and (b) any other liability incurred by or attaching to him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office. Where a Director or officer is indemnified against any liability in accordance with this Article 18.1, such indemnity shall extend to all costs, charges, losses, expenses and liabilities incurred by him in relation thereto.

18 2 Without prejudice to Article 18 1 above, the Directors shall have power to purchase and maintain insurance for or for the benefit of (i) any person who is or was at any time a Director or officer of any Relevant Company (as defined in Article 18 3 below), or (ii) any person who is or was at any time a trustee of any pension fund or employees' share scheme in which employees of any Relevant Company are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by or attaching to him in respect of any act or omission in the actual or purported execution and/or discharge of his duties and/or in the exercise or purported exercise of his powers and/or otherwise in relation to his duties, powers or offices in relation to any Relevant Company, or any such pension fund or employees' share scheme (and all costs, charges, losses, expenses and liabilities incurred by him in relation thereto)

18 3 For the purpose of Article 18 2 above "Relevant Company" shall mean the Company, any holding company of the Company or any other body, whether or not incorporated, in which the Company or such holding company or any of the predecessors of the Company or of such holding company has or had any interest whether direct or indirect or which is in any way allied to or associated with the Company, or any subsidiary undertaking of the Company or of such other body

18 4 Subject to the provisions of and so far as may be permitted by the Statutes, the Company (i) may provide a Director or officer with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings or in connection with any application under the provisions mentioned in Section 337A(2) of the Act and (ii) may do anything to enable a Director or officer to avoid incurring such expenditure, but so that the terms set out in Section 337A(4) of the Act shall apply to any such provision of funds or other things done

#### **OVERRIDING PROVISIONS**

19 Any member holding, or any members together holding, shares carrying not less than 90 per cent of the votes which may for the time being be cast at a general meeting of the Company may at any time and from time to time -

19 1 appoint any person to be a Director (whether to fill a vacancy or as an additional Director),

19 2 remove from office any Director howsoever appointed but so that if he holds an appointment to an executive office which thereby automatically determines such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company,

19 3 by notice to the Company require that no unissued shares shall be issued or agreed to be issued or put under option without the consent of such member or members, and

19 4 restrict any or all powers of the Directors in such respects and to such extent as such member or members may by notice to the Company from time to time prescribe

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed by the member or members. 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 such member or members has been obtained and 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 had 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

To the extent of any inconsistency this Article shall have overriding effect as against all other provisions of these Articles

**20. LIABILITY OF MEMBERS**

The liability of the members is limited to the amount, if any, unpaid on the shares held by them

**21. REDUCTION OF CAPITAL**

Notwithstanding the provisions of the 2006 Act and the provisions of The Companies (Reduction of Share Capital) Order 2008, any amounts that would, but for the provisions of this Article 21, be treated as a realised profit resultant from a capital reduction undertaken pursuant to section 641-644 of the 2006 Act shall instead be treated as a non-distributable equity reserve