

Company Number: 00085110

SILVESTER BROTHERS (AMHUK) LIMITED

(the "Company")

RESOLUTION IN WRITING of members as a substitute for a formal resolution in general meeting.

We, the undersigned, being all of the members of the Company having the right to vote at general meetings, signify our assent to the passing of the resolution set out below under the provisions of Article 9 of the Company's Articles of Association to the effect that such resolution shall be deemed to be as effective as if it had been passed at a general meeting of the Company duly called and held.

SPECIAL RESOLUTION

IT IS HEREBY RESOLVED THAT the existing Articles of Association of the Company shall no longer apply to this Company, and that in the place of those Articles, the attached Articles of Association (a copy of which has been initialled by Robert Keith Dudfield for purpose of identification) (the "**New Articles**") shall be adopted by the Company and that the Company Secretary be directed immediately to register the New Articles with the Registrar of Companies.

Signed:

R K Dudfield

For and on behalf of **Silvester Brothers (AMH) Pty Limited**

Robert Keith Dudfield (Authorised Signatory)

Date: 15 December 2004



**ARTICLES OF ASSOCIATION
of
Silvester Brothers (AMHUK) Limited
COMPANY NUMBER 85110**

*Adopted by Special Resolution of the
Members on 15 December 2004*

R. K. Dwyer

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Companies Act 1985
Company Limited By Shares
ARTICLES OF ASSOCIATION
OF
Silvester Brothers (AMHUK) Limited

1. PRELIMINARY

The name of the Company is Silvester Brothers (AMHUK) Limited. The Company is a private company limited by shares. The liability of Members is limited. The regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985 (as amended from time to time) do not apply to the Company and are replaced by the regulations set out in this document, which are the Articles of Association of the Company.

2. INTERPRETATION

2.1 Definitions

Unless the contrary intention appears in these Articles:

"**Act**" means Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"**Articles**" means these articles of association of the Company as amended from time to time.

"**Business Day**" means a day other than Saturday, Sunday or bank or public holiday in London.

"**clear days**" in relation to a period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"**communication**" has the meaning given to it in the Electronic Communications Act 2000.

"**Company**" means Silvester Brothers (AMHUK) Limited Company Number 85110.

"**Director**" means any director of the Company for the time being.

"**electronic communication**" has the meaning given to it in the Electronic Communications Act 2000.

"**Extraordinary Resolution**" has the meaning given to it in the Act.

"**General Meeting**" means a meeting of the Members.

"**Group Company**" means Foster's Group Limited or any of its subsidiaries.

"**Member**" means a person entered in the Register as a member for the time being of the Company.

"**office**" means the registered office of the Company.

"Ordinary Resolution" means a resolution of the Members other than a Special or Extraordinary Resolution.

"Register" means the register of Members kept pursuant to the provisions of the Act.

"Representative" means a duly authorised corporate representative appointed by a Member pursuant to the provisions of the Act.

"Seal" means the common seal of the Company and includes any duplicate common seal of the Company.

"Secretary" means the secretary of the Company or any other person appointed to perform all or any of the duties of a secretary of the Company, including a joint, assistant or deputy secretary.

"Securities" includes shares, units of shares, rights to shares, options to acquire shares, instalment receipts and other securities with rights of conversion to equity in the capital of the Company.

"Special Resolution" has the meaning given to it in the Act.

"United Kingdom" means Great Britain and Northern Ireland.

