

29131/34

*The Companies Acts 1862 to 1886
and
The Companies Acts 1948 to 1980*

COMPANY LIMITED BY SHARES

Memorandum

*(As amended by Special Resolutions dated the 30th June 1952 and
the 20th July 1979 and Resolutions of the Directors dated the 27th
March 1981)*

AND

Articles of Association

(Adopted by Special Resolution dated the 20th day of July 1979)

OF

Newman-Tonks Group p.l.c.

(formerly Newman-Tonks Group Limited)

Incorporated the 13th day of June 1889

Company Number: 29131



*The Companies Acts 1862 to 1886
and
The Companies Acts 1948 to 1980*

COMPANY LIMITED BY SHARES

Memorandum of Association

(As amended by Special Resolutions dated the 30th June 1952 and the 20th July 1979 and Resolutions of the Directors dated the 27th March 1981)

OF

Newman-Tonks Group p.l.c.

(By Directors' Resolution passed on the 27th day of March 1981 the name of the Company was changed from NEWMAN-TONKS GROUP LIMITED).

1. (a) The name of the Company is "NEWMAN-TONKS GROUP p.l.c."
(b) The Company is to be a public company.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are—
 - (a) (i) To acquire by purchase, exchange, subscription or in any other manner, to invest any monies belonging to the Company in and to hold the whole or any part of the shares, stocks, debentures, debenture or loan stocks, bonds, scrip, notes, options, mortgages, charges, obligations or other securities or interests of any kind or description in or issued or guaranteed by any company, corporation or undertaking of whatever nature and wherever constituted or carrying on business and generally to carry on the business of a holding company in all its branches, to co-ordinate the policy and administration of any companies, corporations or undertakings in which this Company is a member or participant or which are controlled by or associated with this Company in any manner, to assist financially and subsidise

- (ii) To give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets, present and future, and uncalled capital of the Company, or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium), of and the dividends or interest on any securities of any company, firm or person wherever constituted or resident including debenture and loan stock, and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company or subsidiary as defined by section 154 of the Companies Act 1948 or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the Company in business.
- (m) To sell, improve, manage, develop, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Company.
- (m) (i) To subscribe or guarantee money for any national charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (m) (ii) To grant pensions, retirement and other allowances and gratuities to directors or ex-directors, employees or ex-employees of the Company or its predecessors in business or the widows, children or other dependents of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory), institutions, associations and conveniences with a view to providing pensions or other benefits for any such persons as aforesaid and their dependents and to support or subscribe to any charitable trusts, funds or institutions, the support of which may, in the opinion of the directors of the Company for the time being benefit the Company or its employees and to make payment for or towards insurances or assurances for any of such purposes, and to institute and maintain any club

or other establishment for the benefit of the Company or its directors or employees and to institute and maintain any profit-sharing or share option scheme for the benefit of the directors or employees of the Company.

- (n) To do all such other things as are incidental or conducive to the attainment of the above objects.

4. The liability of the members is limited.

*5. The capital of the Company is £70,000, divided into 7,000 Shares of £10 each, and Preferred Shares may be created on increase of Capital if the resolution for creating the same is passed at a General Meeting of the Company by a majority in number as well as in value of the members present personally or by proxy.

*NOTES:—

(1) *By a Special Resolution passed on the 5th March 1956 the authorised share capital of the Company was sub-divided into shares of £1 each.*

(2) *By an Ordinary Resolution passed on the 22nd March 1957 the authorised and issued share capital of the Company was sub-divided into shares of 5/- each.*

(3) *By an Ordinary Resolution passed on the 22nd March 1957 the authorised share capital of the Company was increased from £70,000 (divided into 280,000 shares of 5/- each) to £200,000 by the creation of 520,000 new shares of 5/- each.*

(4) *By an Ordinary Resolution passed on the 14th April 1961 the authorised share capital of the Company was increased from £200,000 (divided into 800,000 shares of 5/- each) to £300,000 by the creation of 400,000 new shares of 5/- each.*

(5) *By an Ordinary Resolution passed on the 7th May 1963 the authorised share capital of the Company was increased from £300,000 (divided into 1,200,000 shares of 5/- each) to £600,000 by the creation of 1,200,000 new shares of 5/- each.*

(6) *By a Special Resolution passed on the 16th March 1970 the authorised share capital of the Company was increased from £600,000 (divided into 2,400,000 shares of 5/- each) to £1,197,560 by the creation of 2,390,000 new Ordinary shares of 5/- each.*

(7) *By an Ordinary Resolution passed on the 16th March 1970 the authorised share capital of the Company was increased from £1,197,500 (divided into 4,790,000 Ordinary Shares of 5/- each) to £1,500,000 by the creation of 1,210,000 new Ordinary Shares of 5/- each.*

(8) *By an Ordinary Resolution passed on the 28th November 1973 the authorised share capital of the Company was increased from £1,500,000 (divided into 6,000,000 Ordinary Shares of 25p each) to £3,000,000 by the creation of 6,000,000 new Ordinary Shares of 25p each.*

(9) *By an Ordinary Resolution passed on the 31st July 1978 the authorised share capital of the Company was increased from £3,000,000 (divided into 12,000,000 Ordinary Shares of 25p each) to £4,000,000 by the creation of 4,000,000 new Ordinary Shares of 25p each.*

(10) *By an Ordinary Resolution passed on the 20th July 1979 the authorised share capital of the Company was increased from £4,000,000 (divided into 16,000,000 Ordinary Shares of 25p each) to £5,000,000 by the creation of 4,000,000 new Ordinary Shares of 25p each.*

(11) *By an Ordinary Resolution passed on the 30th November 1979 the authorised share capital of the Company was increased from £5,000,000 (divided into 20,000,000 Ordinary Shares of 25p each) to £6,250,000 by the creation of 5,000,000 new Ordinary Shares of 25p each.*

Board	..	..	..	The Directors or any of them acting as the Board of Directors of the Company.
Seal	..	..	..	The Common Seal of the Company.
The United Kingdom	..			Great Britain and Northern Ireland.
Year	..	..	..	Calendar year.
Month	..	..	..	Calendar month.
In writing	..	..		Written, or produced by any visible substitute for writing, or partly one and partly another.
Dividend	..	..		Dividend and/or bonus.
Paid	..	..	..	Paid or credited as paid.
Subsidiary Company	..			The meaning defined in Section 154 of the Companies Act 1948, but extended to include a company which would be such a subsidiary within the definition but for the fact that it is incorporated outside the United Kingdom and "subsidiary" shall bear the same meaning.

The expressions "Debenture" and "Debenture Holder" shall include "Debenture Stock" and "Debenture Stockholder" respectively.

The expression "Secretary" shall include a temporary or assistant Secretary and any person appointed by the Board to perform any of the duties of the Secretary and where two or more persons are appointed to act as Joint Secretaries shall include any one of those persons.

All such of the provisions of these presents as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" shall be construed accordingly.

Words denoting the singular number shall include the plural number and vice versa; words denoting the masculine gender shall include the feminine gender; words denoting persons shall include corporations.

Save as aforesaid any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

The marginal notes are inserted for convenience only and shall not affect the construction of these presents.

BUSINESS

3. Any branch or kind of business, which the Company is either expressly or by implication authorised to undertake, may be undertaken at such time or times as the Board think fit, and may be suffered to be in abeyance, whether already commenced or not, so long as the Board deem it expedient not to commence or proceed with the same.

Business

CAPITAL

4. The capital of the Company at the date and time of the adoption of these presents is £5,000,000 divided into 20,000,000 Ordinary Shares of 25p each.

Share Capital

5. Without prejudice to any special rights or privileges or restrictions previously conferred on the holders of any existing shares or class of shares (which special rights or privileges or restrictions shall not be affected, modified, rescinded or dealt with except in accordance with the next following Article) any shares in the Company may be issued with or have attached thereto such preferred, deferred or other special rights, or privileges, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by Ordinary Resolution determine (or, failing any such determination, as the Board may determine) and subject to the provisions of the Statutes, the Company may issue Preference Shares which 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 be Special Resolution determine.