2.2 Interpretation Generally

- (a) An expression used in a particular Part or Chapter of the Act that is given by that Part or Chapter a special meaning for the purposes of that Part or Chapter has, in any of these Articles that deals with a matter dealt with by that Part or Chapter, the same meaning as in that Part or Chapter, unless the contrary intention appears.
- (b) A reference to a provision of the Act includes:
 - (i) a reference to that provision as amended; and
 - (ii) a reference to a corresponding provision contained in any substituted or re-enacted legislation superseding or replacing, in whole or in part, the Act subject however to the corresponding provision in the substituted or re-enacted legislation being in identical or substantially identical terms to the provision in the Act.
- (c) Unless otherwise provided in the Articles, where in this document a period of time dating from a given day, act or event is specified or allowed for any purpose, the time is reckoned exclusive of that day or of the day on which the act or event occurred but inclusive of the day on which that period expires.
- (d) Unless the contrary intention appears:
 - (i) words importing the singular include the plural and vice versa;
 - (ii) words importing any gender include all genders;
 - (iii) the term "person" or words importing persons include bodies corporate;

- (iv) a reference to writing includes any mode of representing or reproducing words in tangible and permanently visible form, and includes electronic and facsimile transmission; and
- (v) if a word or phrase is defined, cognate words and phrases have a corresponding definition.
- (e) Headings are for ease of reference only and do not affect the construction of these Articles.

2.3 Methods of communication

Subject to the provisions of the Act, nothing in these Articles should be read so as to limit the use of electronic communication as a method of communication for holding meetings including General Meetings or conveying information to parties contemplated within the Articles.

2.4 Previous Articles

- (a) These Articles supersede the Articles of the Company in force immediately prior to the adoption of these Articles.
- (b) The adoption of these Articles does not affect the validity or effect of anything done under any previous Articles of the Company, so that:
 - (i) every Director and Secretary of the Company in office immediately prior to adoption of these Articles is taken to have been appointed, and will continue in office, under these Articles;
 - (ii) any Seal properly adopted by the Company prior to the adoption of these Articles is taken to be a Seal properly adopted under these Articles; and
 - (iii) all Securities or rights to acquire Securities, in existence at the date of adoption of these Articles shall continue to exist, together with all rights and restrictions attaching to those Securities.

3. SECURITIES

3.1 Issue of Securities

Subject to the provisions of the Act, the Articles and without prejudice to any special rights conferred on the holders of any existing Securities or class of Securities in the Company:

- (a) any Security may be issued with such rights or restrictions as the Company may by Ordinary Resolution determine; and
- (b) the Directors are generally and unconditionally authorised pursuant to section 80 of the Act for a period of five years from the date of the adoption of these Articles to exercise any power of the Company to allot, grant or otherwise dispose of any Securities for the time being unissued in such manner as they think fit and with such preferred, deferred or other special rights or such restrictions as to dividends, voting, return of capital, payment of calls,

distribution of assets or otherwise, to such persons and on such terms and conditions as the Directors determine, and this authority may at any time be renewed, revoked or varied by an Ordinary Resolution of the Company.

3.2 Variation of class rights

- (a) Subject to the provisions of the Act, if at any time the share capital of the Company is divided into different classes of Securities, the rights attached to any class (unless otherwise provided by the terms of issue of the Securities of that class) may, whether or not the Company is being wound up, be varied or abrogated with the sanction of an Extraordinary Resolution passed at a separate meeting of the holders of the issued Securities of that class or with the consent in writing of the holders of three-quarters of the issued Securities of that class.
- (b) The provisions of the Act and these Articles relating to Extraordinary Resolutions and meetings shall be deemed to apply so far as they are capable of application (the necessary changes being made) to every Extraordinary Resolution and meeting referred to in Article 3.2(a) except that the quorum at any such meeting shall be two persons present holding or representing by proxy at least one-third (1/3) of the nominal value of the issued Securities of the class in question and at an adjourned meeting one person holding Securities of the class in question or his proxy.