Rights attached to New Shares

VARIATION OF RIGHTS

6. Whenever the share capital of the Company is divided into different classes of shares, the special rights attached to any class may (unless otherwise provided by the terms of issue of shares of that class and subject to the provisions of the Statutes), be varied or modified with the consent in writing of the holders of three-quarters of the issued shares of the class or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the shares of the class (but not otherwise) and may be so varied or modified either whilst the Company is a going concern or during or in contemplation of a winding up. To every such separate General Meeting all the provisions of these presents relating to General Meetings of the Company and to the proceedings thereat shall *mutatis mutandis* apply, except that the necessary quorum shall be not less than two persons together holding or representing by proxy not less than one third in nominal amount of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll and that every such holder shall on a poll have one vote for every share of the class held by him. The foregoing provisions of this Article shall apply to the

Modification of Rights

variation or modification of the special rights attached to some only of the shares of any class as if the shares concerned and the remaining shares of such class formed separate classes.

Further Issue
Ranking
Pari Passu

7. Save as aforesaid the special rights attached to any class of shares having preferential rights shall not unless otherwise expressly provided by the terms of issue thereof be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or all respects *pari passu* therewith but in no respect in priority thereto.

SHARES

Control of
Board over
New Shares

8. Subject to the provisions of Article 50, all unissued shares shall be at the disposal of the Board, 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.

Underwriting
Commission and
Brokerage

9. The Company (or the Board on behalf of the Company) may exercise the powers of paying commissions conferred by the Statutes. The rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Statutes and such commission shall not exceed 10 per cent of the price at which the shares in respect of which the commission is paid are issued. The Company (or the Board on behalf of the Company) may also on any issue of shares pay such brokerage as may be lawful.

Interest charged
to Capital

10. If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company (or the Board on behalf of the Company) may, subject to the conditions and restrictions prescribed by Section 65 of the Act, pay interest on so much of such share capital as is for the time being paid up, and may charge the same to capital as part of the cost of construction of the works, buildings or plant.

Trusts not
recognised

11. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these presents otherwise provided) any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder. No infant may be a member of the Company.

CERTIFICATES

Members'
right to Share
Certificates and
time for delivery

12. Every person whose name is entered as a member in the Register of Members shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within

such other period as the terms of issue shall provide) one certificate for all his shares of any one class or several certificates, each for one or more of his shares of any one class. Every certificate shall specify the shares to which it relates, and the amount paid up thereon.

13. Every certificate for a share shall be issued under the Seal or under the official Seal kept by the Company by virtue of Section 2 of the Stock Exchange (Completion of Bargains) Act 1976 and (subject as hereinafter provided) shall bear the autographic signatures of at least one Director and the Secretary or some other person appointed by the Board for the purpose. Provided that the Board may by resolution determine either generally or in any particular case or cases that such signatures or either of them shall be dispensed with, or shall be affixed by some method or system of mechanical signature, provided that the method or system for affixing the seal or mechanical signature (when employed) shall be approved by the Auditors of the Company and provided also that the Seal is only to be affixed with the authority of the Directors.

Signature of
Share
Certificates

14. Where a member transfers part only of the shares comprised in a share certificate the old share certificate shall be cancelled and a new share certificate for the balance of such shares issued in lieu without charge.

Transfer of
part of Shares
in Certificate

15. If a share certificate be defaced, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity with or without security and the payment of out-of-pocket expenses of the Company in investigating evidence and preparing the requisite form of indemnity as the Board may think fit.

Lost Certificates

16. Except as authorised by the Statutes:—

Prohibition
of:—
Purchase of
own Shares

(A) no part of the funds of the Company shall be employed in the purchase of, or in loans upon the security of, shares in the Company;

(B) the Company shall not give any financial assistance for the purpose of or in connection with any purchase or subscription of shares in the Company or its holding company (if any);

Financial
assistance for
purchase of
Shares

(C) the Company shall not make or guarantee or provide any security in connection with a loan to any Director or to any director of its holding company (if any);

Loans to
Directors

(D) the Company shall not be a member of a company which is its holding company.

Membership of
Holding
Company

JOINT HOLDERS OF SHARES

17. Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint tenants

Joint holder of
Shares

with benefit of survivorship, subject to the provisions following:—

- (A) The Company shall not be bound to register more than four persons as the holders of any share;
- (B) The joint holders of any share shall be liable, severally as well as jointly, in respect of all payments which ought to be made in respect of such share;
- (C) On the death of any one of such joint holders the survivor or survivors shall be the only person or persons recognised by the Company as having any title to such share; but the Board may require such evidence of death as they may deem fit;
- (D) Any one of such joint holders may give effectual receipts for any dividend, bonus or return of capital payable to such joint holders;
- (E) Only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share, or to receive notices from the Company, and delivery of a certificate to one of such persons shall be sufficient delivery to all and any notice given to such person shall be deemed notice to all the joint holders.

LIEN

Lien on partly
paid Shares

18. The Company shall have a lien on every share (not being a fully paid share) for all moneys, whether presently payable or not, called or payable at a fixed time in respect of such share; and the Company shall also have a first and paramount lien and charge on all shares (other than fully paid shares) standing registered in the name of a single member for all the debts and liabilities of such member or his estate to the Company, and that whether the same shall have been incurred before or after notice to the Company of any equitable or other interest in any person other than such member and whether the period for the payment or discharge of the same shall have actually arrived or not and notwithstanding that the same are joint debts or liabilities of such member or his estate and any other person, whether a member of the Company or not. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

Power of Sale
of Shares on
which lien held

19. The Company may sell, in such manner as the Board think fit, any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of the sum presently payable and giving notice of intention to sell in default shall have

been given to the holder of the time being of the share, or the person entitled by reason of his death or bankruptcy to the share.

Notice to be given

20. For giving effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

Board may authorise person to transfer Shares

21. The proceeds of sale shall be applied in or towards payment or satisfaction of the debt or liability in respect whereof the lien exists, so far as the same is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the time of the sale.

Application of proceeds of sale

CALL ON SHARES

22. The Board may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the amount of the shares or by way of premium), and not by the terms of issue thereof made payable at fixed times and each member shall (subject to receiving at least twenty one days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares.

Call on Shares

Amount and notice of call

23. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed, and may be made payable by instalments.

When call deemed made

24. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding 15 per centum per annum, as the Board determine, but the Board shall be at liberty to waive payment of such interest wholly or in part.

Interest on calls in arrear

25. Any sum which by the terms of issue of a share becomes payable upon allotment or at any fixed date, whether on account of the amount of the share or by way of premium, shall for all the purposes of these presents be deemed to be a call duly made and payable on the date on which, by the terms of issue, the same becomes payable, and in case of non-payment all the relevant provisions of these presents as to payment of interest and expenses, forfeiture and otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

Certain sums deemed to be calls duly made

Differences in
amount and
time of payment

26. The Board may on the issue of shares differentiate between the holders as to the amount of calls to be paid, and in the times of payment.

Calls in advance
and interest
thereon

27. The Board may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced, may (until the same would but for such advance become presently payable) pay interest at such rate, not exceeding (unless the Company in General Meeting shall otherwise direct) 12 per centum per annum, as may be agreed upon between the Board and the member paying such sum in advance.

TRANSFER OF SHARES

Common Form
of Transfer

28. All transfers of shares shall be effected by transfer in writing in the usual common form or in such other form as the Board may accept.

Execution of
Transfer

29. The instrument of transfer of a share shall be signed by or on behalf of the transferor and 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 thereof, provided always that in the case of a partly paid share the instrument of transfer shall also be signed by or on behalf of the transferee.

Board's power
to refuse
Registration of
Transfers

30. The Board may in their absolute discretion and without assigning any reason therefor refuse to register any transfer of shares of any class (not being fully paid shares) to a person of whom they do not approve, and also may decline to register any transfer of shares of any class on which the Company has a lien.

31. The Board may also refuse to recognise any instrument of transfer unless:—

Share
Certificates to
accompany
Transfers

(A) the same is accompanied by the certificate for the shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and

Shares to be of
one class only

(B) the same is in respect of only one class of share.

Notices of
Refusal of
Transfer

32. If the Board refuse to register a transfer, they shall, within two months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal.

Suspension of
Registration

33. The registration of transfers may be suspended at such times and for such period as the Board may from time to time determine and either generally or in respect of any class of shares,

provided that the Register of Members shall not be closed for more than thirty days in any year.

34. Nothing in these presents shall preclude the Board from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.

Renunciation
of Allotments

35. Subject as hereinafter provided the Company shall be entitled to destroy all allotment letters and instruments of transfer of shares of the Company which shall have been registered at any time after the expiration of twelve years from the date of registration thereof and all share certificates which have been cancelled at any time after the expiration of six years from the date of cancellation thereof and it shall conclusively be presumed in favour of the Company that every allotment letter and instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and that every share certificate so destroyed was a valid certificate duly and properly cancelled; Provided always that:—

Destruction of
Allotment
Letters and
Transfers

- (A) The provisions aforesaid shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant;
- (B) Nothing herein contained shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any case where the conditions of proviso (A) above are not fulfilled;
- (C) References herein to the destruction of any document include reference to the disposal thereof in any manner.

TRANSMISSION OF SHARES

36. In case of the death of a shareholder the survivors or survivor where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole holder, shall be the only persons recognised by the Company as having any title to his shares, but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him.

Transmission
of Shares and
Survivorship

37. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence as to his title being produced as may from time to time be reasonably required by the Board, and subject as hereinafter provided, either be registered himself as holder of the share or elect to have some person nominated by him registered as the transferee thereof.

Election of
Registration of
persons entitled
on death or
bankruptcy of
Member

Notice in
writing of
Election

38. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have his nominee registered, he shall testify his election by executing to his nominee a transfer of such share. All the limitations, restrictions and provisions of these presents relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer executed by such member.

Rights of
persons entitled
on death or
bankruptcy of
Member

39. A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall be entitled to receive and may give a discharge for all dividends and other moneys payable in respect of the share, but he shall not be entitled to receive notices of or to attend or vote at meetings of the Company or save as aforesaid to any of the rights or privileges of a member until he shall have become a member in respect of the share. And should such person claiming a title to a share by transmission fail either to transfer the share or to elect to be registered as a member in respect thereof within sixty days of being required so to do by the Board, he shall in the case of shares which are fully paid up be deemed to have elected to be registered as a member in respect thereof, and may be registered accordingly.

FORFEITURE OF SHARES

If call not paid
Notice may be
served

40. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time thereafter, during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest and expenses which may have accrued.

Form of Notice

41. The notice shall name a further day (not being less than seven days from the date of the notice) on or before which and the place where the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time and at the place appointed the shares on which the call was made will be liable to be forfeited.

If Notice not
complied with
Shares may be
forfeited

42. If the requirements of any such notice are not complied with, any share in respect of which such notice has been given may at any time thereafter before payment of all calls, interest and expenses due in respect thereof has been made be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited share and not actually paid before forfeiture. The Board may accept a surrender of any share liable to be forfeited hereunder.

43. A share so forfeited or surrendered may be sold or otherwise disposed of and re-allotted or re-issued, either to a person who was before forfeiture the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Board shall think fit, and at any time before re-allotment or re-issue the forfeiture may be cancelled on such terms as the Board think fit. The Board may if necessary authorise some person to transfer a forfeited or surrendered share to any such other person as aforesaid.

Forfeited or
Surrendered
Share may be
sold

44. A member whose shares have been forfeited or surrendered shall cease to be a member in respect of the forfeited or surrendered shares, but shall, notwithstanding the forfeiture or surrender, remain liable to pay to the Company all moneys which at the date of forfeiture or surrender were presently payable by him to the Company in respect of the shares, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares.

Member
remains liable
after forfeiture
or Surrender

45. A statutory declaration in writing that the declarant is a Director of the Company and that a share has been duly forfeited or surrendered on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and such declaration and the receipt of the Company of the consideration (if any) given for the share on the re-allotment or re-issue thereof shall constitute a good title to the share, and the person to whom the share is re-allotted or re-issued shall be registered as the holder thereof, and his title to the share shall not be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, re-allotment or re-issue of the share.

Statutory
Declaration of
Forfeiture or
Surrender

STOCK

46. The Company may by Ordinary Resolution convert any paid-up shares into stock, and re-convert any stock into paid-up shares of any denomination.

Conversion of
Shares into
Stock

47. The holders of stock may transfer the same or any part thereof in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit, but no stock of any class shall be transferable except in sums of such amount (not exceeding £1 in nominal value and not to be less than the nominal value of the shares from which the stock arose) as the Board may from time to time prescribe as the minimum amount of stock of that class to be transferred or multiples thereof.

Transfer of
Stock

48. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, participation in assets on a winding up, voting at meetings and other matters, as if they held the shares from which

Rights and
privileges of
Stockholders

the stock arose but no such privilege or advantage (except participation in dividends and in assets on a winding up) shall be conferred by any such aliquot part of stock as would not, if existing in shares, have conferred such privilege or advantage.

INCREASE OF CAPITAL

Increase of
Capital by
Ordinary
Resolution

49. The Company in General Meeting may from time to time by an Ordinary Resolution increase its capital by such sum to be divided into shares of such amounts as the Resolution shall prescribe.

When new
Shares to be
offered to
existing
Members

50. The Company may by the Resolution increasing the capital direct that the new shares or any of them shall be offered in the first instance, either at par or at a premium or (subject to Section 57 of the Act) at a discount, to all the then members, or to one or more classes of members, or to the holder or holders of debentures or debenture stock of the Company in proportion to the amount of the capital held or advanced by them respectively, or make any other provisions as to the issue of the new shares. In default of any such direction, or so far as the same shall not extend, the new shares shall be at the disposal of the Board, who may allot, grant options over, or otherwise dispose of them to such persons and on such terms as they shall think fit.

New Shares
subject to same
provisions as
original Capital

51. The new shares shall be subject to the same provisions with reference to payment of calls, lien, transfer, transmission, forfeiture and otherwise, as the shares in the original capital, and, unless otherwise provided in accordance with these presents, the new shares shall be ordinary shares.

ALTERATIONS OF CAPITAL

52. The Company in General Meeting may by Ordinary Resolution:—

Consolidation
of Shares

(A) (i) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares and authorise the Board to make such provisions as the Board thinks fit in the case of any fractions arising in the course of such consolidation and division.

Sub-Division
of Shares

(ii) Sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association (subject, nevertheless, to the provisions of Section 61(1)(d) of the Act) and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights, or be subject

to any such restrictions as compared with the others as the Company has power to attach to unissued new shares.

- (iii) Cancel any shares which, at the date of the passing of the Resolution, have not been taken or agreed to be taken, by any person, and diminish the amount of its capital by the amount of the shares so cancelled

Cancellation of Shares

And may also by Special Resolution:—

- (iv) Reduce its share capital and any capital redemption reserve fund in any manner authorised by law.

Reduction of Capital

(B) Upon any consolidation of fully paid shares into shares of larger amount the Board may settle any difficulty which may arise with regard thereto and in particular may as between the holders of shares so consolidated determine which shares are consolidated into each consolidated share and in the case of any shares registered in the name of one holder (or joint holders) being consolidated with shares registered in the name of another holder (or joint holders) may make such arrangements for the allocation, acceptance of sale of the consolidated share and for the distribution to the members entitled of any moneys received in respect thereof as may be thought fit and for the purpose of giving effect thereto may appoint some person to transfer the consolidated share or any fractions thereof to the appropriate person and to receive the purchase price thereof and any transfer executed in pursuance thereof shall be effective and after such transfer has been registered no person shall be entitled to question its validity.

Difficulties upon consolidation

GENERAL MEETINGS

53. An Annual General Meeting shall be held once in every year at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Board. All other General Meetings shall be called Extraordinary General Meetings.