3.3 Preference shares

- (a)
 - (i) The Company may issue preference shares including preference shares that are, or at the option of the Company are, liable to be redeemed.
 - (ii) Each preference share confers on the holder a right to receive a preferential dividend at the rate, on the basis and on the terms as to redemption (if redeemable) decided by the Directors under the terms of issue.
 - (iii) In addition to the preferential dividend, each preference share may participate with the ordinary shares in profits if and to the extent the Directors decide under the terms of issue.
 - (iv) The preferential dividend may be cumulative if and to the extent the Directors decide under the terms of issue.
 - (v) Each preference share confers on its holder the right, in priority to the payment of any dividend on any other class of shares, to a preferential dividend.
 - (vi) Each preference share confers on its holder the right on a winding up and on redemption to payment in priority to any other class of shares of:
 - (a) the amount of any dividend accrued but unpaid on the shares at the date of winding up or the date of redemption; and

- (b) any amount paid on the shares.
- (vii) A preference share does not confer on its holder any right to participate in the profits or property of the Company except as set out in this Article.
- (viii) To the extent the Directors decide under the terms of issue, a preference share may confer a right to a bonus issue or capitalisation of profits in favour of the holders of those shares only.
- (ix) A preference share does not entitle its holder to vote at any meeting except in the following circumstances:
 - (a) on a proposal to reduce the share capital of the Company;
 - (b) on a proposal that affects the rights attached to the share;
 - (c) on a proposal to wind up the Company;
 - (d) on a proposal for the disposal of the whole of the property, business and undertaking of the Company;
 - (e) on a resolution to approve the terms of a buy back agreement;
 - (f) during a period in which a dividend or part of a dividend on the share is in arrears; or
 - (g) during the winding up of the Company.
- (b) The rights attaching to the preference shares may only be varied or abrogated in accordance with Article 3.2.
- (c) The issue of any Securities which rank in priority to the preference shares in any respect shall be deemed to be a variation or abrogation of the rights of the preference shares but the issue of any Securities ranking equally with the preference shares shall be deemed not to be a variation or abrogation of any of the rights of the preference shares if those Securities may not be redeemed until all the existing preference shares have been redeemed or converted.
- (d) The rights conferred upon the holders of the Securities of any class issued with preferred or other rights shall unless otherwise expressly provided by the terms of issue of the Securities of that class be deemed not to be varied or abrogated by the creation or issue of further Securities ranking equally with those shares.

3.4 Recognition of interest

The Company is not bound by or compelled in any way to recognise (whether or not it has notice of the interest or rights concerned) any equitable, contingent, future or partial interest in any Security or (except as otherwise provided by these Articles or by law) any other right in respect of a Security, except an absolute right of ownership in the registered holder of the Security.

4. TRANSFER OF SECURITIES

4.1 General

- (a) Subject to these Articles, a Member may transfer all or any of the Member's Securities by instrument in writing duly stamped in any usual or common form or in any other form that the Directors approve.
- (b) An instrument of transfer shall be executed by or on behalf of both the transferor and the transferee (except where execution by the transferee is unnecessary under the Act) or may be otherwise executed in accordance with the provisions of the Act.
- (c) The transferor of Securities remains the holder of the Securities transferred and a Member in respect of those transferred Securities, until the transfer is registered and the name of the transferee is entered in the Register in respect of those Securities.
- (d) An instrument of transfer must be left for registration at the registered office or at the address where the Register is kept, accompanied by such evidence (including the certificate for the Securities to be transferred where a certificate has been issued) as the Directors may properly require to prove the title of the transferor.
- (e) The Directors may suspend registration of transfers of Securities or of transfers of any class of Securities at the times and for the periods they determine. The periods must not exceed 30 days in any one calendar year.

4.2 Refusal of registration

- (a) The Directors may refuse to register the transfer of Securities in the Company to any person of whom they do not approve and are not obliged to give any reason for such refusal.
- (b) The Directors may refuse to register the transfer of a Security which is not fully paid to a person of whom they do not approve and they may refuse to register the transfer of a Security on which the Company has a lien. They may also refuse to register a transfer unless:
 - (i) it is lodged at the office or at such other place as the Directors may appoint and is accompanied by the certificate for the Securities to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer;
 - (ii) it is in respect of only one class of Securities; and
 - (iii) it is in favour of not more than four transferees.
- (c) Where the Directors refuse to register a transfer of any Securities, the Company must, within two months after the date of lodgement of the transfer with the Company, send to the transferee a notice of refusal in accordance with the Act.