When Annual General Meetings to be held

54. The Board may call an Extraordinary General Meeting whenever they think fit, and shall on requisition in accordance with the Statutes proceed to convene an Extraordinary General Meeting.

When Extraordinary General Meetings to be held

55. In the case of an Extraordinary General Meeting called in pursuance of a requisition, unless such meeting shall have been called by the Board, no business other than that stated in the requisition as the objects of the meeting shall be transacted.

Business at Extraordinary General Meetings on requisition

NOTICE OF GENERAL MEETINGS

56. An Annual General Meeting and any General Meeting at which it is proposed to pass a Special Resolution or (save as provided

Notice of General Meeting

by the Statutes) a resolution of which special notice has been given to the Company shall be called by twenty one days' notice in writing at the least, and any other General Meeting by fourteen days' notice in writing at the least (exclusive in either case of the day on which it is served or deemed to be served and of the day for which it is given) given in manner hereinafter mentioned to the Auditors and to all members other than such as are not under the provisions of these presents entitled to receive such notices from the Company. Provided that a General Meeting shall be deemed to have been duly called notwithstanding that it has been called by shorter notice than that specified above if it is so agreed:—

(A) In the case of an Annual General Meeting, by all the Members entitled to attend and vote thereat; and

(B) In the case of an Extraordinary General Meeting, by a majority in number of the Members having a right to attend and vote thereat, being a majority holding not less than 95 per cent in nominal value of the shares giving that right.

What notice
of General
Meeting must
state

57. Every notice of meeting shall specify the place, the day, and the hour of meeting, and in the case of an Annual General Meeting shall specify the meeting as such, and in case of special business, the general nature of such business, and the notice convening a meeting to pass a Special or Extraordinary Resolution shall also specify the intention to propose the resolution as a Special or Extraordinary Resolution, as the case may be. In every such notice there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that the proxy need not also be a member.

Accidental
omission to
give notice

58. The accidental omission to give notice to or the non-receipt of notice by, any member shall not invalidate the proceedings at any General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

Special
Business

59. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all business that is transacted at an Annual General Meeting, with the exception of sanctioning dividends, the consideration of the accounts and balance sheet and any other documents required by law to be attached or annexed thereto, and the reports of the Directors and Auditors, the election of Directors and Auditors where special notice is not required and other officers in the place of those retiring by rotation or otherwise, the fixing of the remuneration of the Directors and Auditors, and the voting of extra remuneration to the Directors.

60. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Three members present in person shall be a quorum for all purposes.

Quorum

61. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Board shall appoint, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the members present in person or by proxy shall be a quorum.

When, if quorum not present, meeting to be dissolved and when to be adjourned

62. The Chairman of the Board shall preside as Chairman at every General Meeting of the Company. If there is no such Chairman or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, or if he is unwilling to act as Chairman, the Directors present may choose one of their number to be Chairman and in default of their so doing the members present shall choose one of the Directors present to be Chairman, or if no Director is present, or if all the Directors present decline to take the chair, they shall choose some member present to be Chairman.

Chairman of General Meeting

63. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, seven days' notice of the adjourned meeting shall be given in like manner as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Power to adjourn meeting

64. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:—

How questions to be decided at Meetings

- (A) By the Chairman; or
- (B) By not less than five members present in person or by proxy and entitled to vote; or
- (C) By a member or members present in person or by proxy representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting; or

Demand for poll

- (D) By a member or members present in person or by proxy and holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one tenth of the total sum paid up on all the shares conferring that right.

Evidence of
passing of
resolution

Unless a poll is so demanded, a declaration by the Chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

How poll to be
taken

65. If a poll is duly demanded it shall be taken in such manner as the Chairman may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

Casting vote of
Chairman

66. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

When poll to
be taken

67. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place as the Chairman directs.

Business may
proceed
notwithstanding
demand for poll

68. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded, and it may be withdrawn at any time before the next business is proceeded with.

VOTES OF MEMBERS

Votes of
Members

69. Subject to any special terms as to voting upon which any shares may have been issued or may for the time being be held, upon a show of hands every member present in person shall have one vote only, and upon a poll every member present in person or by proxy shall have one vote for every share held by him.

Joint holders

70. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.

Vote by
Corporation

71. Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of 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 would exercise if it were an individual member of the Company and such corporation shall for the purpose of these presents be deemed to be present in person at any such meeting if a person so authorised is present thereat.

72. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, curator bonis or other person in the nature of a committee or curator bonis appointed by such Court, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting or for the taking of the poll at which it is desired to vote. For the purposes of these presents a person shall be deemed to be of unsound mind if he becomes liable to be detained or subject to guardianship under Part IV of the Mental Health Act, 1959 (or under any similar enactment for the time being in force).

Vote of person
of unsound
mind

73. No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

Objections to
admissibility
of any vote

74. No member shall, unless the Board otherwise determine, be entitled to vote at a General Meeting either personally or by proxy or to exercise any other rights conferred by membership in relation to meetings of the Company if:—

Restrictions on
voting power

- (A) any call or such other sum as is presently payable by him to the Company in respect of shares in the Company remains unpaid; or
- (B) for as long as he continues to be in default in supplying to the Company any information required by the Company to be supplied to it by notice served under Section 27 of the Companies Act 1976 on the member or any person appearing to be interested in shares held by him

Provided that if such Member or other person on whom a notice is served under Section 27 aforesaid shall serve on the Company within the time specified in the notice a counter notice stating:—

- (i) That the information requested has already been supplied to the Company in accordance with Section 27 of the Companies Act 1976; or

- (ii) That he is exempt from complying with a notice served under the Section by virtue of an exemption granted thereunder by the Secretary of State;

then the Member shall not be deprived of the rights before referred to until such time as it has been determined whether or not the grounds stated in the counter notice are valid.

Votes may be given personally or by proxy

75. On a poll votes may be given either personally or by proxy and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way. A proxy shall not be entitled to vote except on a poll.

Form of proxy

76. An instrument appointing a proxy shall be in writing in the usual common form or in any other form which the Directors may accept and:—

- (A) in the case of an individual shall be signed by the appointor or by his attorney; and
- (B) in the case of a corporation shall be either given under its common seal or signed on its behalf by an attorney or duly authorised officer of the corporation.

The Directors may, but shall not be bound to, require evidence of the authority of any such attorney or officer. The signature on such instrument need not be witnessed. In the case of joint holders the Directors may, but shall not be bound to, accept as valid a proxy signed by one only of such joint holders.

Who may be a proxy and rights of proxy

77. Any person whether a member of the Company or not may act as a proxy. An instrument appointing a proxy shall be deemed to include the right to demand or join in demanding a poll 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 and any proxy shall have the same rights as the member appointing him to speak at the meeting at which he acts as proxy.

Proxy forms to be deposited at the Office

78. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be left at such place or places (if any), as may be specified for that purpose in the notice convening the meeting (or, if no place is specified at the Office) not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. Provided that 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 be required again to be delivered in relation to any subsequent meetings to which it relates but no instrument of proxy shall be valid after the expiration of twelve months from the date named in it as the date of its execution.

79. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or revocation of the proxy, or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

When vote by
proxy valid
though
Authority
revoked

DIRECTORS

80. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two nor more than ten.

Number of
directors

81. A Director shall not be required to hold any shares in the Company by way of qualification. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at General Meetings.

No share
qualification
for Directors

82. The Directors (except the Managing Director, the Deputy Managing Director and Directors receiving remuneration other than under this Article) shall be entitled to receive remuneration at such rate up to £7,500 per annum each with an additional sum of up to £2,500 per annum for the Chairman of the Board in each case as the Board may determine, or at such higher rate as the Company in General Meeting may from time to time determine. The Company may in General Meeting also vote extra remuneration to the Directors (except as aforesaid) which shall, in default of agreement to the contrary, be divided amongst such Directors equally. A Director holding office for part only of a year shall be entitled to a proportionate part of a full year's remuneration. The Directors (whether receiving remuneration hereunder or not) shall also be entitled to be repaid by the Company all such reasonable travelling (including hotel and incidental) expenses as they may incur in or about the business of the Company.

Remuneration
of non-executive
Directors

83. A Director of the Company may be or become a Director or officer of any company promoted by the Company or in which it may be interested as a shareholder or otherwise, and (unless the Board shall otherwise direct) no such Director shall be accountable for any remuneration or other benefits received by him as a director, officer or member of such company.

Director may
hold other
directorship
notwithstanding
Company's
interest

84. Any Director (including any person employed by the Company who may be appointed a Director) who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Board are outside the scope of the ordinary duties of a Director

Remuneration
for extra
services

may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine which shall be charged as part of the Company's ordinary working expenses.

When office of
Director to be
vacated

85. The office of a Director shall be vacated:—

- (A) If he shall become bankrupt or insolvent or compound with his creditors;
- (B) If he shall become of unsound mind or permanently incapable of performing his duties;
- (C) If he shall be convicted of an indictable offence (not being an offence which, in the opinion of the Board, does not affect his character or position as a Director of the Company such as an offence under the Road Traffic Acts);
- (D) If he shall be absent from the meetings of the Board for a period of six months without leave expressed by a resolution of the Board and the Board resolves that his office be vacated;
- (E) If he shall become prohibited by law from acting as a Director;
- (F) If (not being a person holding for a fixed term an executive office subject to termination if he ceases from any cause to be a Director) he shall resign by writing under his hand left at the Office or if (being such a person) he shall tender his resignation and the Board shall resolve to accept the same;
- (G) If he, not being a Managing Director or Deputy Managing Director, is required by resolution passed or concurred in in writing by all the other Directors for the time being to resign and he fails to do so within fourteen days after receipt by him of notice of the resolution;
- (H) If he is removed from office by a Resolution duly passed pursuant to Section 184 of the Act.

Director may
hold office of
profit under
and may
contract with
the Company

86. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms as to remuneration and otherwise as the Board may determine, and no Director or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any such other office or place of profit or, as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the

Company for any profit realised by any such contract or arrangement by reason of such Director holding that office, or of the fiduciary relationship thereby established, but the nature of his interest shall be declared by him at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, if his interest then exists, or in any other case at the first meeting of the Board after he becomes so interested; Provided nevertheless, that a Director shall not vote in respect of any contract or arrangement in which he is so interested, and if he shall do so his vote shall not be counted.

Proper disclosure and may vote except in special circumstances

87. A general notice given to the Board by any Director to the effect that he is a member of any specified company or firm and is to be regarded as interested in any contract which may thereafter be made with that Company or firm shall be deemed a sufficient declaration of interest in relation to any contract so made.

General notice of Directors interests

POWERS OF DIRECTORS

88. The business of the Company shall be managed by the Board who may exercise all such powers of the Company as are not by the Statutes or by these presents required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Statutes and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by Ordinary Resolution of the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.

Powers of Board

89. The Board may arrange that any branch of the business carried on by the Company or any other business in which the Company may be interested shall be carried on as or through one or more subsidiary companies, and they may on behalf of the Company make such arrangements as they think advisable for taking the profits or bearing the losses of any branch or business so carried on or for financing, assisting or subsidising any such subsidiary company or guaranteeing its contracts, obligations or liabilities, and they may appoint, remove and re-appoint any person (whether members of their own body or not) to act as Directors, Managing Directors or Managers of any such company or any other company in which the Company may be interested, and may determine the remuneration (whether by way of salary, commission on profits or otherwise) of any persons so appointed, and any Directors of this Company may retain any remuneration so payable to them. The Board shall also have power on behalf of the Company to guarantee the contracts obligations and liabilities of any such subsidiary Company.

Board may arrange for conduct of business through subsidiary companies

Power to
establish local
boards or
agencies

90. The Board may establish any local boards or agencies for managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may appoint any persons to be members of such local boards, or any managers or agents, and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the Board, with power to sub-delegate, and may authorise the members of any local board, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Board may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

Power to
appoint
Attorneys

91. The Board may by power of attorney under the Seal appoint any company, firm or person, or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

Power to keep
Dominion
Register

92. The Board may make and vary such regulations as they may think fit respecting the keeping of Dominion Registers of members pursuant to Sections 119 to 123 of the Act.

Power to raise
and borrow
money

93. (A) Subject as hereinafter provided, the Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property, assets and uncalled capital or any part thereof 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.

(B) The Board shall restrict the borrowings of the Company and exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiary companies so as to secure (as regards those subsidiary companies only in so far as by such exercise they can secure) that the aggregate principal amount (including any fixed premium payable on final repayment) for the time being remaining undischarged of all monies borrowed or secured by the Group (exclusive of inter group borrowings) shall

not at any time without the previous sanction of an ordinary resolution of the Company exceed the aggregate of:—

- (1) the amount paid up or credited as paid up on the share capital of the Company, plus
- (2) the aggregate amount standing to the credit of the consolidated capital and revenue reserves (including share premium account and any balance on the consolidated profit and loss account), all as shown on the latest published consolidated balance sheet of the Company and its subsidiaries but (i) adjusted in respect of any variation in the paid up share capital, share premium account and capital redemption reserve fund of the Company since the date of that balance sheet and (ii) excluding any amounts set aside for taxation and any amounts attributable to outside shareholders in subsidiaries and (iii) deducting any debit balance on the Consolidated Profit and Loss Account at the date of that balance sheet and (iv) deducting amounts attributable to goodwill or other intangible assets of the Company and its subsidiaries and (v) after making such other adjustments as the Auditors for the time being of the Company may consider appropriate.

In this paragraph the expression “the Group” shall mean the Company and its subsidiary companies and the expression “inter group borrowings” shall mean monies borrowed by one member of the Group from, and for the time being owing to, another member of the group.

(C) The certificate of the Auditors for the time being of the Company as to the amount of the share capital or the amount standing to the credit of the consolidated capital and revenue reserves at any time shall be conclusive and binding upon all concerned provided that for the purposes of this article where any calculation of share capital and consolidated reserves is made for the purposes of any transaction prior to such transaction being effected, such calculation shall be made on the basis that such transaction has been effected.

(D) For the purposes of this Article moneys borrowed shall be deemed to include:—

- (1) the nominal amount of any issued debentures (as defined in Section 55 of the Act) notwithstanding that the same be issued in whole or in part for a consideration other than cash;
- (2) the nominal amount of any issued share capital and the principal amount of any moneys borrowed, the repayment whereof is guaranteed by the Company

or any of its subsidiaries (together in each case with any fixed premium payable on final redemption or repayment) except so far as either (i) such share capital or the debt owing in respect of such borrowed moneys is for the time being beneficially owned by the Company or by any of its subsidiaries or (ii) such borrowed moneys are otherwise taken into account as moneys borrowed by the Company or any of its subsidiaries.

(E) No lender or other person dealing with the Company shall be concerned to see or enquire whether this limit is observed and no debt incurred or security given in excess of such limit shall be invalid or ineffectual unless the lender or the recipient of the security had, at the time when the debt was incurred or security given, express notice that the limit hereby imposed had been or would be thereby exceeded.

Power to
authorise
signatures and
acceptances

94. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.

MANAGING AND SALARIED DIRECTORS

Board may
appoint
Managing
Director

95. The Board may from time to time appoint one or more of their body to the office of Managing Director or to any salaried appointment for such period and on such terms as they think fit. A Managing Director so appointed shall not while holding that office be subject to retirement by rotation, but his appointment shall be subject to determination *ipso facto* if he cease from any cause to be a Director, or (subject to the terms of any contract between him and the Company) if the Board resolve that his term of office as Managing Director be determined. The Board may also from time to time appoint one or more of their body to the office of Deputy Managing Director for such period and on such terms as they think fit. A Deputy Managing Director so appointed shall not while holding that office be subject to retirement by rotation, but his appointment shall be subject to determination *ipso facto* if he cease from any cause to be a Director or (subject to the terms of any contract between him and the Company) if the Board resolve that his term of office as Deputy Managing Director be determined.