5. NEW SECURITIES

Unless otherwise provided by these Articles or the terms of issue, new Securities issued by the Company shall be deemed ordinary Securities and shall rank equally with and carry the same rights as the existing Securities and shall be subject to the provisions of these Articles.

6. ALTERATION OF SHARE CAPITAL

6.1 The Company may by Ordinary Resolution:

- (i) increase its share capital by new shares of such amount as the resolution prescribes;
- (ii) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (iii) subject to the provisions of the Act sub-divide its shares, or any of them, into shares of smaller amount and the Ordinary Resolution may determine that, as between the shares resulting from the sub-division, any of them may have the preference or advantage as compared with the others; and
- (iv) cancel shares which, at the date of the passing of the Ordinary Resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

6.2 Subject to the provisions of the Act, the Company may by Special Resolution reduce its share capital, any capital redemption reserve and any share premium account in any way.

7. PURCHASE OF OWN SECURITIES

Subject to the provisions of the Act, the Company may purchase its own shares (including any redeemable shares) and, if it is a private company, make a payment in respect of the redemption or purchase of its own shares, otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

8. MEETINGS OF MEMBERS

8.1 Convening and notice of General Meetings

- (a) All General Meetings other than annual General Meetings shall be called extraordinary General Meetings.
- (b) A General Meeting of the Company shall be held if required by the Act.
- (c) The Directors must on the request of a Member in accordance with the provisions of the Act, forthwith proceed to convene an extraordinary General Meeting for a date no later than eight weeks after receipt of the requisition.
- (d) Any Director or Secretary may at any time call and convene a General Meeting.
- (e) An annual General Meeting and an extraordinary General Meeting called for the passing of a Special Resolution or a resolution appointing a person as a

Director shall be called by at least twenty-one clear days' notice. All other extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed:

- (i) in the case of an annual General Meeting, by all the Members entitled to attend and vote thereat; and
 - (ii) in the case of any other meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety-five per cent in nominal value of the Securities giving that right.
- (f) The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual General Meeting, shall specify the meeting as such.
 - (g) Subject to the provisions of the Articles and to any restrictions imposed on any Securities, the notice shall be given to all the Members, to all persons entitled to a Security in consequence of the death or bankruptcy of a Member and to the Directors and auditors.
 - (h) The accidental omission to give notice of any General Meeting to, or the non-receipt of any such notice by, any person entitled to be notified does not invalidate the General Meeting or any resolution passed at that General Meeting.
 - (i) The Directors may by notice in writing to the Members postpone any General Meeting that has been convened to a date specified in the notice, or cancel the General Meeting, subject to the provisions of the Act. Any such notice may be given using electronic communications to an address for the time being notified for that purpose to the person giving notice. In this article "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

8.2 Proceedings at General Meetings

- (a) Subject to the provisions of the Act, where the Company has only one Member, the Company shall not be required to hold meetings and may rely on the provisions of Article 9.3 and the Act.
- (b) A quorum at a General Meeting of the Company is constituted, where the Company has two or more Members, by two Members present in person or by proxy, attorney or Representative.
- (c) No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the General Meeting proceeds to business.

8.3 Voting procedures at General Meetings

- (a) The chairman of Directors shall preside at every General Meeting of the Company, but where there is no chairman present and willing to act within 10 minutes after the time appointed for a General Meeting, the following may

preside as chairman of the General Meeting, in the following order of entitlement:

- (i) a Director chosen by a majority of the Directors present;
 - (ii) the only Director present;
 - (iii) a Member present in person or by proxy, attorney or Representative chosen by a majority of the Members present in person or by proxy, attorney or Representative.
- (b) Every question submitted to a General Meeting shall be decided by a show of hands.
- (c) In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the General Meeting does not have a casting vote and the motion is deemed not to have been passed.

8.4 Adjournment of General Meetings

- (a) The chairman of a General Meeting may, with the consent of the General Meeting, adjourn the General Meeting from time to time and place to place, but the only business that may be transacted at an adjourned General Meeting is the business left unfinished at the General Meeting from which the adjournment took place.
- (b) Subject to the provisions of the Act, it is not necessary to give notice of any adjournment or of the business to be transacted at an adjourned General Meeting.

9. ENTITLEMENT TO VOTE AT GENERAL MEETINGS

9.1 Right to vote

- (a) A Member entitled to receive notice of General Meetings has the right to attend General Meetings.
- (b) Unless a Security does not carry any voting rights under these Articles or the terms of issue of the Security prohibit or restrict the holder of the Security from voting, and subject to any rights or restrictions attached to or affecting any class of Securities, on a show of hands, each Member present in person or by proxy, by attorney or by Representative has one vote, and on a poll every Member shall have one vote for every share of which he is the holder.
- (c) An objection may be raised to the right of a person to attend or vote at a General Meeting or adjourned General Meeting only at that General Meeting or adjourned General Meeting, and every vote not disallowed at the General Meeting or adjourned General Meeting is deemed valid for all purposes.
- (d) In the case of a dispute as to the admission or rejection of a vote, the chairman of the General Meeting shall decide the matter and the chairman's decision is final and conclusive.

9.2 Proxies, attorneys and Representatives

- (a) A Member who is entitled to attend and vote at a General Meeting of Members may appoint a person or persons as the Member's proxy.
- (b) An appointment of a proxy may be a standing one.
- (c) The appointment may specify the proportion or number of votes that the proxy may exercise.
- (d) If a Member is entitled to two or more votes at a General Meeting, the Member may appoint two or more proxies but neither proxy is entitled to vote on a show of hands. If the Member appoints two or more proxies and the appointment does not specify the proportion or number of the Member's votes each proxy may exercise, each proxy may exercise half of the votes.
- (e) The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in any form which is usual or which the Directors may approve and subject to the provisions of the Act such an appointment will have effect as of its receipt by the Secretary.
- (f) The appointment of a proxy, unless it expressly provides otherwise, confers on the proxy authority to agree to a General Meeting being convened by shorter notice than is required by the Act.
- (g) The appointment of a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution, and if so, the proxy is not entitled to vote on the resolution except as specified in the appointment.
- (h) A Member may, by power of attorney duly executed in the presence of at least one witness and (if necessary) duly stamped, appoint an attorney (whether a Member or not) to act on the Member's behalf at all or any General Meetings of the Company or of any class of Members.
- (i) Notwithstanding anything to the contrary in this Article 9.2, an appointment of proxy is to be deemed validly received by the Company if deposited, delivered or received in any manner authorised by the Act.
- (j) A vote given or poll demanded by proxy or Representative shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

9.3 Resolutions without General Meetings

A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which he

was present, shall be effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.

10. DIRECTORS

10.1 Appointment of Directors

- (a) Unless otherwise determined by the Company in General Meeting, the number of Directors shall be not more than eight or such other number as the Company may determine from time to time by Ordinary Resolution and not being less than the number required by the Act.
- (b) A Director is not required to hold any Securities and is not subject to retirement by rotation.
- (c) The Directors may at any time appoint any person as a Director either to fill a casual vacancy or as an addition to the current Directors, but so that the total number of Directors does not at any time exceed the number determined in accordance with these Articles.
- (d) The Company may by Ordinary Resolution remove any Director from office and may by Ordinary Resolution appoint another Director.
- (e) The Directors may appoint any person as a Director in order to make up a quorum for a meeting of Directors if the total number of Directors of the Company is not enough to make up that quorum.