Remuneration
of Managing
Director

96. A Managing Director and a Director holding a salaried appointment shall receive such remuneration (whether by way of salary, commission, or participation in profits, or of any other description, or partly in one way and partly in another) as the Board may determine. Such remuneration may include the payment to such Managing Director or salaried Director as the case may be or his widow, children or dependants of a pension or other benefits on or after retiring from his office as Managing or salaried Director apart

from or in addition to the benefits provided by any such pension fund or scheme as is mentioned in the next succeeding Article and such pension or other benefits may be paid notwithstanding that on retirement from such office the Managing or salaried Director remains a Director.

97. For the purpose of any scheme instituted by the Company for providing pensions, life assurance or other benefits for its employees, their widows, children and dependants the Managing Directors and Directors holding salaried appointments shall be deemed employees of the Company, and may accordingly (if otherwise qualified under the provisions of the scheme) become members thereof and receive and retain all benefits to which they may become entitled thereunder. The Board may pay out of the Company's moneys any premiums or contributions becoming payable by the Company under the provisions of any such scheme in respect of Directors who are members thereof.

Managing and salaried Directors deemed employees for purposes of pension schemes

98. The Board may entrust to and confer upon a Managing Director any of the powers exercisable by the Board (except the power to make calls, forfeit shares, borrow money or issue debentures) upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

Delegation of powers to Managing Director

DIRECTORS INTERESTS IN CONTRACTS

99. (A) Save as herein provided, a Director shall not vote in respect of any contract or arrangement or any other proposal whatsoever in which he has any material interest otherwise than by virtue of his interests in shares or debentures or other securities of the Company. A Director shall not be counted in the quorum at a meeting in relation to any resolution on which he is debarred from voting.

Directors interests in contracts

(B) A Director shall (in the absence of some other material interest than is indicated below) be entitled to vote (and be counted in the quorum) in respect of any resolution concerning any of the following matters, namely:—

- (i) The giving of any security or indemnity to him in respect of money lent or obligations incurred by him at the request of or for the benefit of the Company or any of its subsidiaries.
- (ii) The giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security.

- (iii) Any proposal concerning an offer of shares or debentures or other securities of or by the Company or any of its subsidiaries for subscription or purchase in which offer the Director is or is to be interested as a participant in the underwriting or sub-underwriting thereof.
- (iv) Any proposal concerning any other company in which the Director is interested, directly or indirectly and whether as an officer or shareholder or otherwise howsoever, but is not the holder of or beneficially interested in one per cent. or more of the issued shares of any class of such company or of any third company through which his interest is derived.
- (v) Any proposal concerning the adoption, modification or operation of a superannuation fund or retirement benefits scheme under which the Director may benefit and which has been approved by or is subject to and conditional upon approval by the Board of Inland Revenue for taxation purposes.

(C) Where proposals are under consideration concerning the appointment (including fixing or varying the terms of appointment) of two or more Directors to offices or employments with the Company or any company in which the Company is interested, such proposals may be divided and considered in relation to each Director separately and in such case each of the Directors concerned (if not debarred from voting under paragraph (B) (iv) of this Article) shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment.

(D) If any question shall arise at any meeting as to whether a Directors interest is material or as to the entitlement of any Director to vote and such question is not resolved by his voluntarily agreeing to abstain from voting or being counted in the quorum, such question shall be referred to the chairman of the meeting and his ruling in relation thereto shall be final and conclusive except in a case where the nature or extent of the interests of the Director concerned have not been fully disclosed.

(E) The Company may by Ordinary Resolution suspend or relax the provisions of this Article to any extent or ratify any transaction not duly authorised by reason of a contravention of this Article.

ROTATION OF DIRECTORS

100. At each Annual General Meeting, one third of the Directors for the time being, or if their number is not three or a multiple of three then the number nearest to but not greater than

one third (other than any Director except from retirement under any other provisions of these presents), shall retire from office. The Directors to retire in each year shall be those who have been longest in office since their last election or appointment; but as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A Director retiring at a meeting shall retain office until the close or adjournment of the meeting.

101. A retiring Director shall be eligible for re-election.

Retiring Director
eligible for
re-election

102. The Company at the Meeting at which a Director retires in manner aforesaid shall fill up the vacated office by electing a person thereto, and in default the retiring Director shall be deemed to have been re-elected, unless at such meeting, with a view to reducing the number of Directors, it is expressly resolved not to fill up such vacated office, or unless a motion for the re-election of such Director shall have been put to the meeting and lost or unless such Director has given notice in writing to the Company that he is unwilling to be re-elected. The Company may also at any Extraordinary General Meeting, on notice duly given, fill up any vacancies in the office of Director, provided that the maximum number fixed as hereinbefore mentioned is not exceeded.

Meeting to
fill up
vacancies

103. No person other than a Director retiring at the meeting shall, unless recommended by the Board for election, be eligible for the office of a Director at any General Meeting unless not less than five nor more than fourteen clear days before the day appointed for the meeting there shall have been given to the Secretary notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such person for election, and also notice in writing signed by the person to be proposed of his willingness to be elected.

When
candidate for
office of
Director must
give notice

104. The Board 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 Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore provided. Any Director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.

Board may
fill casual
vacancy

105. The Company may by Ordinary or Extraordinary Resolution remove any Director before the expiration of his period of office, and may by an Ordinary Resolution, subject to the provisions of Article 103 hereof, appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

Removal of
Director from
office

ALTERNATE DIRECTORS

Director may
appoint an
alternate
Director

106. Any Director may at any time appoint any person first approved by the Board to be an alternate Director of the Company, and may at any time remove any alternate Director appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company as an alternate Director nor be required to hold any qualification, but shall otherwise be subject to the provisions of these presents with regard to Directors. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Board and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and (in the absence from the United Kingdom of his appointor) generally to perform all the functions of such appointor as a Director. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director, provided that if any Director retires by rotation but is re-elected by the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement, shall continue to operate after his re-election as if he had not so retired. All appointments and removals of alternate Directors shall subject to the approval of the Board as aforesaid be effected by writing under the hand of the Director making or revoking such appointment left at the Office.

Responsibility
of alternate
Director

107. Every 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 (if any) 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 him and the Director appointing him.

SPECIAL DIRECTORS

Power to
appoint Special
Directors

108. The Board may from time to time appoint one or more persons employed by the Company to be a special Director or Directors for such period at such remuneration either fixed or varying with profits or otherwise or partly by one method and partly by another and may from time to time and at any time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and the provisions following shall apply to every special Director so appointed namely:—

(A) A special Director shall not be deemed to be a Director for any purpose.

(B) The Board may from time to time entrust to and confer upon a special Director for the time being

such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient, and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Board in that behalf, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

PROCEEDINGS OF DIRECTORS

109. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes.

Meetings of
Board and
voting thereat

110. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any Director for the time being absent from the United Kingdom.

Who may
summon a
meeting

111. The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless so fixed at any other number shall be three.

Quorum

112. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in the Board, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these presents, the continuing Directors or Director may act for the purpose of filling up vacancies in the Board or of summoning General Meetings of the Company, but not for any other purpose.

Directors may
act
notwithstanding
vacancy

113. The Board may elect a Chairman and Deputy Chairman of their meetings and determine the period for which they are respectively to hold office, but if no such Chairman or Deputy Chairman be elected, or if at any meeting neither be present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

Directors may
elect Chairman
and Deputy

114. A meeting of the Board for the time being, at which a quorum is present, shall be competent to exercise all powers and discretions for the time being exercisable by the Board.

Quorum may
act

115. The Board may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise

Power to
appoint
committees

of the powers so delegated conform to any regulations that may be imposed on them by the Board.

Proceedings of
Committees

116. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these presents regulating the meetings and proceedings of the Board, so far as the same are applicable and not superseded by any regulations made by the Board under the last preceding Article.

Acts valid
though
appointment
irregular

117. All acts done by any meeting of the Board, or of a committee of the Board, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director, or person acting as aforesaid, or that they or any of them were disqualified or had vacated office, be as valid as if every such person had been duly appointed, and was qualified and had continued to be a Director.

Resolution
without Board
meeting valid

118. A resolution in writing signed by all the Directors shall be as effective for all purpose as a resolution passed at a meeting of the Board duly convened, held and constituted.