10.2 Vacation of office and conflict of interest

- (a) Unless otherwise resolved by the Directors prior to cessation of employment, in addition to the circumstances in which the office of a Director becomes vacant under the Act and these Articles, a Director shall be deemed to have resigned as a Director if he or she is an employee of a Group Company and ceases to be an employee of a Group Company.
- (b) If a Director ceases to be a Director pursuant to Article 10.2(a), he or she shall have no rights or entitlements against the Company or a Group Company as a result of such cessation, save for any rights or entitlements pursuant to any contract of employment with the Company or a Group Company.
- (c) Subject to the provisions of the Act, and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office:
 - (i) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
 - (ii) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested;

- (iii) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit;
 - (iv) may vote on any contract or arrangement or proposed contract or arrangement or any other matter in which the Director has, directly or indirectly, an interest;
 - (v) may sign or countersign a contract or other document to which the Seal is affixed and in which the Director has, whether directly or indirectly, an interest; and
 - (vi) may be counted in the number present for a quorum, where the Director has an interest in any matters arising in the meeting.
- (d) For the purposes of Article 10.2 (c):
- (i) a general notice to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and
 - (ii) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

10.3 Powers of Directors

- (a) Subject to the provisions of the Act, the memorandum and Articles and to any directions given by Special Resolution, the management of the business of the Company is vested in the Directors and they may exercise all the powers of the Company and do all such acts and things as the Company can exercise and do and are not required to be exercised or done by the Company in General Meeting. No alteration of the memorandum and Articles and no such directions shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or those directions had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.
- (b) Without limiting Article 10.3(a), the Directors may exercise all powers of the Company to:
 - (i) borrow or raise or secure the payment or repayment of any sum or sums of money;
 - (ii) charge, mortgage or otherwise encumber any or all of the undertakings, property, assets or business of the Company (both present or future

whatsoever and wheresoever situate) or all or any of its uncalled capital; and

- (iii) issue notes, bonds, debentures or any other securities whatsoever or give any other security or guarantee for any debt, liability or obligation of the Company or of any other person,

in such manner and on such terms and conditions as the Directors determine.

- (c) If a Director or other officer of the Company becomes personally liable for the payment of a sum primarily due from the Company, the Directors may mortgage, charge or otherwise give security over the whole or any part of the Company's undertakings, property or assets (present or future) including its uncalled capital, by way of indemnity to secure the Director against any loss in respect of that liability.
- (d) All cheques, bills of exchange, promissory notes, bankers drafts and other negotiable instruments and all receipts for money paid to the Company, shall be signed, accepted, drawn, made, endorsed or otherwise executed for and on behalf of the Company by such persons (whether Directors or officers of the Company or not) in such manner as the Directors determine.

10.4 Interests of the holding company

If the Company is a wholly owned subsidiary, the Directors may take into account and act in the best interests of the Company's holding company, in the exercise of their powers as Directors of the Company.

11. MEETINGS OF DIRECTORS

11.1 General

- (a) The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit.
- (b) Without limiting Article 11.1(a) each Director, on becoming a Director (or on the adoption of these Articles), consents to the following for calling or holding a Directors' meeting:
 - (i) the Directors may confer by any electronic communication (or any other means of communication contemplated by these Articles) which permits each Director to communicate with every other Director (or any combination of any of these methods);
 - (ii) a resolution passed at such a conference, notwithstanding the Directors are not present together in one place at the time of the conference, is deemed to have been passed at a meeting of the Directors held on the day on which and at the time at which the conference was held; and
 - (iii) a meeting held in this way shall be deemed to take place at a place where the largest group of Directors is assembled or, if no such group is readily identifiable, at the place where the chairman of the meeting participates at the start of the meeting.

- (c) A Director or Secretary may, and the Secretary shall upon the request of a Director, convene a meeting of the Directors.
- (d) The person convening a meeting of Directors shall give notice of the meeting to each Director by delivering or posting the notice or by sending the notice by any electronic communication to the last address or electronic communication number or address (as the case may be) within the United Kingdom provided by the Director for the purposes of this Article 11.1.

In this article “address”, in relation to electronic communications, includes any number or address used for the purposes of such communications

- (e) Two Directors constitute a quorum at a meeting of Directors, unless:
 - (i) the Directors at any time determine that a greater number of Directors must be present to constitute a quorum; or
 - (ii) the Company has only one Director, in which case that Director alone constitutes a quorum; or
 - (iii) a meeting of Directors is held for the purposes of appointing a Director in accordance with Article 10.1(e).

11.2 Proceedings of Directors

- (a) The Directors may elect a chairman and may determine the period during which the chairman holds office.
- (b) The chairman of Directors shall preside at meetings of the Directors, but if at the time of any meeting a chairman has not been elected or is not present within 10 minutes of the time appointed for holding the meeting, the Directors present shall elect one of them to be chairman of that meeting.
- (c) Subject to these Articles, questions arising at a meeting of the Directors are decided by a majority of votes of the Directors present and competent to vote on the question.
- (d) The Directors may delegate any of their powers to committees consisting of any Director or Directors and may at any time revoke that delegation.
- (e) A committee to which any powers have been delegated shall exercise the powers delegated in accordance with any directions of the Directors.
- (f) Subject to Article 11.2(e), the meetings and proceedings of a committee of Directors are governed by the provisions of these Articles regulating meetings and proceedings of the Directors, so far as they are capable of application (mutatis mutandis) to meetings and proceedings of committees.
- (g) All acts of the Directors, a committee of the Directors or a member of a committee of Directors are valid even if it is discovered afterwards that there was some defect in the appointment, election or qualification of them or any of them or that they or any of them were disqualified from acting or had vacated office or were not entitled to vote.

11.3 Resolutions without meeting

- (a) The Directors may pass a resolution in writing without holding a Directors' meeting if all of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document and such a resolution shall be as valid and effectual as if it had been passed at a meeting of Directors duly held and convened.
- (b) Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy. An electronically transmitted facsimile copy of a document, the original of which in the opinion of the Secretary has been apparently signed by a Director, is deemed to be a document signed by that Director for these purposes.
- (c) The resolution is passed when the last of the relevant Directors signs.
- (d) Subject to the provisions of the Act, if the Company has only one Director, the Director may pass a resolution by recording the resolution and signing the record.

12. SECRETARY

12.1 Appointment by Directors

The Directors shall appoint at least one Secretary of the Company and may at any time terminate the appointment of any Secretary.

12.2 Terms of office

A Secretary of the Company holds office on the terms and conditions as the Directors determine.

13. MINUTES

- (a) The Directors shall ensure that minutes of all proceedings of General Meetings and of meetings of Directors are entered in books kept for that purpose within one month after the relevant meeting is held.
- (b) Except in the case of documents that are deemed to be minutes by virtue of Articles 9.3 and 11.3, minutes shall be signed by the chairman of the meeting at which the proceedings took place or by the chairman of the next succeeding meeting.

14. SEALS

14.1 Common Seal

- (a) The Company may have one or more Seals.
- (b) The Directors shall provide for the safe custody of each Seal of the Company.

14.2 Use of Seal

Any Seal may be used only by the authority of the Directors, or of a committee of the Directors authorised by the Directors to authorise the use of the Seal. Every

document to which the Seal is affixed shall be signed by a Director and be countersigned by another Director, a Secretary or another person appointed by the Directors to countersign that document or a class of documents in which that document is included.

15. DECLARATION OF DIVIDENDS

15.1 Declaration of dividends

- (a) Subject to the provisions of the Act, the Company may by Ordinary Resolution declare dividends in accordance with the respective rights of the Members, but no dividend shall exceed the amount recommended by the Directors. The Directors may determine that a dividend (whether interim, final or otherwise) is payable and fix the:
 - (i) amount;
 - (ii) time for payment; and
 - (iii) method of payment.
- (b) The method of payment may include the payment of cash, the issue of Securities or the transfer of assets.