PRESIDENT

Honorary
Presidents

119. (A) The Board may from time to time appoint any person who has served the Company as a Director to be President of the Company for such period and upon such terms as they shall think fit and may from time to time, subject to the provisions of any agreement, remove him from office and appoint another person in his place. Any such appointment shall be of an honorary nature and there shall not be delegated to the President any of the powers, authorities or discretions of the Directors and accordingly such appointment shall carry no right to remuneration.

(B) Without prejudice to the foregoing provisions of this Article the office of President shall be vacated in either of the following events namely:—

- (i) if he resigns his office by notice in writing to the Company, or
- (ii) If he is removed by Ordinary Resolution of the Company in General Meeting.

MINUTES

Board to
keep Minutes

120. The Board shall cause minutes to be made in books provided for the purpose:—

- (A) Of all appointments of officers made by the Board.
- (B) Of the names of the Directors present at each meeting of the Board and of any committee of Directors.

- (c) Of all resolutions and proceedings at all meetings of the Company and of the Board and of committees of the Board.

Any such minute if purporting to be signed by the Chairman of the Meeting concerned or by the Chairman of the next succeeding Meeting of the Company or the Board or committee, as the case may be, shall be sufficient evidence without any further proof of the facts therein stated.

121. The Board shall duly comply with the provisions of the Statutes and in particular the provisions in regard to registration of charges and in regard to keeping a Register of Directors and Secretaries, a Register of Members, a Register of Mortgages and Charges and a Register of Directors' Interests in Shares and Debentures of the Company or its associated companies and to the production and furnishing of copies of or extracts from such Registers.

Board to
comply with
the provisions
of the Statutes

122. Any register, index, minute book, accounting records or other book required by these presents or the Statutes to be kept by or on behalf of the Company may be kept either by making entries in bound books or by recording them in any other manner. In any case in which bound books are not used, the Directors shall take adequate precautions for guarding against falsification and for facilitating its discovery.

Form of
Registers and
other books of
record

SECRETARY

123. The Secretary shall be appointed by the Board for such terms, and with such remuneration and upon such conditions as they may think fit and any Secretary so appointed may be removed by them. In the event of the Secretary of the Company being, and so long as the Secretary of the Company shall be, a company any director of such company and any other officer of such company appointed for the purpose by the board of directors of such company, by resolution or otherwise, may sign any certificate of title to shares or other document or instrument, and any return, and countersign any instrument to which the seal of the Company is affixed in the name and on behalf of such company as Secretary of the Company, and may otherwise perform any duty and exercise any power, authority, or discretion laid upon or vested in such company as Secretary of the Company by statute or by these presents, or the regulations for the time being of the Company or otherwise. The Board may also appoint a Deputy Secretary for such term, and with such remuneration and upon such conditions as they may think fit and if the office of Secretary shall be vacant or if the Secretary is incapable of acting the Deputy Secretary shall have all the powers and duties of the Secretary.

Secretary

THE SEAL

Custody of
Common Seal

124. The Board shall provide for the safe custody of the seal, which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and, subject as provided in Article 13 every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose.

Seal for use
abroad

125. The Company may exercise the powers conferred by Section 35 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Board.

SECRECY CLAUSE

Trade secrets
not to be
disclosed

126. As the interests of the Company may respectively demand that secrecy be observed touching the orders on hand or the inventions or mechanism employed, no member or other person shall under any circumstances be entitled to enter upon or inspect the works without the authority of the Board, or to require drawings of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret or secret process.

AUTHENTICATION OF DOCUMENTS

Powers to
authenticate
documents

127. Any Director or the Secretary or any person appointed by the Board for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Board, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are elsewhere than at the Office the Local Manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Board as aforesaid.

Duly certified
copy to be
conclusive

128. A document purporting to be a copy of a resolution of the Board or an extract from the minutes of a meeting of the Board which is certified as such in accordance with the provisions of the last preceding Article shall be conclusive evidence in favour of all persons dealing with the Company that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Board.

DIVIDENDS AND RESERVES

How profits to
be distributed

129. The profits of the Company available for dividend and resolved to be distributed shall be applied in the payment of dividends

to the members in accordance with their respective rights and priorities. The Company in General Meeting may declare dividends accordingly.

130. In respect of any dividend declared or to be declared (whether by the Board or by the Company in General Meeting) in respect of any financial year of the Company, the Board shall have power to capitalise any sum standing to the credit of any reserve available for distribution and to apply the same in paying up in full any Ordinary Shares required to be allotted to persons who have elected to receive fully paid Ordinary Shares in the capital in lieu of the whole or part of any such dividend and to allot the same credited as fully paid up to the persons entitled thereto, subject to authority for the exercise of the powers conferred on the Board by this Article having been previously granted by Ordinary Resolution of the Company, which authority shall be sought and granted in respect only of the financial year of the Company current at the date of the meeting at which the resolution is submitted. The provisions of Articles 129 to 143 inclusive shall be construed subject to the provisions of this Article and of any such resolution.

Allotment of
fully paid
shares in lieu
of dividend

131. No dividend shall be payable otherwise than out of the profits of the Company.

Dividend
payable only
out of profits

132. The Board shall lay before the Company in General Meeting a recommendation as to the amount (if any) which they consider should be paid by way of dividend, and the Company shall declare the dividend to be paid, but such dividend shall not exceed the amount recommended by the Board.

Dividend not to
exceed amount
recommended
by Board

133. Subject to the provisions of the Statutes, or any rule of law to the contrary, where any assets, business or property is bought by the Company as from a past date at a price fixed wholly by reference to the value of such assets, business or property at the past date and without any addition or deduction in respect of subsequent transactions upon the terms that the Company shall as from that date take the profits and bear the losses thereof, the actual profit or loss as the case may be so accruing to the Company may at the discretion of the Board be credited or debited wholly or in part to revenue account, and in that case the amount so credited or debited shall for the purpose of ascertaining the fund available for dividend be treated as a profit or loss arising from the business of the Company and available for dividend accordingly. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest, such dividend or interest may at the discretion of the Board be treated as revenue and it shall not be obligatory to capitalise the same or any part thereof.

Purchase of
assets from a
past date

134. All dividends shall be declared and paid according to the amounts paid on the shares in respect whereof the dividend is paid, but no amount paid on a share in advance of calls shall be

Basis on which
dividends are
to be declared

treated for the purposes of this Article as paid on the share. All dividends shall be apportioned and paid *pro rata* according to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly.

Fixed and
interim
dividends

135. If and so far as in the opinion of the Board the profits of the Company justify such payments, the Board may pay the fixed dividends on any class of shares carrying a fixed dividend and may also from time to time pay interim dividends of such amounts and on such dates as they think fit.

Power to
create
reserves

136. The Board may set aside out of the profits of the Company and carry to reserve or reserves such sums as they think proper, which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may properly be applied, and pending such application may, at the like discretion, either be employed in the business of the company, or be invested in such investments (other than shares of the Company) as the Board may from time to time think fit.

Debts may be
deducted from
dividends

137. The Board may deduct from any dividend payable to any member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to shares of the Company and the Board may retain any dividend payable in respect of a share on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

Dividends not
to bear interest

138. No dividend shall bear interest as against the Company.

Power to
retain
dividends until
registration
or transfer

139. The Board may retain the dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a member, or which any person is under those provisions entitled to transfer, until such person shall become a member in respect of such shares or shall transfer the same.

Unclaimed
dividends

140. The payment by the Board of any unclaimed dividend or the moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof and any dividend unclaimed after a period of twelve years from the date of declaration of such dividend shall be forfeited and shall revert to the Company notwithstanding that in the intervening period the liability to pay the sum shall have been provided for in the books, accounts or records of the Company. The Company shall not be required to pay to any member claiming any such dividend any interest in respect thereof.

141. The Company may upon the recommendation of the Board by Ordinary Resolution direct payment of a dividend in whole or in part by the distribution of specific assets and in particular of paid up shares or debentures of any other company or in any one or more of such ways; and the Board shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Board may settle the same as they think expedient and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Board.