15.2 Entitlement to dividends

- (a) All dividends belong and shall be paid (subject to any lien of the Company) to those Members whose names are on the Register at the date at which such dividend is declared or at such other date as the Directors may determine, notwithstanding any subsequent transfer or transmission of Securities.
- (b) Subject to the terms of issue of the Securities and the rights of persons (if any) entitled to Securities with special rights as to dividends, all dividends shall be declared and paid to Members according to the amounts paid (or credited) on the Securities as a proportion of the total amount paid and payable (including amounts credited) on the Securities. However, no amount paid or credited as paid on a Security in advance of calls is treated for the purpose of this Article as paid on the Security. All dividends shall be apportioned and paid proportionately to the amounts paid (or credited) on the Securities during any portion or portions of the period in respect of which the dividend is paid but if any Security is issued on terms providing that it ranks for dividend as from a particular date, that Security shall rank for dividend accordingly.

15.3 Payment of dividends

No dividend or other monies payable on or in respect of a Security shall bear interest against the Company unless otherwise provided for in the terms of issue of that Security.

16. INSPECTION OF RECORDS

No Member other than a Director in his capacity as such has any right of inspecting any account or book or document of the Company except as provided by law or authorised by the Directors of the Company in General Meeting. The Directors may determine whether and to what extent and at what times and places and under what conditions the accounting records and other documents and records of the Company or any of them are open to the inspection of the Members not being Directors.

17. NOTICES

17.1 Mode of service

- (a) Subject to the provisions of the Act, any notice to be given to or by any person pursuant to the Articles shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving notice.

In this article and the next, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

- (b) The Company may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Company by the Member. In the case of joint holders of a Security, all notices shall be given to the joint holder whose name stands first in the Register of Members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders. A Member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him or an address to which notices may be sent using electronic communications shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Company.

17.2 Deemed delivery and receipt of notice

- (a) A notice sent by ordinary post, courier or airmail is deemed to be received or served on the day next following that on which it was posted or dispatched. In proving delivery or service it is sufficient to prove that the envelope or wrapper containing the notice was properly addressed and stamped (if posted) and was posted or dispatched.
- (b) A notice sent by facsimile transmission is deemed to be received on production of a transmission report by the machine from which the facsimile was sent which indicates that the facsimile was sent in its entirety to the facsimile number of the recipient if produced before 5pm on a Business Day, otherwise on the next Business Day.
- (c) A notice sent by electronic mail is deemed to be received on the day of transmission, if transmitted before 5pm on a Business Day, otherwise on the next Business Day.

- (d) A notice sent by electronic mail is deemed not to be served only if the computer system used to send it reports that delivery failed.

17.3 Proof of service

A certificate in writing signed by a Director, Secretary or other officer of the Company that a document or its envelope or wrapper was addressed and stamped and was posted or dispatched, or that a document was sent by and a report was produced by the electronic communication from which it was sent which indicated that the document was sent in its entirety, is conclusive evidence of those facts.

17.4 Previous notice

A person who by operation of law, or by transfer or other means becomes entitled to be registered as the holder of, or to transfer a Security, is bound by every notice previously given in respect of that Security.

18. INDEMNITY

Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

19. WINDING UP

- (a) If the Company is wound up whether voluntarily or otherwise, the liquidator may, with the sanction of an Extraordinary Resolution and any other sanction required by the Act, divide amongst the Members in specie or kind, the whole or any part of the assets of the Company and may for that purpose, value any assets and determine how the division is to be carried out as between the Members or different classes of Members.
- (b) The liquidator may, with the sanction of an Extraordinary Resolution, vest the whole or any part of any such assets of the Company in trustees upon such trusts for the benefit of the Members or any of them as he with the like sanction determines.
- (c) No Member shall be compelled to accept any Securities or other assets in respect of which there is any liability upon a division or vesting of assets under Articles 19(a) and 19(b) respectively.

20. ACCOUNTS AND AUDIT

- (a) The Company shall comply with the Act with respect to the preparation of accounts.
- (b) Auditors will be appointed or elected by the Company and may be removed by the Company and their duties will be regulated in accordance with the Act.