Dividend may
be paid in
specie

142. Any dividend or other moneys payable in cash on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto (or, if two or more persons are registered as joint holders of the share or are entitled thereto in consequence of the death or bankruptcy of the holder, to any one of such persons), or to such person and such address as such member or person or persons may by writing direct. Every cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint holders or person or persons entitled to the share in consequence of the death or bankruptcy of the holder may direct and payment of the cheque or warrant by the banker upon whom it is drawn shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.

Payment of
dividends by
post

143. If two or more persons are registered as joint holders of any share, or are entitled jointly to a share in consequence of the death or bankruptcy of the holder, any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share.

Joint holders

CAPITALISATION OF PROFITS AND RESERVES

144. (A) The Company may upon the recommendation of the Board by Ordinary Resolution resolve that it is desirable to capitalise any sums standing to the credit of any of the Company's revenue or capital reserve accounts (including Share Premium Account and Capital Redemption Reserve Fund) or any sum standing to the credit of profit and loss account or otherwise available for distribution, provided that such sum is not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend, and accordingly that subject as hereinafter provided the Board be authorised and directed to appropriate the sum resolved to be capitalised to the Ordinary Shareholders in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of dividend on the Ordinary

Power to
capitalise
undistributed
profits and
apply the same
in paying up
new shares

Shares and to apply such sum on their behalf either in or towards paying up the amounts (if any) for the time being unpaid on any shares held by them respectively or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such sum, such shares or debentures to be allotted and distributed credited as fully paid up to and amongst them in the proportion aforesaid or partly in one way and partly in the other; Provided that Share Premium Account and Capital Redemption Reserve Fund may only be applied hereunder in the paying up of unissued shares to be issued as fully paid.

(B) Whenever such a resolution as aforesaid shall have been passed, the Board shall make all appropriations and applications of the sum resolved to be capitalised thereby and all allotments and issues of fully paid shares or debentures (if any) and generally shall do all acts and things required to give effect thereto, with full power to the Board in the case of shares or debentures becoming distributable in fractions to make such provisions by the issue of fractional certificates or by payment in cash or by the allotment of shares or debentures representing fractions upon trust to sell the same and to distribute the net proceeds of sale in accordance with fractional entitlements or otherwise howsoever as they think fit and also to authorise any person to enter on behalf of all the members interested into an agreement with the Company providing for the allotment credited as fully paid up of any shares or debentures to be issued upon such capitalisation and any agreement made under such authority shall be effective and binding on all concerned.

DISTRIBUTION OF CAPITAL PROFITS

Capital profits
may be
distributed as
capital

145. Subject to the special rights conferred on any shares or class of shares, the Company by Ordinary Resolution may from time to time and at any time resolve that any surplus moneys in the hands of the Company representing the capital profits received or recovered in respect of or arising from the realisation of any capital assets of the Company or any investments representing the same instead of being applied in the purchase of other capital assets or for other capital purposes, be distributed amongst the holders of the Ordinary Shares on the footing that they receive the same as capital and in the shares and proportions in which they would have been entitled to receive the same if it had been distributed by way of dividend. For the purpose of this provision surplus moneys or investments means moneys or investments in the hands of the Company over and above a sufficiency of other assets to answer in full the whole of the liabilities and paid up share capital of the Company for the time being and any capital redemption reserve fund.

ACCOUNTS

Books of
account to be
kept

146. The Board shall cause to be kept such books of accounts as are necessary to give a true and fair view of the state of the

Company's affairs and explain its transactions and in particular proper books of account with respect to:—

- (A) All sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure takes place.
- (B) All sales and purchases of goods by the Company.
- (C) The assets and liabilities of the Company.

147. The books of account shall be kept at the Office, or at such other place in Great Britain as the Board think fit, and shall at all times be open to inspection by Directors. No member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in General Meeting.

Where books of account kept and right of inspection

148. The Board shall once at least in every year lay before the Company a profit and loss account, and a balance sheet in such form and containing all such particulars with respect to the capital, the assets and the liabilities of the Company and other matters as are required by the Statutes, both made up to a date not more than nine months before the meeting. The profit and loss account shall be annexed to the balance sheet and signed on behalf of the Board by the Directors signing the balance sheet.

Annual profit and loss account and balance sheet

149. Every balance sheet shall be signed on behalf of the Board by two of the Directors, and shall have attached to it a report by the Directors with respect to the state of the Company's affairs and the amount (if any) which they recommend shall be paid by way of dividend and the amount (if any) which they have carried or propose to carry to reserve. It shall also have attached to it the Auditors' report, and such documents as are required by law to be attached or annexed thereto.

Signature of balance sheet and reports to be attached thereto

150. A copy of every balance sheet and profit and loss account which is to be laid before a General Meeting of the Company (including every document required by law to the annexed thereto) together with a copy of every report of the Auditors relating thereto and of the Directors' report shall not less than twenty one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Statutes or these presents: Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of joint holders, but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office. Whenever a listing on The Stock Exchange in the United Kingdom for all or any of the shares or

Members entitled to copies of annual accounts and reports

debentures of the Company shall for the time being be in force there shall be forwarded to the Secretary of the Quotations Department of The Stock Exchange such number of copies of such documents as may for the time being be required under its regulations or practice.

AUDIT

Appointment
and duties of
Auditors

151. Auditors shall be appointed and their duties regulated in accordance with the Statutes and subject to the provisions of the Statutes, all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment or afterwards became not qualified for appointment.

Auditor
entitled to
attend General
Meetings and to
receive notices

152. The Auditor shall be entitled to attend any General Meeting and to receive all notices of and other communications relating to any General Meeting which any Member is entitled to receive, and to be heard at any General Meeting on any part of the business of the Meeting which concerns him as Auditor.

NOTICES

How to be
served

153. Any notice or document may be served by the Company on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the Register of Members.

Members
resident
abroad

154. Any member described in the Register of Members by an address not within the United Kingdom who shall from time to time give to the Company an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but save as aforesaid no member other than a registered member described in the Register of Members by an address within the United Kingdom shall be entitled to receive any notice from the company.

When notice
by post
deemed to be
served

155. Any notice or other document, if served by post, shall be deemed to have been served on the day following that on which the same was posted, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed, stamped and posted.

Notice valid
though member
dead or
bankrupt

156. Any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these presents shall, notwithstanding that such member be then dead or bankrupt, and whether or not the Company have notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such member as sole or joint holder, unless his name shall at the time of the service of the notice or document have been removed from the Register of Members as

the holder of the share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

WINDING UP

157. If the Company shall be wound up (whether the liquidation is voluntary, under supervision, or by the Court) the Liquidator may, with the authority of an Extraordinary Resolution, divide among the members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the members or different classes of members. The Liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the Liquidator with the like authority shall think fit and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares in respect of which there is a liability.

Distribution of
assets in specie

INFORMATION

158. The Board may at any time require any person whose name is entered on the Register of Members of the Company to furnish them with any information supported (if the Board so requires) by Statutory Declarations which they may consider necessary for the purpose of determining whether or not the Company is a close company within the meaning of the Income and Corporation Taxes Act 1970 or any statutory modification or re-enactment thereof or for the purpose of enabling the Board to comply with the requirements of Sections 27 to 31 of the Companies Act 1967 or Section 27 of the Companies Act 1976 or any statutory modifications or re-enactments thereof.

Powers of
Board to
require
information

INDEMNITY

159. Subject to the provisions of and so far as may be permitted by the Statutes, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

Indemnity

*The Companies Acts 1862 to 1886
and
The Companies Acts 1948 to 1980*

COMPANY LIMITED BY SHARES

Memorandum

*(As amended by Special Resolutions dated
the 30th June 1952 and the 20th July 1979
and Resolutions of the Directors dated the
27th March 1981)*

AND

Articles of Association

*(Adopted by Special Resolution dated the
20th day of July 1979)*

OF

Newman-Tonks Group p.l.c.
(formerly Newman-Tonks Group Limited)

Incorporated the 13th day of June 1889

Company Number: 29131